



OSIAJEE

Date: 05.09.2025

To
The Department of Corporate Relations,
BSE Limited,
25th Floor, P. J. Tower,
Dalal Street, Mumbai-400001

Script Code: OSIAJEE | 540198
ISIN: INE186R01013

Sub: Notice of 30th Annual General Meeting and Annual Report for the Financial Year 2024-25

Kindly note that the 30th Annual General Meeting ("AGM") of the Company is scheduled to be held on Tuesday, September 30, 2025 at 02:00 PM (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with General Circular issued by the Ministry of Corporate Affairs Securities and Exchange Board of India (SEBI).

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the 30th AGM and the Annual Report of the Company for the Financial Year (F.Y.) 2024-25.

The Notice and Annual Report are being sent electronically to all Members of the Company whose email addresses are registered with the Company, Satellite Corporate Services Private Ltd (Registrar & Share Transfer Agent) ("RTA")/ Depositories.

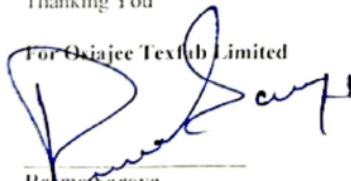
Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link and exact path to access the Notice & Annual Report is being dispatched to those members who have not registered their e-mail address with the Company/RTA/ Depositories, is also enclosed herewith.

The Notice convening the 30th AGM along with the Annual Report for the F.Y. 2024-25 is also uploaded on the Company's website at www.osiajeehdl.com, website of Central Depository Services (India) Limited at <https://evoting.cdslindia.com/Evoting/EvotingLogin> and on the website of Bombay Stock Exchange at <http://www.bseindia.com/>.

We request you to take the same on your record.

Thanking You

For Osiajee Texfab Limited



Reema Saroya
Managing Director
DIN: 08292397

Osiajee Texfab Limited

CIN: U17299PB1995PLC055743

Registered Office: Second Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur,
Hoshiarpur, Balachaur, Punjab, India, 146001

Contact No: +91-90565-53253 | E-Mail: csosiajee.texfab@gmail.com | Website: www.osiajeehdl.com





OSIAJEE TEXTFAB LIMITED

30th ANNUAL REPORT 2024-25

Board of Directors

| Name of Directors | Designation |
|------------------------|-------------------------|
| Ms. Reema Saroya | Managing Director |
| Mr. Lokesh Goyal | Whole Time Director |
| Mr. Mehul Jagdish Modi | Executive Director |
| Ms. Megha Jain | Non- Executive Director |
| Ms. Vibha Jain | Non- Executive Director |
| Ms. Sunita Devi | Independent Director |
| Mr. Ankur Verma | Independent Director |
| Mr. Akash Rai | Independent Director |

Key Managerial Personnel

| Name | Designation | |
|----------------------------|-------------------------|-------------------------------|
| Mr. Hemant Padmakar Chavan | Chief Financial Officer | |
| Mr. Vikas Jain | Chief Executive Officer | |
| Ms. Twinkle Narula | Company Secretary | From 13.03.2024 to 02.12.2024 |
| Ms. Monika | Company Secretary | W.e.f., 30.05.2025 |

| | |
|---|--|
| Registered Office | Second Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Balachaur, Punjab, India, 146001 |
| Bankers | HDFC Bank Ltd., Federal Bank Limited, AU Small Finance Bank Limited |
| Auditors | M/s. S C Mehra & Associates LLP (Chartered Accountants) |
| Secretarial Auditors | M/s. JPM & Associates LLP (Practicing Company Secretaries) |
| Registrar and Share Transfer Agent | Satellite Corporate Services Private Limited Office No. 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safedpool Sakinaka, Mumbai- 400072 |

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| PARTICULARS | PAGE NO. | Day | : Tuesday |
| Notice to Shareholders | 1-12 | Date | : 30 th September, 2025 |
| Director's Report and Annexures to Report | 13-40 | Time | : 2.00 p.m. |
| Independent Auditor's Report and Financial Statements | 41-91 | Mode | : Video Conferencing (VC)/ Other Audio Visual Means (OAVM) |



OSIAJEE TEXTFAB LIMITED

CIN: L17299PB1995PLC055743

Second Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur,
Balachaur, Punjab, India, 146001 **E-Mail:** csosiajee.textfab@gmail.com | **Website:** www.osiajeehdl.com

NOTICE OF 30th ANNUAL GENERAL MEETING OF THE MEMBERS

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **OSIAJEE TEXTFAB LIMITED** ('the Company') will be held on **Tuesday, 30th day of September, 2025 at 2:00P.M. (IST)** through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following Business. The Venue of the meeting shall be deemed to be the registered office of the company situated at Second Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Balachaur, Punjab, India, 146001.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 comprising Audited Balance Sheet the Statement of Profit & Loss along with Notes to Accounts and Cash Flow Statement appended thereto and Reports of the Board of directors and Statutory Auditors thereon.

2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 comprising Consolidated Audited Balance Sheet, the Consolidated Statement of Profit & Loss along with Notes to Accounts and Cash Flow Statement appended there to and reports of the Statutory Auditors thereon.

3. RE-APPOINTMENT OF MS. VIBHA JAIN (DIN: 09191000) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To appoint a Director in place of Ms. Vibha Jain (DIN: 09191000), Non-Executive Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

4. 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 of the Companies Act, 2013 read with the applicable Rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to appoint M/s JPM & Associates LLP, Company Secretaries (LLP ID: L2020PB007800 and Peer Review Cert. No. 1903/2022), as the Secretarial Auditor of the Company for the financial year i.e. 2025-26, to conduct the Secretarial Audit of the Company on such terms and conditions including scope of work, duration, remuneration, etc., as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution including filing of necessary e-forms with the Registrar of Companies and other statutory authorities as may be required in this regard.”

**By order of the Board
For Osiajee Texfab Limited**

**Date: 28.08.2025
Place: Hoshiarpur**

**Sd/-Monika
Company Secretary
M.No.: A72700**

NOTES:

1. Additional information, pursuant to Regulation 36(3) and 36(5) of 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, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure to the Notice.
2. Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No.10/2022 dated December 28, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 30th AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Second Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Balachaur, Punjab, India, 146001, which shall be deemed venue of the AGM.
3. Pursuant to the provisions of the Act, a member entitled to vote and attend the AGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to MCA circulars through VC/ OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.
4. The Company has appointed Central Depository Services (India) Limited (CDSL) for providing the members the facility for participation in the 30th AGM through VC/OAVM, for voting through remote e-Voting and for e-Voting during the 30th AGM.
5. 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.
6. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations.
7. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated for furnishing/ updating PAN, KYC details (Address, Mobile no., Email ID, Bank Details) and Nomination details by all holders of physical securities in listed company otherwise their folios shall be frozen by RTA from October 01, 2024. Therefore, Members holding shares in physical form are requested to submit the duly filled in documents along with related proofs to the Company's Registrar and Share Transfer Agent. The forms for updating KYC details are available on the Company's website and can be accessed at www.osiajeehdl.com

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

1. VOTING THROUGH ELECTRONIC MEANS:

I. 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 MCA Circulars 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 e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

II. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 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.

III. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 and May 12, 2020 respectively, the Notice of the AGM along with the Annual Report 2024-2025 has been uploaded on the website of the Company at www.osiajeehdl.com. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Notice is also available on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM notice is also disseminated on the website of CDSL (agency for providing remote e-voting and e-voting system during the AGM) i.e. www.evotingindia.com.

IV. For members who have not registered their email IDs so far, are requested to register their email IDs for receiving all communications, including Annual Report, Notices from the Company electronically. For any communication, the shareholders may also send requests to the Company's investor emailid :csosiajee.textfab@gmail.com.

V. The Company has appointed M/s JPM & Associates LLP, Practicing Company Secretaries, Ludhiana as the Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.

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

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING MEETING THROUGH VC/ OAVM 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 Friday, September 26, 2025 (9.00 a.m. IST) and ends on Monday, September 29, 2025 (5.00 p.m. IST). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company.

(ii) The members who have cast their vote through remote e-voting prior to the AGM may attend the meeting but shall not be entitled to cast their vote again.

(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.

(iv) Pursuant to aforesaid 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 cdsi 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 | <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 |

| | |
|--|---|
| Depository | <p>“Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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</p> <p>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.</p> |
| 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 above mentioned 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 |

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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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) | 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. <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 (250901042) for Osiajee Texfab 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) 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.
- 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 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; csosiajee.texfab@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meetings & 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 atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at csosiajee.textfab@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at csosiajee.textfab@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. **For Physical Shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company** at csosiajee.textfab@gmail.com or **RTA** at kyc@satellitecorporate.com.
2. **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. 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.

8. Declaration of Results

I. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

II. Based on the scrutinizer's report, the Company will submit within 2 days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

III. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.osiajeehdl.com and on the website of CDSL at www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchange.

