SAMTEX FASHIONS LIMITED

33rd ANNUAL REPORT

2025-2026

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Atul Mittal	Chairman and Managing Director
Preeti Saxena	Independent Director
Pankila Bhardwaj	Independent Director
Shweta Gautam	Independent Director
Atul Mittal	Chief Financial Officer
CS Rinki Rani	Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s Kapil Kumar & Co.

Chartered Accountants

3rd Floor, S.R.K Mall,
14 Mall Road, Amritsar-143001

SECRETARIAL AUDITORS

M/s DMK Associates

Company Secretaries

31/36, Basement, Old Rajinder Nagar,
New Delhi- 110060

INTERNAL AUDITORS

D S Nayak& Associates (DebanandNayak)

Company Secretary in Practice

Regd. Office: B-101, KhushiBasera,
Hanspal, Bhubaneswar-751006

BANKERS

STATE BANK OF INDIA

Brach Details

JawaharVayaparBhawan,
Tolstoy Marg, New Delhi - 110 001

REGISTERED OFFICE

Khasra No 62, D 1/3 Industrial Area,
Rajarampur, Sikandrabad, Bulandshahr UP 203205
Phone No. 011-49025972

CORPORATE OFFICE

Unit No. 137, DLF Prime Tower, F-Block,
Okhla, Phase-I, New Delhi – 110020
Phone No. 011-49025972

REGISTRAR AND TRANSFER AGENT (RTA)

M/sBeetal Financial & Computer Services Pvt. Ltd.

Beetal House, 3rd Floor, 99, Madangir,
Behind LSC, New Delhi - 110062,
Ph. 011-29961281-282 Fax: 011-29961284

STOCK EXCHANGE

BSE Limited

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SAMTEX FASHIONS LIMITED

Corporate Identification Number (CIN): L17112UP1993PLC022479
Registered Office and Works: Khasra No 62 D1/3 Industrial Area
RajarampurSikandrabadBulandshahr UP- 203205.Tel. No.:011-49025972
E-mail: samtex.compliance@gmail.com; Website: www.samtexfashions.com

NOTICE OF 33rdANNUAL GENERAL MEETING

Notice is hereby given that the **33rd Annual General Meeting ("AGM")** of the Members of **SAMTEX FASHIONS LIMITED** will be held on **Tuesday, 29th September, 2026 at 01:00 P.M.** Indian Standard Time (IST) through Video Conferencing or Other Audio Visual Means (VC/OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr.Atul Mittal (DIN: 00223366), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Shifting of Registered Office within the same State and sameROC**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 12 of the Companies Act, 2013 read with Rule 27 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder(including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from its existing address at Khasra No. 62 D1/3 Industrial Area Rajarampur, Sikandrabad, Bulandshahr, Uttar Pradesh-203205 to **Plot No. 163, UdhyogVihar Extension, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh -201310**, which is outside the local limits of the city, town, or village where the present Registered Office is situated but within same state and under the jurisdiction of the same Registrar of Companies, with effect from **01stOctober, 2026**.

   RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to do all such acts, deeds and things and execute all such documents as may be required to give effect to the above resolution and sign/digitally sign and submit/file/e-file all the necessary form/e-forms/returns in this regard to Registrar of Companies or any other authority as may be required and updating statutory records, informing stakeholders, and taking all acts, deeds, and matters as may be necessary for this purpose and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company"

Date: 27.08.2026
Place: New Delhi

By order of the Board
SAMTEX FASHIONS LIMITED

Sd/-
Rinki Rani
Company Secretary & Compliance Officer
Membership Number: A51516

Registered Office: Khasra No 62 D1/3 Industrial Area RajarampurSikandrabadBulandshahr UP-203205
CIN: L17112UP1993PLC022479
Website: www.samtexfashions.com
E-mail: samtex.compliance@gmail.com
Tel.: 011-49025972

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 03/2025 dated 22 September 2025 read with General Circular No. 20/2020 dated May 5, 2020 and other circulars issued in this regard (collectively referred to as "**MCA Circulars**"), has permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" till further orders. Further, pursuant to the applicable provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and applicable SEBI Circulars/ Master circulars, the 33rd AGM of the Company is being held through VC /OAVM without the physical presence of the Members at a common venue. The proceedings of the 33rd AGM shall be deemed to be conducted at the registered office of the Company i.e. Khasra No 62 D1/3 Industrial Area RajarampurSikandrabadBulandshahar UP- 203205. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website www.samtexfashions.com.

2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, setting outmaterial facts concerning the Special Business under Item No. 3 of the Notice, is annexed hereto and forms part of the Notice.The relevant details pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ reappointment at this AGM are also annexed to thisNotice as **Annexure A**. Members seeking to inspect such documents can send an email to samtex.compliance@gmail.com.

3. In compliance with the aforesaid circulars, the Notice of AGM along with Annual Report 2025-2026 is being sent only through electronic mode to those Members whose valid e- mail addresses are registered with the Company/ Depositories/RTA. Further, a letter providing the exact path and the web link, where complete details of Annual Report 2025-2026 and the AGM Notice are available, will be sent to the members who have not registered their email address with the Company/Depositories/RTA. Members may note that Notice of AGM and Annual Report for the year 2025-2026 has been uploaded on the website of the Company at https://www.samtexfashions.com/. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the same is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com. However, if any specific request is receivedon samtex.compliance@gmail.comfrom the members demanding the physical copy of the Annual Report, the same will be provided by the Company but subject to time taken by the courier agency and Postal Department.

4. Since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. In view of the MCA Circular, no proxy shall be appointed by the members; hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional/Corporate Members intending to attend /vote at AGM through VC/OAVM by their respective authorized representatives are required to send to the Company/RTA/ Scrutinizer a certified copy of Board Resolutions, pursuant to section 113 of the Companies Act, 2013, by email at samtex.compliance@gmail.com, beetalrta@gmail.com or deepak.kukreja@dmkassociates.inrespectively, authorizing their representative to attend and vote at the Meeting through VC.

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

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 23rd September 2026 to Tuesday, 29thSeptember, 2026 (both days inclusive)** for the purpose of AGM**.**

7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website atwww.samtexfashions.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

8. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be affected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ Registrar.

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

11. Pursuant to the provisions of section 124 of the Companies Act, 2013, any amount remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by Central Government. No such amount is pending overdue for transfer to IEPF by the company.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

    Instructions for the Members whose e-mail IDs are not registered with the Company or with the Depositories are given below:

    I. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email tobeetalrta@gmail.com.

II. **For Demat shareholders-** please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) and email to beetalrta@gmail.com.

III. The RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, Specimen signature, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

A. **For shares held in electronic form:** to their Depository Participants (DPs)

B. **For shares held in physical form:** to the Company/ Registrar and Transfer Agents (RTA) in prescribed Form Notice. ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.

In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the M/s Beetal Financial and Computer Services Private Limited, Registrar and Share Transfer Agent of the Company (RTA).

14. Nomination Facility as per the provisions of Section 72 of the Companies Act, the facility for making nomination is available for the Members in respect of the Equity Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR- 3 or Form SH-14 as the case may be. The said forms available at Company's Websitewww.samtexfashions.com.

15. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required.

Therefore, the facility of casting votes by a member using a remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

16. Members who cast their votes by remote e-voting may attend the Meeting through VC, but will not be entitled to cast their votes at the Meeting once again.

17. 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 and Arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 will

be available for inspection at the registered office of the Company. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at samtex.compliance@gmail.com.

18. The Company has appointed CS Deepak Kukreja, Proprietor, DeepakKukreja& Associates to act as scrutinizer for conducting the scrutiny of the votes casted at AGM (e-voting as well as by Remote E-voting). The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, there after unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.

19. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company atwww.samtexfashions.comand on the website of CDSL atwww.evotingindia.com, immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.

20. The Members can join the AGM through 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 1,000 Members on a first come first served basis. This will not include large Shareholders i.e., Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

21. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote.

22. In case a person becomes member of the Company after dispatch of AGM Notice and is a member as on cut-off date for e-voting, such person may obtain the user id and password from Beetal Financial & Computer Services (P) Ltd. by e-mail request on beetalrta@gmail.com.

23. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA. The Equity Shares of the Company are listed on the following Stock Exchange: -

    BSE Limited
    24th Floor, PJ Towers,
    Dalal Street, Mumbai-400 001
    Website: www.bseindia.com
    Scribe Code: 521206

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

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

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

(i) The voting period begins on 26th September, 2026 (09:00 A.M.) and ends on 28th September, 2026 (05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **22nd September, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not member as on the cut-off date is requested to treat this notice for the information purpose only.

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

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

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

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

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

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

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

i. Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon &My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login &My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link availableon 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 with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting

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

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

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

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

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

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

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

2) Click on "Shareholders" module.

3) Now enter your User ID

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

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

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

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

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

OR Date of Birth (DOB)	• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

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

10) Click on the EVSN for Samtex Fashions Limited.

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

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

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

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

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

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

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

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

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

iii. Instructions for Shareholders attending the AGM through VC/OAVM &E-Voting during meeting are as under:

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

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

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

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

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

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

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least**10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at samtex.compliance@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance**10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at samtex.compliance@gmail.com. These queries will be replied to by the Company suitably by email.

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

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

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

iv. Process for those Shareholders whose Email/Mobile No. are not registered with the Company/Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

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

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

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

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

Date: 27.08.2026
Place: New Delhi

By order of the Board
SAMTEX FASHIONS LIMITED

Sd/-
Rinki Rani
Company Secretary & Compliance Officer
Membership Number: A51516

Registered Office: Khasra No 62 D1/3 Industrial Area RajarampurSikandrabadBulandshahr UP-203205
CIN: L17112UP1993PLC022479
Website: www.samtexfashions.com
E-mail: samtex.compliance@gmail.com
Tel.: 011-49025972

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and other applicable provisions)

The following Explanatory Statement sets out all the material facts relevant to the item (s) of the Special Business(s) contained in the Notice of 33rdAnnual General Meeting.

ITEM NO. 3

Board of Directors of your Company at their meeting held on 27th August, 2026 has decided to shift the Registered Office of the Company from **Khasra No. 62 D1/3 Industrial Area Rajarampur, Sikandrabad, Bulandshahr, Uttar Pradesh-203205 toPlot No. 163, UdhyogVihar Extension, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh -201310**to carry on the business of the Company more economically and efficiently and with better operational convenience. Shifting of Registered Office to Noida shall facilitate better coordination and interaction with shareholders, FIIs, Mutual Funds, Financial Investors and leading to improve investors' relationship.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 27 of the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder, shifting of Registered Office of the Company is outside the local limits of the city where the present Registered Office is situated,requires approval of the Members by way of Special Resolution. In view of the above, the approval of the members is sought for shifting the registered office of the Company.

Further, in compliance with the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time),as the Company has more than 1,000 shareholders in the Company, the Company is providing facility to the members to vote electronically at the Annual General Meeting.

Therefore, the Board recommends the Resolution as set out in Item No. 3 for approval of the Members as **Special Resolution**.

None of the Directors, Key Managerial Personnel'sor their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 3 of the Notice.

By order of the Board
SAMTEX FASHIONS LIMITED

Date: 27.08.2026
Place: New Delhi

Sd/-
Rinki Rani
Company Secretary & Compliance Officer
Membership Number: A51516

Registered Office: Khasra No 62 D1/3 Industrial Area
RajarampurSikandrabadBulandshahr UP- 203205
CIN: L17112UP1993PLC022479
Website: www.samtexfashions.com
E-mail: samtex.compliance@gmail.com
Tel.: 011-49025972

"Annexure A"

Details of Mr.Atul Mittal,Director retiring by rotation at the Annual General Meeting of the Company (Pursuant to Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings)

S. No.	**Particulars**	**Name of Director**
		Mr.Atul Mittal (DIN:00223366)
1.	Designation/Category of the Director	Chairman & Managing Director (Executive Director)
2.	Date of Birth	25-04-1977
3.	Age	49 years
4.	Date of first Appointment on the Board	29/07/2002
5.	Qualifications	Graduate
6.	Experience in specific functional area	Having years of experience in General Management
7.	No. of equity shares held in the Company (as on 31st March, 2026) including theshareholding as Beneficial Owner	26,00,000
8.	Directorships held in other companies including equity listed companies and Excluding foreign companies as on the date of this Notice.	1 (One) Arlin Foods Limited (unlisted)
9.	Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	2 (Two) • Audit Committee- Member • Stakeholders' Relationship Committee-Member
10.	Listed Entities from which he/she has resigned as Director in past 3 years	None
11.	Relationships, between Directors inter se with other directors, Manager & other KMP's	None
12.	Number of Board Meetings attended during the year	5/5
13.	Terms & Conditions for appointment/re-appointment/appointment by rotation on Directors	Appointment by Rotation on Directors
14.	Details of Remuneration Last Drawn	Nil
15.	Details of Remuneration Sought to be paid	Nil

16.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20th June, 2018.	Mr.Atul Mittal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

BOARD'S REPORT

To,
The Members,

The Board of Directors hereby submits the 33rd Annual Report of your Company together withthe Audited Accounts of the Company for the financial year ended 31st March, 2026.

FINANCIAL RESULTS

The Financial Results for the year's operation and the comparative figures of the previous year are summarized below:

(Figures in lakhs in Rs.)

Particulars	Standalone		Consolidated	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Revenue from operations	-	-	-	-
Income	0.14	0.22	7.69	3.13
Total Income	**0.14**	**0.22**	**7.69**	**3.13**
Total Expenditure	**31.96**	**29.80**	**44.78**	**42.69**
Net Profit/(Loss) Before Tax and exceptional item	(31.82)	(29.57)	(37.09)	(39.56)
Exceptional Item	-	-	-	-
Net Profit Before Tax	(31.82)	(29.57)	(37.09)	(39.56)
Current Tax	-	-	-	-
Deferred Tax	-	-	-	-
Earlier Tax Adjusted	-	-	-	-
Profit / (Loss) after Tax	**(31.82)**	**(29.57)**	**(37.09)**	**(39.56)**
Total Comprehensive Income/(Loss) for the year	**(31.18)**	**(29.23)**	**4.18**	**(28.09)**

The Company does not propose any transfer to General Reserve.

REVIEW OF OPERATIONS & FUTURE PROSPECTS:

There was no manufacturing and other business operations in the Company throughout the year and Company has incurred Net Comprehensive Loss after the exceptional items amounting to Rs. 31.18Lakhs as compare to a Net Comprehensive Loss of Rs. 29.23 lakhs in the previous financial year.

In Company's Wholly Owned Subsidiary namely M/s SSA International limited, there was no manufacturing activities in the plants and was already Non Performing Asset("NPA")as declared by the lenders/ banks.

As you are already aware that Company's other wholly owned Subsidiary namely M/s Arlin Foods Limited is not operational. Your Board is exploring new avenues to revive the Company.

DIVIDEND

There are no earnings in the Company the Directors regret their inability to recommend any dividend for the year 2025-26.

CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the year. The Company has two wholly owned subsidiaries namely **M/sSSA International Limited and M/s. Arlin Foods Limited**. There was also no change in the nature of business in SSA International Limited as well as Arlin Foods Limited.

SHARE CAPITAL

During the financial year, there has been no change in the authorised/issued/subscribed and paid-up share capital of the Company. The issued, subscribed and paid-up share capital of the Company as on March 31, 2026 is Rs. 14,90,00,000/- (Rupees Fourteen Crore and Ninety Lakh Only) comprising 7,45,00,000 fully paid equity shares of Rs. 2/- (Rupees Two Only) each.

DETAILS OF DIRECTORS /KMP APPOINTED/ RESIGNED DURING THE YEAR

During the year under review, Mr. Atul Mittal was re-appointed as the Chairman and Managing Director of the Company for a period of 5 (Five) years commencing w.e.f.30th August, 2025. There was no further change in the Directors or KMPs of the Company during the year.

Further, Mr. Atul Mittal (DIN: 00223366) who retires by rotationat ensuing AGM,being eligible, offers himself for re-appointment in accordance with the requirements of the Companies Act, 2013 and the Articles of Association of the Company.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All independent directors have given declarations to the effect that they meet the criteria of independence with regard to integrity, expertise and experience as laid down under Section 149(6) of the Companies Act, 2013 and provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY,EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

The Board is of the opinion that all the existing independent directors have good integrity and possess the requisite expertise and experience (including the proficiency). Independent Directors have confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the independent directors, the Board has confirmed that they meet the criteria of independence and that they are independent of the management. Further, there was no new appointment of Independent Director during the year under review.

BOARD OF DIRECTORS MEETINGS

During the year 5(Five) Board Meetings, 5(Five) Audit Committee, 3 (Three) SRC Committee and 1(One) NRC Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMITTEE

Pursuant to the provisions of section 177 of the Companies Act, 2013 and as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 presently the Audit Committee comprise the following members:-

i) Mrs. PankilaBhardwaj (Chairperson)
ii) Mr. Atul Mittal
iii) Ms. ShwetaGautam
iv) Mrs. PreetiSaxena

AUDITORS

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s Kapil Kumar & Co. Chartered Accountants, (Firm Registration No. 006241N) re-appointed as Statutory Auditors of the Company for a term of 5(Five) consecutive years from the conclusion of the 29th Annual General Meeting held on 30th September, 2022 till the conclusion of 34th Annual General Meeting of the Company to be held in the year 2027.

AUDITORS' REPORT

The Statutory Auditors of the Company has submitted their reports on the standalone and consolidated Financial Statements of the Company for the financial year ended 31stMarch, 2026. During the Financial Year, no instances of fraud have been reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 read with rules framed thereunder, either to the Company or to the Central Government.

The observations made by the Auditors in its report on the standalone financial statement of the Company and reply thereto by the management are here as under:

i. Originally the plant of the company was setup at NSEZ, Noida which was later on shifted outside NSEZ during the FY 2017-18 and in March 2019 the Company further changed its business premises from time to time and since then no manufacturing activity has been carried on. The Company is required to determine impairment in respect of fixed assets. However, the Company has not done impairment testing. In the absence of any working for impairment of the fixed assets as per Ind AS 36, the impact of impairment, if any on the financial statements is not ascertainable. The depreciation has not been charged on its property, plant and equipment during the year ending 31st March, 2026.

Reply: As per management opinion the impairment testing of PPE requires hiring of independent professional firm to ascertain the condition of PPE, however due to delayed availability of information and financial resources the impairment testing process could not be undertaken. Depreciation has not been charged on property, plant, and equipment for the year ended 31st March 2026. This is primarily due to the cessation of manufacturing operations since March 2019. The management is in the process of evaluating the future utilization and realizable value of these assets.

ii. Balance of debtors are outstanding from long period and are subject to confirmation and consequential effect if any on the financial statements remains uncertain. The trade receivables of the Company could not be verified as the confirmation of balances have not been provided and made available to us. Trade receivables amounting to Rs 552.93 lacs which are long overdue and not provided for. Allowance for expected credit loss have not been recognized on these financial assets. The Company has neither carried out impairment exercises of Trade Receivables nor provided for the same and recognized the same as non-current assets since long outstanding. In the absence of recovery and confirmation from the party, we are unable to comment on the recoverability and consequential impact of reconciliation and adjustment arising there from in the results, if any, is not ascertainable.

Reply: The Management is trying to recover the debts hence no provision is required to be made.

iii. The Company has not followed the treatment for recognition and remeasurement of employee benefit costs as detailed in the Ind AS 19.

Reply: The Company has not undertaken any business activity during the year and moreover majority of the employees of the company left the company and their dues are settled full and final over the period of time. Considering this fact, the Company has not followed the treatment for recognition and remeasurement of employee benefit costs as detailed in the Ind AS 19.

Emphasis of Matter

i. The Company had already given a corporate guarantee for an amount of Rs 807.46 crores against secured loans taken by its wholly owned subsidiary, namely M/s SSA International Limited, which has been classified as nonperforming assets by the banks. The Company has also received the notice u/s 13(2) of the SARFAESI Act 2002 from consortium of banks for revocation of its corporate guarantee. The Company has also received a notice from IDBI Bank Ltd as to why the Company along with its subsidiary SSA International Ltd (Main Borrower) and others should not be declared as wilful defaulters.

REPLY: The Company is trying to settle down the matter after taking the necessary actions required in this regard.

ii. The consortium bankers have filed a petition against the holding Company and its subsidiary M/s SSA International Limited regarding recovery of the outstanding dues, before the Debt Restructuring Tribunal-II, Delhi, and the Company has received an intimation vide O.A 530/18 dated 24/05/2018.Further, IDBI Bank has declared the main borrower (M/s SSA International Ltd), its directors and Guarantors (including M/s Samtex Fashions Ltd) as willful defaulters in terms with RBI Guidelines. The updated details of proceedings against the Company and its subsidiary M/s SSA International Ltd has not been made available, in absence of such details we are unable to comment on the possible impact, it any, arising out of the said matters.

REPLY: The Company is trying to settle down the matter after taking the necessary actions required in this regard.

iii. We have not been provided with sufficient, appropriate audit evidence relating to physical verification of fixed assets and inventory. Pending completion of such verification, we are unable to comment on the possible impact, it any, arising out of the said matters.

REPLY: Fixed Assets and Inventories have been accounted for correctly in the financial statements for the year ended 31.03.2026 and been relied upon by the Auditors.

iv. The Company had given loans and advances as on 31.03.2026 which are outstanding from long time. In the absence of recovery and confirmation from the party, we are unable to comment on the recoverability and consequential impact of reconciliation and adjustment arising there from in the results, if any, is not ascertainable. Moreover, we have not been provided with justification giving said advance and sufficient, appropriate audit evidence relating to verification of the same. Pending completion of such verification/ reconciliation, we are unable to comment on the possible impact, it any, arising out of the said matters.

REPLY: The advances are given in connection with business of the Company, to restore the business operations of the Company have been accounted for correctly in the financial statements.

v. As of 31st March 2026, inventories amounting to Rs 25.32lacs and as no business activity has been taken out during the year, the inventories have not been used for a long period of time, the Company may provide for if any inventory item is damaged or has become obsolete or if the selling price has declined.

REPLY: As the Company is having an Inventories amounting to Rs. 25.32 Lacs and the same have not been used for the long period of time. The above mentioned Inventory items are not damaged or have become obsolete, and the Company is taking care for the inventories.

vi. The Company has outstanding balance of amounting Rs. 132.28 Lacs of deferred tax assets upto March 31, 2026, in absence of probable certainty and convincing evidence for taxable income in future, we are unable to ascertain the extent to which these deferred tax assets can be utilized.

REPLY: The management is making continuous efforts to restore the business operations of the company and is hopeful of future taxable income against which the deferred tax assets so created will be utilized.

vii. Balances of input tax credit under goods and service tax are not in confirmation with balances as appearing in the online portal.

REPLY: The management can provide necessary information in this regard.

viii. The Identification and classification of trade payable dues to MSME and trade payable dues other than MSME of Micro, Small and Medium enterprises is based on the management's knowledge of their status.

REPLY: The Company has identified and classified trade payables to MSME and other trade payables based on the information available with the management and necessary confirmations obtained from the vendors.

ix. Balance of trade payables are outstanding from long period and are subject to confirmation and consequential effect if any on the financial statements remains uncertain. The trade payables of the company could not be verified as the confirmation of balances have not been provided and made available to us.

REPLY: As per the information provided by the management the Outstanding balances of Trade payables, have been accounted for correctly in the financial statements for the year ended 31.03.2026 and have been relied upon by the Auditors.

x. Confirmation of balances of security deposits, balances with government authorities, bank balances, Bank FDRs have not been provided to us, we are unable to comment on the possible impact, it any, arising out of the said matters.

REPLY: As per the information provided by the management the balances, security deposits, balances with government authorities have been accounted for correctly in the financial statements for the year ended 31.03.2026 and have been relied upon by the Auditors.

xi. As informed to us the bank accounts of the Company were put on debit freeze by EPF department, and we have not been provided with detailed explanation regarding the litigation with the EPF department. Moreover, several litigations are ongoing with the Income Tax Department against which the company has also deposited Rs 118.67 lacs for different financial years under protest, however we have not been provided with details and current status of the said litigations. We are unable to comment on possible impact, if any arising out of the said matter.

REPLY: As per the information provided by the management, The Bank Accounts of the Company are operational now. Further, The Company is in discussion with the department to finalize the ongoing litigations.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read withthe Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has appointed M/s. DMK Associates, a Peer reviewed firm of Practicing Company Secretaries, as the Secretarial Auditors of the Company to undertake the Secretarial Audit for a term of 5 (five) consecutive years commencing from Financial Year 2025-2026 toFinancial Year 2029-2030.

