

OXFORD INDUSTRIES LIMITED

44TH ANNUAL REPORT

2024-25

BOARD OF DIRECTORS DURING THE YEAR:

SR.No	NAME OF DIRECTOR	CATEGORY	DESIGNATION
1	Mr. Mazher N. Laila (DIN: 00037046)	Executive Director	Managing Director
2	Mr. Huned M. Hararwala (DIN: 01975058) *	Non-Executive	Independent Director
3	Ms. Misbah H. Hararwala	Non-Executive	Independent Director
4	Mr. Quaid M. Hararwala **	Non-Executive	Independent Director
5	Mr. Mazher N. Laila	Chief Financial Officer	Chief Financial Officer

* Ceased to be Independent Director on 24.09.2024 upon completion of second term of five (5) consecutive years.

**Resignation from the board w.e.f 10.07.2025

Auditors	R A N K & Associates Chartered Accountants (Firm Reg. No.105589W) Level 7, Ashok Premisis Nicholas Wadi, Off old Nagardas Road, Andheri (East), Mumbai 400 069
Bankers	HDFC Bank Ltd
Registered Office	G. No. 4, Roxana Building, Ground Floor, 109, M. Karve Road, Mumbai - 400 020. E-mail: oxford_industries@yahoo.in Web: www.oxfordfabrics.in
E-MAIL ID WEBSITE ADDRESS	E-mail: oxford_industries@yahoo.in Web: www.oxfordfabrics.in
Company Secretary	Archana Sharma
Chief Financial Officer	Mr. Mazher N. Laila
Share Transfer Agents	MUFG Link Intime India Pvt Ltd. C 101, 247 Park, L B S Marg Vikhroli (West), Mumbai - 400 083. Phone : (022) 4918 6000 Fax: (022) 4918 6060 Email: mumbai@in.mpms.mufig.com

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NOTICE IS HEREBY GIVEN THAT THE 44TH ANNUAL GENERAL MEETING OF THE MEMBERS OF OXFORD INDUSTRIES LIMITED WILL BE HELD ON, TUESDAY, 23RD SEPTEMBER 2025 AT 12:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS:

- 1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon:**

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

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. To appoint Mr. Mazher Nuruddin Laila (DIN: 00037046), who retires by rotation as a Director:**

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Mazher Nuruddin Laila (DIN: 00037046), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

- 3. To Appointment of M/s. PAMS & Associates, Chartered Accountants, (Firm Registration No. 316079E) as Statutory Auditor of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. PAMS & Associates, Chartered Accountants, (Firm Registration No. 316079E) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 44th Annual General

Meeting (AGM) until the conclusion of the 49th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

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

SPECIAL BUSINESS:

4. To appointment of Mr. Saroj Kumar Choudhury (DIN: 11143083) as Managing Director of the company and fixing his remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Saroj Kumar Choudhury (DIN: 11143083), as Managing Director of the Company for a period of 3 (Three) years effective from July 10, 2025 till July 09, 2028, on such terms and remuneration as set out in this resolution and explanatory statement annexed to the notice.

“RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Saroj Kumar Choudhury (DIN: 11143083), during his term of appointment”;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration Mr. Saroj Kumar Choudhury (DIN: 11143083), as Managing Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

5. To consider regularization/appointment of Ms. Iranee Tripathy (DIN: 10311352) as a Director - Independent (Non-Executive) of the company for 5 years;

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

RESOLVED THAT in accordance with the provisions of Sections 149, 150 , 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Iranee Tripathy (DIN: 10311352) who was appointed as an Additional Director (in capacity of Non-Executive Independent Director) of the Company, by the Board of Directors at its meeting held on 10th July, 2025 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up to the date of this annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director who has submitted the declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act and read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and who holds office up to the period of three months from the date of her appointment be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 10th July, 2025 to 09th July, 2030 not liable to retire by rotation.”

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

6. To consider regularization/appointment_ of Mrs. Aakashsha Vaid (DIN: 02796417) as a Director - Independent (Non-Executive) of the company for 5 years

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

RESOLVED THAT in accordance with the provisions of Sections 149, 150 , 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time

being in force), Mrs. Aakansha Vaid (DIN: 02796417) who was appointed as an Additional Director (in capacity of Non-Executive Independent Director) of the Company, by the Board of Directors at its meeting held on 13th May, 2025 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director who has submitted the declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 13th May, 2025 to 12th May, 2030 not liable to retire by rotation.”

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

7. To consider regularization/appointment of Mr. Nitin Arvind Oza (DIN: 03198502) as a Director - Independent (Non-Executive) of the company for 5 years

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

RESOLVED THAT in accordance with the provisions of Sections 149, 150 , 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nitin Arvind Oza (DIN: 03198502) who was appointed as an Additional Director (in capacity of Non-Executive Independent Director) of the Company, by the Board of Directors at its meeting held on 13th May, 2025 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director who has submitted the declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 13th May, 2025 to 12th May, 2030 not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the

Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To Appointment of M/s. Suprabhat & Co, a peer reviewed firm of practicing Company Secretaries, as Secretarial Auditor of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and such other applicable provisions if any, and on the recommendation of Audit Committee and Board of Directors of the company, M/s. Suprabhat & Co., a peer reviewed firm of Practicing Company Secretaries, being eligible, be and is hereby appointed as Secretarial Auditor of the Company for a term of Three (3) consecutive financial years commencing from the conclusion of the ensuing 44th Annual General Meeting till the conclusion of 47th Annual General Meeting to be held in the year 2028 (i.e. to conduct the Secretarial Audit for 3 financial year from 2025- 26 to 2027-28), on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**By Order of Board
For OXFORD INDUSTRIES LIMITED**

**Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083**

**Place: Mumbai
Date : 12.08.2025**

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 3 to 8 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 2, 4 to 7 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice.
2. Ministry of Corporate Affairs ("MCA") *vide* its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI *vide* its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 44th AGM of the Company is being held virtually.

The Notice convening 44th AGM along with the Integrated Annual Report for FY 2024-2025 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening 44th AGM and Integrated Annual Report for FY 2024-2025 will also be available on the Company's website <http://oxfordfabrics.in/investors.html>, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. The Company will also publish an advertisement in the newspapers containing details of the 44th AGM and other relevant information for Members *viz.* manner of registering e-mail Id., Cut-off date for e-voting, Book Closure date etc.

3. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the 44th AGM of the Company is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 44th AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending the Notice calling the 44th AGM along with the Annual Report for the Financial Year ended March 31, 2025, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. Members may also note that the Annual Report 2024-25 and the Notice convening the 44th AGM are also available on the Company's website <http://oxfordfabrics.in/investors.html>, websites of the Stock

Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e www.evotingindia.com

5. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
6. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to suprabhatcs08@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. The Members can join the 44th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 44th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the 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.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, August 22, 2025, have been considered for the purpose of sending the Notice of 44th AGM and the Annual Report.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the

Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.

11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
12. Register of Members and Transfer Books of the Company will remain closed from 17th September, 2025 Wednesday to 23rd September, 2025, Tuesdays (both dates inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent M/s. MUFG Intime India Pvt Ltd. At mumbai@in.mpms.mufg.com for assistance in this regard.
14. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent M/s. MUFG Intime India Pvt Ltd.
16. As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to. MUFG Intime India Pvt Ltd; in case the shares are held by them in physical form.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, MUFG Intime India Pvt Ltd for shares held in physical form, with relevant documents that may be required.
18. **REMOTE E-VOTING:** The remote E-voting period will be available during the following period:
- Day, date and time of commencement of remote e-Voting: Saturday, September 20, 2025 at 09:00 A.M. (IST)
 - Day, date and time of end of remote e-Voting: Monday, September 22, 2025 at 5:00 P.M. (IST)
19. The Company has fixed Tuesday, September 16th, 2025 as the "Cut-off date" for identifying the Members who shall be eligible for participation in the 44th AGM through VC/ OAVM facility and voting either through remote e-Voting or through e-Voting during the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date shall be entitled to attend the AGM and to vote on the Resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-Voting or e-Voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of this AGM for information purposes only.
20. The Board of Directors have appointed M/s. Suprabhat & Co., Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and has communicated their willingness to be appointed. The Scrutinizer, after scrutinizing the votes cast during the AGM and through remote e-voting, will not later two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <http://oxfordfabrics.in/investors.html>, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period begins on **Saturday 20th September, 2025 at 09:00 A.M. and ends on Monday 22nd September, 2025 at 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 (record date) of **16th September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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	<ol style="list-style-type: none"> 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

	<p>during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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)	<p>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.</p>

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

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

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

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

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN** for the relevant **“OXFORD INDUSTRIES LIMITED”** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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; oxford_industries@yahoo.in, if they have voted from individual tab & not

uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to oxford_industries@yahoo.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to oxford_industries@yahoo.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 for procuring user id and password for e-voting by providing above mentioned documents.
4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at oxford_industries@yahoo.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-

Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

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

**By Order of Board
For OXFORD INDUSTRIES LIMITED**

**Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083**

**Place: Mumbai
Date : 12.08.2025**

EXPLANATORY STATEMENT

The following explanatory statement pursuant to Section 102(1) of the Companies Act 2013, sets out all material facts relating to items of special business mentioned in the accompanying notice of the AGM.

ITEM NO. 3

Though not mandatory, this statement is provided for reference.

APPOINTMENT OF M/S. PAMS & ASSOCIATES, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 316079E) AS STATUTORY AUDITOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS AND FIXED REMUNERATION

M/s. RANK & Associates., Chartered Accountants, have tendered their resignation dated July 10, 2025 from the position of Statutory Auditors due to other urgent assignments. The vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes that M/s. PAMS & Associates., Chartered Accountants (FRN.: 316079E), be appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s. RANK & Associates.

M/S. PAMS & Associates, Chartered Accountants have consented to their proposed appointment and provided a certificate confirming that the appointment, if made, will be within the limits prescribed under Section 139 of the Companies Act, 2013 and the applicable rules. They have also confirmed their eligibility under the Companies Act, 2013, the Chartered Accountants Act, 1949, and all applicable rules and regulations. Furthermore, in accordance with the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, they have confirmed that they hold a valid peer review certificate issued by the Peer Review Board of ICAI.

The proposed appointment is based on the Audit Committee and Board's evaluation of several criteria, including the firm's industry expertise, audit capabilities, team competence, efficiency, and independence. The Board, at its meeting held on July 10, 2025, has accordingly recommended the appointment of M/S. PAMS & Associates, Chartered Accountants for a term of five consecutive years. The proposed remuneration shall align with the prevailing fee structure and reflect the scope and quality of services to be rendered. The Board, in consultation with the Audit Committee, shall be empowered to revise the terms and remuneration mutually agreed upon with the Statutory Auditors during their tenure.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The Board of Directors recommends passing the resolution as set out at Item No. 3 of this Notice as an Ordinary Resolution.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Category of the Auditor:	Audit Firm
Name of Auditor or Auditor's Firm:	M/S. PAMS & Associates
ICAI Firm Registration No.:	316079E
Number of Financial Year(s) to which appointment relates:	Five financials' years
Period of account for which appointed:	From 2025-26 to 2029-30
Date of appointment made by Board of Directors:	10 th July, 2025
Proposed fees payable to proposed Statutory Auditor for the FY 2025-26:	mutually agreed upon between the Board of Directors and the Statutory Auditors
Basis of recommendation and Auditor Credentials:	<p>The recommendations are based on the fulfilment of the eligibility criteria prescribed by the Act, with regard to the full -time partners, audit experience of the firms, capability, independence assessment, and audit experience.</p> <p>Brief Profile:</p> <p>* Over the past years, the firm has assisted transnational organizations and leading</p>

	<p>enterprises across sectors such as Power Sector, Mining, Manufacturing, Pharmaceutical, Infrastructure, FMCG, Software and IT enabled services, etc. on regulatory, financial , Indirect Taxation ,Direct Taxation and business advisory related matters.</p> <p>* The Firm experience inter alia includes advising on transaction structuring including mergers, acquisitions, divestitures, corporate restructuring, capital restructuring, foreign investment consulting, advice on technical collaborations, contract structuring and negotiations, Ind AS Implementation and GST Consultation.</p> <p>« The Firm is also a special invitees to the Board Meetings and Audit Committee meetings of Listed Companies like Alfa Transformers Ltd and Other companies like MGM Minerals Ltd etc.</p>
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ITEM NO.4:

REGULARISATION/APPOINTMENT OF MR. SAROJ KUMAR CHOUDHURY (DIN: 11143083) AS MANAGING DIRECTOR (EXECUTIVE) OF THE COMPANY.