IV. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2025.

9. Other Instructions:

I. The persons who have acquired shares and become members after the dispatch of the notice may send a request to the Company Secretary via e-mail at csosiajee.textfab@gmail.com for a copy of the Annual Report. The Annual Report is also available on the website of the Company i.e. www.osiajeehdl.com and on the website of the Bombay Stock Exchange at www.bseindia.com.

II. The Company has designated an exclusive e-mail ID i.e. csosiajee.textfab@gmail.com to enable the investors to register their complaints / send correspondence, if any.

III. A person who is not a Member as on the cut-off date i.e. Tuesday, September 23, 2025 should treat this Notice for information purposes only.

IV. As per the provisions of Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail address with Company's Registrar & Transfer Agents, M/s. Satellite Corporate Services Private Ltd and Depository Participant in case of Demat Shares, to enable the Company to send the notices, documents including Annual Reports by e-mail.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company, at its meeting held on 30.05.2025, has considered and approved the appointment of M/s JPM & Associates LLP, Company Secretaries (LLP ID: L2020PB007800 and Peer Review Cert. No. 1903/2022) as the Secretarial Auditor of the Company to conduct the Secretarial Audit for financial year 2025-26.

As per the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to annex with its Board's Report a Secretarial Audit Report, given by a company secretary in practice.

The Board, after considering their expertise and credentials, recommends the appointment of M/s JPM & Associates LLP for the aforesaid term, on such terms and conditions including scope of work, duration, and remuneration as may be mutually agreed between the Board and the Secretarial Auditor.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the passing of this resolution as an Ordinary Resolution as set out in Item No. 4 of this Notice.

**By order of the Board
For Osiajee Texfab Limited**

**Date: 28.08.2025
Place: Hoshiarpur**

**Sd/-Monika
Company Secretary
M.No.: A72700**

Details of Director seeking appointment/re-appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided below.

| | |
|--|--|
| Name of Director | Ms. Vibha Jain |
| Category | Non- Executive Director |
| Age | 50 |
| DIN | 09191000 |
| Qualification | Bachelor in Arts |
| Expertise | Ms. Vibha Jain possesses great wide knowledge and experience in the field of Management. |
| Directorships in other Listed Companies as on March 31, 2025 | NIL |
| Chairmanship/ Membership of Committees of Other Listed Companies as on 31st March, 2025 | NIL |
| Listed entities from which the Director has resigned in the past three years | NIL |
| Shareholding | 500 |
| Disclosure of relationship between Directors inter-se | - |

**By order of the Board
For Osiajee Texfab Limited**

**Date: 28.08.2025
Place: Hoshiarpur**

**Sd/-
Monika
Company Secretary
M.No.: A72700**

DIRECTORS' REPORT

Dear Members,

The Esteemed Board of Directors hereby submits the report of the business and operations of your Company, along with the audited financial statements, for the financial year ended March 31, 2025. The consolidated performance of the Company and its wholly owned subsidiary has been referred to wherever required.

Financial Performance

(₹ in Lakhs)

| PARTICULARS | STANDALONE | | CONSOLIDATED | |
|--|--------------|--------------|---------------|---------------|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Revenue from operations | - | - | 709.09 | 237.67 |
| Other income | 15.52 | 7.09 | 2.65 | 7.10 |
| Gross Income | 15.52 | 7.09 | 711.75 | 244.77 |
| Total Expenses | 17.56 | 10.87 | 207.39 | 124.53 |
| Profit before Financial Expenses, Depreciation and Taxation | -2.04 | -3.78 | 504.35 | 120.24 |
| Less: Finance Cost | - | - | - | - |
| Less: Depreciation and amortization | 0.02 | 0.05 | 3.91 | 3.78 |
| Profit before Taxation | -2.06 | -3.83 | 500.44 | 116.46 |
| Less: Tax Expense (Deferred & Current) | - | - | - | - |
| Profit for the year | -2.06 | -3.83 | 500.44 | 116.46 |
| Add: Other Comprehensive Income / (loss) for the year | - | - | - | - |
| Total comprehensive income for the year | -2.06 | -3.83 | 500.44 | 116.46 |
| Earnings Per Share | - | - | - | - |
| Basic | -0.03 | -0.07 | 9.26 | 2.15 |
| Diluted | -0.03 | -0.07 | 9.26 | 2.15 |

Indian Accounting Standard

The financial statements have been prepared in accordance with the Indian Accounting Standards (IndAS) as notified by Ministry of Corporate Affairs (MCA) under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. Further, we would like to inform you that your Company operates in single segment. Hence no segment wise figures are published.

Performance Review

We would like to brief you regarding the financial performance of the Company on standalone as well as consolidated basis, which is as under:-

Standalone Financial Performance

On standalone basis, the Company earned total income of Rs. 15.52 Lakhs in the current year as against Rs. 7.09 Lakhs in the previous year and earned a Loss before tax of Rs. 2.06 Lakhs in the current year as against Rs.3.82 Lakhs in the previous year. The Company incurred net loss of Rs. 2.06 lakhs with EPS of (0.03) for the year ended March 31, 2025 as compared to net loss of Rs. 3.82 Lakhs with EPS 0.07 for the year ended March 31, 2024.

Consolidated Financial Performance

The consolidated financial results includes the result of the wholly owned subsidiary company namely, Osiajee Agro Farms Limited which was incorporated on September 29, 2021. The wholly owned subsidiary of the Company endeavors to pursue high growth opportunities in agriculture, horticulture & agro farming industry and is pursuing high growth agro farming in Eucalyptus and Poplar trees and cultivation of other crops in Hoshiarpur district of Punjab, the produce of which will be sold to nearby plywood industry as well as other wood-based manufacturers.

On consolidated basis, the Company earned total income of Rs. 711.75 lakhs in the current year as against Rs. 244.77 lakhs in the previous year and earned a profit before tax of Rs. 500.44 Lakhs in the current year as against Rs. 116.46 Lakhs in the previous year. The Company earned a net profit of Rs. 500.44 Lakhs with an EPS of 9.26 during the FY 2024-25 as against Rs. 116.46 Lakhs with an EPS of 2.15 during the FY 2023-24.

Management Discussion Analysis

The Management Discussion and Analysis Report under requirements of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, forms part of this Annual Report as **Annexure- I** for the year ended 31st March 2025.

Dividend

The Board of Directors Keeping in mind to conserve the resources by taking into account the prevailing economic situation and the need of resources for growth have decided not to recommend any dividend for the Financial Year ended March 31, 2025.

Share Capital

The Authorised Share Capital of the Company as on March 31, 2025, stood at ₹10,50,00,000 (Rupees Ten Crore Fifty Lakh) divided into 1,05,00,000 (One Crore Five Lakh) equity shares of ₹10 each.

During the year under review, the Authorised Share Capital of the Company was increased from ₹10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of ₹10 each to ₹10,50,00,000 (Rupees Ten Crore Fifty Lakh) divided into 1,05,00,000 (One Crore Five Lakh) equity shares of ₹10 each, by creation of an additional 5,00,000 (Five Lakh) equity shares of ₹10 each.

The Issued, Subscribed and Paid-up Equity Share Capital of the Company as on March 31, 2025, stood at ₹5,40,00,000 divided into 54,00,000 (Fifty-Four Lakh) equity shares of ₹10 each.

During the year, the Shareholders of the Company approved the issue of 50,00,000 (Fifty Lakh) warrants convertible into equity shares. The Company has applied to BSE for in-principle approval, which is presently pending at the authority level.

During the year under review, the Company has not issued any shares with differential voting rights, stock options, sweat equity shares, warrants (other than the aforesaid), or convertible securities. None of the Directors of the Company held any instruments convertible into equity shares of the Company. There has been no instance where the Company has failed to implement any corporate action within the prescribed time limits

Transfer to General Reserve

During the year under review, the Company did not transfer any amount to General Reserve and the entire amount of profits for the year forms part of the 'Retained Earnings'.

Directors and Key Managerial Personnel:

Retire by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Vibha Jain (DIN: 09191000), Non-Executive Director of the Company retires by rotation at the 31st Annual General Meeting of the Company and being eligible, offers herself for reappointment.

Details of Directors and Key Managerial Personnel

The Board of Directors of your Company is composed of Executive, Non-Executive and Independent Directors. As on March 31, 2025, the Board of Directors consists of Eight (8) Directors, of which Three (3) Directors are Executive, Two (2) Directors are Non- Executive Non- Independent and Three (3) are Independent Directors. The Board of Directors includes Four (4) Women Directors as on 31st March, 2025.

During the Financial Year 2024-25, the following changes occurred in the Board of Directors and Key Managerial Personnel of the Company

Mr. Akashdeep (DIN: 10298196), Independent Director of the Company stepped down from the Board of the Company with effect from August 14, 2024.