The Secretarial Audit Report for the financial year 2025-26 submitted by them in prescribed Form MR-3 has been annexed hereto marked as **ANNEXURE-I**and forms an integral part of this report. The Secretarial Auditor has made certain observations. The observations and reply thereto are as under:

OBSERVATIONS

i. *Mr. Atul Mittal, Managing Director of the Company has signed the financial statements in the capacity of Managing Director and Chief financial officer of the Company which is not as per Regulation 78 of table F Schedule I of the Act.*

   REPLY: In the absence of a suitable candidate, Mr. Atul Mittal had been designated as the Chief Financial Officer of the Company and he has signed the financial statement in that capacity pursuant to Section 134 of the Companies Act, 2013. The Company is in process of finding suitable candidate for the position of Chief Financial Officer. Once the Company finds such a person and appoint them on the aforesaid designation, the observation shall be closed.

Further, Secretarial Audit of the material unlisted subsidiary Company viz. SSA International Limited for the financial year ended March 31, 2026, as required under Regulation 24A of SEBI Listing Regulations, has also been conducted by M/s. DMK Associates, Company Secretaries. The said Secretarial Audit Report is annexed herewith as **Annexure – II.** The observations and reply thereto are as under:

OBSERVATIONS

1. *The Company has not appointed Internal Auditors as required under Section 138 of the Act.*

   REPLY: The consortium member banks have transferred the assets of the Company to National Assets Reconstruction Company Limited (NARCL) and as the Company's manufacturing unit located at 67th Milestone, Samalkha District, Panipat, Haryana, has been taken over by the Bank and accordingly there is no operation and any activity in the Company from August 2017. Since in the Company there is no activity, hence the appointment of Internal Auditor was not made.

Further, the Secretarial Audit of the material unlisted subsidiary Company viz. Arlin Foods Limited for the financial year ended March 31, 2026, as required under Regulation 24A of SEBI Listing Regulations, has been conducted by M/s. Vijay Jain& Co., Company Secretaries. The said Secretarial Audit Report is annexed herewith as **Annexure – III** andit does not contain any qualification, reservation, adverse remark or disclaimer.

MAINTENANCE OF COST RECORDS

Pursuant to Section 148(1) of the Companies Act, 2013 and rules made there under and with Cost Accounting Records Rules 2011, the Company is exempted to maintain Cost Records for the financial year 2025-26.

INTERNAL AUDIT

Based on the recommendation of Audit Committee, Mr. DebanandaNayak, Proprietor of D S Nayak& Associates, Company Secretary in Practice (C.P. No- 15188), have been appointed as the Internal Auditor for the financial year 2025-26 to review the function of Internal Control System of the Company and to report thereon.

The Internal Auditors periodically present their auditobservations, recommendations and status of implementationof corrective actions before the Audit Committee. The AuditCommittee reviews the adequacy and effectiveness of theinternal audit function and monitors the implementation ofaudit recommendations to strengthen the Company’s internalcontrol environment and governance framework.

BOARD EVALUATION

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board and as collated by Nomination and Remuneration Committee and the Board expressed its satisfaction.

The Independent Directors, at their separate meetingheld on February 10, 2026, reviewed the performance of theChairman & Managing Director andthe Board as a whole and assessed the quality,quantity and timeliness of the flow of information betweenthe management and the Board.

The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

FAMILIARISATION PROGRAMME FORINDEPENDENT DIRECTORS

In compliance with the requirements of the ListingRegulations, the Company has established a structured FamiliarisationProgramme for its Independent Directorswith an objective of providing them with insights into theCompany and its industry dynamics, strategic priorities,governance framework, risk managementpractices and regulatory environment.

The programme enables Independent Directors to gain adeeper understanding of the Company’s business model,global operations, key therapeutic segments, research anddevelopment initiatives, financial performance, industrytrends, emerging opportunities and challenges, therebyfacilitating informed participation in Board deliberations anddecision-making.The Independent Directors are periodically updated onsignificant business developments, legal and regulatory developmentsand changes in the economic and industry environment.

The details of the FamiliarisationProgramme impartedto Independent Directors during the Financial Year ended March 31, 2026,are available on the Company’swebsite at https://www.samtexfashions.com/info/policiescodes-related-documents.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) read with Section 134(5) of Companies Act, 2013, Your Directors state that:-

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

b. the directors had 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 March 31, 2026 and of the loss of the Company for that period;

c. the directors had 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 had prepared the annual accounts on a going concern basis;

e. thedirectors, had laid down 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 had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

WEBLINK OF ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013, Annual return of the Company for the financial year ending March 31, 2026, will be available on the Company’s website www.samtexfashions.com under Investor Information once it’s filed with the Registrar of Companies after the ensuing Annual General Meeting.

MATERIAL CHANGES AND COMMITMENTS

No Material changes and commitments have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report, which may affect the financial position of the Company.

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

Since the Company has no business operations during the year, the Company was not required to provide the details of conservation of energy, technology absorption, foreign exchange earnings and outgo in terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Your Company has an elaborate Risk Management Framework, which is designed to enable risks to be identified, assessed and mitigated appropriately. A detailed exercise is being carried out to identify, evaluate, manage and monitor non-business risks. The Company through Board and Audit Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. Risk Management forms an integral part of the Company's planning process.

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Particulars of Employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached hereto as **ANNEXURE-IV**which forms part of this report.

PUBLIC DEPOSITS

The Company has not invited or accepted fixed deposits from public during the financial year ended March 31, 2026, under Chapter V of the Companies Act, 2013 and the Rules made there under.

RELATED PARTY TRANSACTIONS

During the year, the Company has not entered into contract, arrangement and transactions with related parties. All transactions with related parties are of previous years which were in the ordinary course of business and on arm's length basis and none of the contract, arrangement and transactions could be considered material as covered under Section 188 (1) of the Companies Act, 2013. Accordingly, the disclosure of Related Party Transactions in Form AOC-2 is not applicable and hence does not form part of this report.

LOANS, GUARANTEES AND INVESTMENT

During the financial year, Company has not made any fresh investments nor have provided any new loan or Guarantee.

DISCLOSURE UNDER SUB-SECTION (12) OF SECTION 143 OF THE COMPANIES ACT, 2013

No report under sub-section (12) of section 143 of the Companies Act has been filed 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. Therefore, no disclosure is required in this regard.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/TRIBUNALS

On 1.08.2018, SSA International Limited, wholly owned subsidiary of the Company, received a demand notice from State Bank of India, Stressed Assets Management Branch-I.Demand Notice stated that SBI, the Lead bank has initiated action under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and in exercise of powers conferred under section 13(2) read Rule 3 of Security Interest (Enforcement) Rules,2002 called upon the borrower /guarantors/ Mortgagors to repay the debt amounting to Rs. 632,05,29,655/- with in sixty days from the receipt of the notice. If SSA International Limited fails to pay the said amount in the stipulated time, the bank will take the possession of the property mortgaged as mention in the said Notice.

The said action of SBI, the lead bank initiated under SARFASSI Act 2002 to repay the debthas been challenged by SSA International Ltd, in the concerned court, and matter is still underdispute. And the Counter Claims have been filed to the claims filed by the lead bank and othermember banks.

Further notices from SBI Lead bank and other Member banks for possession of Properties and declaring promoters as willful defaulters were received. The Management of SSA is approaching the banks for One Time Settlement and the same is pending for negotiations.

Furthermore, IDBI Bank has taken the possession of the property of SSA International Limited situated at Village Patti Kalyana Tehsil Samalkha District Panipat, on 12.03.2021.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

During the financial year, there were no manufacturing and other operations. The Internal Financial Control System is adequate and relevant to the existing operations.The Company has in all material respects an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026.

NOMINATION & REMUNERATION POLICY

The Company has a Remuneration Policy in place encompassing the appointment and remuneration philosophy of the Company. The Policy comprises of the various elements and terms of appointment. The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management.

The Company has framed a Nomination and Remuneration Policy pursuant to the provisions of Section 178 of the Companies Act, 2013. The details of policy are mentioned in Corporate Governance Report. The Policy of the Company is available on Company website at www.samtexfashions.com**.**

MANAGEMENT DISCUSSION AND ANALYSIS

As required by Regulation 34 read with Part B of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion & Analysis Report is annexed to this Annual report.

CORPORATE GOVERNANCE

The Company is committed to maintain the standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

As required under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 a separate report on Corporate Governance report along with Certificate on its compliance is annexed with this Annual Report.

CREDIT RATING

The credit rating was suspended in the financial year 2016-17 and presently not applicable.

INDUSTRIAL RELATIONS

The Industrial relations remained cordial during the year under review.

SUBSIDIARIES AND ASSOCIATES

The Company has two material subsidiaries namely**, M/sSSA International Limited (SSA)**and**M/sArlin Foods Limited (Arlin).** During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. As per Section 129(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, a Consolidated Financial Statement of the Company and its subsidiary has been prepared and attached to the Standalone Financial Statement of the Company.

The Consolidated Financial Statements have been prepared in accordance with the relevant accounting standards and in terms of the applicable provisions of Section 136 of the Act, Financial Statements of SSA and Arlin for the financial year ended on March 31, 2026 are available on the Company's website viz. https://www.samtexfashions.com/info/subsidiary-companies.

The Company has also formulated a Policy for DeterminingMaterial Subsidiaries in accordance with the requirementsof the Listing Regulations. The Policy is available on theCompany's website athttps://www.samtexfashions.com/info/policiescodes-related-documents.

Pursuant to the provisions of the rule 8 of Companies (Accounts) Rules, 2014, **Form AOC-1** annexed to this report as **ANNEXURE-V**.

The accounts of the Subsidiaries are also available for inspection for shareholders /members /investor, during the business hours at the registered office of the Company.

The Company does not have any associate or joint venture company during the year under review.

NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

No Company has become or ceased to become the Subsidiary, Joint Venture or Associates of the Company during the year under review.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company was not required to constitute corporate social responsibility committee pursuant to section 135 of the Companies Act, 2013 as the provisions of CSR are not applicable to the Company during the year under review.

WHISTLEBLOWER POLICY AND VIGIL MECHANISM

The Company has established a Whistleblower Policy and VigilMechanism in accordance with the provisions of the Act andthe Listing Regulations.The Whistleblower Policy provides a formal mechanismfor Directors, employees and other stakeholders to reportgenuine concerns relating to unethical behaviour, actual orsuspected fraud, violation of the Company's Code of Conduct,legal or regulatory non-compliance or any other misconduct.The Vigil Mechanism enables concerns to be reported throughappropriate channels while ensuring confidentiality, fairnessand protection of the whistleblower.

The Audit Committee oversees the implementation andeffectiveness of the Vigil Mechanism. No person has beendenied access to the Chairperson of the Audit Committee.

The Whistleblower Policy is available on the Company'swebsite athttps://www.samtexfashions.com/info/policiescodes-related-documents.

POLICIES AND WEB ADDRESS

As per the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all listed entities are required to formulate certain policies. All such policies are available on our website i.e. www.samtexfashions.com. Key policies that have been adopted by the Board are as follows:

Name of thePolicy	**Brief description**	**Web link**
Vigil Mechanism Policy	The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. No person has been denied the direct access to the Board in this regard.	https://www.samtexfashions.com/info/policiescodes-related-documents
Board Diversity	To ensure a transparent Board nomination process with the diversity of thoughts, experience, knowledge, perspective and gender in the Board	https://www.samtexfashions.com/info/policiescodes-related-documents
Policy on Preservation of Documents	This policy deals with the retention and archival of corporate records of the Company	https://www.samtexfashions.com/info/policiescodes-related-documents
Policy- Dealing with Related Parties	This policy regulates all the transactions between the Company and its related parties	https://www.samtexfashions.com/info/policiescodes-related-documents
Policy on Material Subsidiary	This policy deals with determination of Material Subsidiaries of Samtex Fashions Limited in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR)	https://www.samtexfashions.com/info/policiescodes-related-documents
Materiality of Events	The objective of the policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated inpursuance with the Regulations and to provide an overall governance framework for such determination	https://www.samtexfashions.com/info/policiescodes-related-documents

	of materiality.	
Risk Management Policy	The objective of Risk Management Policy at Samtex Fashions Limited is to create and protect shareholder value by minimizing threats or losses, and identifying and maximizing opportunities.	https://www.samtexfashions.com/info/policiescodes-related-documents
Archival Policy	The objective of the this policy is to cover all events or Information which has to be disclosed to Stock Exchange(s)	https://www.samtexfashions.com/info/policiescodes-related-documents

COMPLIANCE OF SECRETARIAL STANDARD

The Company has complied with all applicable provisions of Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India and notified by the Central Government.

CODE OF CONDUCT

In compliance with Regulation 26(3) of the **SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015**and the Companies Act, 2013, the Company has framed and adopted a code of conduct. The code is applicable to the members of the Board and all employees of the Company.

The Board Members have affirmed compliance with the Code of Conduct for the period ended March 31, 2026.

DEMATERIALIZATION OF SHARES AND DEPOSITORY SYSTEM

Your Company's shares are participating both with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The ISIN number of the Company is **INE931D01020.**

STOCK EXCHANGE LISTING

The Equity shares of your Company are listed at: The BSE Limited(BSE), Mumbai.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the company under any scheme.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

- No transfer was made to the investor education and protection fund against the unclaimed dividend or shares during the year.
- No application has been made or proceeding is pending against the Company under theinsolvency and bankruptcy code, 2016 during the year.
- There are no 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.

STATEMENT ON CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE AND DETAILS OF SEXUAL HARRASMENT

The no. of employees in the Company is below Ten, therefore the provisions of constitution of Internal Complaints Committee are not applicable to the Company.

Further, below is the disclosure as required under Rule 8 ofthe Companies (Accounts) Rules, 2014:

i. number of complaints of sexual harassment received in the year: NIL
ii. number of complaints disposed-off during the year: NIL
iii. number of cases pending for more than ninety days: NIL

STATEMENT BY THE COMPANY WITH RESPECT TO THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961

Theprovisions relating to the Maternity Benefit Act 1961 are not applicable to the Company during the year under review.

ACKNOWLEDGEMENTS

Your directors wish to place on record their gratitude to members, business associates, various agencies of the Government, Financial Institutions and Banks for all the help and Cooperation extended by them to the Company.

They also acknowledge with appreciation the devoted services rendered by the workers, staff and Executives at all levels of the Company. The directors appreciate and value the contribution made by every member of the Samtex family.

For and on behalf of the Board of Directors of
SAMTEX FASHIONS LIMITED

Date: 27.08.2026
Place: New Delhi

SD/-
Atul Mittal
Chairman & Managing Director
DIN:00223366

Annexure I

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
***FOR THE FINANCIAL YEAR ENDED* MARCH 31, 2026**
[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
THE MEMBERS,
SAMTEX FASHIONS LIMITED
CIN: L17112UP1993PLC022479
Khasra No 62 D 1/3 Industrial Area,
RajarampurSikandrabad, Bulandshahr,
Uttar Pradesh-203205, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAMTEX FASHIONS LIMITED** (hereinafter called "**the Company"**) for the year ended March 31, 2026 ("Audit Period"). 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 March 31, 2026 ("**Audit Period"**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with **Annexure 1** attached to this report:-:

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

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 (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); **(No FDI and ECB was taken and no ODI was given by the Company during the Audit Period)**

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:-

(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; **(Not applicable to the Company during the Audit Period)**;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not applicable to the Company during the Audit Period**)

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended till date; (**Not applicable to the Company during the Audit Period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the Audit Period)**;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;**(Not applicable to the Company during the Audit Period);**and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**

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

VI. OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY

As per the information provided, there is no specific law applicable to the Company during the audit period.

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India (SS-1 and SS-2);

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR"**) as amended from time to time and the Listing Agreements entered into by the Company with BSE Limited ("**BSE")**.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines to the extent applicable, Standards, etc. mentioned above subject to following observations:

Mr. Atul Mittal, Managing Director of the Company has signed the financial statements in the capacity of Managing Director and Chief financial officer of the Company which is not as per Regulation 78 of table F Schedule I of the Act.

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Women 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.
2. Adequate notices of Meetings were given to all the Directors to schedule the Board Meetings including Committee Meetings along with agenda and detailed notes on agenda 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 in compliance of the Act.
3. All decisions at Board Meetings including Committee Meetings were carried out with requisite majority and recorded in the minutes of the Meetings. Further as informed, no dissent was given by any Director in respect of resolutions passed in the Board meetings including Committee Meetings.

Based on the compliance mechanism established by the company and on the basis of the Compliance Certificate (s) placed and taken on record by the Board of Directors at their meeting(s), w**e 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 the Company has not incurred any specific event/action that can have major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc.

For DMK ASSOCIATES
COMPANY SECRETARIES

Date: 27.08.2026
Place: New Delhi
UDIN: A036232H001258508

(SHIVANI AGARWAL)
PARTNER
ACS 36232, C P 18282
Peer Review No. 6896/2025

Annexure 1

To,
THE MEMBERS,
SAMTEX FASHIONS LIMITED
CIN: L17112UP1993PLC022479
Khasra No 62 D 1/3 Industrial Area,
RajarampurSikandrabad, Bulandshahr,
UP 203205 IN

Sub: Our Secretarial Audit Report for the Audit period 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. We believe that the processes and practices, we followed provide a reasonable basis to our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the 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.

7. As per the information provided by the Company, there are certain cases filed by or against the Company, which are currently lying pending with the various Courts. However, as informed the financial impact can't be ascertained during the pendency of those cases.

For DMK ASSOCIATES
COMPANY SECRETARIES

Date: 27.08.2026
Place: New Delhi
UDIN: A036232H001258508

(SHIVANI AGARWAL)
PARTNER
ACS 36232, C P 18282
Peer Review No. 6896/2025

ANNEXURE-II

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025
[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 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members,
S S A International LTD
Unit No.137, DLF Prime Tower,
F-Block, Okhla Phase- 1,
Delhi-110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SSA INTERNATIONAL LTD** (hereinafter called the company). The 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 the secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2026 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with **Annexure 1** attached to this report:-

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

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; **(Not applicable to the Company during the Audit Period)**

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 (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); **(No FDI, ODI and ECB was taken by the Company during the Audit Period)**

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:-

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(Applicable only to the extent)**;

(b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period);**

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Applicable only to the extent)*;**

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period);**

(e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended till date; **(Not applicable to the Company during the Audit Period)**

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the Audit Period);**

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit Period); and**

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations 2018 **(Not applicable to the Company during the Audit Period)**

*The Company being a material subsidiary of Samtex Fashions Limited, directors and employees of the Company have been categorized as Designated Persons and are covered by the Code of Conduct under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, of Samtex Fashions Limited.

Since the manufacturing units of the company were closed in the previous years and the Company's Manufacturing units are under the possession of State Bank of India in pursuance to the notice issued 13(4) of the SARFASEI Act and as informed by management no sector specific laws are applicable on the Company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India (SS-1 & SS-2).

(ii) The Listing Agreements entered into by the Company with the BSE Limited ("BSE") and National Stock Exchange of India ("NSE"), if any**; (Not applicable to the Company during the**

Audit Period as the company's shares are not listed on any stock exchange(s))

During the Audit period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable, Standards, etc. as mentioned above subject to following:

The Company has not appointed Internal Auditor as required under Section 138 of the Act.

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company was duly constituted with proper balance of Executive, Non-Executive, Women and Independent Directors. That no changes in the composition of the Board of Directors took place during the period under review.

2. Adequate notices of Meetings were given to all the directors to schedule the Board Meetings along with agenda and detailed notes on agenda 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 in compliance of the Act.

3. All decisions at Board Meetings have been carried out with requisite majority and recorded in the Minutes of the Meetings. Further, as informed, no dissent was given by any Director in respect of resolutions passed in the Board Meetings.

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.

A. **We further report** that during the audit period the company has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc. except the following:

1. During the year under review, a complaint bearing CC No. 1897/2025 was filed by the Registrar of Companies, NCT of Delhi & Haryana, before the Hon'ble Court of Ld. ACJM (Special Acts), Central, Tis Hazari, Delhi, against the Company and its officers in default in relation to non-filing of the Cost Audit Report for the financial year 2017-18, in contravention of Section 148(6) of the Companies Act, 2013 read with Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 and Section 403 of the Companies Act, 2013. The next date of hearing is September 18, 2026.

2. During the year under review, the Company filed a writ petition on 31st January 2026 in the matter of *SSA International Limited & Ors. vs. State Bank of India* against the impugned order dated 19 January 2026 passed by the Ld. Chairperson, DRAT, Delhi (having additional charge of DRAT, Kolkata), whereby the appeal was dismissed at the admission stage because certain properties were sold by the secured creditors for Rs. 96.55 crores and this fact was not brought to the notice after filing the OA which states that the Appeal lacks the merits and hence got dismissed at the admission stage. The Company had also received a caveat petition in the said matter on 29 January 2026.

FOR DMK ASSOCIATES
COMPANY SECRETARIES

Date: 26.08.2026
Place: New Delhi
UDIN: A036232H001258607

(SHIVANI AGARWAL)
ACS
PARTNER
ACS 36232, C P 18282
Peer Review No. 6896/2025

ANNEXURE 1

To,
The Members,
SSA International Limited
Unit No.137, DLF Prime Tower,
F-Block, Okhla Phase- 1,
Delhi-110020

Sub: Our Secretarial Audit Report for the Financial Year ended March 31, 2026 is to be read along with this letter

8. 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.

9. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis our opinion.

10. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

11. Where ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.

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

13. 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.

14. As per the information provided by the Company, there are certain disputes cases filed by or against the Company, which are currently lying pending with the various Courts. However as informed the financial impact can't be ascertained during the pendency of those cases.

FOR DMK ASSOCIATES
COMPANY SECRETARIES

Date: 26.08.2026
Place: New Delhi
UDIN: A036232H001258607

(SHIVANI AGARWAL)
ACS
PARTNER
ACS 36232, C P 18282
Peer Review No. 6896/2025

ANNEXURE-III

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2026

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Arlin Foods Limited
CIN: U15209DL2008PLC173566
Unit No.137, DLF Prime Tower F- Block,
Okhla Phase-1, New Delhi-110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ARLIN FOODS 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 my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 (**Audit Period**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with **Annexure 1** attached to this report:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not applicable to the Company during the Audit Period)**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(Not applicable to the Company during the Audit Period)**

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment(ODI) and External Commercial Borrowings(ECB); **(No FDI and ECB was taken and no ODI was given by the Company during the Audit Period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:-

a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**")**; (Applicable only to the extent)**
b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**(Not applicable to the Company during the Audit Period);**
c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **(Not applicable to the Company during the Audit Period);**
d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**(Not applicable to the Company during the Audit Period);**
e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, **(Not applicable to the Company during the Audit Period);**
f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent);**
g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, **(Not applicable to the Company during the Audit Period);** and
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, **(Not applicable to the Company during the Audit Period);**

(vi) The Company has not undertaken any business activity during the year and earlier years and as informed by the management, no sector specific laws applicable to the Company.

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

(iii) Secretarial Standards on meeting of Board of Directors (SS-1) and on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

(iv) The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable; **(Not applicable to the Company during the Audit Period)**

During the Audit Period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. as mentioned above.

Based on the information received and records maintained, We further report that;

1. The Board of Directors of the Company is duly constituted. During the year, the changes in the Constitution of Board of Directors were carries out in accordance with the provisions of the Act.

2. Adequate notice of at least seven days was given to all directors to schedule the Board

Meetings along with agenda and detailed notes on agenda 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 in compliance of the Act.

3. All decisions at Board Meetings are carried out unanimously and recorded in the minutes of the Board Meetings. Further as informed, no dissent was given by any director in respect of resolutions passed in the Board Meetings.

Based on the compliance mechanism established by the Company, **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 the company has not undertaken any event / action which may be construed as major in pursuance of above referred laws, rules, regulations, guidelines, standards etc.

For Vijay Jain & Co.
Company Secretaries

Date : 26.08.2026
Place : New Delhi
UDIN No.: F013701H001235625

CS Vijay Jain
Proprietor
FCS, MBA, B. Com.
Mem. No. F13701
C. P. No.: 18230
Peer Review No.: 2241/2022

ANNEXURE 1

To,
The Members,
Arlin Foods Limited
CIN: U15209DL2008PLC173566
Unit No.137, DLF Prime Tower F- Block,
Okhla Phase-1, New Delhi-110020

Sub: Our report for audit period is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as are appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis my 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 Management Representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report 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.
7. As per the information provided by the Company, there are certain disputes cases filed by or against the Company, which are currently lying pending with the various Courts. However, as informed, these cases will not have major impact on the Company.