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mr. Saroj Kumar Choudhury (DIN: 11143083) in the meeting held on July 10, 2025 with effect from July 10, 2025. The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that she satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from additional Director to Director by way of regularization and Approval of his position as the Managing Director of the Company with effect from July 10, 2025 for three years.

The Company had received consent letter from Mr. Saroj Kumar Choudhury (DIN: 11143083) to act as a Director/Managing Director of the Company.

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

Broad particulars of the terms of appointment of and remuneration payable to Mr. Saroj Kumar Choudhury (DIN: 11143083) are as under:

a. Tenure of appointment — 3 years w.e.f. July 10, 2025 to July 09, 2028

b. Salary, perquisites and allowances: Rs. 20,000 per month

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

The office of the Managing Director may be terminated by either party by giving 30 (thirty) days prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration herein be continued to be as minimum remuneration for his entire term subject to such other approval as may be necessary.

Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India are attached as **Annexure- A**.

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

ITEM NO. 5

REGULARISATION/APPOINTMENT OF MS. IRANEE TRIPATHY (DIN: 10311352) AS AN INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY.

Ms. Iranee Tripathy (DIN: 10311352) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from 10th July, 2025 by the Board of Directors in accordance with Sections 149(6), 161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b), Regulation 17 (1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director who has submitted the declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act. Ms. Iranee Tripathy (DIN: 10311352) has consented to the proposed appointment and declared qualified. Ms. Iranee Tripathy (DIN: 10311352) criteria under the Act and rules & regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Ms. Iranee Tripathy (DIN: 10311352) as in terms of Non-Executive Independent Director of the Company

Sections 149 read with section 152 of the Companies Act, 2013. Ms. Iranee Tripathy (DIN: 10311352) is not liable to retire by rotation. Ms. Iranee Tripathy (DIN: 10311352) will hold the office for a consecutive term of 5 years with effect from 10th July, 2025 to 09th July, 2030.

A copy of the letter of appointment proposed to be issued to Ms. Iranee Tripathy (DIN: 10311352) as an Independent Director, setting out the terms and conditions thereof, is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Meeting.

Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India are attached as **Annexure- A**.

Except Ms. Iranee Tripathy (DIN: 10311352) none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing the resolution as set out at Item No. 5 of this Notice as a Special Resolution.

ITEM NO. 6

REGULARISATION/APPOINTMENT OF MRS. AAKANSHA VAID (DIN: 02796417) AS AN INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY.

Mrs. Aakansha Vaid (DIN: 02796417) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from 13th May, 2025 by the Board of Directors in accordance with Sections 149(6), 161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b), Regulation 17 (1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director who has submitted the declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act. Mrs. Aakansha Vaid (DIN: 02796417) has consented to the proposed appointment and declared qualified. Mrs. Aakansha Vaid (DIN: 02796417) criteria under the Act and rules & regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mrs. Aakansha Vaid (DIN: 02796417) as in terms of Non-Executive Independent Director of the Company Sections 149 read with section 152 of the Companies Act, 2013. Mrs. Aakansha Vaid (DIN: 02796417) is not liable to retire by rotation. Mrs. Aakansha Vaid (DIN: 02796417) will hold the office for a consecutive term of 5 years with effect from 13th May, 2025 to 09th May, 2030.

A copy of the letter of appointment proposed to be issued to Mrs. Aakansha Vaid (DIN: 02796417) as an Independent Director, setting out the terms and conditions thereof, is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Meeting.

Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India are attached as **Annexure- A**.

Except Mrs. Aakansha Vaid (DIN: 02796417) none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing the resolution as set out at Item No. 6 of this Notice as a Special Resolution.

ITEM NO. 7

REGULARISATION/APPOINTMENT OF MR. NITIN ARVIND OZA (DIN: 03198502) AS AN INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY.

Mr. Nitin Arvind Oza (DIN: 03198502) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from 13th May, 2025 by the Board of Directors in accordance with Sections 149(6), 161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b), Regulation 17 (1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director who has submitted the declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act. Mr. Nitin Arvind Oza (DIN: 03198502) has consented to the proposed appointment and declared qualified. Mr. Nitin Arvind Oza (DIN: 03198502) criteria under the Act and rules & regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Nitin Arvind Oza (DIN: 03198502) as in terms of Non-Executive Independent Director of the Company Sections 149 read with section 152 of the Companies Act, 2013. Mr. Nitin Arvind Oza (DIN: 03198502) is not liable to retire by rotation. Mr. Nitin Arvind Oza (DIN: 03198502) will hold the office for a consecutive term of 5 years with effect from 13th May, 2025 to 09th May, 2030.

A copy of the letter of appointment proposed to be issued to Mr. Nitin Arvind Oza (DIN: 03198502) as an Independent Director, setting out the terms and conditions thereof, is available for inspection without any fee by the members at the

Registered Office of the Company during normal business hours on all working days up to the date of the Meeting.

Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India are attached as **Annexure- A**.

Except Mr. Nitin Arvind Oza (DIN: 03198502) none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing the resolution as set out at Item No. 7 of this Notice as a Special Resolution.

ITEM NO. 8

APPOINTMENT OF M/S SUPRABHAT & CO., COMPANY SECRETARY (MEMBERSHIP NO.: A41030 CP NO. 15878 AS A SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS AND FIXED REMUNERATION

SEBI vide its notification dated December 12, 2024, amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per the amended regulations, listed companies are now required to obtain shareholders' approval, in addition to Board approval, for the appointment of Secretarial Auditors. The appointed Secretarial Auditor must be a peer-reviewed practicing Company Secretary and must not have any disqualifications as prescribed by the SEBI. Additionally, any association of the individual or firm as the Secretarial Auditor of the listed entity prior to March 31, 2025, shall not be considered for the purpose of calculating the tenure under the said Regulation.

Pursuant to the above requirement, the Board at its meeting held on 29th May 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company the appointment of M/s. Suprabhat & Co, Company Secretaries a peer reviewed firm, as Secretarial Auditor of the Company for a period of Three (3) consecutive financial years, i.e. from financial year 2025-26 to financial year 2027-28 in terms of Regulation 24A of the SEBI Listing Regulations and SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief Profile

ACS Suprabhat Chakraborty (Membership No. ACS 41030, CP No. 15878) is the proprietor of M/s. Suprabhat & Co and a Practicing Company Secretary with over 10 years of experience in the field.

In addition to filing various statutory returns under the Companies Act, he possesses extensive expertise in the incorporation of foreign companies, private company,

producer company, Limited Liabilities Company and Section 8 Companies. He also has significant experience representing clients in petitions before the Regional Director (RD), the National Company Law Tribunal (NCLT) and the Ministry of Corporate Affairs (MCA) on a range of company law matters.

Mr. Chakraborty is well-versed in the legal frameworks related to Company Law, SEBI, and more. He has practical experience in share transfer and transmission MCA based filings of annual returns, particularly for large.

Details as per Regulation 36(5) of the SEBI Listing Regulations are as follows.

Proposed fees payable to the Secretarial Auditor along with terms of appointment	The Professional audit and other certification fees plus applicable taxes and other out-of-pocket expenses in connection with the statutory audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor	Considering their qualifications and extensive experience, the Board of directors on recommendation of the Audit Committee recommends the appointment of M/s. Suprabhat & Co, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of Three (3) consecutive financial years, i.e. from financial year 2025-26 to financial year 2027-28.

The appointment is subject to shareholders' approval at the Annual General Meeting. Accordingly, the approval of the Members is being sought for this proposed appointment.

None of the Directors, Key Managerial Personnel, or their respective relatives have any financial or other interest in the proposed resolution.

The Board seeks for the approval of the members for passing of the resolution as set out at item no. 08 of this Notice as an Ordinary Resolution.

**By Order of Board
For OXFORD INDUSTRIES LIMITED**

**Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083**

**Place: Mumbai
Date : 12.08.2025**

Annexure - A

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

MR. MAZHER NURUDDIN LAILA

Sr No.	Particulars	DETAILS
1	DIN	00037046
2	Age	77
3	Date of first appointment on the Board	01.04.2008
4	Qualification	B. Tech
5	Experience and Expertise	He holds a B. Tech. (Textiles) degree from IIT Delhi since 1971 and actively involved in Textile field for nearly 53 years.
6	No. of Meetings of the Board attended during the year	6
7	List of Directorship of other Boards	1. Tampa Enterprise Pvt Ltd 2. Carbine Enterprises Pvt Ltd
8	The Listed entity from which Director has resigned in last three years	NA
9	List of Membership / Chairmanship of Committees of other Companies	NA
10	Shareholding in Company	2,76,480
11	Terms and Conditions of re-appointment	NA

MR. SAROJ KUNAR CHOUDHURY

Sr No.	Particulars	DETAILS
1	DIN	11143083
2	Date of Birth	14.06.1968
3	Age	57 years
4	Date of first appointment on the Board	10.07.2025
5	Qualification	MBA
6	Experience and Expertise	Mr. Saroj Kumar Choudhury is a MBA and having experience of more than 25 years. He will be serving as Non-Executive Independent Director of the Company and will also be part of various committees of the Board. His term is subject to approval of members of the Company.
7	No. of Meetings of the Board attended during the year	NA
8	List of Directorship of other Boards	1. Integrated Hitech Ltd
9	The Listed entity from which Director has resigned in last three years	NA
10	List of Membership / Chairmanship of Committees of other Companies	NA
11	Shareholding in Company	NIL
12	Terms and Conditions of re-appointment	Non-Executive Independent Director, Not liable to retire by rotation

MS. IRANEE TRIPATHY

Sr No.	Particulars	DETAILS
1	DIN	10311352
2	Date of Birth	15.04.2003
3	Age	22 yrs
4	Date of first appointment on the Board	10.07.2025
5	Qualification	CS, LLB, BBA
6	Experience and Expertise	She has experience of 30 years in Industrial Business.
7	No. of Meetings of the Board attended during the year	4

8	List of Directorship of other Boards	1. Integrated Hitech Ltd 2. Minaxi Suppliers Pvt Ltd
9	The Listed entity from which Director has resigned in last three years	NIL
10	List of Membership / Chairmanship of Committees of other Companies	NIL
11	Shareholding in Company	NIL
12	Terms and Conditions of re-appointment	Non-Executive Independent Director, Not liable to retire by rotation

MRS. AAKANSHA VAID

Sr No.	Particulars	DETAILS
1	DIN	02796417
2	Date of Birth	30.06.1987
3	Age	37 years
4	Date of first appointment on the Board	13.05.2025
5	Qualification	CS, LLB, BBA
6	Experience and Expertise	Mrs. Aakansha Vaid is a Company Secretary by profession. She was a Practicing Company Secretary and having experience of more than 10 years of experience now since last one year she is in employment. She has also done the LLB and other graduation in the field of BBA (Bachelor of Business & Administration).
7	No. of Meetings of the Board attended during the year	NA
8	List of Directorship of other Boards	1. Integrated Hitech Ltd 2. Deccan Bearing Ltd 3. Yash Trading and Finance Ltd
9	The Listed entity from which Director has resigned in last three years	NIL
10	List of Membership / Chairmanship of Committees of other Companies	
11	Shareholding in Company	NIL
12	Terms and Conditions of re-appointment	Non-Executive Independent Director, Not liable to retire by rotation

MR. NITIN ARVIND OZA

Sr No.	Particulars	DETAILS
1	DIN	03198502
2	Date of Birth	30/06/1987
3	Age	37 years
4	Date of first appointment on the Board	
5	Qualification	CS, LLB, BBA
6	Experience and Expertise	He has experience of 30 years in Industrial Business.
7	No. of Meetings of the Board attended during the year	4
8	List of Directorship of other Boards	
9	The Listed entity from which Director has resigned in last three years	NIL
10	List of Membership / Chairmanship of Committees of other Companies	NIL
11	Shareholding in Company	NIL
12	Terms and Conditions of re-appointment	Terms and Conditions of re-appointment

**By Order of Board
For OXFORD INDUSTRIES LIMITED**

**Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083**

**Place: Mumbai
Date : 12.08.2025**

DIRECTOR'S REPORT

Dear Members,

Your Directors take pleasure in presenting the 44th Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2025.