Ms. Sunita Devi (DIN: 10697874) was appointed as an Additional Director (Independent) by the Board of Directors in their meeting held on August 14, 2024 and his appointment as a Non-Executive Independent Director was approved by the members in their meeting held on September 30, 2024.

Ms. Twinkle Narula, Company Secretary and Compliance officer resigned from her position w.e.f December 02, 2024 and subsequently to the end of financial Year Ms. Monika appointed as Company Secretary and Compliance officer i.e. 30.05.2025

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 read with Part D of Schedule II to the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance and the Directors individually. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specified duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc.

The Independent Directors of the Company in their meeting without the presence of Non-Independent Directors and members of the management reviewed the performance of Non-Independent Directors, the Board of Directors as a whole and assessed the quality, quantity and timeliness of flow of information between the management and the Board of Directors. The performance evaluation of the Independent Directors was carried out by the entire Board. The Board of Directors expressed their satisfaction with the evaluation process.

Board of directors and its committee thereof

(a) Composition of the Board of Director

The Board of the Company is composed of individuals from diverse fields. The Board of the Company is composed of Executive, Non-Executive, Independent Directors and Women Director.

As on March 31, 2025, the strength of the Board of Directors of the Company was at Eight Directors comprising of Three Executive, Two Non- Executive and Three Independent Directors. The details of the Board of Directors as on March 31, 2025 are given below:

| Sr.No. | Name of the Director | Designation |
|--------|------------------------|-------------------------|
| 1 | Ms. Reema Saroya | Managing Director |
| 2 | Mr. Lokesh Goyal | Whole Time Director |
| 3 | Mr. Mehul Jagdish Modi | Executive Director |
| 4 | Ms. Megha Jain | Non- Executive Director |
| 5 | Ms. Vibha Jain | Non- Executive Director |
| 6 | Ms. Sunita Devi | Independent Director |
| 7 | Mr. Ankur Verma | Independent Director |
| 8 | Mr. Akash Rai | Independent Director |

The composition of the Board also complies with the provisions of the Companies Act, 2013 and regulation 17 (1) of SEBI (LODR) Regulations, 2015.

All the Independent Directors had furnished to the Company a declaration under section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

(b) Board Meetings

The Board/Committee meetings are pre-scheduled and proper notices of Board and Committee meetings is circulated to the Directors well in advance to enable them to plan their schedules and to ensure their meaningful participation in the meetings.

During the year ended March 31, 2025, Six (06) Board Meetings were held by the Company. The gap between two Board meetings was in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015. Details of the Directors as on March 31, 2025 and their attendance at the Board meetings during the financial year ended March 31, 2025 are given below:

| Name of Directors | Date of Meeting | | | | | |
|--------------------|-----------------|------------|------------|------------|------------|------------|
| | 22.04.2024 | 14.08.2024 | 22.10.2024 | 02.12.2024 | 28.01.2025 | 08.02.2025 |
| Reema Saroya | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Lokesh Goyal | ✓ | AB | AB | AB | ✓ | ✓ |
| Mehul Jagdish Modi | ✓ | AB | AB | AB | ✓ | ✓ |
| Megha Jain | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Vibha Jain | AB | AB | AB | AB | ✓ | ✓ |
| SUNITA DEVI* | NA | ✓ | ✓ | ✓ | ✓ | ✓ |
| ANKUR VERMA | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| AKASH RAI | ✓ | AB | AB | AB | ✓ | ✓ |
| Akashdeep** | ✓ | NA | NA | NA | NA | NA |

*Mr. Akashdeep (DIN: 10298196), Independent Director of the Company stepped down from the Board of the Company with effect from August 14, 2024.

**Ms. Sunita Devi (DIN: 10697874) was appointed as an Additional Director (Independent) by the Board of

Directors in their meeting held on August 14, 2024 and his appointment as a Non-Executive Independent Director was approved by the members in their meeting held on September 30, 2024.

Annual General Meeting ("AGM") during the financial year ended March 31, 2025 held on 30th September, 2024 and all the Directors were present in the meeting.

(c) Board Committees

(i) Audit Committee

Pursuant to Regulation 18 read with Part C of Schedule II of SEBI (LODR) Regulations, 2015, The Composition of Audit Committee as on March 31, 2025 comprises of Mr. Ankur Verma, Ms. Reema Saroya and Ms. Sunita Devi.

Mr. Ankur Verma, Independent Director, is the Chairman of the Audit Committee. The representatives of Internal and Statutory Auditors are invitees to Audit Committee meetings and the Company Secretary acts as the Secretary of the Audit Committee.

During the financial year ended March 31, 2025, 5 (Five) meetings of the Audit Committee were held on April 22, 2024, August 14, 2024, October 22, 2024, January 28, 2025 and February 08, 2025 which were attended by the members of the Committee. During the year under review, there were no instances when the recommendations of the Audit Committee were not accepted by the Board.

(ii) Nomination & Remuneration Committee

Pursuant to Regulation 19 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015, The composition of Nomination and Remuneration Committee as on March 31, 2025 comprises of Mr. Ankur Verma, Ms. Megha Jain and Ms. Sunita Devi all of whom are Non- Executive Directors.

Mr. Ankur Verma, Non-Executive Independent Director of the Company, is the Chairman of the Nomination and Remuneration Committee.

During the financial year ended March 31, 2025, the meeting of the Nomination and Remuneration Committee were held on April 22, 2024, August 14, 2024 and 2nd December, 2024 which were attended by the members of the Committee

(iii) Stakeholders' Relationship Committee

Pursuant to Regulation 20 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015, the composition of Stakeholders Relationship Committee as on March 31, 2025 comprises of Three Member i.e. Ms. Megha Jain, and Ms. Sunita Devi all of whom are Non- Executive Directors.

Ms. Megha Jain, Non-Executive Director, is the Chairman of the Stakeholders Relationship Committee.

During the financial year ended on March 31, 2025, 1 (One) meeting of the Stakeholders Relationship Committee were held on April 22, 2024 which were attended by the members of the Committee.

(iv) Corporate Social Responsibility Committee

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company, hence no Corporate Social Responsibility Committee has been formed. However, the Company tries in its best possible ways to involve itself in social development activities.

Declaration of Independence from Independent Directors

Pursuant to Section 149 (6) and 149 (7) of the Act and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) 2015”], the Company has received a declaration of independence from all the Independent Directors that they have complied with the criteria of independence and are not disqualified from continuing as Independent Directors as of March 31, 2025. The Independent Directors of the Company have confirmed compliance of relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014.

With regard to integrity, expertise and experience (including the proficiency) of the Independent Directors, the Board of Directors are of the opinion that all the Independent Directors are persons of integrity and possess relevant expertise and experience and their continued association as Directors will be of immense benefit and in the best interest of the Company

Internal Control Systems and their Adequacy

The details of Internal Control Systems and their adequacy have been discussed in the Management Discussion and Analysis Report under the title ‘Internal Control Systems’.

Directors’ Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Board of Directors of your Company, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on March 31, 2025 and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Particulars of Employees

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees’ particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2024-25.

Change in the Nature of Business

As required to be reported pursuant to Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(ii) of Companies (Accounts) Rules, 2014, there is no change in the nature of business carried on by the Company during the financial year 2024-25.

Website Link for Annual Return

Pursuant to Section 92(3) and Section 134(3) (a) of the Act read with rules made thereunder, the Annual Return of the Company for the Financial Year ended on March 31, 2025 is available on the Company's website at www.osiajeehdl.com

Auditors & their Report

a) Statutory Auditors:

The Board of Directors, on the recommendation of the Audit Committee, has recommended for the approval of the members for reappointment of M/s. S C Mehra & Associates LLP, Statutory Auditors for Second term of Five years commencing from the conclusion of this AGM till the conclusion of the 32nd Annual General Meeting of the Company.

The Statutory Auditors' Report forms part of the Annual Report. There is no audit qualification, reservation or adverse remark for the year under review. There was no instance of fraud during the year under review, which required the Statutory Auditor to report to the Audit Committee and/or Board under Section 143(12) of Act and Rules framed thereunder.

b) Secretarial Auditor & Annual Secretarial Compliance Report:

In accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Act and rules made thereunder, Chandrasekaran Associates, Company Secretaries, (FRN: P1988DE002500) were appointed as Secretarial Auditors of the Company for a financial year 2025-26 subject to approval of members at the ensuing AGM.

The Secretarial Audit Report is annexed as **Annexure- II** and form an integral part of this report.

The Secretarial Auditor has not expressed any qualification, reservation or adverse remark in their Secretarial Audit Report for the year under review.

The Annual Secretarial Compliance Report of the Company pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, is uploaded on the website of the Company i.e. www.osiajeehdl.com.

c) Internal Auditor:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

Pursuant to Section 138 of Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company had appointed M/s. Rajan Beri & Associates, Chartered Accountants as Internal Auditor of the Company for the FY 2024-25 and as per their Internal Audit Report no reportable weakness in the system was observed.