For Vijay Jain & Co.
Company Secretaries

Date : 26.08.2026
Place : New Delhi
UDIN No.: F013701H001235625

CS Vijay Jain
Proprietor
FCS, MBA, B. Com.
Mem. No. F13701
C. P. No.: 18230
Peer Review No.: 2241/2022

ANNEXURE-IV

Particulars of employees pursuant to section 197(12) of the Companies Act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014

1. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26 are as under:

S. No.	Name of Director, KMP & Designation	Remuneration of Director/ KMP for FY 2025-26 (inRs.)	Remuneration of Director/ KMP for FY 2024-25 (inRs.)	Ratio of remuneration of each Director/to median remuneration of employees (times)
1.	**Atul Mittal Chairman &Managing Director**	**NIL**	**NIL**	**-**
2.	**Mrs. PreetiSaxena Independent Director**	**NIL**	**NIL**	**-**
3.	**Mrs. Pankila Independent Director**	**NIL**	**NIL**	**-**
4.	**Ms. ShwetaGautam Independent Director**	**NIL**	**NIL**	**-**
5.	**Ms. Rinki Rani Company Secretary**	**7,36,000**	**5,88,000**	**-**

2. The percentage increase in remuneration during the financial year 2025-26:

Each Director	**-**
Chief Financial Officer	**-**
Company Secretary	**13.33%**

3. The percentage increase in the median remuneration of employees in the financial year: **NIL**

4. Number of Permanent Employees on the rolls of Company as on 31.03.2026: **One**

5. The average percentile increase/decrease in the salaries of the employees (other than Managerial Personnel) for FY 2025-26 was nilas there was no other employee whereas the average percentile increase in the managerial remuneration for the FY 2025-26 was 13.33%. There are no exceptional circumstances for increase in the managerial remuneration.The Company‘s variable compensation philosophy for its managerial personnel is to ensure its competitive in the global markets in which it operates, for attracting & retaining the best talent. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

6. The remuneration is as per the remuneration policy of the Company.

Statement pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014

1. The details of Employees who were employed throughout the FY- 2025-26 and were in receipt of minimum aggregate Remuneration of Rs.1.02 Cr.: **Nil**

2. The details of Employees who were employed for the part of FY 2025-26and for that part they received minimum aggregate remuneration of Rs. 8.5 lakh per month: **Nil**

3. The details of Employees who were employed during FY 2025-26(whether for full year or part thereof) and were drawing remuneration which is in excess of the remuneration drawn by MD or WTD or Manager and along with this, he is holding minimum 2% of the equity shares of the company together with his wife & dependent children: **Nil**

PARTICULARS OF REMUNERATION (RELATIVE) EMPLOYEES –NIL

Detail of top employees (having less than 10 employees for period under report) in terms of remuneration drawn:-

S. No.	Name	Designation	Salary Received (till 31.03.2026) in Rs.	Permanent	D.O.B, Age	D.O.J	Qualification	Last Employment before Joining the company	Equity Share held by the Employee	Relation with Director
1	Ms. Rinki Rani	Company Secretary	7,36,000	On Roll	04.09.1990, 35 years	20.06.2024	Company Secretary	Corpnexus Solutions LLP	Nil	No

For and on behalf of the Board of Directors
For SAMTEX FASHIONS LIMITED

Date: 27.08.2026
Place: New Delhi

SD/-
Atul Mittal
Chairman & Managing Director
DIN: 00223366

ANNEXURE-V

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs. in Lakhs)

Sl. No.	Particulars	Details	
1.	**Sl. No.**	**1**	**2**
2.	**Name of the subsidiary**	**SSA International limited**	**Arlin Foods Limited (Formerly known as Sam Buildcon Limited)**
3.	**Reporting period for the subsidiary concerned, if different from the holding company's reporting period**	NA	NA
4.	**Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries**	NA	NA
5.	**Share capital**	3,720.00	150.01
6.	**Reserves & surplus**	-27858.12	5.73
7.	**Total assets**	34,247.52	311.47
8.	**Total Liabilities**	58385.64	155.73
9.	**Investments**	259.85	NIL
10.	**Turnover**	0	0
11.	**Profit before taxation**	-5.05	0.22
12.	**Provision for taxation**	NIL	NIL
13.	**Profit after taxation**	-5.05	0.22
14.	**Proposed Dividend**	-	-
15.	**Extent of shareholding (In percentage)**	100	100

Notes: The following information shall be furnished at the end of the statement:
1. Names of subsidiaries which are yet to commence operations- NIL
2. Names of subsidiaries which have been liquidated or sold during the year-NIL

Part "B": Associates and Joint Ventures

Statement Pursuant to section 129(3) of the Companies Act, 2013 related to Associates Companies and Joint Ventures:

This is not applicable as there is no associate companies/joint ventures of the Company as on March 31, 2026.

1. Names of associates and joint ventures which are yet to commence operations- NA
2. Names of associates and joint ventures which have been liquidated or sold during the year. - NA

On behalf of Board of Directors of
Samtex Fashions Limited

Place: New Delhi
Date: 27.08.2026

ATUL MITTAL	**RINKI RANI**
(Managing Director & CFO)	**Company Secretary**
DIN: 00223366	**M. No. A51516**

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Overview

Company Background

The Company was incorporated on 26th April, 1993 and having its Registered Office at Khasra No. 62 D 1/3 Industrial Area Rajarampur Sikandrabad, Bulandshahr UP-203205, engaged in the business of manufacturing and selling of Ready Made Garments.

Its Corporate Office is located at Unit No. 137, DLF Prime Tower, F Block, Okhla Phase –I, New Delhi -110020. The Trading Office in USA in the city of New York is not operational during the year under report.

Company Management

The Board of Directors of the Company presently at the time of preparation of this Report comprised of four Directors headed by Mr. Atul Mittal, Chairman & Managing Director of the Company. The Board has a combination of Executive and non-Executive Directors comprising of one Executive Director- namely Mr. Atul Mittal, Managing Director and three Non-Executive Independent Directors.

The Board of Directors should meet regularly at least 4 times in a year. In the year 2025-2026, 5(Five) such meetings were held, the details of the attendance of Directors in the Board Meetings have been given in the Report of Corporate Governance. The Board has also constituted Committees namely, (a) Audit Committee (b) Nomination and Remuneration Committee (c) Stake holders Relationship Committee. The committee members' meet regularly from time to time to dispose of the work assigned to them respectively.

Product and Services

The Company is engaged in the business of manufacturing and selling of Ready Made Garments. In March 2019, the Company changed the business premises to setup the manufacturing facilities, however, there no manufacturing activities have been carried on. Further, in January 2021, the Company further changed the Registered Office to Khasra No 62, D 1/3 Industrial Area, Rajarampur, Sikandrabad, Bulandshahr, UP 203205. As regards the commencement of manufacturing activities at the new premises the Company is not able to setup and start in absence of orders.

Industry Structure and Development

The Indian Textile Industry especially Garment Sector is export oriented and is one of the leading textile industry in the world, having an overwhelming presence in the Indian Economy. The international trade in clothing and textile plays a vital role through its contribution to industrial output, employment generation and export earnings for the country. The Industry is targeting towards modernization and expansions being encouraged by the prevailing textile strategies and policies.

The Indian clothing and textile industry has attracted huge investments and is moving towards economic growth. Restructuring its system and operations to match the international levels of technology, quality and standards. As a result, the capacity has expanded to meet the future requirements as the demands are growing but with slow speed. The business environment is very challenging.

Opportunities and Threats

The modern technology, improvements in infrastructure and regulations, all are playing significant role among the different sectors of the Industry.

The textile and clothing industry is also facing increase in input prices as well as increase in conversion cost. The inflationary pressure both within the country and globally have bearing on the outlook of the textile and clothing industry.

Segment Wise Performance

During the current financial year the reportable segment did not exceed the quantitative threshold limits as per the applicable accounting standard, Hence segment wise performance is not evaluated.

Outlook

The Indian economy remains optimistic supported by strong fundamentals such as political stability, heightened government focus on public capital expenditure, a gradual rise in private capital expenditure and growing credit demand. India's growth trajectory is expected to surpass other economies in the foreseeable future. Accordingly, the Company has an optimistic approach.

Risk and Concerns

The Company has no operational activities during the year so there were no operational risks. However, the Company intends to revive the business and to look forward. Considering the same, various risks and concern connected to the Industry and other operational environment may be faced by the Company and the management will ensure adequate risk management policy accordingly.

Internal control systems and their adequacy

During the current financial year, there was no manufacturing and other operations so internal audit was not required. However, the Company has appointed the Internal Auditor whoconducted a generalperiodical audit. Further, the Internal Financial Control System is adequate relevant to the existing operations.

Discussion on financial performance with respect to operational performance.

The commencement of manufacturing activities at the new premises of the Company is not able to setup and start in due to absence of orders in the reporting year.

Material developments in Human Resources/Industrial Relations front, including number of people employed.

The Company was not carrying any business operation throughout the year, hence not applicable.

Disclosure of Accounting Treatment:

The financial statements have been prepared in accordance with the lndian Accounting Standards (hereinafter referred to as the 'lnd AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (lndian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the financial Statements.

For and on behalf of the Board of Directors of
SAMTEX FASHIONS LIMITED

Date: 27.08.2026
Place: New Delhi

Sd/-
Atul Mittal
Chairman & Managing Director
DIN: 00223366

CORPORATE GOVERNANCE REPORT

1. Company's philosophy

Samtex Fashions Limited(hereafter referred as "SFL"). SFL's philosophy on corporate governance envisages to attain Transparency, Accountability, Fairness, Integrity and Social Responsibility in all facets of its operations. The corporate governance enables us to have our system in place and gives us sufficient freedom to operate within the framework of accountability. The Company has a firm belief that the Code of Corporate Governance provides the structure by which the rights and responsibilities are mentioned and distributed amongst the different members of the organization.

2. I) Board of Directors

a) Composition and Category of Directors

During the financial year, the Board of Directors has an optimum combination of Executive Director, Non-Executive and Women Director, which comprised of Four Directors – One Executive Director and Three Non- Executive Independent Women Directors.

b) Other Directorships and Committee Memberships

The composition of Board of Directors, their category and other directorships as on 31st March, 2026 given as under:-

SI. No	Name Of the Director	Designation	Category	No. of Directorship and Committee Membership/Chairpersonship		
				Other Directorship	**Committee Membership**	**Committee Chairperson**
1.	Mr. Atul Mittal	Chairperson& Managing Director	Promoter & Executive	**1**	**2**	**-**
2.	Mrs. PreetiSaxena	Director	Independent Non-executive	**6**	**3**	**-**
3.	Mrs. Pankila	Director	Independent Non-executive	**3**	**3**	**3**
4.	Ms. ShwetaGautam	Director	Independent Non-executive	**3**	**3**	**-**

Retiring Directors

Mr. Atul Mittal, Chairperson& Managing Director is retiring by rotation in the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment.

Mr. Atul Mittal is a graduate, belonging to an industrial family and is having experience of 26 years. He possessescommand in his field of operations and managing the affairs of the Company.

c) Meetings of Board of Directors:

During the year, 5(Five) Meetings of the Board were held on 28.05.2025, 12.08.2025, 29.08.2025, 13.11.2025 and 10.02.2026.

d) Attendance record of each Director:

The table given below gives the attendance record of all the Directors at the 5(Five) Board Meetings held during 2025-26, as well as at the last Annual General Meeting held on 29.09.2025.

Sl.No.	Name of Director	No. of Board Meetingattended	Attendance at the lastAGM
1	Mr.Atul Mittal	5	Yes
2	Ms. PreetiSaxena	5	Yes
3	Mrs. Pankila	5	Yes
4	Ms. ShwetaGautam	5	Yes

e) Disclosure of Relationship of Directors Inter-se:

Directors of the Company are not related to each other.

f) **Shareholding of Directors:**

The Shareholding of Directors (In individual capacity) as on 31 March 2026 is given below:

Sr. No.	Name of Director	No. of Shares Held	% to total Shares
1.	Mr. Atul Mittal	26,00,000	3.49%

The Independent Non-Executive Directors of the Company are not holding any shares/convertible instruments in the Company as on 31st March 2026.

g) **Familiarization Programme for Directors**

The Companyconduct familiarization programs for the Directors to enable them to familiarize with the Company. Web- link *https://www.samtexfashions.com/info/policiescodes-related-documents.*

II) Independent Directors Meeting

a) As required under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 a separate meeting of Independent Directors of the Company were held on 10.02.2026 during 2025-26.

b) In terms of requirement of Schedule V of SEBI Listing Regulations, the Board has identified the following core skills/expertise/ competencies of the Directors in the context of the Company's business for effective functioning as given below:

Skills and its description	Atul Mittal	Mrs. PreetiSaxena	Mrs. PankilaBhardwaj	Ms. ShwetaGautam
Administrative Expertise	**YES**	**YES**	**YES**	**-**
Industry Knowledge	**YES**	**YES**	-	**YES**
Technology and Digitization perspective	**YES**	-	-	**YES**

c) In the opinion of the Board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

d) Detailed Reasons for resignation of an Independent Director:
No Independent Directors has resigned during the year under review.

3. AUDIT COMMITTEE

a) **The Constitution of the Audit Committee as on 31.03.2026 is as follows**:-

1. Mrs. Pankila–member and Chairperson
2. Ms. ShwetaGautam - Member
3. Mr. Atul Mittal - Member
4. Mrs. PreetiSaxena - Member

The meetings were scheduled well in advance. In addition to the members of the audit committee, these meetings were attended by the head of the Statutory Auditors of the Company.

The terms of reference of Audit committee are extensive and include all that is mandated in Regulation 18 of SEBI (LODR) Regulations 2015 and Corresponding Section 177 of the Companies Act, 2013.

TheCompany Secretary of the Company act as the Secretary to the Committee. The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meetings.

b) Meetings and Attendance:

S. No.	**Date of Meeting**	**Strength**	**No. of Members Present**
1	28.05.2025	4	4
2	12.08.2025	4	4
3	29.08.2025	4	4
4	13.11.2025	4	4
5	10.02.2026	4	4

c) The Attendance of the Members of the Committee is given below:-

Member	**No. of Meetings attended**	**Category**
Mrs. Pankila	5	Member & Chairperson
Ms. ShwetaGautam	5	Member
Mr. Atul Mittal	5	Member
Mrs. PreetiSaxena	5	Member

d) Terms of reference

The Audit Committee has the powers as provided under section 177 of the Companies Act, 2013 as well as requirements under Listing Agreement/ Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 pertaining to Audit Committee, which include amongst others:

- Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.

- Recommending the appointment and removal of auditor, fixation of audit fee and also approval for payment for any other services.

- Reviewing with management the annual financial statements and audit report before submission to the Board.

- Reviewing with management, performance of statutory and internal auditors and adequacy of internal control systems.

- Reviewing with management the quarterly Financial Statements before submission to Board of Directors for approval.

- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority, reporting structure coverage and frequency of internal audit.

- Review and functioning of Whistle Blower/Vigil Mechanism.

The Committee reviews the Management Discussion and Analysis of the financial condition, results of operations and statements of significant Related Party Transactions, internal control and any other matter which may be a part of its terms of reference or referred to by the Board of Directors.

In the year under reference, the Audit committee comprised of four(4) Directors out of which three(3) of them are Non-Executive Independent Directors. All these Directors possessed good knowledge of Corporate Finance, Accounts and Company Law.

e) Internal Audit

M/s. D S Nayak& Associates, a firm of practicing Company Secretaries,has been re-appointed for the financial year 2025-26 as the Internal Auditor of the Company to review the Internal Control System of the Company and to report thereon.

4. NOMINATION AND REMUNERATION COMMITTEE:

a) The Constitution of the committee as on 31.03.2026 is as follows:

1. Mrs. Pankila - Member andChairperson
2. Ms. ShwetaGautam - Member
3. Mrs. PreetiSaxena - Member

b) Meetings and Attendance:

S. No.	Date of Meeting	Strength	No. of Member Present
1	29.08.2025	3	3

c) The Attendance of the Members of the Committee is given below:-

Member	No. of Meetings attended	Category
Mrs. Pankila	1	Member & Chairperson
Ms. ShwetaGautam	1	Member
Mrs. PreetiSaxena	1	Member

The Nomination and Remuneration committee presently comprises of Three (3) Directors, all are Non- Executive Independent Directors.

d) Terms of reference

The terms of reference are in line with the requirement of Code of Corporate Governance. The Nomination and Remuneration Committee has the powers as provided under section 178 of the Companies Act, 2013 as well as requirements under Regulation 19 of Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 pertaining to Nomination & Remuneration Committee, which include amongst others:

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director.

- Recommend to the Board a policy relating to the remuneration for the directors, Key managerial Personnel and Senior Management.

- Fixation of salary, perquisites etc. of all Executives Directors of the Company at the time of their appointment/re-appointment.

- Deciding commission payable to executive directors.

- Identify persons who qualify to become Directors and who may be appointed in senior management in accordance with criteria laid down and recommend to the Board their appointment and removal.

e) Performance evaluation criteria for independent directors.

In accordance with the provisions of the Act and the Listing Regulations, the Board carried out an annual evaluation of its own performance, the performance of its Committees and individual Directors including Independent Directors. The performance evaluation of Independent Directors was done by the entire Board of Directors excluding the Directors being evaluated.

The Board noted the outcome of the evaluation process and the suggestions provided by the Independent Directors, which will continue to support the enhancement of Board effectiveness and governance standards.

5. DIRECTOR'S REMUNERATION

a) **Managing Director/Executive Directors:**

The Companyfollows its remuneration policy in terms of paying remuneration to the Managing Director / Executive Directors and as recommended by the Remuneration Committee and the Board of Directors of the Company. It has also been approved by the Members of the Company in their General Meeting.

Since the Company is under Financial Stress during the Financial Year, Chairperson and Managing Director decided not to receive any Salary during the Year.

b) **Non-Executive Directors:**

Non-Executive Directors have not been paid any remuneration.

6. STAKE HOLDERS RELATIONSHIP COMMITTEE

a) Stake Holders Relationship Committee meets regularly and during the year 3 meetings were held. To expedite the process of Share Transfers the powers are delegated to the Company Secretary and one executive Director, and the delegated authority attends to Share Transfer formalities once in a fortnight. In case of any difference of opinion or there being a dispute among the claimants the matter is forwarded to the Stake holders Relationship Committee for their Approval. The Committee comprises of Four (4) Directors, one of whom is Executive Director.

The Mrs. Pankila, Chairperson, is a Non-Executive Director and heading the committee.

b) **The Constitution of the committee as on 31.03.2026is as follows**:

1. Mrs. Pankila–member and Chairperson
2. Ms. ShwetaGautam - Member
3. Mr. Atul Mittal - Member
4. Mrs. PreetiSaxena– Member

- There was no share Transfer/Demat cases, or Complaints pending for more than 30 days, as on 31st March, 2026.

c) **Compliance Officer:** As on March 31, 2026, Ms. Rinki Rani,Company Secretaryis the Compliance officer of the Company.

Address: - Unit No. 137, DLF Prime Tower, F- Block, Okhla Phase –I, New Delhi-110020. Ph. No. 011-49025972, Email ID: samtex.compliance@gmail.com

d) Details of Shareholders Complaints during the FY 2025-26:-

Investors Compliant	**SEBI**	**BSE**	**Investor**
Number of complaints pending at the beginning of year	**Nil**	**Nil**	**Nil**
Number of complaints Received	**Nil**	**Nil**	**Nil**
Number of complaints resolved	**Nil**	**Nil**	**Nil**
Number of complaints pending complaints at the end of year	**Nil**	**Nil**	**Nil**

Number of complaints not solved to the satisfaction of shareholders: **NIL**

e) Risk Management Committee: Not Applicable

f) Senior Management

List of Senior Management of the Company as on 31.03.2026:

S. No.	**Name**	**Designation**
1.	Mr. Atul Mittal	Chief Financial Officer
2.	Ms. Rinki Rani	Company Secretary & Compliance Officer

No changes since the close of previous financial year.

g) Code of Conduct

Code of Conduct as adopted by the Board of Directors, is applicable to all Directors, Senior Management and Employees of the Company. The Code of Conduct of the Company covers substantial development, disclosure of material information, integrity of financial reporting, continuous improvement of the internal control system and sound investor relations.

Declaration as required under Regulation 26(3) and Schedule V of SEBI (LODR) Regulations, 2015 All Directors and Senior Management of the Company have affirmed Compliance with the Samtex Code of Conduct for the financial year ended 31st March, 2026. **Atul Mittal** **Chairperson& Managing Director** **DIN: 00223366** Place:New Delhi Date: 27.08.2026

7. GENERAL BODY MEETING

a) The details of last three Annual General Meetings are given as follows:-

Annual General Meeting/Year	**Day, Date & Time of the AGM**	**Venue**
30th AGM 2022-23	Saturday, 30th September, 2023, Through Video Conferencing or Other Audio Visual (VC/OAVM) at 01:00 P.M.	Through (VC/OAVM) and the deemed venue shall be the Registered Office of the Company i.e. Khasra No 62,D 1/3 Industrial Area, Rajarampur, Sikandrabad, Bulandshahr UP 203205
31st AGM 2023-24	Saturday, 28th September, 2024, Through Video Conferencing or Other Audio Visual (VC/OAVM) at 01:00 P.M.	Through (VC/OAVM) and the deemed venue shall be the Registered Office of the Company i.e. Khasra No 62,D 1/3 Industrial Area, Rajarampur, Sikandrabad, Bulandshahr UP 203205
32nd AGM 2024-25	Monday, 29th September, 2025, Through Video Conferencing or Other Audio Visual (VC/OAVM) at 01:00 P.M.	Through (VC/OAVM) and the deemed venue shall be the Registered Office of the Company i.e. Khasra No 62,D 1/3 Industrial Area, Rajarampur, Sikandrabad, Bulandshahr UP 203205

b) Details of Special Resolutions:

1.	30th AGM	No Special Resolution was passed.
2.	31st AGM	1. Appointment of Mrs. Pankila (DIN: 10752243) as a Non-Executive, Independent Director of the Company. 2. Appointment of Ms. ShwetaGautam (DIN: 10679234) as a Non-Executive, Independent Director of the Company.
3.	32nd AGM	3. Re-appointment of Mr. Atul Mittal (DIN: 00223366) as the Chairman and Managing Director of the Company.

c) Postal Ballot

During the year under review no resolution was passed through Postal Ballot. Currently there is no Special Resolution is proposed to be passed through Postal Ballot.

d) Subsidiary Companies

The Company has two materially unlisted Wholly Owned Subsidiary companies, namely M/s SSA International Limited and M/s Arlin Foods Limited (earlier name Sam Buildcon Limited). The requirements of Regulation 24 of SEBI (LODR) Regulations 2015 with regard to subsidiary companies have been complied with, to the extent applicable.

8. Means of Communications

a) **Results:** Unaudited Standalone, as well as Consolidated Quarterly as well as Annual Audited Financial Results of the Company, are approved and taken on record by the Board of Directors of the Company within 45 days (for I, II, III quarter)/ 60 days (for IV quarter) from the end of the quarter. The Approved Results are communicated to Stock Exchanges where Company is listed and also published within 48 hours in Financial Express i.e. English Newspaper and HariBhoomi i.e. Hindi Newspaper.

b) **Website:** The Company's website (www.samtexfashions.com), provides comprehensive information on Company's profile its business lines, Management, Corporate Governance etc. An exclusive section is dedicated to Investors, where all information related to quarterly/yearly results, Annual Report; Quarterly Transfer Details to IEPF etc. are pasted from time to time. It provides all the information as prescribed under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

c) **Intimation to the Stock Exchanges**: All Price Sensitive information and material events are disclosed to the Stock Exchange(s), in accordance with its Materiality Policy on disclosure of material events. The objective of the Materiality Policy is to ensure timely and adequate disclosure of material events and price-sensitive information under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company. All such disclosures are signed by the Managing Director, or Compliance of information is also pasted on the website of the Company.

9. GENERAL SHAREHOLDER INFORMATION

A. Registered office & Works:
Samtex Fashions Ltd.
Khasra No. 60, D1/3, Industrial Area,
Rajarampur, Sikandrabad, Bulandshahr,
UP- 203205

B. **Company's Corporate Office (Address for correspondence):**
Unit No. 137, DLF Prime Tower,
F- Block, Okhla Phase –I, New Delhi -110020
Ph. No. 011-49025972
Email ID: samtex.compliance@gmail.com

C. Registrars and Share Transfer Agents:
Beetal Financial & Computer Services (P) Ltd
Registrars and Transfer Agents
Beetal House, 3rd Floor
99, Madangir, BH- Local Shopping Center
New Delhi-110062
Ph.: 011-29961281,29961282 Fax: 011-29961284
e-mail ID: beetalrta@gmail.com

D. Investors Correspondence:
In case of any delay in attending to transfer of shares, non-receipt of Annual Report or any other related matter the following official of Samtex Fashions Ltd. may be contacted.