1. FINANCIAL PERFORMANCE

(Amount In Lakhs)

Particulars	2024-2025	2023-2024
Total Income	227.18	325.02
Total Expenditure	230.85	315.48
Profit before exceptional and extraordinary items and tax	(3.67)	9.54
Less: Exceptional item	46.64	0.00
Profit after extraordinary items and tax	(50.31)	9.54
Tax Expenses	0.00	0.09
Net Profit/(Loss) After Tax	(50.31)	9.45

2. OPERATIONS

Company face loss of amount Rs.50.31 lakhs for the period ended 31st March, 2025 as against profit of Rs. 9.45 lakhs during previous year. The total income of the company decrease from Rs. 325.02 lakhs to Rs. 227.18 lakhs. The Earning Per Equity Share of the company for the year before exceptional item is Rs. (0.06) and after exceptional item (0.84). Your directors expect and will make more efforts to improve the performance of the company during the current year as compared to previous year.

The company was under suspension from January 15, 2020, the Company submitted an appeal before the Hon'ble Securities Appellate Tribunal (SAT), the suspension was revoked vide BSE notice no. 20250624-12 dated 24th June,2025 w.e.f. Friday, the 27th day of June,2025.

3. DIVIDEND

Due to inadequate profits your directors do not recommend any dividend during the year under review.

4. AMOUNT TRANSFERRED TO RESERVE

Due to loss in the current year the company has not transfer any sum to reserve accounts.

5. DEPOSITS

The company has not accepted any public deposits under the provisions of the Companies Act, 2013 ('Act').

6. SHARE CAPITAL

As on 31st March 2025, fully paid-up share capital of the Company stood at Rs. 5,93,60,000 crore consisting of 59,36,000 equity shares of face value of Rs.10 each fully paid-up.

7. SUBSIDIARIES / JOINT VENTURE / ASSOCIATE COMPANY

Your company does not have any Subsidiary/ Joint Venture and Associate Companies.

8. SECRETARIAL STANDARDS OF ICSI

The Company has complied with the requirements prescribed under the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

9. STATE OF AFFAIRS OF THE COMPANY

Granting of loans and advances and making investments is the core area of operations of the company. The Board of Directors of your company carries out these operations with active care and all essentials precaution thereby enhancing stakeholder's values.

10. CHANGE IN THE NATURE OF BUSINESS, IF ANY

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

11. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Followings are the material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company and the date of this Report.

- a. Mr. Nitin Oza (DIN: 031985022) appointed as an Additional Director (Non Executive- Independent) of the Company w.e.f 13th May, 2025, the board recommended his appointment as Non-Executive Independent Director at the ensuing general meeting for the terms of 5 (five) years;
- b. Mrs. Aakansha Vaid (DIN: 02796417) appointed as an Additional Director (Non Executive- Independent) of the Company w.e.f 13th May, 2025, the board recommended her appointment as Non-Executive Independent Director at the ensuing general meeting for the terms of 5 (five) years;
- c. Ms. Iranee Tripathu (DIN: 10311352) appointed as an Additional Director (Non Executive- Independent) of the Company w.e.f 10th July, 2025, the board recommended her appointment as Non-Executive Independent Director at the ensuing general meeting for the terms of 5 (five) years;
- d. Mr. Swaroj Kumar Tripathy (DIN: 11143083) appointed as an Additional Director (Executive- Managing Director) of the Company w.e.f 10th July, 2025, the board recommended his appointment as Executive Managing Director at the ensuing general meeting for the terms of 3 (three) years;
- e. Mr. Mazher N. Laila (DIN: 0037046) step down as Managing Director of the company w.e.f 10.07.2025.

- f. Mr. Quaid M. Hararwala (DIN: 03034357) resigned from the board as Independent Director of the company on 10.07.2025.
- g. Registered office of the company changed from G.NO.-4, Roxana Building, Ground Floor, 109, M. Karve Road, Mumbai City, Mumbai, Maharashtra, India, 400020 to 136-B, ANSA Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai — 400072, Maharashtra, India, within the local limits of the City.

12. CORPORATE SOCIAL RESPONSIBILITY

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

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition of Board

As on 31st March, 2025 the Board have composition of executive and non-executive directors 1 (One) executive director and 2 (Two) Non executive Independent Director.

Appointments & Cessation of Directors

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

- a. Mazher Nuruddin Laila (DIN: 00037046), Director of the Company, who was retiring by rotation at the 43rd Annual General Meeting, was re-appointed by the Members.
- b. Quaid Mohammed Hararwala (DIN: 03034357) appointed as Non-Executive Independent Director of the Company at the 43th Annual General Meeting for the period of 5 (Five) years w.e.f 20th July, 2024 to 19th July, 2029.
- c. Huned M Hararwala (DIN: 01975058) ceased to be an Independent Director of the Company at the close of Annual General Meeting i.e. 12:40 PM on September 24, 2024, upon completion of his second term of five (5) consecutive years

Key Managerial Personnel

As on March 31, 2025, the following were Key Managerial Personnel (“KMP”) of the Company as per Sections 2(51) and 203 of the Act:

- i. Mr. Mazher Nuruddin Laila - CFO
- ii. Mrs. Sweety Jhunjunwala, resigned from Company Secretary and Compliance officer of the Company on 14th February, 2024 the Board had appointed Ms. Archana Sharma as Company Secretary and Compliance officer of the Company on 13th May, 2025.

Committee of the Board

Followings are the Committee are reconstituted as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f 12.08.2025;

Audit Committee:

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

Nomination and Remuneration Committee:

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

Stakeholder Relationship Committee

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

14. BOARD EVALUATION

The Board has carried out an annual performance evaluation of its own, the Independent Directors, Committee and other Individual Directors. The details of performance evaluation have been made available on the Website of the Company i.e. <http://oxfordfabrics.in/policy.html>.

15. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

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 remuneration paid to directors if any is recommended by the Nomination and Remuneration Committee and approved by Board of Directors and Shareholders of the Company. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company. The policy of the company on director's appointment and remunerations available on the website of the company i.e <http://oxfordfabrics.in/policy.html>.

16. COMMITTEES OF THE BOARD

The company has the following three committees of the board:

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee
- (iii) Stakeholders Relationship Committee

The composition of each of the above committees, their respective role and responsibility is in conformity with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and amendments made therein from time to time.

17. MEETING OF BOARD OF DIRECTORS

During the year under review, 6 (Six) Board Meetings were held on 30.04.2024, 15.07.2024, 20.07.2024, 14.08.2024, 12.11.2024 and 04.02.2025. The details of number of meeting attended by each director are as follows:

Date of Meeting	Mr. Mazher N. Laila	Mr. Huned M. Hararwala	Ms. Misbah H. Hararwala	Mr. Quaid M. Hararwala
Attendance at the Board Meeting				
30.04.2024	Yes	Yes	Yes	NA
15.07.2024	Yes	Yes	Yes	NA
20.07.2024	Yes	Yes	Yes	Yes
14.08.2024	Yes	Yes	Yes	Yes
12.11.2024	Yes	NA	Yes	Yes
04.02.2025	Yes	NA	Yes	Yes

18. AUDIT COMMITTEE

The Composition of the Audit committee is in accordance with the requirements of section 177 of the Companies Act 2013 and comprises of Mr. Quaid M. Hararwala as Chairman and Ms. Misbah H. Hararwala and Mr. Mazher N. Laila as its members.

During the Financial Year 2024-25, 5 (five) meetings of the Audit Committee of the Board of Directors were held on 30.04.2024, 20.07.2024, 14.08.2024, 12.11.2024 and 04.02.2025. All the recommendations made by the Audit Committee were accepted by the Board.

19. NOMINATION AND REMUNERATION COMMITTEE:

As on 31st March, 2025 the Nomination and Remuneration Committee is in accordance with the requirements of section 178 of the Companies Act 2013, and comprises of Mr. Quaid M. Hararwala as Chairman, Ms. Misbah H. Hararwala as its members, Mr. Huned M. Hararwala. Member upto 24.09.2024

During the Financial Year 2024-25, 2 (Two) meeting of the Nomination and Remuneration Committee of the Board of Directors was held on 20.07.2024 and 04.02.2025.s

20. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Composition of the Stakeholders Relationship Committee is in accordance with the requirements of section 178 of the Companies Act, 2013, and comprises of Ms. Misbah H. Hararwala as Chairperson, Mr. Quaid M. Hararwala, Mr. Mazher N. Laila as its members.

During the Financial Year 2024-25, 2 (Two) Meetings were held on 30.04.2024 and 20.07.2024.

21. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company at their meeting held on 04.02.2025 reviewed the performance of non-independent directors and the Board as a whole including the Chairman of the Company by taking into consideration views expressed by the executive directors and non-executive directors at various level pertaining to the quality, quantity and timeliness of flow of information between the company, management and the board have expressed their satisfaction.

22. DECLARATION BY THE INDEPENDENT DIRECTORS

The independent directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under section 149(6) of the Act, as amended, and regulation 16 of the SEBI Listing Regulations.

The Board had taken on record the declaration and confirmation submitted by the independent directors regarding meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of regulation 25 of the SEBI Listing Regulations.

23. CORPORATE GOVERNANCE REPORT

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

24. RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. Hence there does not exists any details to be mentioned in Form AOC-2.

All Related Party Transactions are placed before the Audit Committee for approval. The Company has adopted a Related Party Transactions Policy. The policy as

approved by the board is uploaded on the Company's website at <http://oxfordfabrics.in/policy.html>.

25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as stipulated under SEBI (Listing Obligations and Disclosure Requirements), 2015 forms part of this report which is attached as **"Annexure - A"**.

26. EXTRACT OF ANNUAL RETURN

In accordance with the requirements of Section 92 (3) read with Section 134(3)(a) of the Companies Act, 2013 the Annual Return as on 31st March, 2024 is available on the Company's website at <http://oxfordfabrics.in/investors.html>.

27. RISK MANAGEMENT POLICY

The Board of Directors have adopted a risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may pose significant loss or threat to the Company. The Management identifies and controls risks through a defined framework in terms of the aforesaid policy.

28. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has a whistle blower policy encompassing vigil mechanism pursuant to the requirements of the section 177(9) of the Act and regulation 22 of the SEBI Listing Regulations. The Audit Committee reviews the functioning of the Whistle blower policy. The policy/vigil mechanism enables directors and employees to report to the management their concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy and leak or suspected leak of unpublished price sensitive information.

The whistle blower policy is uploaded on the website of the Company and can be accessed at <http://oxfordfabrics.in/policy.html>.

29. INTERNAL CONTROL SYSTEMS

The internal financial controls of the Company are commensurate with its size, scale and complexity of operations. The company has policies and procedures which inter alia ensure integrity in conducting business, timely preparation of reliable information, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors. The Audit Committee actively reviews the adequacy and effectiveness of the internal financial control systems and suggests improvements if any to strengthen the same.

30. CORPORATE WEBSITE:

The Company's web address is <http://oxfordfabrics.in/> The website contains a complete overview of the Company. The Company's Annual Report, financial results, details of its business, shareholding pattern, compliance with Corporate Governance, contact information of the designated officials of the Company who are responsible

for assisting and handling investor grievances, the distribution schedule, and Code of Conduct are uploaded on the website.