The Board of Directors in their meeting held on May 30, 2025 has appointed M/s. Rajan Beri & Associates, Chartered Accountants as the Internal Auditor of the Company for the Financial Year 2025-26.

d) Cost audit

In terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, appointment of Cost Auditor is not applicable to our company.

Risk Management

The Company has a comprehensive Risk Assessment and Minimization Procedure which enables it to take certain risks to remain competitive and achieve higher growth and at the same time mitigate other risks to maintain sustainable results. The Company's activities expose it to a variety of Financial Risks which are Market Risk, Credit Risk, Liquidity Risk and Capital Risk.

Public Deposits

During the year under review, your Company has not accepted or renewed any Deposit within the meaning of Section 73 of the Companies Act, 2013 and the rules made thereunder.

Particulars of Contracts/ Arrangements with Related Party under Section 188

All contracts / arrangements / transactions entered by the Company during the year under review with related parties were in the ordinary course of business and on an arm's length basis. During the period under review, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the Policy on Materiality of and Dealing with Related Party Transactions and accordingly, the disclosures in Form No. AOC-2 is not applicable. Details of all related party transactions are mentioned in the notes to financial statements forming part of the Annual Report.

The Audit Committee approves all the Related Party Transactions in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Omnibus approvals are obtained on a yearly basis for transactions which are repetitive in nature. In terms of Regulation 23 of SEBI (LODR) Regulations, 2015, the Company submits the disclosures of Related Party transactions to the Stock Exchange and also publishes the same on its website every six months.

The Policy on Materiality of and Dealing with Related Party Transactions as approved by the Board is available on the official website of the Company at www.osiajeehdl.com.

Particulars of Loans, Guarantees or Investments by the Company under section 186

The Particulars of loans, investments or guarantees have been disclosed in notes to the financial statements and the Company has duly complied with Section 186 of the Companies Act, 2013 in relation to Loans, Investment and Guarantee during the financial year 2024-25.

Material Subsidiary

Pursuant to the thresholds laid down under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), for the FY 2024-25 Osiajee Agro Farms Limited is material subsidiary of the Company. The board of directors of the Company has approved a Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The Policy has been uploaded on the Company's website and can be accessed at www.osiajeehdl.com.

Performance of Subsidiary Company

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with the Companies Accounts) Rules, 2014, a statement containing salient features of financial statements of wholly owned subsidiary

company in Form AOC-1 is attached as **Annexure VI**. The separate audited financial statements in respect of the subsidiary shall be kept open for inspection at the Registered Office of the Company. The Company will also make available these documents upon request by any Member of the Company interested in obtaining the same. The separate audited financial statements in respect of the wholly owned subsidiary are also available on the website of the Company at www.osiajeehdl.com.

Material Changes affecting the financial position of the Company

During the year ended March 31, 2025, there were no material changes and commitments affecting the financial position of the Company that have occurred to which financial results relate and the date of the Report.

Dematerialization of Shares

Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No INE186R01013 has been allotted for the Company's Shares. Therefore, the members and/or investors may keep their shareholdings in the electronic mode with their Depository Participant. As on March 31, 2025, 99.21% of the paid-up Equity Share Capital stands in Demat mode and the remaining 0.79% Equity Shares were held in physical mode, the details of which are as follows:

| Particulars | No. of Shares | % of Total Capital |
|------------------------------|----------------------|---------------------------|
| Held in Demat form with CDSL | 4359328 | 80.73 |
| Held in Demat form with NSDL | 997872 | 18.48 |
| Held in Physical mode | 42800 | 0.79 |
| Total | 54,00,000 | 100.00 |

Listing of Shares

The shares of your Company are listed at Bombay Stock Exchange (BSE) Limited. The applicable Annual Listing fee has been duly paid by the Company to the Stock Exchange for the Financial Year 2024-25.

Subsidiary Companies

As on the last day of financial year under review, the Company has one Subsidiary- Osiajee Agro Farms Limited, the wholly owned subsidiary.

Osiajee Agro Farms Limited was incorporated on September 29, 2021 to commence business in Agro Farming. The wholly owned subsidiary Company is pursuing high growth agro farming in Eucalyptus and Poplar trees in Hoshiarpur district of Punjab, the produce of which are sold to nearby plywood industry as well as other wood-based manufacturers.

Consolidated Financial statement

The Audited Consolidated Financial Statements prepared by the Company are duly provided in the Annual Report of the Company.

Dividend lying in the Unpaid Dividend Account

In compliance with the provision of Section 124 of the Companies Act, 2013 the Company has transferred to the Unpaid Dividend Account the following amount:-

| Sr. No. | Type of Dividend and Year | Amount (in ₹) | Year in which it will get transferred to |
|----------------|----------------------------------|----------------------|---|
|----------------|----------------------------------|----------------------|---|

| | | | |
|----|--------------------------|-----------|--------------|
| | | | IEPF |
| 1. | Interim Dividend 2022-23 | 17,323.50 | August, 2030 |

More details are available on the website of the Company at www.osiajeehdl.com

Corporate Governance

With reference to the captioned subject and regulation 15(2)(a) of the said regulations the compliance with the corporate governance provisions as specified in regulations 17, 17A 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of the Schedule V shall not apply to listed entity having paid up equity share capital not exceeding rupees Ten Crore and net worth not exceeding rupees Twenty Five Crore, as on the last date of the previous financial year. Hence Compliance with above mentioned provisions relating to Corporate Governance are not applicable to your Company.

Secretarial Standards of ICSI

The Secretarial Standards issued and notified by the Institute of Company Secretaries of India as amended/replaced from time to time have been complied with by the Company during the financial year under review.

Significant and Material Orders Passed by the Regulators or Courts

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

Environment, Health and Safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources. The Company is committed to continuously take further steps to provide a safe and healthy environment.

Nomination and Remuneration Policy

The Board of Directors has framed the nomination and remuneration policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment and removal of Directors, Key Managerial Personnel / Senior Management which are considered by the Nomination and Remuneration Committee and the Board of Directors.

The nomination and remuneration policy is displayed on the Company's website at www.osiajeehdl.com.

Human Resource /Industrial Relations

A detailed section on Human Resource/Industrial Relations is provided in the Management Discussion and Analysis Report, which forms part of this Annual Report.

Vigil Mechanism and Whistle Blower Policy

The Company has implemented Vigil Mechanism & Whistle Blower policy. The policy inter-alia provides that any Directors, Employees, Stakeholders who observe any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics, policies, improper practices or alleged wrongful conduct in the Company may report the same to Chairman of the Audit Committee or Managing Director of

the Company. The Identity of the Whistle Blower shall be kept confidential to the greatest extent possible.

The detailed procedure is provided in the policy and the same is available on official website of the Company at following link www.osiajeehdl.com.

During the year under review, there were no instances of fraud reported to the Audit Committee/ Board. Further, all recommendations of the Audit Committee were accepted by the Board.

Familiarization Program for Independent Directors

A policy on familiarization program for independent directors has been adopted by the Company. All new Independent Directors inducted to the Board are presented with an overview of the Company's business operations, products, organization structures and about the Board Constitutions and its procedures. The policy is available at company's website www.osiajeehdl.com.

Disclosure under Sexual Harassment of Women at workplace (Prevention, Prohibition &Redressal) Act 2013.

The Company is committed to maintaining a productive environment for all its employees at various levels in the organization free of sexual harassment and discrimination on the basis of gender. The Company has framed a policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition &Redressal) Act, 2013. The number of employees being less than 10, the Company is not required to constitute an Internal Complaint Committee however, to redress complaints received regarding sexual harassment the Company has formed a complaint mechanism which is mentioned in the policy. During the year under review, the Company had not received any complaint of harassment. The policy is available at company's website www.osiajeehdl.com.

Disclosure of Remuneration of Directors and Employees of the Company

Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as **Annexure-III** and forms part of this report.

Statutory Information

1. The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not required to be furnished considering the nature of activities undertaken by the Company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.
2. The Business Responsibility Reporting as required under SEBI (LODR) Regulation, 2015 is not applicable to your Company for the financial year under review.
3. A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed herewith as a part of the report.

Fraud Reporting

During the year under review, no fraud was reported to the Board of Director of the Company.

Green Initiative

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of the Annual Report to Shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

Acknowledgement

Your directors wish to place on record sincere gratitude and appreciation, for the contribution made by the employees at all levels for their hard work, support, and dedication towards the Company.

Your directors thank the Government of India and the State Governments for their co-operation and appreciate the relaxations provided by various regulatory bodies to facilitate ease in compliance with provisions of law.

Your directors also wish to thank its customers, business associates, suppliers, investors and bankers for their continued support and faith reposed in the Company.