Mr. Atul Mittal, Chairperson& Managing Director
Email: samtex.compliance@gmail.com

E. Annual General Meeting for the financial Year ended 31st March, 2026.
33rdAnnual General Meeting:-
Date: 29th September, 2026
Time: 1:00 P.M
Means: Through Video Conferencing (VC) / other Audio Visual Means (OAVM)
Venue: Deemed to be Registered Office of the Company.

Book closure Details: 23th September 2026 to 29th September, 2026

F. **Dividend Payment Details**: - N.A.

G. **Financial Year : 2025-26**

H. **Financial Calendar (2026-2027 Tentative)**
Last Quarter Results of FY 25-26: 28th May, 2026
First quarter results: 13th August, 2026
Second quarter results: November, 2026
Third quarter results: February, 2027
Fourth quarter results: May, 2027
Annual results: May, 2027
AGM for the year ended 31.03.2027: September, 2027

I. **Listing and Stock code**: The Company's Equity shares are listed onThe Bombay Stock Exchange Limited (BSE),Phiroze Towers, Dalal Street Mumbai- 400001.

Listing Fees:
The Company has paid the annual listing fees to the Stock Exchange for the year 2025-26.

J. **Reasons for suspension of trading in equity shares:** Not Applicable

K. **a. Shareholding Pattern of the Company as on 31st March, 2026:**

Category of Shareholders	No of shares	Percentage
Promoter's Holding	3,65,87,692	49.11
Mutual Funds/UTI	53,000	0.07
Banks/Financial institution (Central /State Govt. Inst./Non Govt. inst.)	---	---
Corporate Bodies	86,66,961	11.63
NRI/OCBs	38,91,495	5.22
Others (Trust , HUF and Clearing Members)	21,59,325	2.90
Indian Public	231,41,527	31.06
Total	**7,45,00,000**	**100.00**

b. Distribution of Shareholding as at 31st March, 2026:

Share Holding of Nominal value of Rs. 2 each	**No**	**% of Total Folio Nos.**	**Shares in Nos.**	**% of Total**
Up to 5000	14342	92.12	5242533	7.04
5001 – 10000	581	3.73	2251607	3.02
10001 – 20000	293	1.88	2210662	2.97
20001 – 30000	124	0.80	1536601	2.06
30001 – 40000	56	0.36	1019596	1.37
40001 – 50000	40	0.26	913920	1.23
50001 – 100000	50	0.32	1775176	2.38
100001 and above	82	0.53	59549905	79.93
Total	15568	100.00	74500000	100.00

The Company has not issued any GDRS/ADRS/ Share Warrants or any convertible instruments during the year.

c. Plant Location

Khasra No. 60, D1/3, Industrial Area,
Rajarampur, Sikandrabad, Bulandshahr,
UP- 203205

d. Share Transfer System:

Share Transfers in physical form are registered and share certificates are returned to the respective transferees within a period ranging from fifteen days to one month, provided the documents lodged with the Registrar/Company are clear and complete in all respects.

e. Dematerialization of Shares:

Trading in Samtex Fashions Ltd. Share is permitted in Dematerialized Form w.e.f 8th October,2001 as per notifications issued by the SEBI. The Company has entered in to Agreement with Depositories NSDL and CDSL, where the investors have the options to De-Materialize/Re-Materialize their shares with either of the Depositories.

f. **Commodity Price Risks:**

The Company does not have any commodity price risks.

g. The Company's ISIN number is INE931D01020.

h. Shares Dematerialized Record:

As on the date of closure of Financial Year 7,10,60,690 Equity Shares comprising 95.383% of the total shares were held in Dematerialized Form.

i. Credit ratings:

The Company was not required to take credit rating during the period under review.

L. OTHER DISCLOSURES

a. Related Party Transactions as required :

Related Party Transactions: Pursuant to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, omnibus approvals for transactions with Related Parties were obtained from the Audit Committee, and the Board, during the financial year 2025-26, However there was no material Related Party Transaction during the year ended March 31, 2026.

b. Disclosures on materially significant Related Party Transactions that may have potential conflict with the interest of the Company at large:

The disclosures with regard to transactions with Related Parties are given in the Notes to Accounts of the Audited Financial statements for the financial year ended with March 31, 2026. These transactions are not in the Company's interest. There was no material Related Party Transaction during the year ended March 31, 2026.

c. Penalties Imposed and Non Compliance :

During the year under consideration, no penalties were imposed on the Company.

However, BSE vide its email dated 21.11.2024 levied a fine of Rs. 1,43,960/- (including 18 % GST) for Non-compliance with the constitution of Stakeholder Relationship Committee(“SRC”) as prescribed under Regulation 20(2)/(2A) of SEBI LODR Regulations consequent to which the Listed entity submitted its response vide its email dated 03.12.2024 clarifying that the listed entity has Chairperson all the time and there was no break / violation in the chair of SRC and the composition of SRC was in order. Considering the submissions & clarification made the Listed Entity in subject matter, BSE vide its email dated 04.12.2024 has taken note of the response submitted by the listed entity and informed that the fines levied on the company under Regulation 20(2) is being withdrawn. Hence, the fine levied on the Company under Regulation 20(2) was withdrawn by the BSE vide its email dated 04.12.2024.

d. Disclosure of accounting treatment in preparation of Financial Statements

The Company has complied with the Indian Accounting Standards (Ind AS) as laid down by the Institute of Chartered Accountants of India (ICAI) and notified by the Ministry of Corporate Affairs in preparation of its Financial Statements. The Basis of preparation, measurement and significant accounting policies are disclosed in the Notes to the Financial Statements.

e. Details of Vigil Mechanism/ Whistle Blower Policy

In term of Regulation 22 of SEBI Listing Regulations and pursuant to the provisions of Section 177(10) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, every listed company shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed and such vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee.

For the abovementioned purpose your Company has created Vigil Mechanism/ Whistle blower mechanism, a mechanism for all Directors and employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism, under the auspices of Audit committee to provide protection and heard genuine concerns of employees and its directors and to make transparency and comply the code of conduct of the company efficiently and accurately. The Policy acts as a neutral and unbiased form to voice concerns in a reasonable and effective manner without fear of reprisal.

The Audit Committee has not received any complaint from its directors or employees during the period under review and your Company is affirming that no person has denied the access to Audit Committee.

f. Description and Web link of Various Policy

The details of various other policies applicable to the Company are available in the Finance Section under the financial Reports on the Company's website i.e. www.samtexfashions.com.

Name of the Policy	**Brief description**	**Web link**
Vigil Mechanism Policy	The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about	https://www.samtexfashions.com/info/policiescodes-related-documents

	unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.No personnel has been denied access to the Audit Committee.	
Board Diversity	To ensure a transparent Board nomination process with the diversity of thoughts, experience, knowledge, perspective and gender in the Board	https://www.samtexfashions.com/info/policiescodes-related-documents
Policy on Preservation of Documents	This policy deals with the retention and archival of corporate records of the Company	https://www.samtexfashions.com/info/policiescodes-related-documents
Policy- Dealing with Related Parties	This policy regulates all the transactions between the Company and its related parties	https://www.samtexfashions.com/info/policiescodes-related-documents
Policy on Determining Material Subsidiary	This policy deals with determination of Material Subsidiaries of Samtex Fashions Limited in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR)	https://www.samtexfashions.com/info/policiescodes-related-documents
Materiality of Events	The objective of the policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated inpursuance with the Regulations and to provide an overall governance framework for such determination of materiality.	https://www.samtexfashions.com/info/policiescodes-related-documents
Risk Management Policy	The objective of Risk Management Policy at Samtex Fashions Limited is to create and protect shareholder value by minimizing threats or losses, and identifying and maximizing opportunities.	https://www.samtexfashions.com/info/policiescodes-related-documents
Archival Policy	The objective of the this policy is to cover all events or Information which has to be disclosed to Stock Exchange(s)	https://www.samtexfashions.com/info/policiescodes-related-documents

g. Mandatory Requirements-

The Company is compliant with the mandatory requirements, as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 formulated by the Securities and Exchange Board of India. Further, the Company is not required to make disclosure under Part II of Schedule V of the Companies Act, 2013 as the Company is not paying any remuneration to any of its director.

h. Non- mandatory Requirements – NONE

M. CERTIFICATE PURSUANT TO THE REGULATION 34 AND SCHEDULE V (C)(10)(I)OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) READ WITH SECTION 164 OF COMPANIES ACT, 2013 REGARDING QUALIFICATION/DISQUALIFICATION TO ACT AS DIRECTOR

The Company has received the certificate from CS Ankit Tiwari, Proprietor M/s Ankit Tiwari & Co,.PracticingCompany Secretaries, Membership Number F14059, CP Number 24431, that none of the Directors on the Board of the Company has 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 Statutory Authority. The same is attached to this report as **Annexure A**.

N. AUDITORS REMUNERATION

The Company has appointed M/s Kapil Kumar & Co. Chartered Accountants (Firm Registration No. 006241N) as the Statutory Auditors

The particulars of payment to Statutory Auditors by the Company during the financial year 2025-26are as below:

Particulars	**Amount Rs. in lakhs**
Statutory Audit Fee	1.80

O. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OFPRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant to the Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019, Company is having the Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The Company has also adopted a Code of

Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information in adherence to the principles set out in Schedule A to the said Regulations.

P. DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the Management.

Q. RECONCILIATION OF SHARE CAPITAL AUDIT

Mr. AnkitTiwari, Membership Number- F14059, CP Number- 24431 Company Secretary in Practice carries out the Reconciliation of share Capital Audit for the all 4 quarters of theFinancial Year 2025-2026 as mandated by SEBI and reports on the Reconciliation of Total Issued and Listed Capital with that of total share capital admitted/ held in Dematerialized form with NSDL and CDSL and those held in physical form. This audit is carried out on quarterly basis and the report thereof as required pursuant to Circular No. D&CC/FITTC/CIR-16/2002 31 December 2002, issued by the SEBI and Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 (as amended) is submitted to the Stock Exchanges on quarterly basis and is also placed before the Stakeholders Relationship Committee Members and Board of Directors of the Company for noting, comments and advise.

R. QUARTERLY REPORTS ON COMPLIANCE WITH CORPORATE GOVERNANCE AND INTEGRATED FILING (GOVERNANCE)

Quarterly reports on compliance with Corporate Governance as per regulation 27 of the SEBI Listing Regulations and Integrated Filing (Governance), as provided under SEBI Listing Regulations read with applicable circulars, were duly filed with the Stock Exchanges within the stipulated time and same are also available on the website of the Company.

S. MANAGEMENT DISCUSSION AND ANALYSIS

A detailed section on ‘Management Discussion and Analysis’ forms part of this report.

T. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Not applicable during the year.

U. PRACTICING COMPANY SECREATRY CERTIFICATE ON CORPORATEGOVERNANCE

As stipulated in Regulation 17 to 27 clauses (b) to (i) and (t) of sub regulation (2) of regulation 46 and paragraph C,D and E of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"), the Company has obtained Certificate on Corporate Governance from CS Ankit Tiwari, Proprietor M/s Ankit Tiwari & Co, Membership No. F14059 & COP: 24431, Company Secretary in Practice.The same is attached to this report as **Annexure B**.

V. CEO/CFO CERTIFICATION

Mr. Atul Mittal, CFO of the Company have given an annual certification on financial reporting and the internal controls to the Board in terms of provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 at its meeting held on 28.05.2026.

W. DETAILS OF DEMAT/ UNCLAIMED SUSPENSE ACCOUNT

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

X. DETAILS OF MATERIAL SUBSIDIARIES

The Company has two material wholly-owned subsidiaryCompany viz. Arlin Foods Limited (Arlin) and SSA International Limited (SSA). Arlinhas its registered office in the state of Delhiand it was incorporated on February5, 2008 and Kapil Kumar & Co., Chartered Accountants, [Firm RegistrationNo. 006241N] was appointed as Statutory Auditor of Arlinw.e.f. September 29, 2022. SSAhas its registered office in the state of Delhi and it was incorporated on May 3, 1995 and Kapil Kumar & Co., Chartered Accountants, [Firm RegistrationNo. 006241N] were appointed as Statutory Auditor of Arlinw.e.f. September 30, 2022.Both the Companies are managed by the Boardof Directors, which is entrusted with the responsibility tomanage the affairs in the best interest of stakeholders.

The Company has formulated the "Policy for determiningMaterial Subsidiary(ies)" in compliance of SEBI ListingRegulations, which is available on the Company's website viz https://www.samtexfashions.com/info/policiescodes-related-documents.

Y. **DISCLOSURE ON LOANS OR ADVANCES**

During the Year, there have been no loans or advances extended by the Company or its subsidiaries, which bear resemblance to loans, to any firms or companies where the Directors of the Company hold an interest.

However, On 1.08.2018, SSA International Limited, wholly owned subsidiary of the Company, received a demand notice from State Bank of India, Stressed Assets Management Branch-I.Demand Notice stated that SBI, the Lead bank has initiated action under Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and in exercise of powers conferred under section 13(2) read Rule 3 of Security Interest (Enforcement) Rules,2002 called upon the borrower /guarantors/ Mortgagors to repay the debt amounting to Rs. 632,05,29,655/- with in sixty days from the receipt of the notice. If SSA International Limited fails to pay the said amount in the stipulated time, the bank will take the possession of the property mortgaged as mention in the said Notice.

The said action of SBI, the lead bank initiated under SARFASSI Act 2002 to repay the debt has been challenged by SSA International Ltd, in the concerned court, and matter is still under dispute. And the Counter Claims have been filed to the claims filed by the lead bank and other member banks.

Further notices from SBI Lead bank and other Member banks for possession of properties and declaring promoters as willful defaulters were received. The Management of SSA is approaching the banks for One Time Settlement and the same is pending for negotiations.

Furthermore, IDBI Bank has taken the possession of the property of SSA International Limited situated at Village Patti Kalyana Tehsil Samalkha District Panipat, on 12.03.2021.

The Company ("Samtex Fashions Limited") had given corporate guarantee in respect of this loan to SSA international Limited. Further the Company did not receive any other order passed by any Court or Tribunal or Regulator.

Z. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES.

With reference to clause 5A of paragraph A of Part A of Schedule III of SEBI LODR, theCompany has not entered into any such agreements.

AA. During the year under review, the Board has accepted the recommendations made by the various Committees constituted**.**

BB. Details of utilization of funds raised through preferential allotment or qualified Institutions placement as specified under Regulation 32(7A):

These provisions are not applicable to the Company.

For and on behalf of the Board of Directors
For SAMTEX FASHIONS LIMITED

Date: 27.08.2026
Place: New Delhi

Atul Mittal
Chairperson& Managing Director
DIN: 0022336

ANKIT TIWARI & CO.
PRACTICING COMPANY SECRETARIES
31/36,Basement,Old Rajinder Nagar,
New Delhi-110060
csankittiwari@gmail.com
(A peer reviewed unit)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
SAMTEX FASHIONS LIMITED
CIN:L17112UP1993PLC022479
Khasra No 62 D 1/3 Industrial AreaRajarampur,
Sikandrabad,Bulandshahr, U.P.- 203205.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SAMTEX FASHIONS LIMITED**(hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In 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) and explanations furnished to me / 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 on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	*Date of Appointment in Company
1.	Mr.Atul Mittal	00223366	01.09.2016
2.	Mr. Shweta Gautam	10679234	31.08.2024
3.	Mrs. Pankila	10752243	31.08.2024
4.	Mrs.PreetiSaxena	07597269	30.08.2022

**The date of appointment as per the Master data of the Company on MCA portal.*

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 ANKIT TIWARI & CO.
Company Secretaries

Date : 27.08.2026
Place : New Delhi
UDIN No.: F014059H001221155

CS ANKIT TIWARI
Proprietor
FCS, MBA, B. Com.
FCS No.: 14059
C. P. No.: 24431
Peer Review No.: 5686/2024

ANKIT TIWARI & CO.
PRACTICING COMPANY SECRETARIES
31/36,Basement,Old Rajinder Nagar,
New Delhi-110060
csankittiwari@gmail.com
(A peer reviewed unit)

PRACTICING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Paragraph E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
SAMTEX FASHIONS LIMITED
CIN-L17112UP1993PLC022479
Khasra No 62 D 1/3 Industrial Area
Rajarampur Sikandrabad,
Bulandshahr, U.P.- 203205.

We have examined the compliance of the conditions of Corporate Governance by Samtex Fashions Limited – ('**the Company'**) for the year ended on 31 March 2026, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 and paragraph C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31 March 2026.

We further state that such compliance 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 ANKIT TIWARI & CO.
Company Secretaries

Date : 27.08.2026
Place : New Delhi
UDIN No.: F014059H001221144

CS ANKIT TIWARI
Proprietor
FCS, MBA, B. Com.
FCS No.: 14059
C. P. No.: 24431
Peer Review No.: 5686/2024

MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) CERTIF'ICATION
(Under Regulation 17(8) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015

To,
The Board of Directors,
Samtex Fashions Limited

I, the undersigned, in my respectivecapacities asManaging Director and Chief Financial Officer of Samtex FashionsLimited, to the best of my knowledge and belief, certify that:

1. I have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2026 onstandalone basis and that to the best of my knowledge and belief:

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

(b) thesestatementstogether present a true and fair view of the listed entity's affairs and are in compliance withexisting accountings standards, applicable laws and regulations.

2. There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year2025-26 which are fraudulent, illegal or violative of the Company's code of conduct.

3. I am responsible for establishing and maintaining internal controls for financial reporting and I have evaluated theeffectiveness of internal control systemof the Company pertaining to financial reporting and I have disclosed to theauditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which Iam aware and the steps taken or propose to take to rectify these deficiencies.

4. I have disclosed to the Auditors and the Audit committee
(a) Significant changes, if any, in internal control over financial reporting duringthe Year;
(b) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in thenotes to the financial statements; and
(c) Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or anemployee having a significant role in the listed entity's internal control system over financial reporting.

5. It is further declare that all Board members and senior management personnel have affirmed compliance with theCode of Conduct and ethics for the year 2025-26covered by this report.

Atul Mittal
Date:28.05.2026 **Managing Director & CFO**
Place: New Delhi **(DIN-00223366)**

INDEPENDENT AUDITORS' REPORT

To The Members of
SAMTEX FASHIONS LIMITED

Report on Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of SAMTEX FASHIONS LIMITED, which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph below, the aforesaid standalone 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 ("Ind AS") prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, and its loss and other comprehensive income, the changes in equity and cash flows for the year ended on that date.

Basis for Qualified Opinion

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

a) Non-Recognition of Impairment and Non-Charge of Depreciation on Property, Plant and Equipment

Originally the plant of the company was setup at NSEZ, Noida which was later on shifted outside NSEZ during the FY 2017-18 and in March 2019 the company further changed its business premises from time to time and since then no manufacturing activity has been carried on.The Company is required to determine impairment in respect of fixed assets. However, the Company has not done impairment testing. In the absence of any working for impairment of the fixed assets as per Ind AS 36, the impact of impairment, if any on the financial statements is not ascertainable.The depreciation has not been charged on its property, plant and equipment during the year ending 31st March, 2026.

b) Unconfirmed and Long-Outstanding Trade Receivables — ECL Not Recognised

Balance of debtors are outstanding from long period and are subject to confirmation and consequential effect if any on the financial statements remains uncertain. The trade receivables of the company could not be verified as the confirmation of balances have not been provided and made available to us. Trade receivables amounting to Rs552.93lacs which are long overdue and not provided for.Allowance for expected credit loss have not been recognized on these financial assets. The company has neither carried out impairment exercises of Trade Receivables nor provided for the same and recognized the same as non-current assets since long outstanding. In the absence of recovery and confirmation from the party, we are unable to comment on the recoverability and consequential impact of reconciliation and adjustment arising there from in the results, if any, is not ascertainable.

c) Non recognition and remeasurement of Employee benefit costs

The company has not followed the treatment for recognition and remeasurement of employee benefit costs as detailed in the Ind AS 19.

Material Uncertainty Related to Going Concern

As at 31st March2026,the company has accumulated losses and net worth of the company is continuously eroding. .During the year, the net worth of the company is negative. The company has incurred a net loss during the current and previous year(s) and the current liabilities exceeds its current assets. Moreover, no business activity has been undertaken throughout the year. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. However, the financial statements of the company have been prepared on a going concern basis.

These conditions indicate the existence of a material uncertainty that may cast significant doubt on the group's ability to continue as going concern and therefore the group may be unable to realize its assets and discharge its liabilities in the normal course of business. As a result of ongoing matters, we are unable to determine as to whether any adjustment that would have been necessary and required to be made in respect of trade receivable, trade payables, borrowings, current liabilities, loans and advances and contingent liabilities as at 31st March, 2026 and in respect of the corresponding possible impact of such items and associated elements on the statement for the year ended on that date, should the group be unable to continue as a going concern. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact. if any, on the accompanying consolidated financial statements.However, the financial statements of the group have been prepared on a going concern basis.

Emphasis of Matter

1. The company had already given a corporate guarantee for an amount of Rs 807.46 crores against secured loans taken by its wholly owned subsidiary, namely M/s SSA International Limited, which has been classified as nonperforming assets by the banks. The company has also received the notice u/s 13(2) of the SARFAESI Act 2002 from consortium of banks for revocation of its corporate guarantee. The company has also received a notice from IDBI Bank Ltd as to why the company along with its subsidiary SSA International Ltd (Main Borrower) and others should not be declared as wilful defaulters.

2. The consortium bankers have filed a petition against the holding company and its subsidiary

M/s SSA International Limited regarding recovery of the outstanding dues, before the Debt Restructuring Tribunal-II, Delhi, and the company has received an intimation vide O.A 530/18 dated 24/05/2018.Further, IDBI Bank has declared the main borrower (M/s SSA International Ltd), its directors and Guarantors (including M/s Samtex Fashions Ltd) as willful defaulters in terms with RBI Guidelines. The updated details of proceedings against the company and its subsidiary M/s SSA International Ltd has not been made available, in absence of such details we are unable to comment on the possible impact, it any, arising out of the said matters.

3. We have not been provided with sufficient, appropriate audit evidence relating to physical verification of fixed assets and inventory. Pending completion of such verification, we are unable to comment on the possible impact, it any, arising out of the said matters.

4. The company had given loans and advances as on 31.03.2026 which are outstanding from long time. In the absence of recovery and confirmation from the party, we are unable to comment on the recoverability and consequential impact of reconciliation and adjustment arising there from in the results, if any, is not ascertainable. Moreover, we have not been provided with justification giving said advance and sufficient, appropriate audit evidence relating to verification of the same. Pending completion of such verification/ reconciliation, we are unable to comment on the possible impact, it any, arising out of the said matters.

5. As of 31st March 2026, inventories amounting to Rs 25.32lacs and as no business activity has been taken out during the year, the inventories have not been used for a long period of time, the company may provide for if any inventory item is damaged or has become obsolete or if the selling price has declined.

6. The Company has outstanding balance of amounting Rs. 132.28 Lacs of deferred tax assets upto March 31, 2026, in absence of probable certainty and convincing evidence for taxable income in future, we are unable to ascertain the extent to which these deferred tax assets can be utilized.

7. Balances of input tax credit under goods and service tax are not in confirmation with balances as appearing in the online portal.

8. The Identification and classification of trade payable dues to MSME and trade payable dues other than MSME of Micro, Small and Medium enterprises is based on the management's knowledge of their status.

9. Balance of trade payables are outstanding from long period and are subject to confirmation and consequential effect if any on the financial statements remains uncertain. The trade payables of the company could not be verified as the confirmation of balances have not been provided and made available to us.

10. Confirmation of balances of security deposits, balances with government authorities,bank balances, Bank FDRs have not been provided to us, we are unable to comment on the possible impact, it any, arising out of the said matters.

11. As informed to us the bank accounts of the company were put on debit freeze by EPF department, and we have not been provided with detailed explanation regarding the litigation with the EPF department. Moreover, several litigations are ongoing with the Income Tax Department against which the company has also deposited Rs 118.67 lacs for different financial years under protest, however we have not been provided with details and current status of the said litigations. We are unable to comment on possible impact, if any arising out of the said matter.

Our report is not modified in respect of the above matter stated

Key Audit Matters

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

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 Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon.

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

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

Responsibilities of Management and those charged with governance for the financial statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Actread with relevant rule there under and other accounting principles generally accepted in India in compliance with Regulation 33 of the Listing Regulations.. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls- that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of financial statement

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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- 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.
- Obtain sufficient appropriate audit evidence regarding the Financial Results of the Company to express an opinion on the Financial Results.