31. DIRECTOR'S RESPONSIBILITY STATEMENT

In compliance of section 134(5) of the Act, the directors state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for FY 2024-2025.
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) they have prepared the annual accounts on a going concern basis.
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

32. STATUTORY AUDITORS AND HIS REPORT

M/s. RANK & Associates., Chartered Accountants, have tendered their resignation dated July 10, 2025 from the position of Statutory Auditors due to other urgent assignments. The vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes that M/s. PAMS & Associates., Chartered Accountants (FRN.: 316079E), be appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s. RANK & Associates.,

The Audit Report of M/s. RANK & Associates. on the Financial Statements of the Company for the Financial Year 2024-25 forms part of this Annual Report. The report does contain the followings qualified opinion:

The Company has a net loss of Rs. 50.31 lacs during the year ended 31st March 2025 (P.Y. net profit of Rs. 9.45 lacs) and as of date, the company's accumulated losses aggregate to Rs. 1347.71 lacs leading to complete erosion of its net worth, thereby raising a doubt whether the company will be able to continue as a going concern. As of that date, the Company's current liabilities (including short term loans) exceeded its current assets by Rs 171.13 lacs (P.Y. Rs. 120.82 lacs) and its total liabilities exceeded its total assets by Rs. 171.13 lacs (P.Y. Rs. 120.82 lacs).

The Board of Directors of the Company are taken all the steps to ratify the qualified opinion.

33. SECRETARIAL AUDITOR AND HIS REPORT

Pursuant to the provisions of section 204 of the Act, the Board has appointed M/s. Shivam Agarwal & Associates, practicing company secretary (C.P. No. 17959), to undertake secretarial audit of the Company for the FY 2024-2025.

A report from the secretarial auditor in the prescribed Form MR-3 is annexed as **“Annexure – B”** to this Report. The report contains the following observations:

- 1. The Company has failed to appoint the Company Secretary during the year under review as per the requirements of Section 203 of the Companies Act, 2013.***

Management appointed the Ms. Archana Sharma as Company Secretary and Compliance officer of the company w.e.f 13th May, 2024.

34. DISCLOSURE AS TO MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SECTION 148 (1) OF THE COMPANIES ACT, 2013:

The company was not having any manufacturing facilities during the year and hence provisions for Cost Audit are not applicable to the Company for the year under review.

35. DEMATERIALIZATION OF SHARES:

77.40 % of the Company's paid up Equity Shares Capital is in dematerialization form as on 31st March, 2025 and balance 22.30 % is in physical form.

MUFG Intime India Private Limited at C-101, 247 PARK, 1ST FLOOR, L.B.S. MARG, VIKHROLI (WEST), Mumbai – 400083 is Share Registrar and Transfer Agents of the Company.s

36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS

During year, BSE Ltd imposed penalty for Standard Operation Procedure (SOP).

37. PARTICULARS OF EMPLOYEES

Considering the provisions of Section 197(12) of the Act read with the relevant rules and having referred to provisions of the First Proviso to Section 136(1) of the Act, the Annual Report is being sent to the members of the Company, excluding details of particulars of employees and related disclosures. The said information/ details is available for inspection at the Registered Office of the Company during working hours on any working day. Any member interested in obtaining this information may write to the company and this information would be provided on request.

38. DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 and the Rules thereunder. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has not received any complaint of sexual harassment during the financial year 2024-2025.

39. HEALTH, SAFETY AND ENVIRONMENT

The company considers safety, environment and health as the management responsibility and therefore being constantly aware of its obligation towards maintaining and improving the environment across various spheres of its business activities.

40. CONSERVATION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNING AND OUTGO

The company is not engaged in manufacturing activities and as such the particulars relating to conservation of energy and technology absorption are not applicable. The company makes every effort to conserve energy as far as possible etc. Particulars regarding Foreign Exchange Earnings and Outgo required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are given in the notes forming part of accounts which forms part of the Annual Report as **Annexure - C**.

41. ACKNOWLEDGEMENT

The Board of Directors would like to express its gratitude and its appreciation for the support and co-operation from its members and other regulators. The Board of Directors also places on record its sincere appreciation for the commitment and hard work put in by the Management and the employees of the Company.

**By Order of Board
For OXFORD INDUSTRIES LTD**

Sd/-
Saroj Kumar Choudhury
Managing Director
DIN: 11143083

Sd/-
Nitin Arvind Oza
Director
DIN: 03198502s

Date: 12.08.2025
Place: Mumbai

ANNEXURE - A

MANAGEMENT DISCUSSIONS AND ANALYSIS

1. COMPANY AND INDUSTRY STRUCTURE AND DEVELOPMENT:

The company is operative in textile segment but does not have any manufacturing facility now. The company has revived its operations from last quarter of previous financial year after OTS and withdrawal of DRT case.

2. OPERATIONAL & FINANCIAL PERFORMANCE:

The revenue from operations for the current FY 24-25 was Rs. 227.17 lakhs and net loss was Rs. 50.31 lakhs. The company presently engaged in the business of shirting fabrics.

3. OUTLOOK / DRT CASE / OTS:

After completing OTS (One Time Settlement) with all five lenders during year 2020-21 and 2021-22, the recovery case filed by Indian Bank consortium under application no. 24 of 2011 before Debt Recovery Tribunal (DRT) No.2, Mumbai was withdrawn as approved by DRT-2 Mumbai in order dated 18th May, 2022. The company revived its operations from the last quarter of previous financial year and hopes to continue its operations in foreseeable future.

4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has proper and adequate systems of internal controls.

5. HUMAN RESOURCES:

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

6. CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw material costs and availability, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of forward looking statements herein

which may undergo changes in future on the basis of subsequent developments, information or events

**By Order of Board
For OXFORD INDUSTRIES LTD**

Sd/-
Saroj Kumar Choudhury
Managing Director
DIN: 11143083

Sd/-
Nitin Arvind Oza
Director
DIN: 03198502s

Date: 12.08.2025

Place: Mumbai

S

Annexure - B

FORM NO. MR- 3

Secretarial Audit Report for the Financial Year Ended March 31, 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)

To,
The Members,
Oxford Industries Limited
Mumbai

Dear Sirs,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oxford Industries Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Auditor's Responsibility:

My responsibility as secretarial auditors is to express an opinion on the compliance of the applicable laws and maintenance of records based on my audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by the Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with Statutory and Regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed website and other records made available to us and maintained by the Company for the Financial Year ended on March 31, 2025 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules

made thereunder;

3. The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
4. The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings were not applicable to the Company during the financial year under report;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016 and
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
6. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the financial year under report:-
 - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018;
 - b. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
 - c. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - d. 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;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

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

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

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

1. The Company has failed to appoint the Company Secretary during the year under review as per the requirements of Section 203 of the Companies Act, 2013

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

Decisions at the Board meetings were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there was no other event/action having major bearing on Company's affairs. The Company has paid pending BSE SOP fines/ penalties (Under Protest) during the period under review and **has preferred an appeal with Securities Appellate Tribunal at Mumbai against BSE SOP fines/ penalties under Appeal No. 137/2024 dated 18th March, 2024.**

For Shivam Agarwal & Associates
Company Secretary
Sd/-

ACS Shivam Agarwal
Membership No.:- 49447
C.P. No.:- 17959

Peer Review Certificate No: -2536/2022
UDIN No- A049447G000939985

Place: Delhi

Date: 05.08.2025

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

ANNEXURE – A

To,
The Members,
Oxford Industries Limited
Mumbai

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

1. Maintenance of statutory and other records are the responsibility of the management of the Company. My responsibility isto express an opinion on these records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of the financial records and books of Accounts of the Company. I have relied on the report of the Statutory Auditor in respect of the same as per the guidance of the Institute of Company Secretaries of India.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Company is following a system of obtaining reports from various departments to ensure compliance with applicable laws.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

For Shivam Agarwal & Associates
Company Secretary
Sd/-

ACS Shivam Agarwal
Membership No.:- 49447
C.P. No.:- 17959

Peer Review Certificate No: -2536/2022
UDIN No- A049447G000939985

Place: Delhi
Date: 05.08.2025

Annexure - C

Particulars under sub-section (3) (m) of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given as under:

A. Conservation of Energy:-

(i) the steps taken or impact on Company ensures that the	Company ensures that the operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved
(ii) the steps taken or impact on Company ensures that the conservation of energy	No alternate source has been adopted
(iii) the capital investment on energy conservation equipments	No specific investment has been made in reduction in energy consumption

B. Technology Absorption: -

(i) the efforts made towards technology absorption	No outside technology is used by
(ii) the benefits derived like product improvement cost reduction, product development or import substitution	Not Applicable
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year);	(a) the details of technology imported: Nil (b) the year of import: NA. (c) whether the technology been fully absorbed: NA (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : NA
(iv) Expenditure incurred on Research and Development	Not Applicable

C. Foreign exchange earnings and outgo:-

As regards, the functional currency of the Company is Indian Rupee. Currency risk is not Material, as the Company does not have any exposure on foreign currency, please refer in Notes to Financial Statements as at March 31, 2025.

**By Order of Board
For OXFORD INDUSTRIES LTD**

Sd/-
Saroj Kumar Choudhury
Managing Director
Date: 12.08.2025
Place: Mumbai
DIN: 11143083

Sd/-
Nitin Arvind Oza
Director
DIN: 03198502s

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

**To,
The Members,
Oxford Industries Limited
G. No. – 4, Roxana Building,
Ground Floor,
109, M. Karve Road,
Mumbai - 400020**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Oxford Industries Limited having CIN: L17112MH1980PLC023572 and having Registered office at G. No. – 4, Roxana Building, Ground Floor, 109, M. Karve Road, Mumbai - 400020 (hereinafter referred to as **'the Company'**), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (**DIN**) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2025 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	Mazher N. Laila	00037046	01.04.2008
2	Quaid M. Hararwala	03034357	20.07.2024
3	Misbah H. Hararwala	10204545	17.06.2023

*The date of appointment is as per the MCA Portal.

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

**M/s Suprabhat & Co.
Company Secretary in Practice**

Sd/-

**Suprabhat Chakraborty
Proprietor**

ACS No. – 41030

C.P No. – 15878

UDIN: A041030G000990990

Peer Review Certificate no. 2284/2022

Date :-12.08.2025

Place :- Mumbai

DECLARATION FOR CODE OF CONDUCT

Compliance with the Code of Business Conduct and Ethics as provided under SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 all Board members and Senior Management Personnel have affirmed compliance with Oxford Industries Limited Code of Business Conduct and Ethics for the year ended March 31, 2025

For OXFORD INDUSTRIES LTD.

MAZHER N. LAILA

Managing Director & Compliance Officer

Place : Mumbai

Date: 27th May, 2025

Managing Director (MD) and Chief Financial Officer (CFO) Certification

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We hereby certify that:

- A. We have reviewed Financial Statements and the cash flow statement for the Financial Year ended March 31, 2025 and to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent or illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
 - i. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. We have not noticed any significant fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For OXFORD INDUSTRIES LTD.

MAZHER N. LAILA

Managing Director & Compliance Officer

Place : Mumbai

Date: 27th May, 2025

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The Members,
Oxford Industries Limited

We have examined the compliance of conditions of Corporate Governance by OXFORD INDUSTRIES LIMITED for the year ended 31st March 2025, as stipulated in SEBI (Listing obligation & Disclosure Requirements) Regulation, 2015.

The compliance of the conditions of the Corporate Governance is the responsibility of the Management. In our opinion and to the best of our information and according to the explanations given to us, we certify that, on the basis of our verification of documents, records, balance sheet of the OXFORD INDUSTRIES LIMITED as on 31st March, 2024, the Paid up Share Capital of the Company is less than Rs.10.00 Crore (Rupees Ten Crore Only) and the net worth of the company is less than Rs.25.00 Crore (Rupees Twenty Five Crore Only) and hence Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company, pursuant to Regulation 15(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2025.

For R A N K & Associates
Chartered Accountants
(Firm Reg. No. 105589W)
Sd/-
CA Rahul Parasmal Nahata
Partner (Membership. No.: 116511)
UDIN: 25116511bmjmut1045

Place: Mumbai
Date: 27.05.2025

INDEPENDENT AUDITOR'S REPORT

To
The Members of
OXFORD INDUSTRIES LIMITED

Report on the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of **Oxford Industries Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement, Statement of Changes in Equity for the year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and the statement of Profit & Loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date. We express a Qualified Opinion in respect of Financial Statements of Oxford Industries Limited.

Basis for Qualified Opinion

The Company has a net loss of Rs. 50.31 lacs during the year ended 31st March 2025 (P.Y. net profit of Rs. 9.45 lacs) and as of date, the company's accumulated losses aggregate to Rs. 1347.71 lacs leading to complete erosion of its net worth, thereby raising a doubt whether the company will be able to continue as a going concern. As of that date, the Company's current liabilities (including short term loans) exceeded its current assets by Rs 171.13 lacs (P.Y. Rs. 120.82 lacs) and its total liabilities exceeded its total assets by Rs. 171.13 lacs (P.Y. Rs. 120.82 lacs). However, the accounts for the year have been prepared on the concept that Company will continue as a going concern.