**For and on behalf of the Board of Directors
Of Osiajee Texfab Limited**

**Place: Hoshiarpur
Date: 28.08.2025**

**Sd/-
Reema Saroya
Managing Director
DIN: 08292397**

**Sd/-
Vibha Jain
Non-Executive Director
DIN:09191000**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Objective of Report**

The Objective of this report is to convey Management's perspective on the external environment and textile industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, internal control systems and their adequacy in the Company during the financial year 2024-25. This report should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Annual Report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013, ('Act') and regulations issued by the Securities and Exchange Board of India ('SEBI'), each as amended from time to time.

External Environment**Global Economic Condition and Outlook:**

The year 2022 saw the developed world grapple with some of the highest levels of inflation in recent history. The global recovery from the COVID-19 pandemic and Russia's invasion of Ukraine is slowing amid widening divergences among economic sectors and regions. In May, the World Health Organization (WHO) announced COVID-19 as no longer a "global health emergency". However, Inflation remains high and continues to erode household purchasing power. As per the IMF estimates, the world economy projected at 3.2% for both 2024 and 2025. The most notable disparity was seen between the growths of Advanced and Emerging economies. The Advanced economies modest acceleration, from about 1.6% in 2023 to 1.7% in 2024 and 1.8% in 2025 while the Emerging and developing economies: slowdown from 4.3% in 2023 to 4.2% in both 2024 and 2025.

The IMF estimates that the Global growth: revised to 3.0% in 2025, with a further uptick to 3.1% in 2026. . The major forces that shaped the world economy in 2024 seem to continue in 2025 but with changed intensities. Debt levels remain high, limiting the ability of fiscal policymakers to respond to new challenges. Commodity prices that rose sharply following Russia's invasion of Ukraine have moderated, but the war continues, and geopolitical tensions are high. Infectious COVID-19 strains caused widespread outbreaks last year, but economies that were hit hard – most notably China – appear to be recovering with easing of supply-chain disruptions.

While the Western world becomes the epicentre of global tensions, Emerging markets and developing economies: growth expected at 4.1% in 2025, easing to 4.0% in 2026 . "Emerging Asian economies led by China and India are projected to grow by 5.2% in 2024 and 5.1% in 2025 respectively, with China expected to expand at 4.6% in 2024 and 4.1% in 2025, while India continues to outperform with growth of 6.8% in 2024 and 6.5% in 2025."

"According to the IMF World Economic Outlook – July 2025, the priority across most economies remains bringing inflation back to target while safeguarding financial stability amid slowing global growth and elevated debt levels. Central banks are advised to maintain a restrictive policy stance until inflation expectations are firmly anchored, while also strengthening financial supervision, risk monitoring, and coordination with fiscal authorities to preserve stability."

Indian Economy and Outlook:

"The IMF has estimated India's growth at 6.8% in 2024 and 6.5% in 2025, well above other major economies, leading many to state that this could indeed be India's decade. India continues to stand out as the fastest-growing large economy in the world, maintaining its position as a beacon of resilience amid a challenging global environment." "The Reserve Bank of India (RBI) has continued to balance its policy stance between controlling inflation and maintaining financial stability while ensuring adequate liquidity in the system. Navigating inflation management and supporting growth remains a delicate task. The central government has sustained its thrust on infrastructure-led growth through a strong capital expenditure push. In the Union Budget 2024-25, capex has been increased to around ₹11.1 lakh crore, constituting nearly 3.4% of GDP.

According to the RBI, this level of public investment is expected to crowd in private sector activity and keep India's real GDP growth close to 7% in FY25. Despite global headwinds, India's resilient domestic demand, robust financial sector, and demographic advantages are expected to help the economy remain the fastest-growing major economy in the world."

Textile Industry

Global Textile Industry

The International Textile Manufacturers Federation (ITMF) reports that the global textile industry, after a gradual recovery since late 2023, worsened slightly by early 2025. Although garment makers showed relative stability, other segments like technical and home textiles remained under pressure. Regional divergences are stark: while Africa and South America exhibit positive business sentiment, East Asia and Europe face deepening challenges. However, confidence for Q4 2025 remains cautiously optimistic in most regions except East Asia.

Order intake has declined for four straight months through May 2025, with Europe and East Asia seeing the most significant drops, while Africa stands out with continued gains. Order backlogs and capacity utilization remain moderate, reflecting mixed recovery momentum across sectors.

The key concern remains weak demand (highlighted by 61% of surveyed participants), followed by trade tensions and operational cost pressures—even as energy and raw material price concerns ease, worries over interest rates and evolving sustainability regulations are on the rise.

Indian Textile Industry

The overall Indian textile and apparel market is now estimated to be around US \$225 billion in 2025, up from approximately US \$165 billion in 2022—reflecting a sustained annual growth rate of about 10–12%. The sector is set to almost double in size, with projected revenue reaching US \$350 billion by 2030, growing at a 10% CAGR IBEF+1. For FY25, textile and apparel exports (including handicrafts) reached Rs. 3,12,540 crore, which translates to around US \$36.6 billion. The Ready-Made Garments (RMG) segment led this with US \$15.99 billion (44%), followed by Cotton Textiles at US \$12.06 billion (33%) and Man-Made Textiles at US \$4.87 billion (13%) IBEF. RMG exports are projected to climb further—expected to exceed US \$30 billion by 2027, expanding at a robust CAGR of 12–13%.

In The Union Budget 2024–25 and 2025–26 developments, as well as recent PLI outcomes and investment.

Five-Year Cotton Mission (2025–26)

A new five-year Cotton Mission focuses on boosting the productivity of Extra-Long Staple (ELS) cotton with science and technology support—enhancing raw material supply, reducing ELS cotton imports, and strengthening domestic garment manufacturing. Press Information Bureau+1

Expanded Budget for Textiles Ministry

Allocation to the Ministry of Textiles rose by 19% to ₹5,272 crore for FY 2025–26 from ₹4,417 crore in FY 2024–25, underscoring enhanced policy backing. Invest India Press Information Bureau

Duty-Free Modernization (Shuttle-less Looms)

Two new types of shuttle-less looms—Rapier and Air-jet—have been added to the list for full duty exemption (duty dropped from 7.5% to 0%), aiding quick modernization and technical textile expansion. Press Information Bureau

Custom Duty Adjustment (Knitted Fabrics)

Customs duty on select knitted fabrics has been raised to "20% or ₹115 per kg whichever is higher," shielding domestic producers from cheap imports and enhancing market competitiveness. Press Information Bureau

PLI Scheme Effectiveness

The PLI scheme for manmade fibre and technical textiles has catalyzed ₹7,343 crore in investments, generated

₹4,648 crore in turnover, and produced ₹538 crore in exports—demonstrating strong industrial traction. The Economic Times

PM MITRA Parks Expansion

Seven PM MITRA (Mega Integrated Textile Region and Apparel) parks continue to be developed across key states, equipped with plug-and-play infrastructure. The first park in Madhya Pradesh has received ₹2,100 crore in approval, with ₹4,445 crore allocated across all parks through 2027–28. Knitting Views Fibre 2 Fashion Press Information Bureau Textile Outlook India

Global Trade Outreach and Investment Drives

The government is engaging Japanese textile firms to invest in PM MITRA parks, leveraging the India–Japan CEPA to improve access for exports and collaborations in MMF and technical textiles

OPPORTUNITIES AND GROWTH DRIVERS

- **PLI Schemes Expansion** – The Production Linked Incentive (PLI) schemes across sectors such as electronics, EVs, pharma, and textiles are expected to attract large-scale investments and create employment opportunities.
- **Union Budget 2024-25 Capex Push** – The government's record capital expenditure of ₹11.1 lakh crore (3.4% of GDP) will accelerate infrastructure creation, spur private investment, and provide a strong multiplier effect for economic growth.
- **Digital Public Infrastructure (DPI)** – India's digital stack (UPI, Aadhaar, ONDC, Account Aggregator) continues to drive financial inclusion, boost e-commerce, and create efficiency gains across industries.
- **Green Energy Transition** – India's commitment to achieve 500 GW of non-fossil fuel capacity by 2030 and rapid expansion in solar, wind, and green hydrogen present significant opportunities in renewable energy and allied sectors.
- **'Make in India' and Manufacturing Push** – Policy support and ease-of-doing-business reforms are encouraging domestic manufacturing, positioning India as an alternative global supply chain hub.
- **Demographic Dividend** – With a young working population and rising urbanisation, India offers a vast labour force and growing consumer demand that can sustain long-term growth.

Threats

Global Economic Uncertainty – Slowing global growth and geopolitical tensions (Russia–Ukraine war, Middle East instability, US–China trade conflicts) could impact exports and investor sentiment.

Inflationary Pressures – Persistent food and fuel price volatility may keep inflation elevated, constraining RBI's monetary flexibility.

High Public Debt & Fiscal Constraints – Rising government borrowings and fiscal deficits may limit future policy support.