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid standaloneInd AS financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid standalone Ind AS financial statements have been kept so far as it appears from our examination of those books.

c) The standalone Balance Sheet, the standalone Statement of Profit and Loss, the standalone Statement of Changes in Equity and the standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the standalone Ind AS financial statements.

d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Company, as on 31 March 2026and taken on record by the Board of Directors of respective companies, none of the directors of the Group companies incorporated in India is disqualified from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Companyand the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses aqualified / adverse opinion on the operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 standalone Ind AS financial statements refer note no. 22(a).

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

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a)The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b)The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

v. Based on our examination which included test checks, management does not provide us sufficient audit evidences which give us assurance that the company has enabled audit trail feature in its accounting software, hence we are unable to comment on audit trail feature of the said software.

For Kapil Kumar & Co.
Chartered Accountants
Firm Registration No.: 006241N

MohitKakkar
Partner
Membership No.: 538844
UDIN: 26538844AXYWUP8276

Place: New Delhi
Date: 28th May,2026

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date to the members of SAMTEX FASHIONS LIMITED on the standalone financial statements for the year ended 31st March 2026)

In terms of the Companies (Auditor's Report) Order, 2020 ("the Order") we state that:

i. Property, Plant and Equipment and Intangible Assets

a) A) The Company has not provided its records showing full particulars, including quantitative details and situation of its property, plant and equipment. Accordingly, we are unable to comment on the completeness and accuracy of the fixed assets register. .

B) The Company does not have any intangible assets; hence, clause 3(i)(a)(B) of the Order is not applicable to the Company.

b)As explained to us, the company's fixed assets have not been physically verified by the management during the year. However, we are unable to comment on any difference in physical verification and books as we have not been provided with sufficient appropriate audit evidence relating to physical verification of fixed assets and fixed assets register was not produced before us for verification.

c)According to the information and explanations provided to us, the Company has a housing project in its name. However, the documentary evidence in respect of the ownership/title of the said immovable property was not made available to us for our verification. Accordingly, we are unable to comment on the current ownership/title status of the said immovable property.

d)According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use assets) and its intangible assets. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the Company.

e)According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.

ii) Inventories and Working Capital

(ii) a) According to the information and explanations given to us, the Company has not carried out physical verification of inventory at reasonable intervals during the year. Further, the Company has not provided the necessary inventory records and supporting documents for our verification. Accordingly, we were unable to verify the quantities of inventory held by the Company as at the reporting date According to the information and explanations given to us

(iii)

b) According to the information and explanations given to us the Company has not been sanctioned any working capital limits in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii) Investments, Guarantees, Loans and Advances

According to the information and explanations given to us, the Companyhas not granted any fresh loans topartiescovered in the register maintained under section 189 of the Companies Act, 2013 during the year. Howeverthe company has advanced loan to wholly owned subsidiary M/s Arlin Foods Ltd during the earlier yearsand the outstanding balance of the said loan as on 31.03.2026 is Rs 16.23lacs. The said loan is unsecured and free of interest and schedule of repayment of the principal has not been stipulated.

(A) The details of such loans or advances and guarantees or security to subsidiaries, Joint Ventures and Associates are as follows:

Particulars	Guarantees	Loans/Advances	Investment
Aggregate amount granted/provided during the year	-	-	-
- Subsidiaries **- Joint Ventures** **- Associates** **- Others**	-	-	-
Balance Outstanding as at balance sheet date in respect of above cases **- Subsidiaries** **- Joint Ventures** **- Associates**	The company had already given a corporate guarantee for an amount of Rs 807.46 crores against secured loans taken by its wholly owned subsidiary, namely M/s SSA International Limited, which has been classified as nonperforming assets by the banks. The company has also received the notice u/s 13(2) of the SARFAESI Act 2002 from consortium of banks for revocation of its corporate guarantee. The consortium bankers have filed a petition against the company and its subsidiary M/s SSA International Limited regarding recovery of the outstanding dues, before the Debt Restructuring Tribunal-II, Delhi, and the company has received an intimation vide O.A 530/18 dated 24/05/2018.	The company had already advanced loan to wholly owned subsidiary M/s Arlin Foods Ltd and the outstanding balance of the said loan as on 31.03.2026 is Rs 16.23 lacs. The said loan is unsecured and free of interest and schedule of repayment of the principal has not been stipulated.	The co Company had already made an investment amounting to Rs 1.5 Cr in wholly owned subsidiary in M/S Arlin Foods Limited in earlier years and has also investment amounting Rs 37.20 Crore in wholly owned subsidiary M/S SSA International in earlier years . The said investment done in SSA international has been fully impaired during earlier years.
- Others		The company had already given advances in earlier years to other parties balance	

		standing amounting Rs 32.74 lacs as on 31.03.2026.	

(B) According to the information explanation provided to us, the Company has granted loans/advances in the nature of loans repayable on demand or without specifying any terms or period of repayment. The details of the same are as follows:

	All Parties/Others	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans - Repayable on demand (A) - Agreement does not specify any terms or period of repayment (B)	- Rs 22.00 lacs	- -	- Rs16.23lacs
Total (A+B)	Rs 22.00 lacs	-	Rs16.23lacs
Percentage of loans/ advances in nature of loans to the total loans	57.54%	-	42.45%

iv)Loans to Directors and Investments through Investment Companies

In our opinion and according to the information and explanations given to us, the Company has not granted any loans, directly or indirectly, to any of its directors or to any other person in whom any director is interested, in contravention of the provisions of Section 185 of the Act. The Company has also not made investments through more than two layers of investment companies in contravention of the provisions of Section 186 of the Act. Accordingly, the provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.

v) **Deposits**

In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed thereunder.

vi. Cost Records

The Central Government has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Accordingly, the provisions stated in paragraph 3(vi) of the Order are not applicable to the Company.

vii. Statutory Dues

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, goods and service tax ,cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax,goods and service tax,cess and other material statutory dues were not in arrears for a period of more than six months from the date they became payable.

b) According to information and explanation given to us, the disputed statutory dues i.e Income Tax aggregating to Rs 166.29 lakhs that have not been provided for in the books of accounts on account of matters pending before concerned appellate authorities. The company had paid a sum amounting to Rs118.68 lakhs as duty under protest against these demands . No further details / explanations have been provided to us on these matters.

As per the data available online Income Tax account of the company, there are certain liabilities to the tune ofRs. 6.21lacs related to TDS defaults related to earlier years have been uploaded on TRACES website. The said demands being disputed, the company is in process of filing necessary rectifications u/s 154 of the income tax act with the income tax department.

The company has received order under section 8 of the employees provident fund and miscellaneous provisions act dated 03/03/2020 and as per the said order the company has defaulted in payment of provident fund dues/damages ,etc under the said act amounting to the tune of Rs 7.07 Lacs. No further details / explanations have been provided to us on these matters.As informed to us the bank accounts of the company were put on debit freeze by EPF department and we have not been provided with detailed explanation regarding the litigation with the EPF department.

viii. Unrecorded Transactions

According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account during the year. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.

ix. Term Loans, Borrowings and Fund Diversions

a) Based on our audit procedures and according to the information and the explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks, Government or to debenture holders.
b) According to the information and explanation given to us the company had already given a corporate guarantee for an amount of Rs 807.46 crores against secured loans taken by its wholly owned

subsidiary, namely M/s SSA International Limited, which has been classified as nonperforming assets by the banks. The company has also received the notice u/s 13(2) of the SARFAESI Act 2002 from consortium of banks for revocation of its corporate guarantee. The consortium bankers have filed a petition against the holding company and its subsidiary M/s SSA International Limited regarding recovery of the outstanding dues, before the Debt Restructuring Tribunal-II, Delhi. IDBI Bank has declared the main borrower (M/s SSA International Ltd), its directors and Guarantors (including M/s Samtex Fashions Ltd) as willful defaulters in terms with RBI Guidelines.

c) Based upon the audit procedures performed and according to the information and the explanations given to us by the management, no the term loans were taken during the year.Accordingly, the provision stated in paragraph 3(ix)(c) of the Order is not applicable to the Company

d) In our opinion and according to the information and explanation given to us, no funds raised on short term basis by the Company hence the provision stated in paragraph 3(ix)(d) of the Order is not applicable to the Company.

e) According to the information and explanation given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.

f) According to the information and explanation given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.

(x) **Public Issue and Preferential Allotment**

(a)According to the information and explanation given to us 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) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi. Fraud

a)According to the information and explanations given to us, no material fraud on the company by its officers or employees has been noticed or reported during the year. However, IDBI Bank has declared the main borrower (M/s SSA International Ltd), its directors and Guarantors (including M/s Samtex Fashions Ltd) as willful defaulters in terms with RBI Guidelines.

b) No report under sub-section (12) of section 143 of the Companies Act 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 management, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph 3(xi)(c) of the Order are not applicable to the Company.

xii. Nidhi Company

In our opinion and according to the information and explanations given to us, the Company is not a Nidhicompany. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.

xiii. Related Party Transactions

In our opinion and according to the information and explanations given to us and on the basis of examination of books and records of the company carried out by us, all the transactions with the related parties are in compliance with provisions of section 177 and 188 of the act, where applicable. The details there on has been disclosed in the financial statements as required under the applicable Accounting Standards.

xiv.Internal Audit

a) According to the information and explanations given to us the company does not have an adequate internal audit system as the company is not in operations since past many years.
b) We were unable to obtain the internal audit reports of the company, hence the internal audit reports have not been considered by us.

xv. Non-Cash Transactions

According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.

xvi. Registration under RBI Act / Core Investment Company

(a) In our opinion and according to the information and explanations given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. Cash Losses

The Company has incurred cash losses amounting Rs.31.82lacs during the financial year covered by our audit and Rs.29.57lacs during immediately preceding financial year.

xviii. Resignation of Statutory Auditors

There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.

xix. Going Concern — Financial Ratios and Viability

According to the information and explanations given to us and 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, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, there exist material uncertainty as on the date of the audit report 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.

(xx) **Corporate Social Responsibility**

According to the information and explanations given to us, the provisions of section 135 of the Act are not applicable to the Company. Hence, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.

For Kapil Kumar & Co.

Chartered Accountants

Firm Registration No.: 006241N

MohitKakkar

Partner

Membership No.: 538844
UDIN:26538844AXYWUP8276
Place: New Delhi

Date: 28 May,2026

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Samtex Fashions Limited ("the Company") as of 31 March 2026in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and according to the information and explanations given to us, the Company does not have adequate internal financial controls system with reference to standalone financial statements commensurate with the size of the Company and its nature of business. A material weakness in internal financial controls exists as at 31st March 2026.

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For Kapil Kumar & Co.

Chartered Accountants

Firm Registration No.: 006241N

Mohit Kakkar

Partner

Membership No.: 538844

UDIN: 26538844AXYWUP8276

Place: New Delhi

Date: 28th May, 2026

SAMTEX FASHIONS LIMITED
CIN: LI7112UP1993PLCO22479
Standalone Balance Sheet as at 31-03-2026

INR in Lakhs

Particulars	Note No	As at 31 March 2026	As at 31 March 2025
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	266.69	266.69
Financial Assets			
Investments	4	150.01	150.01
Trade receivables	5	552.93	587.34
Other financial assets	6	7.42	7.42
Deferred tax assets, net	7	132.28	132.28
Other non current assets	8	118.68	118.68
Total Non-current Assets		**1,228.01**	**1,262.42**
Current assets			
Inventories	9	25.32	25.32
Financial Assets			
Cash and cash equivalents	10	1.41	1.13
Bank balances	11	12.28	12.06
Other financial assets	12	0.44	0.60
Current Tax Assets, net	13	26.81	26.71
Other current assets	14	95.73	91.78
Total Current Assets		**161.99**	**157.60**
Total Assets		**1,390.00**	**1,420.02**
EQUITY and LIABILITIES			
Equity Share Capital	15	1,491.80	1,491.80
Other Equity	16	-1,521.75	-1,490.56
Total Equity		**-29.95**	**1.24**
Non-current liabilities			
Financial Liabilities			
Borrowings	17	630.56	630.56
Provisions	18	11.84	11.83
Total Non-current liabilities		**642.40**	**642.39**
Current liabilities			
Financial Liabilities			
Trade Payables	19		
- total outstanding dues of micro enterprises and small enterprises		2.87	2.80
- total outstanding dues of others		755.81	759.82
Other current liabilities	20	18.87	13.77
Total Current liabilities		**777.55**	**776.39**
Total liabilities		**1,419.95**	**1,418.78**
Total Equity and Liabilities		**1,390.00**	**1,420.02**

For & on Behalf of
KAPIL KUMAR &CO
Chartered Accountants
FRN: 006241N

MOHIT KAKKAR

(Partner)
Mem.NO.-538844

UDIN: 26538844AXYWUP8276
Place: New Delhi
Date: 28 May 2026

For and on behalf of Board of Directors,
SAMTEX FASHIONS LIMITED

ATUL MITTAL
(Chairperson , Managing Director & CFO)
DIN NO-00223366

RINKI RANI
(Company Secratory)
Mem. No. A51516

Place: New Delhi
Date: 28 May 2026

SAMTEX FASHIONS LIMITED
CIN: LI7112UP1993PLCO22479
Standalone Profit & Loss for the period ended on 31-03-2026

` in Lakhs

Particulars	Note No	For Year ended 31 March 2026	For Year ended 31 March 2025
Income			
Revenue From Operations		-	-
Other Income	21	0.14	0.22
Financial Assets		**0.14**	**0.22**
Expenses			
Employee benefits expense	22	11.72	10.79
Finance costs	23	0.02	0.03
Other expenses	24	20.22	18.97
Total Expenses		**31.96**	**29.79**
Profit/(loss) before tax (I-II)		**-31.82**	**-29.57**
Tax expense			
Current tax		-	-
Total Tax expense		-	-
Profit/(loss) after tax for the period (III-IV)		**-31.82**	**-29.57**
Other Comprehensive Income			
OCI Income tax of items that will not be reclassified to P&L		0.64	0.34
Total Other Comprehensive Income (VI)		**0.64**	**0.34**
Total Comprehensive Income for the period		**-31.18**	**-29.23**
Earnings per equity share			
Basic	25	(0.04)	(0.04)
Diluted		(0.04)	(0.04)

For & on Behalf of
KAPIL KUMAR &CO
Chartered Accountants
FRN: 006241N

MOHIT KAKKAR
(Partner)
Mem.NO.-538844

UDIN: 26538844AXYWUP8276
Place: New Delhi
Date: 28 May 2026

For and on behalf of Board of Directors,
SAMTEX FASHIONS LIMITED

ATUL MITTAL
(Managing Director & CFO)
DIN NO-00223366

RINKI RANI
(Company Secetary)
Mem. No. A51516

Place: New Delhi
Date: 28 May 2026

SAMTEX FASHIONS LIMITED
CIN: LI7112UP1993PLCO22479
Statement of change in Equity for the year ended on 31-03-2026

A. Equity Share Capital

Current reporting period ` in Lakhs

Particulars	Amount
As at 1 April 2025	1,491.80
Financial Assets	-
Restated Balance as at	1,491.80
Changes in Equity Share Capital during the year	-
As at 31 March 2026	1,491.80

Previous reporting period ` in Lakhs

Particulars	Amount
As at 1 April 2024	1,491.80
Changes in Equity Share Capital due to Prior Period Errors	-
Restated Balance as at	1,491.80
Changes in Equity Share Capital during the year	-
As at 31 March 2025	1,491.80

B. Other Equity

Current reporting period ` in Lakhs

Particulars	Reserves & Surplus			Other	Total
	Capital Reserve	Securities premium	Retained Earnings	Exchange differeces on translating the financial statements of a foreign operation	
Balance as at 1 April 2025	10.00	1,140.00	-2,640.96	0.40	-1,490.56
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-
Restated balance as at 1 April 2025	10.00	1,140.00	-2,640.96	0.40	-1,490.56
Add: Profit/(Loss) during the year	-	-	-31.83	-	-31.83
Add: Addition	-	-	-	0.64	0.64
Total Comprehensive Income/(Expense)	**10.00**	**1,140.00**	**-2,672.79**	**1.04**	**-1,521.75**
Balance as at 31 March 2026	**10.00**	**1,140.00**	**-2,672.79**	**1.04**	**-1,521.75**

Other Equity
Previous reporting period ` in Lakhs

Particulars	Reserves & Surplus			Other	Total
	Capital Reserve	Securities premium	Retained Earnings	Exchange differeces on translating the financial statements of a foreign operation	
Balance as at 1 April 2024	10.00	1,140.00	-2,611.39	0.05	-1,461.34
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-
Restated balance as at 1 April 2024	10.00	1,140.00	-2,611.39	0.05	-1,461.34
Net profit/(loss) during the year	-	-	-29.57	-	-29.57
Add: Addition	-	-	-	0.34	0.34
Total Comprehensive Income/(Expense)	**10.00**	**1,140.00**	**-2,640.96**	**0.40**	**-1,490.56**
Balance as at 31 March 2025	**10.00**	**1,140.00**	**-2,640.96**	**0.40**	**-1,490.56**

For & on Behalf of
KAPIL KUMAR &CO
Chartered Accountants
FRN: 006241N

MOHIT KAKKAR
(Partner)
Mem.NO.-538844

UDIN: 26538844AXYWUP8276
Place: New Delhi
Date: 28 May 2026

For and on behalf of Board of Directors,
SAMTEX FASHIONS LIMITED

ATUL MITTAL
(Managing Director & CFO)
DIN NO-00223366

RINKI RANI
(Company Secratory)
Mem. No. A51516

Place: New Delhi
Date: 28 May 2026

SAMTEX FASHIONS LIMITED
CIN: LI7112UP1993PLCO22479
Standalone Cash Flow Statement for the period ended on 31-03-2026

` in Lakhs

Particulars	Note No	For Year ended 31 March 2026	For Year ended 31 March 2025
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit for the year		-31.83	-29.57
Adjustments for:			
Depreciation and amortisation		-	-
(Gain)/Loss on disposal of property, plant and equipment		-	-
(Gain)/Loss on disposal of Investments		-	-
(Gain)/Loss on investments measured at fair value through profit and loss		-	-
Amount charged directly to Other Comprehensive Income		0.64	0.34
Finance Cost		0.02	0.03
Interest Income		-0.14	-0.22
Operating profit before working capital changes		-31.31	-29.42
Adjustment for (increase) / decrease in operating assets			
Trade receivables		34.41	19.75
Other financial assets		0.16	0.14
Other assets		-3.96	0.99
Adjustment for (Increase) / decrease in operating liabilities			
Trade payables		-3.94	-0.26
Other Financial Liabilities		-	12.66
Other Liabilities		5.10	-4.00
Cash generated from operations		0.46	-0.14
Income tax paid (net)		-0.09	-0.08
Net cash generated by operating activities		0.37	-0.22
CASH FLOWS FROM INVESTING ACTIVITIES			
(Increase) /decrease in other bank balances		-0.21	-0.28
Interest received		0.14	0.22
Net cash (used in) / generated by investing activities		-0.07	-0.06
CASH FLOWS FROM FINANCING ACTIVITIES			
Finance cost		-0.02	-0.03
Net cash used in financing activities		-0.02	-0.03
Net increase / (decrease) in cash and cash equivalents		0.28	-0.31
Cash and cash equivalents at the beginning of the year		1.13	1.43
Exchange gain loss on Cash and cash equivalents		-	-
Cash and cash equivalents at the end of the year		**1.41**	**1.13**

Particulars		**For Year ended 31 March 2025**
Reconciliation of Cash and Cash Equivalents with Balance Sheet: Cash and cash equivalents includes		
Cash on hand	0.23	0.23
Balances with Banks	1.18	0.90

For & on Behalf of
KAPIL KUMAR &CO
Chartered Accountants
FRN: 006241N

MOHIT KAKKAR
(Partner)
Mem.NO.-538844

UDIN: 26538844AXYWUP8276
Place: New Delhi
Date: 28 May 2026

For and on behalf of Board of Directors,
SAMTEX FASHIONS LIMITED

ATUL MITTAL
(Managing Director & CFO)
DIN NO-00223366

RINKI RANI
(Company Secratory)
Mem. No. A51516

Place: New Delhi
Date: 28 May 2026

SAMTEX FASHIONS LIMITED
CIN: LI7112UP1993PLCO22479
Notes forming part of the Standalone Financial Statements

CORPORATE INFORMATION

Samtex Fashions Limited ("the Company" hereinafter) was incorporated on 26.04.1993. The company is engaged primarily in the business of manufacture of ready-made garments and also in trading activity of food grains. Originally the plant of the company was setup at NSEZ, Noida which was later on shifted outside NSEZ during the FY 2017-18 and in March 2019 the company further changed its business premises from time to time and since then no manufacturing activity has been carried on.
The company is engaged primarily in the business of manufacture of ready-made garments and also in trading activity of food grains.

These standalone financial statements for the year ended 31st March, 2026, were approved by the Board of Directors and authorized for issue on 28th May ,2026.

1 Material Accounting Policies

a Basis of preparation and compliance with IND AS

i)These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules,2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements.
These standalone financial statements are presented in Indian Rupees ("Rs" or "INR") and all the figures appearing in the standalone financial statements are rounded off to the nearest lakhs with two decimal places ,except when otherwise indicated.

b Basis of Measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:
i) Certain financial assets and financial liabilities measured at fair values (as required by the relevant Ind AS)
ii) Defined benefit and other long-term employee benefits have been measured at actuarial valuation as required by relevant Ind As.
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 under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

c Functional and presentation currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

1.1 SUMMARY OF MATERIAL ACCOUNTING POLICIES

a Property, plant and equipment

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Items of Property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are shown separately in the financial statements. Any expected loss is recognized immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of Property, plant and equipment which are carried at cost are recognized in the Statement of Profit and Loss.

Ind AS 101 permits a first time adopter to elect to continue with the carrying value of all of its property, plant and equipment as recognized in the financial statements as at the date of transition of Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommission liabilities, if any. This exemption can also be used for intangible assets covered by Ind AS 28 Intangible asset. The Company has elected to measure all of its property, plant and equipment's and intangible assets at their previous GAAP carrying value.

Originally the plant of the company was setup at NSEZ, Noida which was later on shifted outside NSEZ during the FY 2017-18 and in march 2019 the company further changed its business premises from time to time and since then no manufacturing activity has been carried on. The Company is required to determine impairment in respect of fixed assets, However the impairment testing has not been done during the year.

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on straight line method over the useful lives as prescribed in Schedule II to the Act or as per technical assessment. Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company. Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the month of deduction/disposal.

Useful life of Property, Plant & Equipment as per Schedule II of Companies Act, 2013:

Type of Asset	**Useful Life**
Factory Building	30 Years
Furniture & Fixture	10 Years
Office Equipment	5 Years
Vehicles	8-10 Years
Mobile	3 Years
Electrical Fittings	10 Years
Plant	15 Years

b Impairment of Tangible and Intangible Assets

No business activity has been carried on by the company during the year and production facilities has not been used for a long period of time The company is required to determine impairment in respect of fixed assets, However the company has not done impairment testing.

c Inventories

Inventories are valued as follows:

Raw materials, stores& accessories are valued at lower of cost and net realizable value (NRV). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on FIFO basis. The cost of inventory comprises its purchase price, including non-refundable purchase taxes, and any directly attributable costs related to the inventories.

Finished goods, stock-in-trade are valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, direct labour, other direct costs and related production overheads upto the relevant stage of completion. Cost of inventories is computed on FIFO basis.

d Financial Instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments Initial Recognition. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income

- the entity’s business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortized Cost:

A financial asset shall be classified and measured at amortized cost if both of the following conditions are met

- the financial asset is held within a business model whose objective is to hold financial assets in order to collec contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments c principal and interest on the principal

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cas flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments c principal and interest on the principal

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through OCI.All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL: Gains or Losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period.

Trade receivables which are long overdue and not provided for allowance for expected credit loss have not been recognized on these financial assets. The company has neither carried out impairment exercises of Trade Receivables nor provided for the same and recognized the same as non-current assets since long outstanding.

Derecognition of financial assets:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received. On de recognition of a financial asset, other than investments classified as FVOCI, in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have

Classification as debt or equity

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.

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 a Company are recognized at the proceeds received.

e Employee benefits

The company has not undertaken any business activity during the year and moreover majority of the employees of the company left the company and their dues are settled full and final over the period of time. Considering this fact, the company has not followed the treatment for recognition and remeasurement of employee benefit costs as detailed in the Ind AS 19.