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to

our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information other than the Financial Statements and Auditors Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report and Management Discussion & Analysis Report but does not include the financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act, read with Companies Indian Accounting Standards Rules 2015.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give

a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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 Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt

on the Company's ability to continue as a going concern.

- If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Companies Indian Accounting Standards Rules 2015.
- e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act.
In our opinion and to the best of our information and according to the explanations given to us, no remuneration is paid by the company to its directors in the current year.
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements –Refer note 4(b) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

(c) In our opinion and based on the audit procedures, we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above contain any material misstatement.
- v. The provisions of section 123 of the Companies Act, 2013 w.r.t. declaration or payment of dividend does not apply to the company as the company has not declared any dividend during the year.
- I. As per reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, which is applicable from 1 April 2023, Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility, But the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software's used for maintaining the books of accounts throughout the year for all relevant transactions recorded in the software.

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

For RANK and Associates
Chartered Accountants
[Firm Reg. No. 105589W]

Place: Mumbai
Date: 27th May 2025

CA Rahul Parasmal Nahata
Partner
Membership No: 116511
UDIN: 25116511BMJMUT1045

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

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

1. We have audited the internal financial controls over financial reporting of Oxford Industries Limited (“the Company”) as on 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

3. 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.

4. 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.
5. 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

6. 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

7. 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

8. In our opinion and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RANK and Associates
Chartered Accountants
[Firm Reg. No. 105589W]

Place: Mumbai
Date: 27th May 2025

CA Rahul Parasmal Nahata
Partner
Membership No: 116511
UDIN: 25116511BMJMUT1045

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Refer to in paragraph (2) under ‘Report on Other Legal and Regulatory Requirements’ section of our report on even date.)

We report that:

- (i) In respect of its Fixed Assets
 - (a) (A) The Company does not own any property, plant and equipment during the year. Accordingly, the reporting requirement of clause 3(i)(a)(A) of the Order is not applicable.
 - (B) The Company does not own any intangible assets during the year. Accordingly, reporting requirement of clause 3(i)(a)(B) of the Order is not applicable.
 - (b) The Company does not own any property, plant and equipment during the year. Accordingly, the reporting requirement of clause 3(i)(b) of the Order is not applicable.
 - (c) The company has not held any immovable property for the year under consideration. Accordingly, reporting requirement of clause 3(i)(c) of the Order is not applicable
 - (d) The Company has not held any property, plant and equipment or any intangible assets for the year under consideration hence no revaluation has taken place during the year.
 - (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and rules made thereunder.
- (ii) (a) In our opinion and according to the information and explanations given to us, the inventory has been physically verified during the year by the management at reasonable intervals and no material discrepancies have been noticed. The coverage and procedure of such verification by the management were appropriate. No discrepancies were noticed on verification between the physical stock and the book records that were more than 10% in aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, reporting requirement of clause 3(ii)(b) of the Order is not applicable to the Company.

- (iii) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not provided any guarantee or security or granted any loans, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013 except for counter guarantee given by the Company (as a member of GIDC, Ankleshwar) to Gujarat Industrial Development Corporation in respect of loan sanctioned by financial institutions to Bharuch Eco Aqua Infrastructure Limited (now known as Narmada Clean Tech Ltd.). According to information and explanation provided to us, the terms and conditions are not prima facie prejudicial to the interest of the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under section 185 and 186 of the Companies Act, 2013. In respect of the investments made by the Company, the provisions of section 186 of the Companies Act, 2013 have been complied with.
- (v) According to the information and explanations given to us and on the basis of our examination of the records, the Company has neither accepted any deposits from public nor accepted any amounts which are deemed to be deposits within the meaning of directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013. Accordingly, reporting requirement of clause 3(v) of the order is not applicable to the company.
- (vi) According to the explanations given to us, the company was not having any manufacturing facilities during the year and hence provision for maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Income-Tax, Cess and other material statutory dues as applicable to it have generally been regularly deposited with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax ('GST'), Income-Tax, Cess and other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Due date	Date of payment	Remarks, if any
Income Tax Act 1961	Income Tax	7.75 Lacs	FY 2005-06 (AY 2006-07)	-	-	Not Paid

(b) According to the information and explanations given to us, there are no statutory dues relating to Goods and Service Tax, Income-Tax, Cess or other material statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records, the company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to financial institutions / banks or other borrowings or in the payment of interest thereon to any lender during the year.

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

(c) In our opinion and according to the information and explanation given to us, the company has not taken any term loans during the year and hence, reporting requirement of clause 3(ix)(c) of the order is not applicable to the Company.

(d) In our opinion and on an overall examination of the financial statements of the Company, no funds have been raised on short term basis have been used for long term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the reporting requirement of clause 3(ix)(e) of the order is not applicable.

(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the reporting requirement of clause 3(ix)(f) of the order is not applicable.

- (x) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not raised money by way of initial public offer /further public offer (including debt instruments) during the year. Accordingly, the reporting requirement of clause 3(x)(a) of the order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, the reporting requirement of clause 3(x)(b) of the order is not applicable
- (xi) (a) According to the information and explanations given to us and on the basis of our examination of the records, no fraud by the Company or on the Company by its officers or employees as been noticed or reported during the year.
- (b) According to the information and explanation given to us, during the year, no report under sub-section (12) of section 143 of the Companies Act,2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented by the management, there are no whistle-blowers complaints received by the company during the year.
- (xii) According to the information and explanations given to us and on the basis of our examination of the records, the company is not a Nidhi Company, thus reporting requirement under clause 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and on the basis of our examination of the records, all transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act 2013, where applicable, and the details have been disclosed in the financial Statements, as required by the applicable accounting standards.
- (xiv) (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit report of the company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and on the basis of our examination of the records, there are no non-cash transactions with the directors or persons connected to its directors, covered under the provisions of section 192 of the Companies Act 2013.
- (xvi) (a) According to the information and explanations given to us and in our opinion, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting requirement of clause 3(xvi)(a) of the order is not applicable.

- (b) According to the information and explanations given to us and in our opinion, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting requirement of clause 3(xvi)(b) of the order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence reporting under paragraph 3 (xvi)(c) of the order is not applicable to the company.
- (d) The company is not part of any group. Accordingly, reporting requirement of clause 3(xvi)(d) of the order is not applicable.
- (xvii) The company has incurred cash losses in the financial year and in the immediately preceding financial year, cash losses for FY 2024-25 is Rs. 50.31 lacs and for FY 2023-24 is Rs. NIL
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the order is not applicable.
- (xix) We draw attention to Note 3 to the Financial Statements, which indicates that the company has net loss of Rs. 50.31 lacs during the year ended 31st March 2025 (Previous year, Net Profit of Rs. 9.45 lacs) and as of that date, the company's net worth is fully eroded and that the current liabilities exceeds its current assets by Rs 171.13 (PY Rs 120.82 lacs). On the basis of the above mentioned point and according to the information and explanation given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, the aforesaid events or conditions indicate that material uncertainty exists as on the date of the audit report regarding whether the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. However, Directors and Related Parties of the company would provide financial support to the company in the foreseeable future to meet its obligations.
- (xx) According to the information and explanation given to us and on the basis of examination of records of the company, the requirements as stipulated by the provision of section 135 of the act are not applicable to the company. Accordingly, the reporting requirements of clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(xxi) The report is standalone financials of the company, hence the reporting requirement of clause (xxi) of the order is not applicable.

For RANK and Associates
Chartered Accountants
[Firm Reg. No. 105589W]

Place: Mumbai
Date: 27th May 2025

CA Rahul Parasmal Nahata
Partner
Membership No: 116511
UDIN: 25116511BMJMUT1045

OXFORD INDUSTRIES LIMITED			
CIN: L17112MH1980PLC023572			
G.NO.-4, Roxana Building, Ground Floor, 109, M. Karve Road, Mumbai City, Mumbai, Maharashtra, India, 400020			
Email - oxford_industries@yahoo.com			
Balance Sheet as at March 31, 2025			
		("₹" in Lakhs)	("₹" in Lakhs)
Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2 (14)	-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets		-	-
(f) Intangible assets under development		-	-
(g) Financial Assets			
(i) Investments			-
(ii) Trade receivables		-	-
(iii) Loans and Advances		-	-
(iv) Others		-	-
(h) Deferred tax assets (net)		-	-
(i) Other non-current Assets		-	-
Total Non Current Assets		-	-
Current assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments	2(1)	42.94	42.94
(ii) Trade receivables	2(2)	1.81	46.41
(iii) Cash and cash equivalents	2(3)	1.08	11.54
(iv) Loans and Advances		-	-
(v) Others	2(4)	-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	2(5)	9.67	3.04
Total Current Assets		55.50	103.93
Total Assets		55.50	103.93
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	2(6)	593.60	593.60
(b) Other Equity	2(7)	(764.73)	(714.42)
Total Equity		(171.13)	(120.82)
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	2(9)	-	-
(ii) Lease liabilities		-	-
(iii) Trade payables		-	-
(iv) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)	2(8)	-	-
(d) Other non-current liabilities		-	-
Total Non-current Liabilities		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	2(9)	-	-
(ii) Lease liabilities		-	-
(iii) Trade payables	2(10)	0.61	46.16
(iv) Other Short term Loan	2(11)	217.97	169.02
(b) Other current liabilities	2(12)	0.16	0.32
(c) Provisions	2(13)	7.89	9.25
(d) Current Tax Liabilities (Net)		-	-
Total Current Liabilities		226.63	224.75
Total Equity and Liabilities		55.50	103.93
See accompanying notes to the financial statements, as under			
Significant Accounting Policies	1		
Notes to the Balance Sheet	2		
Other Notes	4		
In terms of our report of even date			
For R A N K & Associates		For and on behalf of the Board of Directors	
Chartered Accountants		OXFORD INDUSTRIES LIMITED	
Firm Registration No. 105589W		CIN:L17112MH1980PLC023572	
CA Rahul Parasmal Nahata		Mazher N.Laila	Quaid Hararwala
Partner		Chairman & Managing Director	Director
(Membership No.:116511)		DIN: 00037046	DIN:03034357
Place: Mumbai			
Date: 27/05/2025		Archana Sharma	
UDIN : 25116511BMJ[MUT1045		Company Secretary	

OXFORD INDUSTRIES LIMITED				
CIN: L17112MH1980PLC023572				
G.NO.-4, Roxana Building, Ground Floor, 109, M. Karve Road, Mumbai City, Mumbai, Maharashtra, India, 400020				
Email - oxford_industries@yahoo.com				
Statement Of Profit And Loss For The Year Ended March 31, 2025				
			("₹" in Lakhs)	("₹" in Lakhs)
	Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
I	Revenue From Operations	3 (1)	227.17	325.00
II	Other Income	3 (2)	0.01	0.02
III	Total Income (III)		227.18	325.02
IV	EXPENSES:			
	Cost of materials consumed	3 (3)	-	-
	Purchases of Stock-in-Trade	3 (4)	208.68	293.65
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	3 (5)	-	-
	Employee benefits expense	3 (6)	2.32	3.19
	Finance costs	3 (7)	-	-
	Depreciation and amortization expense	2 (14)	-	-
	Other expenses	3 (8)	19.85	18.64
	Total expenses (IV)		230.85	315.48
V	Profit/(loss) before exceptional items and tax (III- IV)		(3.67)	9.54
VI	Exceptional Items	3(9)	46.64	-
VII	Profit/(loss) before tax (V-VI)		(50.31)	9.54
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Earlier tax		-	0.09
	(3) Deferred tax	2(8)	-	-
IX	Profit / (Loss) for the period (VII-VIII)		(50.31)	9.45
X	Other Comprehensive Income		-	-
A	(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XI	Total Comprehensive Income for the period (IX+X)(Comprising Profit (Loss) and Other Comprehensive Income)		(50.31)	9.45
XII	Earnings per equity share : (Before Exceptional Item)			
	(1) Basic	3(10)	(0.06)	0.16
	(2) Diluted	3(10)	(0.06)	0.16
XVI	Earnings per equity share: (After Exceptional Item)			
	(1) Basic	3(10)	(0.84)	0.16
	(2) Diluted	3(10)	(0.84)	0.16
See accompanying notes to the financial statements, as under				
Significant Accounting Policies		1		
Notes to the Statement of Profit and Loss		3		
Other Notes		4		
For R A N K & Associates			For and on behalf of the Board of Directors	
Chartered Accountants			OXFORD INDUSTRIES LIMITED	
Firm Registration No. 105589W			CIN:L17112MH1980PLC023572	
CA Rahul Parasmal Nahata			Mazher N.Laila	Quaid Hararwala
Partner			Managing Director & CFO	Director
(Membership No.:116511)			DIN: 00037046	DIN:0304357
Place: Mumbai				
Date: 27/05/2025				
UDIN : 25116511BMJMT1045			Archana Sharma	
			Company Secretary	