Climate & Environmental Risks – Increasing frequency of extreme weather events (floods, droughts, heatwaves) threatens agriculture, infrastructure, and energy security.

Global Trade Protectionism – Tariff hikes, export restrictions, and trade disputes pose risks to India's integration with global supply chains.

Skill Gap & Employment Challenges – Despite the demographic dividend, lack of adequate skilling and job creation could undermine long-term growth.

Financial Sector Vulnerabilities – Rising NPAs in some segments and exposure to global financial shocks could affect financial stability.

Company Overview

Osiajee Texfab Limited ('the Company') incorporated in the year 1995 as a Public Limited Company engaged in the business of trading in Textile Products, the end users of which are various manufacturing houses. The Company is currently dealing in the Textile of Fabrics with the mission to make Osiajee Texfab a trusted name in the textiles segment by delivering best products and customer services. The company is currently involved in trading of fabrics. The company is expanding its reach through modern trade and e-commerce. The Company is currently dealing in trading of Textile products with the mission to make "OSIAJEE" a trusted name in the textiles segment by delivering best products and services to its customers.

The Company operates with its core values of Passion, Excellence, Creativity, Teamwork and Loyalty towards its employees, business partners, consumers and customers. The Company is committed to create future opportunities through growth by seeking long term profitability through win-win situation across all disciplines.

In September, 2021 the Company incorporated a Wholly Owned Subsidiary Company in the name of **Osiajee Agro Farms Limited** which commenced its business operations in Agro Farming and is generating profits since its first financial year. The wholly owned subsidiary Company endeavors to pursue the high growth opportunities in agriculture, horticulture & agro farming industry and is pursuing high growth agro farming in Eucalyptus and Poplar trees and cultivation of other crops in Hoshiarpur district of Punjab, the produce of which will be sold to nearby plywood industry as well as other wood-based manufacturers.

Financial Performance

On standalone basis, the Company earned total income of Rs. 15.52 Lakhs in the current year as against Rs. 7.09 Lakhs in the previous year and earned a Loss before tax of Rs. 2.06 Lakhs in the current year as against Rs.3.82 Lakhs in the previous year. The Company incurred net loss of Rs. 2.06 lakhs with EPS of (0.03) for the year ended March 31, 2025 as compared to net profit of Rs. 3.82 Lakhs with EPS 0.07 for the year ended March 31, 2024.

Segment wise or Product wise Performance

The Company is engaged in the business of trading in textile products and there is no separate reportable segment.

Risk and Concern

Risk is an integral and unavoidable component of all businesses. The broader trends in the economy are expected to have a direct impact on your Company's growth prospects as well. Inflation is expected to remain elevated for the foreseeable future, driven by war-induced commodity price increases and broadening price pressures.

In addition, the anticipated increase in interest rates by Central Banks in the coming year are also expected to lower growth and exert pressure on economies particularly those in emerging markets. In these circumstances, the ability to successfully navigate cost pressures would have a significant bearing on the overall performance of your Company. Diminishing purchasing power and demand due to the economic circumstances could result in fundamental shifts in consumer behaviours and adversely impact the market for textiles and apparel. Migration to value-for-money options could also lead to reduced growth and profitability for your Company.

Though risks cannot be completely eliminated, an effective risk management plan ensures that risks are reduced, avoided, retained or shared. The Company's risk management procedure helps identify and evaluate risks on an ongoing basis. The following are the Principal Risks considered by the Company:

- The company's business may be impacted by introduction of new policies or changes in existing policies
Mitigation: The Company's management team keeps a close eye on policy regulations and formulates company plans appropriately.
- Emerging businesses, capital expenditure for capacity expansion, among other purposes.
Mitigation: Have well-defined processes and procedures in place for obtaining approvals for investments in new businesses and capacity expansions
- Commodity Price Risk.
Mitigation: Strong and long-term relationships with vendors to help ensure timely availability of raw materials.

Internal Control Systems

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has an Internal Audit Department with adequate experience and expertise in internal controls, operating system and procedures. The Internal Audit Department reviews the adequacy of internal control system in the Company, its compliance with operating systems and laid down policies and procedures. Based on the report of internal audit function, process owners undertake corrective actions in their respective areas and thereby strengthen the controls. The Audit Committee reviews all financial statements to ensure adequacy of internal control systems. The Company has a well-defined organization structure, authority levels and internal rules and guidelines for conducting business transactions.

Human Resource Management and Industrial Relations

Human Capital is considered a key resource and an intrinsic contributor to a Company's success. At Osiajee Texfab Limited we believe our employees are the cornerstone of our growth and progress and Company's most valuable asset. We promote a healthy work culture along with employee friendly policies for the overall development of our employees. We ensure a safe, transparent, healthy, progressive and productive work environment conducive to enhancing employee productivity. Training and Development Programs are periodically conducted for employees. These programs are organized to create opportunity for employees to learn, grow and take their career ahead and forward. During the year under review, Industrial relations remained cordial and the Board records its appreciation for the contribution of all employees towards the growth of the company. As on March 31, 2025 the Company has 10 employees.

Key Financial Ratios:

| <u>S.No</u> | <u>Particulars</u> | <u>Financial Year 2024-25</u> | <u>Financial Year 2023- 24</u> |
|-------------|---------------------------------------|-------------------------------|------------------------------------|
| 1 | Debtors Turnover | 0 | 0 |
| 2 | Inventory Turnover | 35.76 | 113.88 |
| 3 | Interest Coverage Ratio | 18.32 | 4.90 |
| 4 | Current Ratio | 6.27 | 1.69 |
| 5 | Debt Equity Ratio | 4.53 | 13.24 |
| 6 | Operating Profit Margin in percentage | 9.26% | 2.15% |
| 7 | Net profit margin in Percentage | 9.26% | 2.15% |

| | | | |
|---|--|-----------|-----------|
| 8 | Details of any change in Return on Net worth as compared to the immediately previous Financial Year along with a detailed explanation thereof** | NO CHANGE | No change |
|---|--|-----------|-----------|

Statutory Compliance:

The Company has in place adequate systems and processes to ensure that it is in compliance with all applicable laws. The Company Secretary is responsible for implementing the systems and processes for monitoring compliance with the applicable laws and for ensuring that the system and processes are operating effectively.

Cautionary Statement:

The Management's Discussion & Analysis Report which seeks to describe the Company's objectives, projections, estimates, expectations and predictions may be considered to be "forward-looking statements" as of the date of this report and are stated as required by applicable laws and regulations. Actual performance and results could differ materially from those expressed or implied and the Company owes no obligation to publicly update these forward looking statements to reflect subsequent events or circumstances. Market data and product analysis contained in this Report has been obtained from internal Company reports and industry publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured

**For and on behalf of the Board of Directors
Of Osiajee Texfab Limited**

**Place: Hoshiarpur
Date: 28.08.2025**

**Sd/-
Reema Saroya
Managing Director
DIN: 08292397**

**Sd/-
Vibha Jain
Non-Executive Director
DIN:09191000**

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025

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

To,
The Members,
Osiajee Tefab Limited
2nd Floor, Navraav Electro Limited Building,
Opp. Punj Honda, Jalandhar Road,
Hoshiarpur 146001, Punjab

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Osiajee Tefab Limited having registered office at 2nd Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Corporate Identification No. L17299PB1995PLC055743.

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Osiajee Tefab Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (No event during the review period);

- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (No event during the review period);
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (No event during the review period);
- (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021;
- (h) 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;
- (vi) Laws applicable to the industry to which the Company belongs, as identified and confirmed by the management of the company and confirmed that the company has complied with these laws:
 - Food Safety & Standards Act, 2006 and regulations made thereunder
 - Legal Metrology Act, 2009 and Legal Metrology (General) Rules, 2011
 - Legal Metrology (Packaged Commodities) Rules, 2011
 - The Factories Act, 1948
 - The Payment of Wages Act, 1936
 - The Minimum Wages Act, 1948
 - Employee Provident Fund and Miscellaneous Provisions Act, 1952
 - Employee State Insurance Act, 1948
 - The Payment of Bonus Act, 1965
 - The Environment (protection) Act, 1986
 - Electricity Act, 2003
 - Payment of Gratuity Act, 1972
 - Water (Prevention & Control of Pollution) Act, 1974 and rules thereunder
 - Air (Prevention & Control of Pollution) Act 1981 and rules thereunder

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We report that 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 previous Company Secretary and Compliance Officer resigned on 02.12.2024 and the company has not appointed company secretary and compliance officer within three months from such vacancy. However, the company has appointed Company Secretary and Compliance Officer on 30.05.2025.

2. The company has not paid Annual Listing Fees of CDSL for the FY 2024-25 and 2025-26.

3. The Independent Directors of the company has not cleared Online Proficiency Assessment Test.

4. The Company has not filed E-Forms SH-7 to increase authorized Capital from INR 10.00 Crore to INR 10.50 Crore with ROC and has not filed other E-Forms MGT- 14 for approval and Updation of Memorandum and Articles of Association of the Company and Private Placements.