However, for brought forward defined benefit plans recognized and remeasured during earlier years, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), was reflected immediately in the Balance Sheet with a charge or credit recognized in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognized in OCI was reflected immediately in retained earnings and will not be reclassified to Statement of Profit and Loss. Past service cost was recognized in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

f Income tax

Income Tax expenses comprise current tax and deferred tax charge or credit. Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws. Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the Statement Profit and Loss. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable. Deferred tax asset if any is created on the temporary difference attributable to Property and Equipment and expense allowable on actual payment basis and in case of accumulated losses and unabsorbed depreciation deferred tax asset is only created to the extent of deferred tax liability, considering the certainty of future profits.

g Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank, Cheques and Cash in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

h Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and other indirect taxes excluding excise duty/GST.

Revenue from sales is recognised when all significant risks and rewards of ownership of the commodity sold are transferred to the customer which generally coincides with delivery. Revenues from sale of byproducts are included in revenue.

Export benefits are accounted on recognition of export sales.

i Foreign currency transactions

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined. All exchange differences are included in the statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income. The Company has applied paragraph 46A of AS 11 under Indian GAAP. Ind AS 101 gives an option, which has been exercised by the Company, whereby a first time adopter can continue its Indian GAAP policy for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognized in the Indian GAAP financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period.

j Borrowing costs

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing cost includes interest expense, amortization of discounts, hedge related cost incurred in connection with foreign currency borrowings, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

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

k Earnings per share

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders and he weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

l Provisions and Contingent liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

m Contingent assets

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

n Use of Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

o Recent accounting pronouncements

The 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. On 12th August 2024, MCA notified Companies (Indian Accounting Standards) Amendment Rules, 2024 amending the Companies (Indian Accounting Standards) Rules, 2015, under Ind AS 21, Ind AS 1 and Ind AS 12. The Company has evaluated the impact of this new standard and determined that there is no material effect on its standalone financial statements.

Property, Plant and Equipment

Name of Assets	Gross Block					Depreciation and Amortization				
	As on 1 April 2025	Addition	Deduction	Adjustment	As on 31 March 2026	As on 1 April 2025	for the year	Deduction	Adjustment	As on 31 March 2026
(i) Property, Plant and Equipment										
Plant and Equipment	447.96	-	-	-	447.96	307.86	-	-	-	140.09
Furniture and Fixtures	Financial Assets	-	-	-	0.22	0.09	-	-	-	0.13
Vehicles	0.07	-	-	-	0.07	0.02	-	-	-	0.04
Office Equipment	8.69	-	-	-	8.69	3.78	-	-	-	4.91
Mobiles	3.38	-	-	-	3.38	3.10	-	-	-	0.28
Housing Project	121.23	-	-	-	121.23	-	-	-	-	121.23
Total	581.55	-	-	-	581.55	314.86	-	-	-	266.69

Name of Assets	Gross Block					Depreciation and Amortization				
	As on 01-Apr-24	Addition	Deduction	Adjustment	As on 31-Mar-25	As on 01-Apr-24	for the year	Deduction	Adjustment	As on 31-Mar-25
(i) Property, Plant and Equipment										
Plant and Equipment	447.96	-	-	-	447.96	307.86	-	-	-	140.09
Furniture and Fixtures	0.22	-	-	-	0.22	0.09	-	-	-	0.13
Vehicles	0.07	-	-	-	0.07	0.02	-	-	-	0.04
Office Equipment	8.69	-	-	-	8.69	3.78	-	-	-	4.91
Mobiles	3.38	-	-	-	3.38	3.10	-	-	-	0.28
Housing Project	121.23	-	-	-	121.23	-	-	-	-	121.23
Total	581.55	-	-	-	581.55	314.86	-	-	-	266.69

SAMTEX FASHIONS LIMITED

Notes forming part of the Standalone Financial Statements

4 Investments - non current ` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Investment in subsidiary carried at amortised cost		
Investment in subsidiary carried at cost	150.01	150.01
Financial Assets		
Total	**150.01**	**150.01**

4.1 Details of Investments

Name of Entity	No of Shares	Current Year	No of Shares	Previous Year
Arlin Foods	15,00,070.00	150.01	15,00,070.00	150.01
SSA International limited	3,72,00,000.00	3,720.00	3,72,00,000.00	3,720.00
Yogendra Worsted Limited	6,00,000.00	60.00	6,00,000.00	60.00
Less: Impairment in value of Investments				
SSA International limited	-3,72,00,000.00	-3,720.00	-3,72,00,000.00	-3,720.00
Yogendra Worsted Limited	-6,00,000.00	-60.00	-6,00,000.00	-60.00
Net value of Investments	**15,00,070.00**	**150.01**	**15,00,070.00**	**150.01**

5 Trade receivables - non current ` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Unsecured, considered good		
Unsecured, considered good	552.93	587.34
Total	**552.93**	**587.34**

Trade Receivable - non current ` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Above includes due from:		
Directors		
Other Officers of the company		
Firm in which director is partner		
Private Company in which director is director or member:		
Total	-	-

Trade Receivables Ageing schedule ` in Lakhs

Particulars	Undue	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
-considered good	-	-	-	-	-	552.93	552.93
-which have significant increase in credit risk	-	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-	-
Disputed							
-considered good	-	-	-	-	-	-	-
-which have significant increase in credit risk	-	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-	-
Sub Total	-	-	-	-	-	552.93	552.93
Unbilled - considered good							-
Unbilled - which have significant increase in credit risk							-
Unbilled - credit impaired							-
Provision for doubtful debts							-
Total Trade Receivable							552.93

For Previous Year ` in Lakhs

Particulars	Undue	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months- 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
Undisputed Trade receivables							
-considered good	-	-	-	-	-	587.34	587.34
-which have significant increase in credit risk	-	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-	-
Disputed							
-considered good	-	-	-	-	-	-	-
-which have significant increase in credit risk	-	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-	-
Sub Total	-	-	-	-	-	587.34	587.34
Unbilled - considered good							-

Unbilled - which have significant increase in credit risk	-
Unbilled - credit impaired	-
Provision for doubtful debts	-
Total Trade Receivable	587.34

6 Other financial assets - non current

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Security deposits		
Security deposits	7.42	7.42
Total	**7.42**	**7.42**

Other financial assets - non current

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Total	**-**	**-**

7 Deferred tax assets, net

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Deferred tax assets, net	132.28	132.28
Total	**132.28**	**132.28**

8 Other non current assets

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Duty paid under protest	118.68	118.68
Total	**118.68**	**118.68**

9 Inventories

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Finished goods	25.32	25.32
Total	**25.32**	**25.32**

10 Cash and cash equivalents

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Balances with Banks		
Balances with Banks	1.18	0.90
Cash on hand		
Cash on hand	0.23	0.23
Total	**1.41**	**1.13**

11 Bank balances other than Cash and cash equivalents

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Bank deposits with original maturity of 3-12 months		
Bank deposits with original maturity of - months	12.28	12.06
Total	**12.28**	**12.06**

12 Other financial assets - current

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Interest accured on bank deposit	0.44	0.60
Total	**0.44**	**0.60**

13 Current Tax Assets, net

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
INCOME TAX REFUNDABLE F Y 2016-17	20.09	20.09
TDS	6.72	6.62
Total	**26.81**	**26.71**

14 Other current assets

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Balances with government authorities		
/DEPUTY COMMISSIONER COMMERCIAL	0.98	0.98
GST	21.18	17.10
VAT	29.27	29.27
Advances to suppliers		
Advances to suppliers	27.51	27.64
Other advances		
Other advances	16.79	16.79
Total	**95.73**	**91.78**

15 Equity Share Capital

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Authorised Share Capital		
80000000 (PY - 80000000) Equity Shares of Rs. 2 each	1,600.00	1,600.00
Issued, subscribed & fully paid up		
74500000 (PY - 74500000) Equity Shares of Rs. 2 each	1,490.00	1,490.00
Total	**1,490.00**	**1,490.00**

Reconciliation of Share Capital

Particulars	As at 31 March 2026		As at 31 March 2025	
	Number of Shares	Amount	Number of Shares	Amount
Opening Balance	7,46,00,000.00	1,491.80	7,46,00,000.00	1,491.80
Changes due to prior period error	-	-	-	-
Issued during the year	-	-	-	-
Adjustment	-	-	-	-
Deletion	-	-	-	-
Closing balance	**7,46,00,000.00**	**1,491.80**	**7,46,00,000.00**	**1,491.80**

Forfeited shares	Number of Shares	Amount	Number of Shares	Amount
Opening Balance	1,00,000.00	1.80		
Issued during the year				
Deletion				
Closing balance	**#VALUE!**	**#VALUE!**		

Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a par value of Rs.2/- per share. The equity shareholders of the Company have voting rights and are subject to the Shareshelf by Holding/Ultimate Holding Company and/or their subsidiaries/associates: NIL (Previous year - NIL)

Shares held by Holding company, its Subsidiaries and Associates

Particulars	As at 31 March 2026		As at 31 March 2025	
	No of Shares	Amount	No of Shares	Amount

Equity Share holder holding more than 5%

Name of Share Holder	As at 31 March 2026		As at 31 March 2025	
	No of Shares	% of Shareholding	No of Shares	% of Shareholding
Rita Mittal	43,60,150.00	5.85%	43,60,150.00	5.85%

Shares held by promoters at the end of the year

Name of Promotor	Class of Shares Equity/Preference	No. of Shares	% of total shares	% Change during the year
Atul Mittal	Equity	26,00,000.00	3.49%	-

Previous Year

Name of Promotor	Class of Shares Equity/Preference	No of Shares	% of total shares	% Change during the year

Atul Mittal	Equity	26,00,000.00	3.49%	-

Share Warrant ` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Opening Balance	1.80	1.80
Issued during the year	-	-
Deletion	-	-
Adjustment	-	-
Closing balance	**1.80**	**1.80**

16 Other Equity

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Capital Reserve		
Capital Reserve	10.00	10.00
Securities premium		
Securities premium	1,140.00	1,140.00
Retained earnings	-2,672.79	-2,640.96
Exchange differeces on translating the financial statements of a foreign operation		
Exchange differeces on translating the financial statements of a foreign operation	1.04	0.40
Total	**-1,521.75**	**-1,490.56**

Movement of Other Equity ` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Capital Reserve		
State Capital subsidy	10.00	10.00
Add: Transfer from P&L		
Less: Deletion		
(Add)/Less: Adjustment		
Closing Balance	**10.00**	**10.00**
Securities premium		
Opening Balance	1,140.00	1,140.00
Add: Issue of Equity Shares		
Less: Deletion		
(Add)/Less: Adjustment		
Closing Balance	**1,140.00**	**1,140.00**
Retained Earnings		
Balance at the beginning of the year	-2,640.96	-2,611.39
Add: Profit/(Loss) during the year	-31.83	-29.57
Less: Appropriation		
Balance at the end of the year	**-2,672.79**	**-2,640.96**
Exchange differeces on translating the financial statements of a foreign operation		
Opening Balance	0.40	0.05
Add: Addition	0.64	0.34
Less: Deletion		
Closing Balance	1.04	0.40
Total	**-1,521.75**	**-1,490.56**

17 Borrowings - non current financial liabilities

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Unsecured Loans from related parties		
Unsecured Loans from related parties	630.56	630.56
Total	**630.56**	**630.56**

Terms of Repayment

Sr No	Name of Lender	Amount	Details	Security

18 Provisions - non current

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits		
Gratuity provision	5.14	5.14
Leave encashment provision	6.70	6.69
Total	**11.84**	**11.83**

19 Trade Payables - current

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025

Total outstanding dues of Micro Enterprise and small enterprise		
Total outstanding dues of Micro Enterprise and small enterprise	2.87	2.80
Total outstanding dues of Creditor of other than Micro Enterprise and small enterprise		
Total outstanding dues of Creditor of other than Micro Enterprise and small enterprise	755.81	759.82
Total	**758.68**	**762.62**

Trade Payables ageing schedule (Current Year)

` in Lakhs

Particulars	Unbilled	Undue	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	0.07	0.22	-	2.58	2.87
(ii) Others	-	-	-	-	1.21	754.60	755.81
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
Total							758.68

Trade Payables ageing schedule (Previous Year)

` in Lakhs

Particulars	Unbilled	Undue	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	0.22	-	-	2.58	2.80
Others	-	-	-	1.21	2.19	756.42	759.82
Disputed dues- MSME	-	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-	-
Total							762.62

20 Other current liabilities

` in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Advance received from customers		
Advance received from customers	12.62	12.62
Statutory dues payable		
TDS	0.12	0.10
Others		
Audit fees payable	5.00	-
DIRECTORS REMUNARATION PAYABLE	0.18	0.18
SALARY PAYABLE	0.95	0.87
Total	**18.87**	**13.77**

21 Other Income

` in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Interest income		
Interest income	0.14	0.22
Total	**0.14**	**0.22**

22 Employee benefits expense

` in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Salaries and wages		
Salaries and wages	8.36	7.43
Staff welfare expenses		
Staff welfare expenses	3.36	3.36
Total	**11.72**	**10.79**

23 Finance costs

` in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Other borrowing costs		
BANK CHARGES	0.02	0.03
Total	**0.02**	**0.03**

24 Other expenses

` in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Auditors' Remuneration		
Auditors' Remuneration	1.00	1.00
Administrative expenses		
Administrative expenses	-	0.07

Design Charges	0.13	0.10
Advertisement		
Advertisement	0.91	0.73
Professional fees		
Professional fees	3.74	3.32
Rent		
Rent	8.94	8.06
Rates and taxes		
Rates and taxes	5.50	5.69
Total	**20.22**	**18.97**

25 OCI that will be reclassified to P&L

` in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Total	-	-

25 Earning per share

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Profit attributable to equity shareholders ` in Lakhs	-31.82	-29.57
Weighted average number of Equity Shares	7,45,00,000.00	7,45,00,000.00
Earnings per share basic (Rs) Financial Assets	-0.04	-0.04
Earnings per share diluted (Rs)	-0.04	-0.04
Face value per equity share (Rs)	2.00	2.00

26 Auditors' Remuneration

` in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Payments to auditor as		
- Auditor	1.00	1.00
Total	**1.00**	**1.00**

27 Contingent Liabilities

` in Lakhs

(a) No provision has been made in the books of accounts by the company for a sum of Rs.59.02 lacs, Rs. 60.66 lacs Rs.5.80 lacs & Rs.40.80 lacs for which the demand has been raised by the Income Tax Department for the A.Y. 2000-01, A.Y. 2001-02, A.Y.2003-04 & A.Y.2007-08, respectively. Appeal before High Court for A.Y. 2000-01 & 2001-02 have been dismissed, hence, the company is in the process of filing Special Leave Petition (SLP) before Supreme Court. The liabilities for A.Y. 2003-04 & A.Y. 2007-08 stands before the Appellate Authority.

Guarantees :-The company has guaranteed a sum of Rs. 80,746 Lacs (Previous Year Rs. 80,746 Lacs) against secured Loans taken by SSA International Ltd. from financial institutions; these are wholly owned subsidiaries of the Company. The accounts of the wholly owned subsidiary SSA International ltd has been classified as Non performing assets by the banks. The comany has also received the notice u/s 13(2) of SARFESI Act from consortium of banks for revocation of its corporate guarantee.

Accounting Policies adopted for Segment

During the current year the reportable segment did not exceed the quantitative threshold limits as per the applicable accounting standard. Hence necessary disclosures under this Act have not been given. In earlier years the company has identified a reportable segment viz M/S Samtex Fashions Ltd. New York. Segments and necsseary disclosures were made . The accounting policies adopted for segment reporting are in line with the Accounting Policy of the Company. Except the Accounting period which is for the Segment is calendar year.

28 Related Party Disclosure

(i) List of Related Parties

	Relationship
SSA INTERNATIONAL LIMITED	Wholly owned Subsidiary company
ARLIN FOODS LIMITED	Wholly owned Subsidiary company
BLOOMINGDALE VENDORS PVT.LTD.	Enterprises under control of KMP/ Relative
ATUL MITTAL	Director

(ii) Related Party Transactions

` in Lakhs

Particulars	Relationship	For Year ended 31 March 2026	For Year ended 31 March 2025

(iii) Related Party Balances

` in Lakhs

Particulars	Relationship	As at 31 March 2026	As at 31 March 2025
Investment			
- ARLIN FOODS LIMITED	Wholly owned Subsidiary company	150.01	150.01
Borrowings			
- ATUL MITTAL	Director	274.80	274.80
Debtors/Creditors			
- ARLIN FOODS LIMITED	Wholly owned Subsidiary company	16.23	16.23
- BLOOMINGDALE VENDORS PVT.LTD.	Enterprises under control of KMP/ Rela	0.17	0.17

(iv) Employee Benefits for Key Management Personnel

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Total	-	-

29 Ratio Analysis

Particulars	Numerator/Denominator	As at 31 March 2026	As at 31 March 2025	Change in %	Reasons
(a) Current Ratio	Current Assets / Current Liabilities	0.21	0.20	2.63%	
(b) Debt-Equity Ratio	Total Debts / Equity	-21.06	510.46	-104.12%	
(b) Debt Service Coverage Ratio	Earning available for Debt Service / Interest + Installments	-	-		
(c) Return on Equity Ratio	Profit after Tax / Average Shareholder's Equity	221.70%	0.00%		
(c) Inventory turnover ratio	Total Turnover / Average Inventories	-	-		
(c) Trade receivables turnover ratio	Net Credit Sales / Closing Trade Receivable	-	-		
(c) Trade payables turnover ratio	Total Purchases / Average Trade Payable	-	-		
(c) Net capital turnover ratio	Total Turnover / Average Working Capital	-	-		
(c) Net profit ratio	Net Profit / Total Turnover	0.00%	0.00%		
(d) Return on Capital employed	Earning before interest and taxes / Closing Capital Employed	-5.30%	-4.68%	13.24%	
(d) Return on investment	Return on Investment / Total Investment	0.00%	0.00%		

30 **Other Statutory Disclosures as per the Companies Act, 2013**

1.No transactions to report against the following disclosure requirements as notified by MCA
a)Crypto Currency or Virtual Currency
b)Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
c)Registration of charges or satisfaction with Registrar of Companies
d)Related to borrowed funds
i) Utilization of borrowed funds & share premium.
ii) Borrowings obtained on the basis of security of current assets.
iii)Discrepancy in utilization of borrowings.
iv)Current maturity of long-term borrowings.
Revaluation of Assets
Capital-work in progress
Intangible Assets under development.
The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of companies Act,1956 during the Financial Year.
The company did not undertake any transactions with regards to any scheme of arrangement in terms of section 230 to 237 of the companies act 2013.
Title deeds of immovable property are held in the name of company.

31 **Other Disclosures**

(i) Confirmation of balances of trade debtors, loans and advances, trade payables, security deposits, balances with government authorities have not been provided to us, we are unable to comment on the possible impact, it any, arising out of
(ii) Investment of Rs 3720 Lakh in SSA International Limited & Rs 60 Lakh in Yogendra Worsted Limited, for which provision for diminuation in value of Investment has been booked during the earlier year, as the company has incurred heavy
(iii) The wholly owned Subsidiary of the company, namely, M/S SSA International Ltd has been declared Non Performing Assets (NPAs) by the banks. The company has also received the notice u/s 13(2) of the SARFAESI Act, 2002 from consortium of banks for revocation of its Corporate Guarantee. . The consortium bankers have filed a petition against the holding company and its subsidiary M/s SSA International Limited regarding recovery of the outstanding dues, before the Debt Restructuring Tribunal-II, Delhi, and the company has received an intimation vide O.A 530/18 dated 24/05/2018. Further, IDBI Bank has declared the main borrower (M/s SSA International Ltd), its directors and Guarantors (including M/s Samtex Fashions Ltd) as willful defaulters in terms with RBI Guidelines.
(iv)The Company has regrouped/reclassified the previous year figures to make them comparable with current year figures.

32 (i) Confirmation of balances of trade debtors, loans and advances, trade payables, security deposits, balances with government authorities have not been provided to us, we are unable to comment on the possible impact, it any, arising out of the said matters.

33 (ii) Investment of Rs 3720 Lakh in SSA International Limited & Rs 60 Lakh in Yogendra Worsted Limited, for which provision for diminuation in value of Investment has been booked during the earlier year, as the company has incurred heavy losses due to which networth of the company has been eroded.

34 (iii) The wholly owned Subsidiary of the company, namely, M/S SSA International Ltd has been declared Non Performing Assets (NPAs) by the banks. The company has also received the notice u/s 13(2) of the SARFAESI Act, 2002 from consortium of banks for revocation of its Corporate Guarantee. . The consortium bankers have filed a petition against the holding company and its subsidiary M/s SSA International Limited regarding recovery of the outstanding dues, before the Debt Restructuring Tribunal-II, Delhi, and the company has received an intimation vide O.A 530/18 dated 24/05/2018. Further, IDBI Bank has declared the main borrower (M/s SSA International Ltd), its directors and Guarantors (including M/s Samtex Fashions Ltd) as willful defaulters in terms with RBI Guidelines.

35 iv)The Company has regrouped/reclassified the previous year figures to make them comparable with current year figures.

36 v) The Company has not received information from vendors regarding their status and status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence necessary disclosures under this Act have not been given.

For & on Behalf of
KAPIL KUMAR &CO
Chartered Accountants
FRN: 006241N

MOHIT KAKKAR
(Partner)
Mem.NO.-538844

UDIN: 26538844AXYWUP8276
Place: New Delhi
Date: 28 May 2026

For and on behalf of Board of Directors,
SAMTEX FASHIONS LIMITED

ATUL MITTAL
(Managing Director & CFO)
DIN NO-00223366

RINKI RANI
(Company Secretary)
Mem. No. A51516

Place: New Delhi
Date: 28 May 2026

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

SAMTEX FASHIONS LIMITED

Report on Audit of the Consolidated Financial Statements
Adverse Opinion

We have audited the accompanying standalone financial statements of SAMTEX FASHION LIMITED, which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Except as stated in the above paragraph on 'Basis for Adverse Opinion and Emphasis of matter para' below In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view (subject to the matters of emphasis mentioned below) in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, and its profit/loss, total comprehensive income/ loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Adverse Opinion

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

a) Accounts – Non-performing assets declared by the Bank

The wholly owned subsidiary M/s SSA International Ltd has defaulted in repayment obligations towards banking institutions and being classified as non-performing asset by the banksThe subsidiary company M/s

SSA International had not made provision of Interest on Cash credit/Term loan charged by banks/financial institutions during the current year and earlier years on various loans taken from Bank / Financial Institutions in the Financial Statements. Had the company made such Interest provision in the Statement of Profit and loss, the loss for the year and the accumulated would have been higher. The non-recognition of interest expenses is not in accordance with Ind AS on borrowing costs requirement.

b) Non-Recognition of Impairment and Non-Charge of Depreciation on Property, Plant and Equipment

Originally the plant of the holding company was setup at NSEZ, Noida which was later on shifted outside NSEZ during the FY 2017-18 and in March 2019, the company further changed its business premises from time to time and since then no manufacturing activity has been carried on.The group is required to determine impairment in respect of fixed assets, However the group has not done impairment testing. In the absence of any working for impairment of the fixed assets as per Ind AS 36, the impact of impairment, if any on the financial statements is not ascertainable. The holding company includes subsidiaries namely M/s Arlin Foods Ltd and M/s SSA International Ltd (along with its wholly owned subsidiary M/s Lina Global INC) has not charged any depreciation on its property, plant and equipment during the year ending 31st March ,2026.

c) Unconfirmed and Long-Outstanding Trade Receivables — ECL Not Recognised

Balance of debtors are outstanding from long period and are subject to confirmation and consequential effect if any on the financial statements remains uncertain. The trade receivables of the company could not be verified as the confirmation of balances have not been provided and made available to us. Trade receivables amounting to Rs 28477.48 lacs which are long overdue and not provided for. Allowance for expected credit loss have not been recognized on these financial assets. The company has neither carried out impairment exercises of Trade Receivables nor provided for the same and recognized the same as non-current assets since long outstanding.In the absence of recovery and confirmation from the party, we are unable to comment on the recoverability and consequential impact of reconciliation and adjustment arising there from in the results, if any, is not ascertainable.

d) Absence of details of Sale proceeds of property plant and equipment, its utilisation by NARCL and consortium member banks

The wholly owned subsidiary M/s SSA International Ltd had informed us in prior periods that it had received various notices of sale of its assets, including the asset situated at Samalkha, District Panipat, Haryana, and other assets at different locations, from consortium member banks. It had also come to the Company’s knowledge through newspaper advertisements that auction sales of its Samalkha plant assets had been executed by the consortium bankers, and notices of sale of assets situated at Industrial Plot No. 11, Mandideep Industrial Area, Phase-II, Village Mandideep, Tehsil-Goharganj, District Raisen, Madhya Pradesh were received from consortium member banks and National Asset Reconstruction Company Ltd.