OXFORD INDUSTRIES LTD
CIN: L17112MH1980PLC023572
G.NO.-4, Roxana Building, Ground Floor, 109, M. Karve Road, Mumbai City, Mumbai, Maharashtra, India, 400020
Email - oxford_industries@yahoo.com

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025		
Particulars	("₹" in Lakhs)	("₹" in Lakhs)
	2024-25	2023-24
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) after Tax as per P & L Account	(50.31)	9.45
Adjusted for		
Current Taxation	-	-
Previous Year Taxation	-	0.09
Exceptional Item	46.64	-
Deferred Taxation	-	-
Net Profit / (Loss) before Tax and Extraordinary items	(3.67)	9.54
Adjusted for		
Depreciation	-	-
Interest Expenses	-	-
Interest/Other Income	-	(0.02)
Operating Profit before working capital changes	(3.67)	9.52
Adjusted for		
(Increase) / Decrease in Trade & Other Receivables	44.60	(30.28)
(Increase) / Decrease in Other Current Assets	(6.63)	(0.29)
(Increase) / Decrease in Loans and Advances	-	-
(Increase) / Decrease in Inventories	-	-
(Increase) / Decrease in Other Financial Assets	-	-
Increase / (Decrease) in Short term Provisions	(1.35)	0.45
Increase / (Decrease) in Other Current Liabilities	(0.17)	(0.23)
Increase / (Decrease) in Trade Payables	(45.55)	33.31
Cash generated from operations	(12.77)	12.48
Tax refund / (paid)/provided	-	(0.09)
Cash flow before Extraordinary items	(12.77)	12.39
Net Prior Year Income / (Expenses)/Extraordinary Items	(46.64)	-
Net Cash from operating activities	(59.41)	12.39
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets / Capital Work - in - Progress	-	-
Proceeds from sale of Fixed Assets	-	-
(Purchase)/Sale of Investments	-	-
Interest received	-	0.02
Net cash from investing activities	-	0.02
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	-	-
Repayment of Long term borrowings	-	-
Proceeds from Short term borrowings	65.04	-
Repayment of Short term borrowings	(16.08)	(2.16)
Interest paid	-	-
Net cash from financing activities	48.95	(2.16)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(10.46)	10.25
Opening balance of cash and cash equivalents	11.54	1.29
Closing balance of cash and cash equivalents	1.08	11.54
As per our report of even date		
For R A N K & Associates	For and on behalf of the Board of Directors of	
<i>Chartered Accountants</i>	OXFORD INDUSTRIES LIMITED	
Firm Registration No. 105589W	CIN:L17112MH1980PLC023572	
CA Rahul Parasmal Nahata	Mazher N.Laila	Quaid Hararwala
Partner	Chairman & Managing Director	Director
(Membership No.:116511)	DIN: 00037046	DIN:03034357
Place: Mumbai	Archana Sharma	
Date: 27/05/2025	Company Secretary	
UDIN : 25116511BMJMUT1045		

OXFORD INDUSTRIES LIMITED

Accompanying notes to the financial statements

For the year ended March 31, 2025

2 (6) Share Capital	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
a. Details of authorised, issued and subscribed share capital		
Authorised Capital		
9,500,000 Equity Shares of Rs.10/- each	950.00	950.00
600,000 Redeemable Preference Shares of Rs. 100/-each	600.00	600.00
	1,550.00	1,550.00
Issued, Subscribed and Paid up		
5,943,350 Equity Shares of Rs.10/- each fully paid.	594.34	594.34
Less : Calls in Arrears	(0.74)	(0.74)
	593.60	593.60

b. Information on shareholders (Holding more than 5%)

Name of Shareholder	Relationship	As at March 31, 2025		As at March 31, 2024	
		No of Equity shares held	Percentage	No of Equity shares held	Percentage
Kewalchand Jain	Shareholder	5,61,565	9.45%	5,61,565	9.45%
Arefa Laila	Promoter Group	3,00,873	5.06%	3,00,873	5.06%
Zainab Laila	Promoter Group	3,40,647	5.73%	3,40,647	5.73%
Farida Laila	Promoter Group	4,63,529	7.80%	4,63,529	7.80%
Ali Laila	Promoter Group	6,49,984	10.94%	6,49,984	10.94%

c. The Company has issued only equity shares which enjoys similar rights in respect of voting, payment of dividend and Repayment of capital.

d. Details of shares held by promoters

Promoters name	As at 31st March, 2025		As at 31st March, 2024		% Change during the year
	Number of shares held	% of total shares	Number of shares held	% of total shares	
Arefa Laila	3,00,873	5.06%	3,00,873	5.06%	0.00%
Zainab Laila	3,40,647	5.73%	3,40,647	5.73%	0.00%
Farida Laila	4,63,529	7.80%	4,63,529	7.80%	0.00%
Ali Laila	6,49,984	10.94%	6,49,984	10.94%	0.00%
Shabbir Laila	2,76,520	4.65%	2,76,520	4.65%	0.00%
Mazher N. Laila	2,76,480	4.65%	2,76,480	4.65%	0.00%
Fatema M. Laila	2,89,337	4.87%	2,89,337	4.87%	0.00%
Salim T. Shahpurwala	79,280	1.34%	79,280	1.34%	0.00%

OXFORD INDUSTRIES LTD

Statement Of Changes In Equity For The Year Ended March 31, 2025

(a) Equity share capital

(₹ in Lakhs)

Balance as at April 1, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
593.60	-	593.60	-	593.60

Balance as at April 1, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
593.60	-	593.60	-	593.60

B. Other Equity

(₹ in Lakhs)

Particular	Reserves & Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves (General Reserve)	Retained Earnings	
Balance as on 1st April 2023	26.95	432.85	123.18	(1,306.85)	(723.87)
Profit for the year	-	-	-	9.45	9.45
Other Comprehensive Income (Net of Tax)	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-
Less: Dividends	-	-	-	-	-
Balance as on 31st March 2024	26.95	432.85	123.18	(1,297.40)	(714.42)
Profit for the year	-	-	-	(50.31)	(50.31)
Other Comprehensive Income (Net of Tax)	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	(50.31)	(50.31)
Less: Dividends	-	-	-	-	-
Balance as on 31st March 2025	26.95	432.85	123.18	(1,347.72)	(764.73)

OXFORD INDUSTRIES LIMITED

Accompanying notes to the financial statements
For the year ended March 31, 2025

Note No.	As at March 31, 2025	As at March 31, 2024
	(₹ in Lakhs)	(₹ in Lakhs)
2 (1) Investment (Unquoted)		
Kachins Clothings Ltd.(Equity Shares)	12.50	12.50
Narmada Clean Tech Ltd.(Equity Shares)	30.44	30.44
Total	42.94	42.94
2 (2) Trade Receivables		
MSME		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
Others		
Less than 6 months	1.81	46.03
6 months - 1 year		0.38
1-2 years		
2-3 years		
More than 3 years		
Disputed dues - MSME		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
Disputed dues - Others		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
(Refer clause 'u' & clause 'h' of Note No. 4)		
Total	1.81	46.41

Note No.	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
2 (3) Cash and Cash Equivalent		
Balances with Banks	1.05	11.47
Cash on Hand	0.03	0.07
Total	1.08	11.54
2 (4) Other Financial Assets		
Total	-	-
2 (5) Other Current Assets		
Net GST credit available	9.67	0.28
IT Refund	-	2.76
Total	9.67	3.04
2 (7) Reserves and Surplus / Other Equity		
a. Capital Reserves		
Opening Balance	26.95	26.95
(+) Current Year Transfer	-	-
Closing Balance	26.95	26.95
b. Share Premium		
Opening Balance	432.85	432.85
(+) Current Year Transfer	-	-
Closing Balance	432.85	432.85
c. General Reserves		
Opening Balance	123.18	123.18
(+) Current Year Transfer	-	-
Closing Balance	123.18	123.18
d. Retained Earnings		
Opening balance	(1,297.40)	(1,306.85)
Net Profit/(Net Loss) For the current year	(50.31)	9.45
Closing Balance	(1,347.72)	(1,297.40)
Total	(764.73)	(714.42)

Note No.	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
2 (8) Deferred Tax Liability (Net) (Refer clause 't' of Note No. 4)		
Opening Deferred Tax Liability as on 1st April 2024	-	-
Less : Written back during the year	-	-
Closing Deferred Tax Liability as on 31st March 2025	-	-
On excess of net block of fixed assets as per books of accounts over net block of fixed assets as per Income Tax Act, 1961	-	-
Deferred tax Liability (Net)	-	-
Deferred Tax Charge / (Credit) for the year	-	-

Note No.	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
2 (9) Borrowings (Refer clause 'e' of Note No. 4)		
Total	-	-
2 (10) Trade Payables		
MSME		
Less than 6 months	-	-
6 months - 1 year	-	0.13
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Others		
Less than 6 months	0.61	-
6 months - 1 year	-	46.03
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Disputed dues - MSME	-	-
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Disputed dues - Others	-	-
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
(Refer clause 'u' & clause 'h' of Note No. 4)		
Total	0.61	46.16

Note No.	As at March 31, 2025	As at March 31, 2024
	(₹ in Lakhs)	(₹ in Lakhs)
2 (11) Other short term loans		
Loan From Others (Interest Free)	65.04	-
Loan From Related parties (Interest Free)	152.94	169.02
Total	217.97	169.02
2 (12) Other Current Liabilities		
Advance from debtors	-	-
GST Payable	-	-
TDS Payable	0.16	0.32
Total	0.16	0.32
2 (13) Provisions - Short Term		
Provision for Income Tax FY 2005-06	7.75	7.75
Provision for Expenses	0.14	1.50
Total	7.89	9.25

OXFORD INDUSTRIES LTD

Accompanying notes to the financial statements

For the year ended March 31, 2025

Particulars	Year Ended March 31, 2025 (₹ in Lakhs)	Year Ended March 31, 2024 (₹ in Lakhs)
3 (1) Revenue from Operations		
Sale of Products	227.17	325.00
Total	227.17	325.00
3 (2) Other Income		
Income Tax Refund/interest	-	-
Sundry balance write-back	-	-
Miscellaneous Income	0.01	0.02
Total	0.01	0.02
3 (3) Cost of Material Consumed		
Opening Stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
Total	-	-
3 (4) Purchase of Stock in Trade		
Opening Stock	-	-
Add: Purchases	208.68	293.65
Less: Closing Stock	-	-
Total	208.68	293.65
3 (5) Changes in Inventory of Finished goods & Work in Progress		
<u>Opening Inventory</u>		
Finished Goods	-	-
Work-In-Progress	-	-
<u>Closing Inventory</u>		
Finished Goods	-	-
Work-In-Progress	-	-
Total	-	-