5. The Company is not provided data for verification of transactions covered under SEBI (Prohibition of Insider Trading) Regulations, 2015

We further report that

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at reasonable gap 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.
- (c) As per the minutes, the decisions at the Board Meetings were taken unanimously..
- (d) The Company has obtained all necessary approvals under the various provisions of the Act; and
- (e) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Companies Act, Depositories Act, and any other Act against/on the Company, its Directors and Officers.
- (f) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being Independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Period under Review, the Company has not undertaken any specific event/action that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For JPM & Associates LLP

Company Secretaries

Peer Review Cert. No. 1903/2022

Sd/-

CS Pankaj Malhotra

Designated Partner

M.No. 11481 | CP No. 18710

LLP ID: L2020PB007800

UDIN: F011481G001096928

Dated: 28.08.2025

Place: Ludhiana

Annexure A

(Forming Integral part of Secretarial Audit Report for the financial year ending 31st March 2025)

To,
The Members,
Osiajee Tefab Limited
Second Floor, Navraav Electro Limited Building,
Opp. Punj Honda, Jalandhar Road, Hoshiarpur,
Balachaur, Punjab, India, 146001

Secretarial Audit Report of even date is to be read along with this letter.

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

For JPM & Associates LLP
Company Secretaries
Peer Review Cert. No. 1903/2022
Sd/-
CS Pankaj Malhotra
Designated Partner
M.No. 11481 | CP No. 18710
LLP ID: L2020PB007800
UDIN: F011481G001096928

Dated: 28.08.2025
Place: Ludhiana

Annexure III

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31st March, 2025.

| Sr. No. | Name | Remuneration received in FY 2024-25 (in Rs.) | % Increase in Remuneration in FY 2024-25 | Ratio of Remuneration to each director to median remuneration of Employees | Comparison of the Remuneration of KMP against the performance of the Company |
|---------|---|--|--|--|--|
| 1. | Ms. Reema Saroya Managing Director | - | - | - | - |
| 2. | Mr. Lokesh Goyal Whole Time Director | - | - | - | - |
| 3. | Mr. Mehul Jagdish Modi Executive Director | - | - | - | - |
| 4. | Ms. Megha Jain Non- Executive Director | - | - | - | - |
| 5. | Ms. Vibha Jain Non- Executive Director | - | - | - | - |
| 6. | Ms. Sunita Devi Independent Director | - | - | - | - |
| 7. | Mr. Ankur Verma Independent Director | - | - | - | - |
| 8. | Mr. Hemant Padmakar Chavan Chief Financial Officer | - | - | - | - |
| 9. | Mr. Akash Rai Independent Director | - | - | - | - |
| 10. | Mr. Vikas Jain Chief Executive Officer | - | - | - | - |

2. During the year under the review, there was no proposal to increase the remuneration of any Director.

3. The number of permanent employees on the rolls of the company as on 31st March, 2025 – 10 (Ten)

It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

STATEMENT OF PARTICULARS OF EMPLOYEES UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31.03.2025.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2024-25.

Notes:

1. For this purpose, Sitting Fees paid to the Directors has not been considered as remuneration;

**For and on behalf of the Board of Directors
Of Osiajee Texfab Limited**

**Place: Hoshiarpur
Date: 28.08.2025**

**Sd/-
Reema Saroya
Managing Director
DIN: 08292397**

**Sd/-
Vibha Jain
Non-Executive Director
DIN:09191000**

MANAGING DIRECTOR'S DECLARATION

Pursuant to requirement of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, I hereby confirm that the Board members and Senior Management Personnel of the Company (as defined in the above said regulations) have affirmed compliance with the Code of Conduct for Board of Directors and senior management personnel' for the year ended 31st March, 2025.

Date:28.08.2025

Place: Hoshiarpur

**Sd/-
(Reema Saroya)
Managing Director
DIN: 08292397**

CEO/CFO DECLARATION

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

To,
The Board of Directors,
Osiajee Texfab Limited

1. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance
2. with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to financial reporting and 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.
5. We have indicated to the Auditor and Audit Committee that:
 - a. there are no significant changes in internal control over financial reporting during the year except changes consequent to adoption of IND AS;
 - b. there are significant changes in accounting policies made during the year on account of IND AS adoption; and
 - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

Sd/-
Vikas Jain
(Chief Executive Officer)

Sd/-
Hemant Padmakar Chavan
(Chief Financial Officer)

Place: Hoshiarpur
Date: 28.08.2025

Annexure VI

FORM AOC-1

Statement containing salient features of the financial statements of the Subsidiaries/Joint Ventures/Associate Companies Pursuant to Section 129(3) of the Companies Act, 2013 [Read with Rule 5 of the Companies (Accounts) Rules, 2014]

PART 'A' – Summary of Financial Information of Subsidiary Companies

1. Name of the Wholly Owned Subsidiary (WOS)- Osiajee Agro Farms Limited
2. The date since when subsidiary was acquired/ incorporated- September 29, 2021
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period- same as holding company
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries- INR
5. Share capital- INR 1,00,000/-
6. Reserves and surplus- INR 8,01,53,182/-
7. Total assets- INR 15,23,31,451/-
8. Total Liabilities- INR 7,20,78,270/-
9. Investments- Nil
10. Turnover- INR 7,09,09,879/-
11. Profit before taxation- INR 5,02,50,900/-
12. Provision for taxation- Nil
13. Profit after taxation- INR 5,02,50,900/-
14. Proposed Dividend- Nil
15. Extent of shareholding (in percentage)- 100%

Notes:

1. Names of subsidiaries which are yet to commence operations- Nil
2. Names of subsidiaries which have been liquidated or sold during the year- Nil
3. The Company does not have any Associate or Joint Ventures. Accordingly, Part B of Form AOC- 1 is not applicable.

| | |
|--|----------------------|
| For and on behalf of Osiajee Texfab Limited | |
| Sd/- | Sd/- |
| (Reema Saroya) | (Vibha Jain) |
| Managing Director | Director |
| DIN: 08292397 | DIN: 09191000 |

Place: Hoshiarpur

Date : 28.08.2025

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 Board of Directors
OSIAJEE TEXTFAB LIMITED
SECOND FLOOR, NAVRAAV ELECTRO LIMITED BUILDING,
OPP. PUNJ HONDA, JALANDHAR ROAD, HOSHIARPUR,
BALACHAUR, PUNJAB, INDIA, 146001

We have examined the relevant registers, records, forms, returns and disclosures received the directors of OSIAJEE TEXTFAB LIMITED having CIN-L17299PB1995PLC055743 and having registered office at SECOND FLOOR, NAVRAAV ELECTRO LIMITED BUILDING, OPP. PUNJ HONDA, JALANDHAR ROAD, HOSHIARPUR, HOSHIARPUR, BALACHAUR, PUNJAB, INDIA, 146001 in (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my/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, We hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 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.

| SL. NO | NAME OF DIRECTOR | DIN | DESIGNATION | DATE OF APPOINTMENT IN COMPANY |
|--------|--------------------|--------------------------|---|--------------------------------|
| 1 | Reema Saroya | 08292397 | Managing Director | 09.02.2021 |
| 2 | Lokesh Goyal | 03289773 | Whole-time Director | 07.06.2021 |
| 3 | Mehul Jagdish Modi | 08836999 | Director | 02.09.2020 |
| 4 | Megha Jain | 09045476 | Director | 09.02.2021 |
| 5 | Vibha Jain | 09191000 | Director | 07.06.2021 |
| 6 | Sunita Devi | 10697874 | Non-Executive, Independent Director | 14.08.2024 |
| 7 | Ankur Verma | 10298199 | Non-Executive, Independent Director | 01.09.2023 |
| 8 | Akash Rai | 10299049 | Non- Executive, Independent Director | 01.09.2023 |

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

-sd-

CS SUPARN SEKHRI

(Proprietor)

For M/s Suparn Sekhri & Associates

ICSI Membership Number: A66339,

ICSI Certificate of Practice: 27328

Date- 28.08.2025, Place: Jalandhar

Peer Review Certificate no. 6105/2024

UDIN- A066339G001100891

INDEPENDENT AUDITOR'S REPORT

To the Members of **Osiajee Texfab Limited**

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the Standalone financial statements of **Osiajee Texfab Limited** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2025, the Standalone Statement of Profit and Loss, Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements ("the financial statements") give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

We have determined that there are no key audit matters to be communicated in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management discussion and analysis, report on corporate governance, director's report, etc. but does not include the standalone financial statements and our auditors report thereon

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the standalone financial statements.