("NARCL"). However, in the absence of details of assets sold, the value at which such sale transactions were undertaken, and the utilisation of sale proceeds, the Company has neither recognised the effects of such transactions in its financial statements for the year ended 31 March 2026 nor in earlier years. Had the Company recorded these transactions, the carrying value of property, plant and equipment and corresponding depreciation would reduce, borrowings would decrease, and there would be a consequential recognition of gain or loss on sale of assets, along with corresponding tax implications, impacting the current year's and prior years' profit or loss and accumulated losses.

Further, it has come to our knowledge that certain assets of directors/guarantors mortgaged to consortium lenders have also been auctioned in prior years, and the sale proceeds adjusted against the borrowings of the Company; however, these have also not been reflected in the books of the Company.

Subsequent to our communications with the bankers, we received confirmation from State bank of India that the Company's loan account has been closed in the books of the lending bank pursuant to assignment of debt to NARCL, and that all securities charged to the bank have been transferred in favour of NARCL. However, the Company has not provided us with the Assignment Agreement or other supporting details, nor have we been provided with information on the accounting treatment adopted by NARCL or details of subsequent transactions involving these assets.

In view of the lack of complete and reliable information from the Company, the bankers, and NARCL regarding the disposal of assets, valuation, adjustment of sale proceeds, and accounting for the assignment of debt, we are unable to comment on the consequential adjustments, if any, required to the carrying values of assets and liabilities, or their impact on the Company's financial position and results of operations for the current and prior periods.

e) Non recognition and remeasurement of Employee benefit costs

The group has not followed the treatment for recognition and remeasurement of employee benefit costs as detailed in the Ind AS 19.

<u>Material Uncertainty to Going Concern:</u>

The Group has made losses during the current year and the preceding year. As a result of the losses, the liquidity position of the group has been substantially affected, the net worth of group has fully eroded and group's current liabilities exceeded its current assets as at the balance sheet date, adversely affecting the operations of the group. Moreover, no business activity has been undertaken throughout the year, indicating the existence of uncertainty about the ability of the group to continue as a going concern.

These conditions indicate the existence of a material uncertainty that may cast significant doubt on the group's ability to continue as going concern and therefore the group may be unable to realize its assets and discharge its liabilities in the normal course of business. As a result of ongoing matters, we are unable to determine as to whether any adjustment that would have been necessary and required to be made in respect of trade receivable, trade payables, borrowings, current liabilities, loans and advances and contingent liabilities as at 31st March, 2026 and in respect of the corresponding possible impact of such items and associated elements on the statement for the year ended on that date, should the group be unable to continue as a going concern. The ultimate outcome of these matters is at present not ascertainable. Accordingly, we are unable to comment on the consequential impact. if any, on the accompanying consolidated financial statements.However, the financial statements of the group have been prepared on a going concern basis.

Emphasis of Matter

1. The group has not under taken any business activity during the year.
2. The holding company had already given a corporate guarantee for an amount of Rs 807.46 crores against secured loans taken by its wholly owned subsidiary, namely M/s SSA International Limited, which has been classified as nonperforming assets by the banks. The company has also received the notice u/s 13(2) of the SARFAESI Act 2002 from consortium of banks for revocation of its corporate guarantee. The consortium bankers have filed a petition against the holding company and its subsidiary M/s SSA International Limited regarding recovery of the outstanding dues, before the Debt Restructuring Tribunal-II, Delhi, and the company has received an intimation vide O.A 530/18 dated 24/05/2018. Further, IDBI Bank has declared the main borrower (M/s SSA International Ltd), its directors and Guarantors (including M/s Samtex Fashions Ltd) as willful defaulters in terms with RBI Guidelines and further the IDBI Bank pursuant to provisions of SARFAESI Act 2002 has taken over the possession of premises of M/s SSA International Ltd at Village Patti Kalyan Tehsil Samalkha District Panipat, Haryana. The updated details of proceedings against the company and its subsidiary M/s SSA International Ltd has not been made available, in absence of such details we are unable to comment on the possible impact, it any, arising out of the said matters.
3. Confirmation of balances are not available for Trade payables, security deposits, balances with government authorities, bank balances, FDR's along with interest thereon and bank loans as at March 31, 2026. That is why the transactions made by the banks in the accounts of the company could not be reconciled in the absence of information from banks regarding transactions in bank accounts. Moreover, there are several bank current accounts having balances amounting to Rs 51.65 lacs as on 31.03.2026 as per books of accounts of the subsidiary company M/s SSA International Ltd, no transactions have been made in these accounts during the year and we have not been provided with the bank account statements of these accounts to confirm the balances. In absence of suchdetails, we are unable to comment on the possible impact, if any, arising out of the said matters.
4. The group had given loans and advances as on 31.03.2026, majority of which are outstanding from long time. In the absence of recovery and confirmation from the party, we are unable to comment on the recoverability and consequential impact of reconciliation and adjustment

arising there from in the results, if any, is not ascertainable. Moreover, we have not been provided with justification giving said advance and sufficient, appropriate audit evidence relating to verification of the same. Pending completion of such verification/ reconciliation, we are unable to comment on the possible impact, it any, arising out of the said matters.

5. We have not been provided with sufficient, appropriate audit evidence relating to physical verification of fixed assets and inventory. Pending completion of such verification we are unable to comment on the possible impact, if any, arising out of the said matters.
6. As of 31st March 2026, the holding company's inventory amounting to Rs 25.32 lacs and as no business activity has been taken out during the year, the inventories have not been used for a long period of time, the company may provide for if any inventory item is damaged or has become obsolete or if the selling price has declined.
7. Balances of input tax credit under goods and service tax are not in confirmation with balances as appearing in the online portal.
8. We have not been provided with sufficient, appropriate audit evidence relating to classification of trade payable dues to MSME and trade payable dues other than MSME. Pending completion of such verification/ reconciliation, we are unable to comment on the possible impact, it any, arising out of the said matters.
9. The holding company continued to recognize deferred tax assets of Rs 92.53 lacs up to March 31, 2026, in absence of probable certainty and convincing evidence for taxable income in future, we are unable to ascertain the extent to which these deferred tax assets can be utilized.
10. As informed to us the bank accounts of the holding company were put on debit freeze by EPF department and we have not been provided with detailed explanation regarding the litigation with the EPF department. Moreover, several litigations are ongoing with the Income Tax Department against which the holding company has also deposited Rs 118.67 lacs for different financial years under protest, however we have not been provided with details and current status of the said litigations. We are unable to comment on possible impact, if any arising out of the said matter.

Our report is not modified in respect of the above matter stated.

Key Audit Matters

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

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

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

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

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

Responsibilities of Management and those charged with governance for the financial statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Actread with relevant rule there under and other accounting principles generally accepted in India in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls- that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of financial statement

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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the listing Regulations.
- 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 group'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 group 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.
- Obtain sufficient appropriate audit evidence regarding the Financial Results of the group to express an opinion on the Financial Results.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

1. The consolidated financial results include the unaudited financial statements/ financial information of M/s Lina Global Inc (wholly owned subsidiary of M/s SSA International Ltd) whose Ind AS Financial Statements reflect total assets of Rs.358.98 crores as at 31st March, 2026, revenue from operations of Rs. Nil for the year ended on that date. This financial statements/ financial information is unaudited and have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiary is based solely on such unaudited financial statements/financial information. We are not in a position to comment on the consequential impact, if any, arising out of subsequent audit of these entities, on the consolidated Ind AS financial statements. Our opinion on the consolidated Ind AS financial statement is modified in respect of our reliance on the Ind AS financial statements / financial information certified by the Management of the company.

Annexure 'A Report on Other Legal and Regulatory Requirements

1. With respect to matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act to be included in the Auditor's report, according to the information and explanations given to us , and based on the CARO report issued by the respective auditors of the companies included in consolidated financial statements of the Company , to which reporting under CARO is applicable ,we report as under:

Sr No.	**Name of the Entity**	**CIN**	**Holding Company/Subsidiary Company**	**Clause number of the CARO report which is adverse.**
1	SSA International Limited	U15122DL1995PLC068186	Wholly owned subsidiary	Clause3(1)(a)(A),3(1)(c),3(ii)(b),3(ix)(a)&(b),3(xiv),3(xvii).
2	Arlin Foods Limited	U15209DL2008PLC173566	Subsidiary Company.	Clause3(1)(a)(A),3(xiv).

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the branch auditors and other auditors on the separate financial statements/ financial information of the branches and joint operations, referred to in the Other Matters paragraph above we report, to the extent applicable 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 of the aforesaid consolidatedInd AS financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.

c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss, the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the holding Company, as on 31 March 2026 and taken on record by the Board of Directors of respective companies, none of the directors of the Group companies incorporated in India is disqualified from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the groupand the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses aqualified / adverse opinion on the operating effectiveness of the group's internal financial controls over financial reporting.

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

i. The group has disclosed the impact of pending litigations on its financial position in its consolidated Ind AS financial statements refer note no. 30.

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

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

vi. Based on our examination which included test checks, management does not provide us sufficient audit evidences which give us assurance that the company has enabled audit trail feature in its accounting software, hence we are unable to comment on audit trail feature of the said software.

FOR KAPIL KUMAR & CO

CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO: 006241N

MOHIT KAKKAR
(PARTNER)
MEMBERSHIP NUMBER: 538844
UDIN :26538844EYETLI3200

DATE:28th May, 2026
PLACE: New Delhi

Annexure - B to the Auditors' Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2026, we have audited the internal financial controls over financial reporting of Samtex Fashions Limited ("the Holding Company"), and that of its subsidiary company (the Holding Company and its subsidiary constitute "the Group").

Management's Responsibility for Internal Financial Controls

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to groups's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the holding company's and its subsidiaries internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and according to information and explanations given to us, the Holding Company and its SubsidiaryCompanies, which are companies incorporated in India, does not have an adequate internal financial control system commensurate with the size of group and nature of its business.

FOR KAPIL KUMAR & CO

CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO: 006241N

MOHIT KAKKAR
(PARTNER)
MEMBERSHIP NUMBER: 538844
UDIN:26538844EYETLI3200
DATE:28th May,2026
PLACE:NEW DELHI

SAMTEX FASHIONS Limited
CIN: U15122DL1995PLC068186
Consolidated Balance Sheet as at 31-03-2026

Rs. in Lakhs

Particulars	Note No	As at 31 March 2026	As at 31 March 2025
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	6,083.32	6,083.32
Capital work in progress	4	170.34	170.34
Other Intangible assets	5	0.59	0.59
Financial Assets			
Trade receivables	6	28,477.48	28,470.64
Other financial assets	7	366.42	366.41
Deferred tax assets, net	8	92.53	92.53
Other non current assets	9	216.85	216.85
Total Non-current Assets		**35,407.53**	**35,400.68**
Current assets			
Inventories	10	25.32	25.32
Financial Assets			
Cash and cash equivalents	11	60.40	57.45
Bank balances	12	40.64	40.43
Other financial assets	13	4.08	4.25
Current Tax Assets, net	14	60.68	60.39
Other current assets	15	299.85	293.76
Total Current Assets		**490.97**	**481.60**
Total Assets		**35,898.50**	**35,882.28**
EQUITY and LIABILITIES			
Equity Share Capital	16	1,491.80	1,491.80
Other Equity	17	-25,451.39	-25,455.57
Total Equity		**-23,959.59**	**-23,963.77**
Non-current liabilities			
Financial Liabilities			
Borrowings	18	690.06	686.06
Provisions	19	11.83	11.83
Total Non-current liabilities		**701.89**	**697.89**
Current liabilities			
Financial Liabilities			
Borrowings	20	55,635.91	55,623.91
Trade Payables	21		
- total outstanding dues of micro enterprises and small ent		2.87	2.80
- total outstanding dues of others		835.01	836.44
Other financial liabilities	22	2,633.45	2,633.45
Other current liabilities	23	48.96	51.56
Total Current liabilities		**59,156.20**	**59,148.16**
Total liabilities		**59,858.09**	**59,846.05**
Total Equity and Liabilities		**35,898.50**	**35,882.28**

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Kapil Kumar& Co
Chartered Accountants
FRN: 006241N

Mohit Kakkar
(Partner)

UDIN: 26538844EYETLI3200
Place: Delhi
Date: 28 May,2026

For and on behalf of Board of Directors,
Samtex Fashions Limited

ATUL MITTAL
(Chairman, Managing Director & CFO)
DIN NO-00223366

RINKI RANI
(Company Secretary)
(M No. A51516)

Place: Delhi
Date: 28 May,2026

SAMTEX FASHIONS LIMITED
CIN: U15122DL1995PLC068186
Consolidated Profit & Loss for the period ended on 31-03-2026

Rs. in Lakhs

Particulars	Note No	For Year ended 31 March 2026	For Year ended 31 March 2025
Income			
Revenue From Operations		-	-
Other Income	24	7.69	3.13
Total Income		**7.69**	**3.13**
Expenses			
Employee benefits expense	25	16.39	15.60
Finance costs	26	0.05	0.05
Other expenses	27	28.34	27.04
Total Expenses		**44.78**	**42.69**
Profit/(loss) before tax (I-II)		**-37.09**	**-39.56**
Tax expense			
Current tax		-	-
Total Tax expense		-	-
Profit/(loss) after tax for the period (III-IV)		**-37.09**	**-39.56**
Other Comprehensive Income			
OCI Income tax of items that will not be reclassified to P&L		41.27	11.47
Total Other Comprehensive Income (VI)		**41.27**	**11.47**
Total Comprehensive Income for the period		**4.18**	**-28.09**
Profit/(loss) after tax for the period (III-IV) attributable to:			
-Owners of the company		-37.09	-
-Non-Controlling Interests		-	-
		-37.09	-
Total Other Comprehensive Income (VI) attributable to:			
-Owners of the company		41.27	-
-Non-Controlling Interests		-	-
		41.27	-
Total Comprehensive Income for the period (V+VI) attributable to:			
-Owners of the company		4.18	-
-Non-Controlling Interests		-	-
		4.18	**-**
Earnings per equity share			
Basic	28	(0.05)	(0.05)
Diluted		(0.05)	(0.05)

For & on Behalf of
Kapil Kumar& Co
Chartered Accountants
FRN: 006241N

Mohit Kakkar
(Partner)

For and on behalf of Board of Directors,
Samtex Fashions Limited

ATUL MITTAL
(Chairman,Managing Director & CFO)
DIN NO-00223366

RINKI RANI
(Company Secretary)
(M No. A51516)

UDIN: 26538844EYETLI3200
Place: Delhi
Date: 28 May,2026

Place: Delhi
Date: 28 May,2026

SAMTEX FASHIONS LIMITED
CIN: U15122DL1995PLC068186
Statement of change in Equity for the year ended on 31-03-2026

A. Equity Share Capital

Current reporting period — Rs. in Lakhs

Particulars	Amount
As at 1 April 2025	1,491.80
Changes in Equity Share Capital due to Prior Period Errors	-
Restated Balance as at	1,491.80
Changes in Equity Share Capital during the year	-
As at 31 March 2026	1,491.80

Previous reporting period — Rs. in Lakhs

Particulars	Amount
As at 1 April 2024	1,491.80
Changes in Equity Share Capital due to Prior Period Errors	-
Restated Balance as at	1,491.80
Changes in Equity Share Capital during the year	-
As at 31 March 2025	1,491.80

B. Other Equity

Current reporting period — Rs. in Lakhs

Particulars	Reserves & Surplus			Other	Total
	Capital Reserve	Securities premium	Retained Earnings	Exchange differeces on translating the financial statements of a foreign operation	
Balance as at 1 April 2025	10.00	1,140.00	-26,617.04	11.47	-25,455.57
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-
Restated balance as at 1 April 2025	10.00	1,140.00	-26,617.04	11.47	-25,455.57
Add: Profit/(Loss) during the year	-	-	-37.09	-	-37.09
Add: Addition	-	-	-	41.27	41.27
Total Comprehensive Income/(Expense)	**10.00**	**1,140.00**	**-26,654.14**	**52.75**	**-25,451.39**
Balance as at 31 March 2026	**10.00**	**1,140.00**	**-26,654.14**	**52.75**	**-25,451.39**

Other Equity
Previous reporting period — Rs. in Lakhs

Particulars	Reserves & Surplus			Other	Total
	Capital Reserve	Securities premium	Retained Earnings	Exchange differeces on translating the financial statements of a foreign operation	
Balance as at 1 April 2024	10.00	1,140.00	-26,585.57	8.08	-25,427.49
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-
Restated balance as at 1 April 2024	10.00	1,140.00	-26,585.57	8.08	-25,427.49
Net profit/(loss) during the year	-	-	-39.56	-	-39.56
Add: Addition	-	-	-	11.47	11.47
Total Comprehensive Income/(Expense)	**10.00**	**1,140.00**	**-26,625.12**	**19.55**	**-25,455.57**
Balance as at 31 March 2025	**10.00**	**1,140.00**	**-26,625.12**	**19.55**	**-25,455.57**

For & on Behalf of
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(Chairman, Managing Director & CFO)
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Place: Delhi
Date: 28 May,2026

Place: Delhi
Date: 28 May,2026

SAMTEX FASHIONS LIMITED
CIN: U15122DL1995PLC068186
Consolidated Cash Flow Statement for the period ended on 31-03-2026

Rs. in Lakhs

Particulars	Note No	For Year ended 31 March 2026	For Year ended 31 March 2025
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit for the year		-37.09	-39.56
Adjustments for:			
Depreciation and amortisation		-	-
(Gain)/Loss on disposal of property, plant and equipment		-	-
(Gain)/Loss on disposal of Investments		-	-
(Gain)/Loss on investments measured at fair value through profit and loss		-	-
Amount charged directly to Other Comprehensive Income		41.27	11.47
Finance Cost		0.04	0.05
Interest Income		-2.56	-3.13
Operating profit before working capital changes		1.66	-31.17
Adjustment for (increase) / decrease in operating assets			
Trade receivables		-6.84	8.45
Other financial assets		0.16	-0.04
Other assets		-6.09	-1.15
Adjustment for (Increase) / decrease in operating liabilities			
Trade payables		-1.36	0.16
Other Financial Liabilities		-	-
Other Liabilities		-2.60	13.25
Provisions		-	-4.00
Cash generated from operations		-15.07	-14.50
Income tax paid (net)		-0.29	-0.31
Net cash generated by operating activities		-15.36	-14.81
CASH FLOWS FROM INVESTING ACTIVITIES			
(Increase) /decrease in other bank balances		-0.21	-0.55
Interest received		2.56	3.13
Net cash (used in) / generated by investing activities		2.35	2.58
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from short term borrowings		12.00	-
Proceeds from long term borrowings		4.00	10.50
Finance cost		-0.04	-0.05
Net cash used in financing activities		15.96	10.45
Net increase / (decrease) in cash and cash equivalents		2.95	-1.78
Cash and cash equivalents at the beginning of the year		57.45	59.24
Exchange gain loss on Cash and cash equivalents		-	-
Cash and cash equivalents at the end of the year		**60.40**	**57.45**

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Reconciliation of Cash and Cash Equivalents with Balance Sheet:		
Cash and cash equivalents includes		
Cash on hand	1.74	1.70
Balances with Banks	58.66	55.75

For & on Behalf of
Kapil Kumar& Co
Chartered Accountants
FRN: 006241N

Mohit Kakkar
(Partner)

For and on behalf of Board of Directors,
Samtex Fashions Limited

ATUL MITTAL
(Chairman, Managing Director & CFO)
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CORPORATE INFORMATION

The group includes the following entities:
i.M/s SSA International Ltd (along with its wholly owned subsidiary M/s Lina Global INC).
ii.M/s Arlin Foods Ltd

1 Material Accounting Policies

a Basis of preparation and compliance with IND AS

i)These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules,2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements.

These financial statements were approved for issue by the Board of Directors on 28th MAY

b Basis of Measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

i) Certain financial assets and financial liabilities measured at fair values (as required by the relevant Ind AS)

ii) Defined benefit and other long-term employee benefits have been measured at actuarial valuation as required by relevant Ind As.

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 under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

c Functional and presentation currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

1.1 SUMMARY OF MATERIAL ACCOUNTING POLICIES

a Property, plant and equipment

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Items of Property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are shown separately in the financial statements. Any expected loss is recognized immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of Property, plant and equipment which are carried at cost are recognized in the Statement of Profit and Loss.

IndAS 101 permits a first time adopter to elect to continue with the carrying value of all of its property, plant and equipment as recognized in the financial statements as at the date of transition of IndAS, measured as per previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommission liabilities, if any. This exemption can also be used for intangible assets covered by IndAS 28 Intangible asset. The Company has elected to measure all of its property, plant and equipment's and intangible assets at their previous GAAP carrying value.

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight line method over the useful lives as prescribed in Schedule II to the Act or as per technical assessment. Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company. Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the month of deduction/disposal.

Useful life of Property, Plant & Equipment as per Schedule II of Companies Act, 2013:

Type of Asset	**Useful Life**
Factory Building	30 Years
Furniture & Fixture	10 Years
Office Equipment	5 Years
Vehicles	3 Years
Mobile	3 Years
Electrical Fittings	10 Years
Plant	15 Years

b Impairment of Tangible and Intangible Assets

No business activity has been carried on by the company during the year and production facilities has not been used for a long period of time The company is required to determine impairment in respect of fixed assets, However the company has not done impairment testing.

c Inventories

Inventories are valued as follows:
Raw materials, stores& accessories are valued at lower of cost and net realizable value (NRV). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on FIFO basis. The cost of inventory comprises its purchase price, including non-refundable purchase taxes, and any directly attributable costs related to the inventories.
Finished goods, stock-in-trade are valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, direct labour, other direct costs and related production overheads upto the relevant stage of completion. Cost of inventories is computed on FIFO basis.

d Financial Instruments

Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments Initial Recognition. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income

•the entity's business model for managing the financial assets and

•the contractual cash flow characteristics of the financial asset.

Amortized Cost:

A financial asset shall be classified and measured at amortized cost if both of the following conditions are met

• the financial asset is held within a business model whose objective is to hold financial assets i order to collect contractual cash flows and

• the contractual terms of the financial asset give rise on specified dates to cash flows that ar solely payments of principal and interest on the principal

Fair Value through OCI:

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

• the financial asset is held within a business model whose objective is achieved by bot collecting contractual cash flows and selling financial assets and

• the contractual terms of the financial asset give rise on specified dates to cash flows that ar solely payments of principal and interest on the principal

Fair Value through Profit or Loss:

A financial asset shall be classified and measured at fair value through profit or loss unless it is

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or ‘other financial liabilities.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL: Gains or Losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period.

Trade receivables which are long overdue and not provided for allowance for expected credit loss have not been recognized on these financial assets. The company has neither carried out impairment exercises of Trade Receivables nor provided for the same and recognized the same as non-current assets since long outstanding.

Derecognition of financial assets:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial

Classification as debt or equity

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.

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 a Company are recognized at the proceeds received.

e Employee benefits

The company has not undertaken any business activity during the year and moreover majority of the employees of the company left the company and their dues are settled full and final over the period of time. Considering this fact, the company has not followed the treatment for recognition and remeasurement of employee benefit costs as detailed in the Ind AS 19.

However, for brought forward defined benefit plans recognized and remeasured during earlier years, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), was reflected immediately in the Balance Sheet with a charge or credit recognized in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognized in OCI was reflected immediately in retained earnings and will not be reclassified to Statement of Profit and Loss. Past service cost was recognized in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

f Income tax

Income Tax expenses comprise current tax and deferred tax charge or credit. Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws. Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the Statement Profit and Loss. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable. Deferred tax asset if any is created on the temporary difference attributable to Property and Equipment and expense allowable on actual payment basis and in case of accumulated losses and unabsorbed depreciation deferred tax asset is only created to the extent of deferred tax liability, considering the certainty of future profits.

g Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank, Cheques and Cash in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

h Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and other indirect taxes excluding excise duty/GST.

Revenue from sales is recognised when all significant risks and rewards of ownership of the commodity sold are transferred to the customer which generally coincides with delivery. Revenues from sale of byproducts are included in revenue.