OXFORD INDUSTRIES LTD		
Accompanying notes to the financial statements For the year ended March 31, 2025		
Particulars	Year Ended March 31, 2025 (₹ in Lakhs)	Year Ended March 31, 2024 (₹ in Lakhs)
3 (6) Employee Benefit Expenses		
Salaries and incentives	2.28	3.14
Staff welfare expenses	0.04	0.05
Total	2.32	3.19
3 (7) Finance Cost		
Interest on Loan	-	-
Total	-	-
3 (8) Other Expenses		
Advertisement Expenses	1.00	0.88
Audit Fees	1.70	1.65
Insurance Charges	-	0.12
Interest & Late Fees	0.58	0.01
Legal, Professional & Consultation Charges	4.57	7.91
BSE Listing Fees/Membership Fees	5.14	3.78
Office Expenses	0.41	0.39
Postage & Telephone Charges	0.01	0.04
Printing & Stationary	0.28	0.33
Rent	1.79	1.79
Selling and Distribution Expenses	1.36	1.51
Software Expenses and Website Charges	-	0.23
GST ITC Written Off	0.25	-
Sundry Balance Written Off	2.76	-
Total	19.85	18.64
3 (9) Exceptional Items		
BSE fines/Penalties	46.64	-
3 (10) Earning per Equity Share (After Exceptional Items)		
Profit/(Loss) attributable to Equity shareholders	(50.31)	9.45
Weighted average number of equity shares	59.36	59.36
Basic & Diluted Earnings Per Share	(0.84)	0.16
Face value per Share (Rs.)	10.00	10.00
Earning per Equity Share (Before Exceptional Items)		
Profit/(Loss) attributable to Equity shareholders	(3.67)	9.45
Basic & Diluted Earnings Per Share	(0.06)	0.16

OXFORD INDUSTRIES LTD

2(14) Property, Plant and Equipments
For the year ended March 31, 2025

(₹ in Lakhs)

Particulars	Rate of Depr.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS AT	ADDITION	DEDU.	AS AT	UP TO	FOR THE	DEDU. FOR	UP TO	AS AT	AS AT
		01-04-2024	DUR. YEAR	DUR. YEAR	31-03-2025	01-04-2024	YEAR	THE YEAR	31-03-2025	31-03-2025	31-03-2024
Property	-	-	-	-	-	-	-	-	-	-	-
Plant	-	-	-	-	-	-	-	-	-	-	-
Equipment	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-
Total		NIL									
Previous Year		NIL									

Sr.No.	Particular	Numberator	Denominator		FY 2024-25	FY 2023-24	Change %
1	Current Ratio	Current Assets/	Current Liabilities	Current Assets/ Current Liabilities	0.24	0.46	-46.76
2	Debt Equity Ratio	Total Debt/	Shareholder's Equity	Total Debt/ Shareholder's Equity	-1.27	-1.40	-9.02
3	Debt Service coverage Ratio	Earnings available for debt service /	Debt Service	Earnings available for debt service / Debt Service	NA	NA	NA
4	Return on equity ratio	Net Profits after taxes /	Average Shareholder's Equity	Net Profits after taxes / Average Shareholder's Equity	0.34	-0.08	-530.86
5	Inventory Turnover Ratio	Sales/	Average Inventory	Sales/ Average Inventory	NA	NA	NA
6	Trade Receivables Turnover Ratio	Net Credit Sales /	Average Accounts Receivable	Net Credit Sales / Average Accounts Receivable	9.42	10.39	-9.32
7	Trade payables Turnover Ratio	Net Credit Purchases /	Average Trade Payables	Net Credit Purchases / Average Trade Payables	8.92	9.95	-10.32
8	Net capital turnover ratio	Net Sales /	Average Working Capital	Net Sales / Average Working Capital	-0.39	-2.59	-84.98
9	Net profit ratio	Earning before interest and taxes /	Net Sales	Earning before interest and taxes / Net Sales	-0.02	0.03	-155.10
10	Return on Capital employed	Earning before interest and taxes /	Capital Employed	Earning before interest and taxes / Capital Employed	0.29	-0.08	-472.26
11	Return on investment	Net return on investment/	Cost of investment	Net return on investment/ Cost of investment	NA	NA	NA

NOTE NO. 01: SIGNIFICANT ACCOUNTING POLICIES

1. Basic Of preparation of Financial Statement

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention, on accrual basis, the provisions of Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant Amendment rules issued thereafter. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated

2. Significant Accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities as at the Balance Sheet date.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Any revisions to the accounting estimates are recognized prospectively when revised, in current and future periods.

3. Current versus non-current classification

The classification of an asset/liability either current or non-current has been made applying the criteria of realization/payment of such assets/liability within a period of 12 months after the reporting date. The Company classifies all other assets / liabilities as non-current.

4. Revenue And Cost Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. Amounts disclosed as revenue are inclusive of excise duty and net of returns, rebates, Value added taxes / GST and amounts collected on behalf of third parties.

5. Prior Period Items, Non-recurring & Extra-ordinary items.

Material items relating to prior period, if any, and non-recurring and extra ordinary items, if any, are disclosed separately.

6. Property, Plant & Equipment

All items of property, plant and equipment are initially recorded at cost, net of recoverable taxes and discounts.

The cost includes the cost of replacing part of the property, plant and equipment meeting the recognition criteria and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment upto the date of commissioning of the assets.

Subsequent to initial recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Depreciation

Depreciation on Tangible assets is provided on Straight-line basis over the useful lives prescribed in Schedule II to Companies Act, 2013.

Depreciable amount is the cost of an asset, or other amount substituted for cost, less its residual value. A maximum residual value of 5% is considered for all assets.

7. Inventories

Raw material and consumable stores are valued at cost or net realisable value whichever is lower. Cost comprises of purchase price, freight, taxes & duties reduced to the extent of value of GST Input Tax credit set off if any. Finished goods and in-process goods are valued at cost (which includes material cost, cost of conversion and appropriate production overhead thereof) or net realisable value, whichever is lower. Traded goods in stock are valued at cost (which includes cost of purchase as direct cost) or net realisable value, whichever is lower.

8. Employee Benefits

- a. Contribution to Provident fund is accounted on accrual basis with corresponding contribution to recognised fund.
- b. Contribution to Superannuation and Gratuity Fund is accounted on accrual basis with corresponding contribution to LIC for participation in Superannuation and Gratuity Scheme.
- c. Provision for the value of un-encashed leave due to employees is made on actuarial valuation basis.

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange

for services rendered as a liability (accrued expense) after deducting any amount already paid.

9. Research And Development

Expenditure incurred for developing new designs are considered as R&D expenditure and charged to Profit & Loss account in the year of expenditure.

10. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are charged to revenue

11. Leases

The Company assesses whether a contract contains a lease, at the inception of the contract. A Contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether (i) the contract involves the use of identified asset; (ii) the Company has substantially all of economic benefits from the use of asset through a period of lease and (iii) the Company has the right to direct the use of the asset.

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months or less. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

There are no leases/assets falling within definition of right to control the use.

12. Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the Statement of profit and loss.

13. Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, highly liquid investments that are readily convertible into known amounts of cash which are subject to an insignificant risk of changes in value.

14. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

15. Provision for Taxation

Provision for current Income Tax shall be made on the tax payable on the taxable income after considering tax allowances deductions and exemptions determined in accordance with the prevailing tax laws.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

16. Foreign Currency Transactions

Foreign currency transactions of revenue nature are accounted using a conversion rate prevailing on the date of transaction.

Monetary items denominated in foreign currency outstanding at the last date of the year are restated using the rates of exchange prevalent on that date. All exchange differences arising on settlement of transactions at period-end, restatement of monetary items are recognised in the Profit & Loss Account.

17. Earnings Per Share

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

Upon discontinuation of an operation the basic and diluted amount per share for the discontinued operation is separately reported, as applicable.

18. Provisions, Contingent Liabilities and Contingent Assets.

No provision is recognized for any possible obligation that arises from past events and the existence of which will be confirmed only by that occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company.

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Ind AS financial statements. Contingent assets are not recognized. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

**For RANK and Associates
Chartered Accountants
[Firm Reg. No. 105589W]**

**CA Rahul Parasmal Nahata
Partner
Membership No: 116511
UDIN: 25116511BMJMUT1045**

**Place: Mumbai
Date: 27th May 2025**

NOTE NO. 04: OTHER NOTES

- a) Previous year figures have been regrouped or rearranged, wherever considered necessary, to conform to current years' classification.

b) Subsequent Event

The company has invested Rs. 51,000/- in "TAMPA ENTERPRISES PRIVATE LIMITED", a subsidiary company incorporated on 11th April 2025, by subscribing to 5,100 equity shares of Rs. 10/- each, pursuant to the resolution passed on 21st March 2025.

c) Contingent Liabilities

- (i) The Company, earlier having its plant at Gujarat Industrial Development Corporation (GIDC), Ankleshwar, was required to contribute towards equity of Bharuch Eco Aqua Infrastructure Ltd. (BEAIL) Ankleshwar, a company floated by GIDC and GPCB for implementing an effluent treatment and disposal system in GIDC, Ankleshwar. BEAIL required all member-companies to give a counter guarantee in favour of GIDC for loans sanctioned by financial institutions to BEAIL and guaranteed by GIDC. This counter-guarantee had been issued by the Company. However, no liability has been materialized as on 31st March 2025 due to this counter guarantee provided to GIDC. Necessary steps are being taken by the company for withdrawal of this counter guarantee as it does not have any plant now in GIDC, Ankleshwar. BEAIL is now known as Narmada Clean Tech Ltd.

d) Impairment of Assets

In opinion of the management, none of the assets of the company are required to be Impaired as on the date of the balance sheet in accordance with Indian Accounting Standard 36 issued by the Institute of Chartered Accountants of India on "Impairment of Assets".

e) Secured Loans

The company had completed One Time Settlement (OTS) with all five lenders during financial years 2020-21 and 2021-22 and received No Dues Certificate from them. ROC charges have also been satisfied. There are no secured loans outstanding as on 31st March 2025 from any bank or financial institutions.

f) Managerial Remuneration

Particulars	2024- 25(Rs.)	2023- 24 (Rs.)
Salary	NIL	NIL
Other Perquisites	NIL	NIL
Total	NIL	NIL

Note: Since no managerial remuneration is paid hence no computation is given in the notes.

g) Current Assets

i) Trade Receivables

Trade Receivables outstanding at the beginning of the financial year 2024-25 Rs 46.41 lakhs, and at the end of the financial year 2024-25 Rs 1.81 lakhs. Ageing details and other classifications are given in financial statements.

ii) Loans & Advances

There are no Loans & Advances outstanding in the beginning and at the end of the financial year 2024-25, hence other classifications are not being given.

h) Current Assets -other details

- i) In the opinion of the Board of Directors, all current assets have a value on realisation in ordinary course of the company's business, which is at least equal to the amount at which they are stated in Balance Sheet unless otherwise stated.
 - ii) Various Debit /Credit balances are subject to confirmation.
- i) Export incentives in form of DEPB License Entitlement/Duty Drawback at the end of the year are recognized at Rs. NIL (Previous Year Rs. NIL)
- j) Unpaid dividend on 15% Optionally Cumulative Convertible Redeemable Preference Shares (that were already converted into equity shares as per the terms) for the year ended on 31-03-2001 Rs. 18.00 lacs, & for the year ended on 31-03-2002 Rs. 4.09 lacs were not provided for in the books of accounts due to inadequacy of profit or losses. This position remains the same as on 31.03.2025.
- k) During the financial year, the company has capitalized borrowing costs amounting to Rs. NIL (Previous Year Rs. NIL) attributable to the acquisition or construction of fixed assets.

l) Capacity & Production (As Certified by Management & relied upon by the Auditors)

The company does not have any manufacturing facility. The manufacturing facilities were auctioned by Indian Bank under SARFAESI Act in February, 2012.