Export benefits are accounted on recognition of export sales.

i Foreign currency transactions

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined. All exchange differences are included in the statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income. The Company has applied paragraph 46A of AS 11 under Indian GAAP. Ind AS 101 gives an option, which has been exercised by the Company, whereby a first time adopter can continue its Indian GAAP policy for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognized in the Indian GAAP financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period.

j Borrowing costs

General and specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing cost includes interest expense, amortization of discounts, hedge related cost incurred in connection with foreign currency borrowings, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

k Earnings per share

The basic Earnings Per Share (“EPS”) is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders and he weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

l Provisions and Contingent liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

m Contingent assets

Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

n Use of Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

o Segment reporting

The Company has two reportable segments based on geographic locations India & New York. Segments have been identified as reportable segments by the Company's chief operating decision maker ("CODM"). Segment profit amounts are evaluated regularly by the Board, which has been identified as the CODM, in deciding how to allocate resources and in assessing performance. Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amount allocated on a reasonable basis. Unallocated expenditure consists of common expenditure incurred for all the segments and expenses incurred at corporate level. The assets and liabilities that cannot be allocated between the segments are shown as unallocated corporate assets and liabilities respectively.

The accounting policies of the reportable segments are the same as the Company's accounting policies described in Note 3. Segment profit (Earnings before interest, depreciation and amortization, and tax) amounts are evaluated regularly by the Board that has been identified as its CODM in deciding how to allocate resources and in assessing performance. The Company's financing (including finance costs and finance income) and income taxes are reviewed on an overall basis and are not allocated to operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

However, during the current year the reportable segment did not exceed the quantitative threshold limits as per the applicable accounting standard.

The accounting policies of the reportable segments are the same as the Company's accounting policies described in Note 3. Segment profit (Earnings before interest, depreciation and amortization, and tax) amounts are evaluated regularly by the Board that has been identified as its CODM in deciding how to allocate resources and in assessing performance. The Company's financing (including finance costs and finance income) and income taxes are reviewed on an overall basis and are not allocated to operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.However, during the current year the reportable segment did not exceed the quantitative threshold limits as per the applicable accounting standard.

Property, Plant and Equipment

Name of Assets	Gross Block				Depreciation and Amortization				
	As on 1 April 2025	Addition	Deduction	As on 31 March 2026	As on 1 April 2025	for the year	Deduction	Adjustment	As on 31 March 2026
(i) Property, Plant and Equipment									
Plant and Equipment	8,285.98	-	-	8,285.98	4,631.76	-	-	-	3,654.22
Furniture and Fixtures	34.05	-	-	34.05	30.63	-	-	-	3.42
Vehicles	124.76	-	-	124.76	113.35	-	-	-	11.42
Office Equipment	29.45	-	-	29.45	16.72	-	-	-	12.73
Building	2,846.45	-	-	2,846.45	1,020.04	-	-	-	1,826.41
Electrical Fittings	69.02	-	-	69.02	-	-	-	-	69.02
Mobiles	3.38	-	-	3.38	3.10	-	-	-	0.28
Housing Project	121.23	-	-	121.23	-	-	-	-	121.23
Land (freehold)	98.78	-	-	98.78	-	-	-	-	98.78
Land (Lease-hold)	266.03	-	-	266.03	89.65	-	-	-	176.38
Roads	404.06	-	-	404.06	294.61	-	-	-	109.44
Total	12,283.19	-	-	12,283.19	6,199.86	-	-	-	6,083.32

Name of Assets	Gross Block				Depreciation and Amortization				
	As on 01-Apr-22	Addition	Deduction	As on 31-Mar-23	As on 01-Apr-22	for the year	Deduction	Adjustment	As on 31-Mar-23
(i) Property, Plant and Equipment									
Plant and Equipment	8,285.98	-	-	8,285.98	4,631.76	-	-	-	3,654.22
Furniture and Fixtures	34.05	-	-	34.05	30.63	-	-	-	3.42
Vehicles	124.76	-	-	124.76	113.35	-	-	-	11.42
Office Equipment	29.45	-	-	29.45	16.72	-	-	-	12.73
Building	2,846.45	-	-	2,846.45	1,020.04	-	-	-	1,826.41
Electrical Fittings	69.02	-	-	69.02	-	-	-	-	69.02
Mobiles	3.38	-	-	3.38	3.10	-	-	-	0.28
Housing Project	121.23	-	-	121.23	-	-	-	-	121.23
Land (freehold)	98.78	-	-	98.78	-	-	-	-	98.78
Land (Lease-hold)	266.03	-	-	266.03	89.65	-	-	-	176.38
Roads	404.06	-	-	404.06	294.61	-	-	-	109.44
Total	12,283.19	-	-	12,283.19	6,199.86	-	-	-	6,083.32

4 Capital work in progress

Rs. in Lakhs

4.1 Capital Work-in-Progress Ageing Schedule

Current reporting period

Rs. in Lakhs

Particulars	Amount in CWIP for a period of			Total
	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	170.34	170.34

Previous reporting period

Rs. in Lakhs

Particulars	Amount in CWIP for a period of			Total
	1 -2 Years	2-3 Years	More than 3 Years	
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	170.34	170.34

5 Other Intangible assets

Rs. in Lakhs

Particulars	Others
Cost as at 1 April 2025	11.79
Addition	-
Disposals	-
Adjustment	-
Cost as at 31 March 2026	**11.79**
Accumulated ammortisation as at 1 April 2025	11.21
Ammortization charge for the year	-
Reversal on Disposal of assets	-
Accumulated ammortisation as at 31 March 2026	**11.21**
Net Carrying Amount as at 31 March 2026	**0.59**

Previous Year

Rs. in Lakhs

Particulars	Others
Cost as at 1 April 2024	11.79
Addition	-
Disposals	-
Adjustment	-
Cost as at 31 March 2025	**11.79**
Accumulated ammortisation as at 1 April 2024	11.21
Ammortization charge for the year	-
Reversal on Disposal of assets	-
Accumulated ammortisation as at 31 March 2025	**11.21**
Net Carrying Amount as at 31 March 2025	**0.59**

6 Trade receivables - non current

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Unsecured, considered good		
Unsecured, considered good	28,778.42	28,771.58
Allowance for bad and doubtful debts		
Allowance for bad and doubtful debts	-300.94	-300.94
Total	**28,477.48**	**28,470.64**

Trade Receivable - non current

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Above includes due from:		
Directors		
Other Officers of the company		
Firm in which director is partner		
Private Company in which director is director or member:		
Total	**-**	**-**

Trade Receivables Ageing schedule

Rs. in Lakhs

Particulars	Undue	Outstanding for following periods from due date of payment				Total
		Less than 6 months	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables						
-considered good	-	-	-	-	28,778.42	28,778.42
-which have significant increase in credit risk	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-
Disputed						
-considered good	-	-	-	-	-	-
-which have significant increase in credit risk	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-
Sub Total	-	-	-	-	28,778.42	28,778.42

Unbilled - considered good	-
Unbilled - which have significant increase in credit risk	-
Unbilled - credit impaired	-
Provision for doubtful debts	-300.94
Total Trade Receivable	28,477.48

For Previous Year

Rs. in Lakhs

Particulars	Undue	Outstanding for following periods from due date of payment				Total
		Less than 6 months	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
Undisputed Trade receivables						
-considered good	-	-	-	-	28,771.57	28,771.57
-which have significant increase in credit risk	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-
Disputed						
-considered good	-	-	-	-	-	-
-which have significant increase in credit risk	-	-	-	-	-	-
-credit impaired	-	-	-	-	-	-
Sub Total	-	-	-	-	28,771.57	28,771.57
Unbilled - considered good						-
Unbilled - which have significant increase in credit risk						-
Unbilled - credit impaired						-
Provision for doubtful debts						-300.94
Total Trade Receivable						28,470.64

7 Other financial assets - non current

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Security deposits		
Security deposits	366.42	366.41
Total	**366.42**	**366.41**

Other financial assets - non current

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Total	**-**	**-**

8 Deferred tax assets, net

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Deferred tax assets, net	92.53	92.53
Total	**92.53**	**92.53**

9 Other non current assets

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Capital advances		
Capital advances	98.17	98.17
Duty paid under protest	118.68	118.68
Total	**216.85**	**216.85**

10 Inventories

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Finished goods	25.32	25.32
Total	**25.32**	**25.32**

11 Cash and cash equivalents

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Balances with Banks		
Balances with Banks	57.84	54.99
Cash on hand		
Cash on hand	1.76	1.70
Others		
Margin money	0.80	0.76
Total	**60.40**	**57.45**

12 Bank balances other than Cash and cash equivalents

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Bank deposits with original maturity of 3-12 months		
Bank deposits with original maturity of - months	31.74	31.53
Others	8.90	8.90
Total	**40.64**	**40.43**

13 Other financial assets - current

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Interest accured on bank deposit		

Interest accured on bank deposit	3.65	3.65
Others	0.43	0.60
Total	**4.08**	**4.25**

14 Current Tax Assets, net

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Income Tax Recoverable A/y 17-18	23.32	23.33
INCOME TAX REFUNDABLE F Y 2016-17	20.09	20.09
SELF ASSESSMENT TAX	-	0.02
TDS	17.27	16.95
Total	**60.68**	**60.39**

15 Other current assets

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Balances with government authorities		
/DEPUTY COMMISSIONER COMMERCIAL	0.98	0.98
Balances with government authorities	7.12	7.07
GST	21.18	17.10
VAT	29.27	29.27
Advances to suppliers		
Advances to suppliers	27.51	27.64
Prepaid expenses		
Prepaid expenses	0.03	0.03
Other advances		
Other advances	196.55	196.55
Interest Accrued on FDR	17.21	15.12
Total	**299.85**	**293.76**

16 Equity Share Capital

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Authorised Share Capital		
80000000 (PY - 80000000) Equity Shares of Rs. 2 each	1,600.00	1,600.00
Issued, subscribed & fully paid up		
74500000 (PY - 74500000) Equity Shares of Rs. 2 each	1,490.00	1,490.00
Total	**1,490.00**	**1,490.00**

Reconciliation of Share Capital

Particulars	As at 31 March 2026		As at 31 March 2025	
	Number of Shares	Amount	Number of Shares	Amount
Opening Balance	7,46,00,000.00	1,491.80	7,46,00,000.00	1,491.80
Changes due to prior period error	-	-	-	-
Issued during the year	-	-	-	-
Adjustment	-	-	-	-
Deletion	-	-	-	-
Closing balance	**7,46,00,000.00**	**1,491.80**	**7,46,00,000.00**	**1,491.80**

Forfeited shares	Number of Shares	Amount	Number of Shares	Amount
Opening Balance	1,00,000.00	1.80		
Issued during the year				
Deletion				
Closing balance	**1,00,000.00**	**1.80**		

Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a par value of Rs.2/- per share. The equity shareholders of the Company have voting rights and are Shareshelf by Holding/Ultimate Holding Company and/or their subsidiaries/associates: NIL (Previous year - NIL)

Shares held by Holding company, its Subsidiaries and Associates

Particulars	As at 31 March 2026		As at 31 March 2025	
	No of Shares	Amount	No of Shares	Amount

Equity Share holder holding more than 5%

Name of Share Holder	As at 31 March 2026		As at 31 March 2025	
	No of Shares	% of Shareholding	No of Shares	% of Shareholding
Rita Mittal	43,60,150.00	5.85%	43,60,150.00	5.85%

Shares held by promoters at the end of the year

Name of Promotor	Class of Shares Equity/Preference	No. of Shares	% of total shares	% Change during the year
Atul Mittal		26,00,000.00	3.49%	-

Previous Year

Name of Promotor	Class of Shares Equity/Preference	No of Shares	% of total shares	% Change during the year
Atul Mittal		26,00,000.00	3.49%	

Share Warrant

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Opening Balance	1.80	1.80
Issued during the year	-	-
Deletion	-	-
Adjustment	-	-
Closing balance	**1.80**	**1.80**

17 Other Equity

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Capital Reserve		
Capital Reserve	10.0	10.0
Securities premium	1,140.0	1,140.0
Retained earnings	-26,654.14	-26,625.12
Exchange differeces on translating the financial statements of a foreign operation		
Exchange differeces on translating the financial statements of a foreign operation	52.75	19.55
Total	**-25,451.39**	**-25,455.57**

Movement of Other Equity

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Capital Reserve		
State Capital subsidy	10.00	10.00
Add: Transfer from P&L		
Less: Deletion		
(Add)/Less: Adjustment		
Closing Balance	**10.00**	**10.00**
Securities premium		
Opening Balance	1,140.00	1,140.00
Add: Issue of Equity Shares		
Less: Deletion		
(Add)/Less: Adjustment		
Closing Balance	**1,140.00**	**1,140.00**
Retained Earnings		
Balance at the beginning of the year	-26,617.04	-26,585.57
Add: Profit/(Loss) during the year	-37.09	-39.56
Less: Appropriation		
Balance at the end of the year	**-26,654.14**	**-26,625.12**
Exchange differeces on translating the financial statements of a foreign operation		
Opening Balance	11.47	8.08
Add: Addition	41.27	11.47
Less: Deletion		
Closing Balance	52.75	19.55
Total	**-25,451.39**	**-25,455.57**

18 Borrowings - non current financial liabilities

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Unsecured Loans from related parties		
Unsecured Loans from related parties	640.56	640.56
Unsecured Other loans		
Unsecured Other loans	49.50	45.50
Total	**690.06**	**686.06**

19 Provisions - non current

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits		
Gratuity provision	5.14	5.14
Leave encashment provision	6.69	6.69
Total	**11.83**	**11.83**

20 Borrowings - current financial liabilities

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Secured Loans repayable on demand from Banks		
CC Account	55,202.57	55,202.57
EPC Account	421.34	421.34
Unsecured Other loans		
Unsecured Other loans	12.00	-
Total	**55,635.91**	**55,623.91**

21 Trade Payables - current

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of Micro Enterprise and small enterprise		
Total outstanding dues of Micro Enterprise and small enterprise	2.87	2.80
Total outstanding dues of Creditor of other than Micro Enterprise and small enterprise		
Total outstanding dues of Creditor of other than Micro Enterprise and small enterprise	835.01	836.44
Total	**837.88**	**839.24**

Trade Payables ageing schedule (Current Year)

Rs. in Lakhs

Particulars	Unbilled	Undue	Outstanding for following periods from due date of payment			Total
			1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	0.22	-	2.58	2.87
(ii) Others	-	-	0.11	1.88	833.02	835.01
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Total						837.88

Trade Payables ageing schedule (Previous Year)

Rs. in Lakhs

Particulars	Unbilled	Undue	Outstanding for following periods from due date of payment			Total
			1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	2.58	2.80
Others	-	-	1.88	3.49	830.97	836.44
Disputed dues- MSME	-	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-	-
Total						839.24

22 Other financial liabilities - current

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Long term loans recalled by banks	2,633.45	2,633.45
Total	**2,633.45**	**2,633.45**

23 Other current liabilities

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Advance received from customers		
Advance received from customers	12.62	12.62
Statutory dues payable		
Statutory dues payable	27.75	35.75
TDS	0.12	0.09
VAT PAYABLE	1.54	1.55
Others		
Audit fees payable	5.00	-
DIRECTORS REMUNARATION PAYABLE	0.18	0.18
Others	0.80	0.50
SALARY PAYABLE	0.95	0.87
Total	**48.96**	**51.56**

24 Other Income

Rs. in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Interest income		
Interest income	2.56	3.13
Income on waiver of CST	5.13	-
Total	**7.69**	**3.13**

25 Employee benefits expense

Rs. in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Salaries and wages		
Salaries and wages	13.03	12.24
Staff welfare expenses		
Staff welfare expenses	3.36	3.36
Total	**16.39**	**15.60**

26 Finance costs

Rs. in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Other borrowing costs		
BANK CHARGES	0.05	0.05
Total	**0.05**	**0.05**

27 Other expenses

Rs. in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Auditors' Remuneration		
Auditors' Remuneration	1.80	1.50
Auditor's remuneration	-	0.30
Administrative expenses		
Administrative expenses	-	0.09
DESIGNS CHARGES	0.13	0.10
Advertisement		
Advertisement	0.91	0.73
Insurance		
Insurance	0.02	0.09
Power and fuel		
Power and fuel	0.18	0.26
Professional fees		
Professional fees	3.93	3.55
Rent		
Rent	13.89	12.86
Repairs others	0.05	-
Rates and taxes	5.63	5.86
Telephone expenses		
Telephone expenses	0.09	0.14
Other Expenses		
Account keeping charges	0.01	-
Office Expenses	1.48	1.37
SOFTWARE CHARGES	0.22	0.19
Total	**28.34**	**27.04**

28 OCI that will be reclassified to P&L

Rs. in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Total	-	-

28 Earning per share

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Profit attributable to equity shareholders Rs. in Lakhs	-37.09	-39.56
Weighted average number of Equity Shares	7,45,00,000.00	7,45,00,000.00
Earnings per share basic (Rs)	-0.05	-0.05
Earnings per share diluted (Rs)	-0.05	-0.05
Face value per equity share (Rs)	2.00	2.00

29 Auditors' Remuneration

Rs. in Lakhs

Particulars	For Year ended 31 March 2026	For Year ended 31 March 2025
Payments to auditor as		
- Auditor	1.80	1.80
Total	**1.80**	**1.80**

30 Contingent Liabilities

Rs. in Lakhs

Particulars	As at 31 March 2026	As at 31 March 2025
Bank Guarantees issued & outstanding	60.02	60.02
Entry Tax	41.57	41.57
Income Tax(AY 2006-07)	3.63	3.63
Income Tax(AY 2007-08)	6.94	6.94
Income Tax(AY 2010-11)	50.45	50.45
Income Tax(AY 2011-12)	7.29	7.29
Income Tax(AY 2012-13)	14.53	14.53
Income Tax(AY 2013-14)	1,381.60	1,381.60
Income Tax(AY 2015-16)	261.73	261.73
Income Tax(AY 2016-17)	584.29	584.29
Total	**2,412.04**	**2,412.04**

The Company had filed litigations with the Customs, Excise, Service Tax Apellate Tribunal and had already deposited duties under protest, where as the litigations have been decided in the favour of the company and refund of the duties already deposited are being filed and received in the due course.

*Company has booked a house at Noor us Sabah Residency , at Bhopal , cost of the house is Rs. 301,24,400, which is payable as per

Accounting Policies adopted for Segment

During the current year the reportable segment did not exceed the quantitative threshold limits as per the applicable accounting standard. Hence necessary disclosures under this Act have not been given. In earlier years the company has identified a reportable segment viz M/S Samtex Fashions Ltd. New York. Segments and necsseary disclosures were made . The accounting policies adopted for segment reporting are in line with the Accounting Policy of the Company. Except the Accounting period which is for the Segment is calendar year.

31 Related Party Disclosure

(i) List of Related Parties

List of Related Parties	Relationship
Gartex Overseas Pvt Ltd	Key personnels are related to management of related party
SSR Apparels Pvt Ltd	Key personnels are related to management of related party
Express Warehousing LTD	Key personnels are related to management of related party
Bloomingdale Vendors Pvt Ltd	Key personnels are related to management of related party
Atul Mittal	Director

(ii) Related Party Transactions

Rs. in Lakhs

Particulars	Relationship	For Year ended 31 March 2026	For Year ended 31 March 2025

(iii) Related Party Balances

Rs. in Lakhs

Particulars	Relationship	As at 31 March 2026	As at 31 March 2025
Lease rent			
- Gartex Overseas Pvt Ltd	Key personnels are related to managemer	45,000	45,000
- SSR Apparels Pvt Ltd	Key personnels are related to managemer	15,000	15,000
Rent Expenses Payable			
- Express Warehousing LTD	Key personnels are related to managemer	1,01,738	1,01,738
Security Deposits			
- Express Warehousing LTD	Key personnels are related to managemer	3,25,000	3,25,000
Borrowings			
- Atul Mittal	Director	2,84,80,000	2,84,80,000
Receivables			
- Bloomingdale Vendors Pvt Ltd	Key personnels are related to managemer	17,478	17,478

32 Ratio Analysis

Particulars	nerator/Denomin	As at 31 March 2026	As at 31 March 2025	Change in %	Reasons
(a) Current Ratio	Current Assets / Current Liabilities	0.01	0.01	1.93%	
(b) Debt-Equity Ratio	Total Debts / Equity	-2.35	-2.35	0.05%	
(b) Debt Service Coverage Ratio	available for Debt / terest + Installmer	-	-		
(c) Return on Equity Ratio	Profit after Tax / ge Shareholder's	0.15%	0.00%		
(c) Inventory turnover ratio	Total Turnover / verage Inventorie	-	-		
(c) Trade receivables turnover ratio	Net Credit Sales / sing Trade Receiv	-	-		
(c) Trade payables turnover ratio	Total Purchases / erage Trade Paya	-	-		
(c) Net capital turnover ratio	Total Turnover / rage Working Ca	-	-		
(c) Net profit ratio	Net Profit / Total Turnover	0.00%	0.00%		
(d) Return on Capital employed	before interest ar / sing Capital Emplc	-0.11%	-0.12%	-6.29%	
(d) Return on investment	eturn on Investme / Total Investment	0.00%	0.00%		

33 Other Statutory Disclosures as per the Companies Act, 2013

1.No transactions to report against the following disclosure requirements as notified by MCA

a)Crypto Currency or Virtual Currency
b)Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
c)Registration of charges or satisfaction with Registrar of Companies
d)Related to borrowed funds
i) Utilization of borrowed funds & share premium.
ii) Borrowings obtained on the basis of security of current assets.
iii)Discrepancy in utilization of borrowings.
iv)Current maturity of long-term borrowings.
v)Revaluation of Assets
vi)Capital-work in progress
vii)Intangible Assets under development.

viii)The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of companies Act,1956 during the Financial Year.

ix)The company did not undertake any transactions with regards to any scheme of arrangement in terms of section 230 to 237 of the

x)Title deeds of immovable property are held in the name of company.

34 Other Disclosures

(i) Confirmation of balances of trade debtors, loans and advances, trade payables, security deposits, balances with government authorities have not been provided to us, we are unable to comment on the possible impact, it any, arising out of the said matters.

(ii) Investment of Rs 3720 Lakh in SSA International Limited & Rs 60 Lakh in Yogendra Worsted Limited, for which provision for diminuation in value of Investment has been booked during the earlier year, as the company has incurred heavy losses due to which networth of the company has been eroded.

(iii) The wholly owned Subsidiary of the company, namely, M/S SSA International Ltd has been declared Non Performing Assets (NPAs) by the banks. The company has also received the notice u/s 13(2) of the SARFAESI Act, 2002 from consortium of banks for revocation of its Corporate Guarantee. . The consortium bankers have filed a petition against the holding company and its subsidiary M/s SSA International Limited regarding recovery of the outstanding dues, before the Debt Restructuring Tribunal-II, Delhi, and the company has received an intimation vide O.A 530/18 dated 24/05/2018. Further, IDBI Bank has declared the main borrower (M/s SSA International Ltd), its directors and Guarantors (including M/s Samtex Fashions Ltd) as willful defaulters in terms with RBI Guidelines.

(iv)The Company has regrouped/reclassified the previous year figures to make them comparable with current year figures.

35 (i) The Company has not received information from vendors regarding their status and status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence necessary disclosures under this Act have not been given.

36 (ii) The Company has regrouped/ reclassified the previous year figures to make them comparable with current year figures.

37 (iii) Confirmation of balances of trade debtors, loans and advances, trade payables, security deposits, balances with government authorities have not been provided to us, we are unable to comment on the possible impact, it any, arising out of the said matters.

38 (iv) Investment of Rs 300 Lakh in Express Warehousing Limited for which provision for diminuation in value of Investment has been booked during the year and in earlier year, as the company has incurred heavy losses .

39 (v) Theaccounts of the holding compnay has been declared Non Performing Assets (NPAs) by the banks as the holding compnay had defaulted in repayment obligations of interest and principal due to consortium bankers during the earlier years. The holding company has also received the notices under the

40 vi)The management of Holding Company has confirmed that it has come to their knowledge through newspaper advertisement that the consortium member banks have executed auction of its assets at Samalkha plant. However, in absence of any information regarding the sale of assets i.e. detail of assets sold by bank, value at which the said sale transaction has been undertaken, bank wise utilization of amount received against said sale, the holding company has not taken into consideration the said transaction while preparing its financial statements as on 31.03.2025 . Furtherthe mangement has confirmed that the consortium bankers have executed sale of assets of directors/ guarantors mortgaged with them during the year as well as earlier years and adjusted the amount received on said auction sale with amount owed by the holding company to the financial institutions, however the holding company has not recorded the effect of such transaction in its financial statements.

Kapil Kumar& Co
Chartered Accountants
FRN: 006241N

For and on behalf of Board of Directors,
Samtex Fashions Limited

Mohit Kakkar
(Partner)

ATUL MITTAL
(Chairman, Managing Director & CFO)
DIN NO-00223366

RINKI RANI
(Company Secretary)
(M No. A51516)

UDIN: 26538844EYETLI3200
Place: Delhi
Date: 28 May,2026

Place: Delhi
Date: 28 May,2026