Sr	Particulars	Units	2024- 25	2023- 24
1	Licensed capacity (Looms)	(Nos.)	N.A.	N.A.
2	Installed capacity (Looms)	(Nos.)	NIL	NIL
3	Production (Looms)	(In Meters)	NIL	NIL

m) Value of Import on CIF Basis

Sr	Particulars	2024- 25 (Rs.)	2023- 24 (Rs.)
1	Raw Materials	NIL	NIL
2	Stores and Spares	NIL	NIL
3	Capital Goods	NIL	NIL
4	Finished Fabric	NIL	NIL

n) Expenditure in Foreign Currency

Sr	Particulars	2024-25 (Rs.)	2023- 24 (Rs.)
1	Travelling Expenses	NIL	NIL
2	Commission on Exports	NIL	NIL
3	Others	NIL	NIL

o) Value of Raw Material Consumed

Sr	Particulars	2024- 25		2023- 24	
		Rs.	%	Rs.	%
1	Indigenous	NIL	NIL	NIL	NIL
2	Imported	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

p) Value of Stores and Spares, Dyes and Chemicals Consumed

Sr	Particulars	2024- 25		2023- 24	
		Rs.	%	Rs.	%
1	Indigenous	NIL	NIL	NIL	NIL
2	Imported	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

q) Earnings in Foreign Exchange

Sr	Particulars	2024- 25 (Rs.)	2023- 24 (Rs.)
1	Exports (on FOB basis)	NIL	NIL

r) Quantitative Information

SR	Particulars	2024-25 (Mtrs)	2023-24 (Mtrs)
1	Opening Stock of Finished Fabrics	NIL	NIL
2	Purchase of Finished Fabrics	1,89,982.40	2,84,245.40
3	Sale of Finished Fabrics	1,89,982.40	2,84,245.40
4	Closing Stock of Finished Fabrics	NIL	NIL

s) Remittance in Foreign Exchange (Dividend)

Sr. No	Particulars	2024- 25 (Rs.)	2023-24 (Rs.)
1	Dividend & Others	NIL	NIL

t) Deferred Tax:

In opinion of the management, given the present state of affairs, it is uncertain whether the operations of the Company would result in taxable income in the near future. As per the guidelines provided by Indian Accounting Standard ('Ind AS') 12 issued by the Institute of Chartered Accountants of India, deferred tax assets should be recognized only in case that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Accordingly, the company has not recognized any Deferred Tax Asset as at 31st March 2025. There is NIL balance in Deferred Tax Liability and deferred Tax Assets account as on 31st March, 2025.

u) Dues to Micro, Small and Medium Enterprises (MSME)

In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act 2006, ('SME Act') the outstanding payable to Micro and Small enterprises, as defined under the SME Act, are required to be disclosed in the prescribed format. However, such Enterprises are required to be registered under the SME Act.

All SME's in the books of accounts have been identified by the management except for those from whom no response has been received or no communication could be established. As on 31st March 2025, there are outstanding dues to SME's in the books of accounts and the payments have been made within the prescribed time limit of 45 days from the date of invoice.

Hence the provisions of Sec 43B(h) are not applicable.

v) Earning Per Share (EPS)

Rs in Lakhs

Sr. No	Particulars	2024-25	2023-24
	Earning Per Share (EPS) Before Exceptional Items		
1	Net Profit/(loss) after Tax	(3.67)	9.45
2	Weighted Average No. of Equity Share (Face value per Share Rs. 10/-)	59.36	59.36
	Basic and Diluted EPS (Rupees)	(0.06)	0.16
	Earning Per Share (EPS) After Exceptional Items		
1	Net Profit/(loss) after Tax	(50.31)	9.45
2	Weighted Average No. of Equity Shares (Face value per Share Rs. 10/-)	59.36	59.36
	Basic and Diluted EPS (Rupees)	(0.84)	0.16

w) Related Party Disclosures

Key Management Personnel (KMP): Mr. Mazher N. Laila- Chairman & Managing Director

Relative of Key Management Personal (KMP):

Mr. Ali Laila
Mrs. Arefa Hararwala
Mrs. Farida Laila
Mrs. Fatema Dalal
Miss. Zainab Laila

Entities in which relatives of KMP have substantial interest

: Carbine Enterprises Pvt. Ltd.
Blossom Fashions (India) Pvt. Ltd.
Blossom Textfab LLP
Zoho Enterprises LLP

Details of related party transactions during the year and balances outstanding at year end:

Particulars	Current Year (Rs in Lakhs) 2024-25	Previous Year (Rs in Lakhs) 2023-24
(A)Transactions:		
KMP		
Mr. Mazher N. Laila	NIL	NIL
Relatives of KMP		
Mr. Ali Laila		
-Rental Expenses	0.24	0.24
-Payment of Rental Expenses	0.24	0.55
Mrs. Arefa Hararwala	NIL	NIL
Mrs. Farida Laila	NIL	NIL
Mrs. Fatema Dalal	NIL	NIL
Miss. Zainab Laila	NIL	NIL
Entities in which relative of KMP have substantial interest		
Blossom Fashions (India) Pvt. Ltd.		
-Borrowings (Interest free)	NIL	NIL
-Repayment of Borrowings	NIL	2.16
Carbine Enterprises Pvt. Ltd.		
-Borrowings (Interest Free)	NIL	NIL
-Repayment of Borrowings	6.08	NIL
Blossom Texfab LLP		
- Net Purchase of Finished Fabrics (including GST)	219.11	308.33
- Payment towards Purchase of Finished Fabrics	263.71	275.73
Zoho Enterprises LLP		
-Acquisition of Unlisted Equity shares	NIL	42.94
-Payment towards Unlisted Equity shares	10.00	NIL
(B)Balance Outstanding at year end:		
KMP		
Mr. Mazher N. Laila	NIL	NIL
Relatives of KMP		
Mr. Ali Laila		
-Rent Payable	NIL	NIL
Mrs. Arefa Hararwala	NIL	NIL
Mrs. Farida Laila	NIL	NIL
Mrs. Fatema Dalal	NIL	NIL
Miss Zainab Laila	NIL	NIL
Entities in which relatives of KMP have substantial interest		
Blossom Fashions (India) Pvt. Ltd		

-Borrowings (Interest Free)	NIL	NIL
Carbine Enterprises Pvt. Ltd. -Borrowings (Interest Free)	120.00	126.08
Blossom Texfab LLP -Credit balance towards Purchase of Finished Fabrics	NIL	44.60
Zoho Enterprises LLP - Acquisition of Unlisted Equity shares	32.94	42.94

x) Remuneration to Statutory Auditor (Rs in Lakhs)

Particulars	2024-25	2023-24
Audit Fees	1.20	1.00

y) Prior Period Adjustments comprises of:

Sr	Particulars	2024-25 (Rs.)	2023- 24 (Rs.)
(a)	Debits pertaining to prior period	NIL	NIL
(b)	Credits pertaining to prior period	NIL	NIL
	Net Debits / Credits	NIL	NIL

z) The company's objects mainly confined to manufacturing and selling of textile fabrics in India. Hence disclosure requirements of Indian Accounting Standard 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India are not applicable to the company.

aa) The company had received a letter dt. 18th January, 2019 from BSE stating that in terms of BSE notice dt. 11th January 2019, the company is required to demonstrate the revival plan of operation within 1 year from the date of present notice and until then trading in the securities of the company shall continue to remain in Stage VI of GSM framework. If the company fails to demonstrate revival of operations within the stipulated one year period, then actions as envisaged in the said notice shall be initiated.

As per para-3 of said BSE notice dt. 11th January, 2019, "Companies which fail to demonstrate revival of their operations within the stipulated one year period, then trading in the securities of such company shall be suspended, followed by initiation of compulsory delisting process in accordance with provisions of SEBI (Delisting of Equity Shares) Regulations, 2009 read with provisions of Securities Contract (Regulation) Act, 1956 and Securities Contracts (Regulation) Rules, 1957."

The company vide its letter dt.31st January, 2019 had made a detailed representation to BSE requesting to remove the name of the company from the list of suspected listed shell companies looking to the background and present position of the company. It has also been stated by the company in this letter that “about revival plan of operations in the company, we would like to inform you that any decision about operations in the company will be taken only after amicable settlement of dues is arrived at with Indian Bank Consortium and outcome of ongoing case in DRT, Mumbai which is at judgement stage.”

Thereafter BSE vide its Notice No. 20200114 – 18 dt. 14/01/2020, suspended the securities of the company w.e.f. 15/01/2020 as per provisions at para no. 3 of BSE notice dt. 11/01/2019. The Company again represented its position to BSE vide its letters dt. 30/01/2020 & 27/07/2020 and requested to keep the suspension on hold but the securities of the company continue to be suspended on BSE.

The company further represented its position to BSE vide its letter dt. 25/04/2022 that the OTS with all lenders has been completed and on withdrawal of the DRT case, the Board of Directors will take necessary decision to restart the operations. The DRT case has been withdrawn by Indian Bank Consortium as approved by DRT-2 Mumbai as per order dated 18th May 2022.

The company continued its correspondence with BSE from time to time and submitted its Revival / Business Plan to BSE on 30/01/2023 in response to BSE email dated 23/01/2023. Thereafter BSE vide its letter dated 23/02/2023 ordered Forensic Audit of Books of accounts and other documents of the company. The company has fully cooperated with the Forensic Auditor as appointed by BSE and has submitted documents/ records/explanations etc as required by them.

The forensic auditor has submitted their report dated 20/06/2023 to BSE and the company has submitted its response to BSE Ltd on 29/06/2023 as required by them.

The company has revived its operations from last quarter of financial year 2022-23 and the management has been trying for revocation of suspension of its securities from BSE.

BSE imposed fines for incomplete / delayed compliances amounting to Rs.46.79 Lakhs (Excluding GST). The company made application to BSE for waiver of these fines. BSE vide its email dated 02/01/2024 has rejected the waiver application of the company. Against this, the company has preferred an appeal before the hon'ble Securities Appellate Tribunal, Mumbai. Date of Filing of the appeal is 18/03/2024 and lodging number of the appeal is 137/2024. The company has since paid the said amount of fines during the year under protest.

aa) Additional Reporting requirement as per amendment in Schedule III of the Company's Act 2013 :

i) Details of Benami Property held.

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii) Title deeds of immovable properties not held in name of the company.

There are no immovable properties which are held in name of the company. There are no immovable Properties owned by the company as on 31st March 2025.

iii) Valuation of Property, Plant & Equipment, intangible asset and investment property.

The Company is not having any property, plant and equipment during the financial year under consideration. Hence there is no revaluation of property, plant and equipment (including right-of-use assets) or intangible assets during the current year or previous year.

iv) Borrowings from Banks or Financial institution on the basis of Security of Current Assets.

The company had completed One Time Settlement (OTS) with all five lenders during 2020-21 and 2021-22 and received No Dues certificate from them. ROC charges have also been satisfied. There are no secured loans outstanding as on 31st March 2025 from any Bank or Financial Institution.

v) Wilful Defaulter.

The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.

vi) Relationship with struck off Companies.

The Company has no transactions with the companies struck off under the Companies Act, 2013.

vii) Compliance with approved scheme(s) of arrangements.

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

viii) Undisclosed Income.

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix) Details of crypto currency or virtual currency.

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year

x) Utilisation of Borrowed funds and share premium.

The Company have not borrowed fund from Banks and Financial Institutions during the financial year 2024-25

xi) Registration of charges or satisfaction with Registrar of Companies

As at March 31, 2025, the register of charges of the Company as available in records of the Ministry of Corporate Affairs (MCA) includes charges that were created/modified since the inception of the Company. There are certain charges which are historic in nature and it involves practical challenges in obtaining no-objection certificates (NOCs) from the charge holders of such charges, despite repayment of the underlying loans. The Company is in the continuous process of filing the pending charge satisfaction e-forms with MCA, within the timelines, as and when it receives NOCs from the respective charge holders.

ab) Key Financial Ratios

Sr.No.	Particular	Description	FY 2024-25	FY 2023-24	Change %
1	Current Ratio	Current Assets/ Current Liabilities	0.24	0.46	-46.76
2	Debt Equity Ratio	Total Debt/ Shareholder's Equity	-1.27	-1.40	-9.02
3	Debt Service coverage Ratio	Earnings available for debt service / Debt Service	NA	NA	NA
4	Return on equity ratio	Net Profits after taxes / Average Shareholder's Equity	0.34	-0.08	-530.85
5	Inventory Turnover Ratio	Sales/ Average Inventory	NA	NA	NA
6	Trade Receivables Turnover Ratio	Net Credit Sales / Average Accounts Receivable	9.42	10.39	-9.32
7	Trade payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	8.92	9.95	-10.33
8	Net capital turnover ratio	Net Sales / Average Working Capital	-0.39	-2.59	-84.98
9	Net profit ratio	Earnings before interest and taxes / Net Sales	-0.02	0.03	-155.12
10	Return on Capital employed	Earnings before interest and taxes / Capital Employed	0.29	-0.08	-472.38
11	Return on investment	Net return on investment/ Cost of investment	NA	NA	NA