The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the standalone 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 standards on auditing specified under Section 143(10) of the Act, 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 control 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 systems 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 Board of Directors 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 misstatement in the standalone 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 misstatement in the Financial Statements.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by Section 197(16) of the Act based on our audit, we report that the Company has not paid remuneration to its directors during the year.

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

Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report, to the extent applicable that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying standalone financial statements.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The standalone financial statements dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act,
- e) On the basis of the written representations received from the directors as on 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 with reference to financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate Report in Annexure B wherein we have expressed an unmodified opinion; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 as at 31st March 2025 in the standalone 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. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
 - a. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - b. no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and
 - c. Based on audit procedures carried out by us, that 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) contain any material misstatement.
- v. In our opinion and according to the information and explanations given to us, No Dividend declared or paid during the year by the company under section 123 of the Companies Act, 2013.
- vi. 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 have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s). Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No.106156W
SD/-
CA S C Mehra
Partner
M. No. 039730
Place: Mumbai
Date: 30-05-2025
UDIN:25039730BMHZLZ6290

ANNEXURE A TO INDEPENDENT AUDITORS REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF OSIAJEE TEXTFAB LIMITED FOR THE YEAR ENDED MARCH 31, 2025

[Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Plant and Equipment.
 (b) The plant and equipment of the Company were physically verified by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

 (c) According to the information and explanations given to us and the records examined by us, we report that, the Company does not hold any freehold and leasehold immovable properties of land and building as at the balance sheet date.

 (d) 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 revalued any of its plant and equipment during the year.

 (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- ii. (a) The inventories have been physically verified by the management during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification.
 (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, paragraph 3 (ii) (b) of the Order is not applicable.
- iii. (a) In our opinion and according to information and explanation given to us, the company has made investments in/ granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties.

 (b) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to loans or advances and guarantees or security to subsidiaries, joint ventures and associates are Rs. 419.37 Lakhs and Rs. 515.70 Lakhs respectively.

 (c) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to loans or advances and guarantees or security to other than subsidiaries, joint ventures and associates are Rs.89.22 Lakhs and Rs. 156.44 Lakhs respectively.

(d) In our opinion and according to information and explanation given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

(e) In our opinion and according to information and explanation given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated.

(f) In our opinion and according to the information and explanations given to us, there are no amount overdue for more than ninety days.

(g) As per Information & Explanation given to us, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

- iv. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the order is not applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed there under.
- vi. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3(vi) of the order is not applicable.
- 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 and other material statutory dues have generally been regularly deposited with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable, except as mentioned hereinunder.

| Name of the statute | Nature of the dues | Amount (Lakhs) | Period to which the amount related |
|---------------------|--------------------|----------------|------------------------------------|
| | | | |

| | | | |
|----------------------|------------|----------|----------|
| Income Tax Act, 1961 | Income Tax | 0.7933 | AY 12-13 |
| Income Tax Act, 1961 | Interest | 1.1578 | AY 12-13 |
| Income Tax Act, 1961 | Penalty | 3.5927 | AY 11-12 |
| Income Tax Act, 1961 | Interest | 2.6581 | AY 11-12 |
| Income Tax Act, 1961 | Income Tax | 0.0051 | AY 16-17 |
| Income Tax Act, 1961 | Interest | 0.0015 | AY 16-17 |
| Income Tax Act, 1961 | Income Tax | 19.2768 | AY 19-20 |
| Income Tax Act, 1961 | Income Tax | 8.25486 | AY 20-21 |
| Income Tax Act, 1961 | Income Tax | 3.4697 | AY 19-20 |
| Income Tax Act, 1961 | Interest | 4.7353 | AY 20-21 |
| Income Tax Act, 1961 | Income Tax | 56.7993 | AY 19-20 |
| Income Tax Act, 1961 | Interest | 9.6558 | AY 19-20 |
| Income Tax Act, 1961 | Income Tax | 1.4975 | AY17-18 |
| Income Tax Act, 1961 | Interest | 0.6590 | AY17-18 |
| Income Tax Act, 1961 | Income Tax | 143.6488 | AY17-18 |
| Income Tax Act, 1961 | Interest | 40.2214 | AY17-18 |
| Income Tax Act, 1961 | Income Tax | 7.1759 | AY11-12 |
| Income Tax Act, 1961 | Interest | 5.8188 | AY11-12 |
| Income Tax Act, 1961 | Income Tax | 21.636 | AY 21-22 |
| Income Tax Act, 1961 | Interest | 0.0076 | AY 22-23 |
| Income Tax Act, 1961 | Income Tax | 0.9551 | AY 23-24 |
| Income Tax Act, 1961 | Interest | 0.2006 | AY 23-24 |
| Income Tax Act, 1961 | Income Tax | 21.1369 | AY 21-22 |
| Income Tax Act, 1961 | Interest | 3.8045 | AY 21-22 |
| Income Tax Act, 1961 | Income Tax | 0.008 | AY 18-19 |
| Income Tax Act, 1961 | Interest | 0.0063 | AY 18-19 |

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 transactions, previously unrecorded as income 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, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest there on to any lender.

(b) According to the information and explanations given to us including representations received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, no term

loans were obtained during the year.

(d) In our opinion and according to the information and explanations given to us, and on overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

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

x. (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable.

(b) In our opinion and 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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.

xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.

(b) No report under Section 143 (12) of the Act has been filed with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us, including the representation made to us by the management of the Company, there are no whistle blower complaints received by the Company during the year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under

Section 133 of the Act.

- xiv.** (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system as required under Section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv.** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi.** The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.
- xvii.** The Company has incurred cash losses of Rs.2.04 Lakhs in current financial year and cash losses of Rs. 3.78 in the immediately preceding financial year.
- xviii.** There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix.** According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx.** Provisions of Corporate Social Responsibility as required under sub-section (5) of Section 135 of the Act is not applicable. Accordingly, reporting under clause 3(xx) of the Order is not applicable.

- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No.106156W

Sd/-
CA S C Mehra
Partner
M. No. 039730
Place: Mumbai
Date: 30-05-2025
UDIN: 25039730BMHZLZ6290

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF OSIAJEE TEXTFAB LIMITED

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the standalone financial statements of Osiajee Texfab Limited ("the Company") as at and for the year ended 31st March 2025, we have audited the internal financial controls with reference to the standalone financial statements of the Company.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls With Reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 With Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31st March 2025, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No.106156W

Sd/-
CA S C Mehra
(Partner)
Place: Mumbai
Date: 30-05-2025
M. No. 039730
UDIN: 25039730BMHZLZ6290

OSIAJEE TEXTFAB LIMITED

Standalone Audited Balance Sheet as at March 2025

(Amount in Rs)

| | Notes | As at 31.03- 2025 | As at 31.03.2024 |
|---|-------|----------------------|--------------------|
| ASSETS | | | |
| Non - Current Assets | | | |
| Property, Plant and Equipment | 2 | 14,798 | 17,062 |
| Capital work in Progress | | | |
| Investment Properties | | | |
| Goodwill | | | |
| Other Intangible Assets | | | |
| Intangible assets under development | | | |
| Investments accounted for using the equity Method | | | |
| Financial Assets | | | |
| i) Investments | 3 | 31,00,900 | 31,00,900 |
| ii) Loans | 4 | 6,72,14,291 | 2,93,31,869 |
| iii) Other Financial Assets | 5 | - | - |
| Deferred Tax Assets | 6 | 2,726 | 2,726 |
| Other non-current assets | 7 | 2,84,676 | 1,30,960 |
| Total non-current assets | | 7,06,17,391 | 3,25,83,517 |
| Current Assets | | | |
| Inventories | | 2,09,404 | 1,52,184 |
| Financial Assets | | | |
| i) Investments | | | |
| ii) Trade Receivables | 8 | - | 4,30,73,162 |
| iii) Cash and Cash equivalents | 9 | 22,29,994 | 1,26,317 |
| iv) Bank balance other than (iii) above | | | |
| v) Loans | | - | - |
| vi) Other financial assets | | - | - |
| Current Tax Assets | 10 | - | - |
| Other Current Assets | 11 | 4,25,224 | 3,58,913 |
| Total current assets | | 28,64,622 | 4,37,10,576 |
| TOTAL ASSETS | | 7,34,82,012 | 7,62,94,092 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity Share Capital | 12 | 5,40,00,000 | 5,40,00,000 |
| Other Equity | 13 | 1,55,17,245 | 1,57,23,820 |
| Total Equity | | 6,95,17,245 | 6,97,23,820 |
| LIABILITIES | | | |
| Non Current Liabilities | | | |
| Financial liabilities | | | |
| i) Borrowings | | - | - |
| ii) Other Financial Liabilities | | - | - |
| Provisions | | - | - |
| Employee benefit obligations | | - | - |

| | | | |
|--------------------------------------|----|--------------------|--------------------|
| Deferred Tax Liabilities | | - | - |
| Government grants | | - | - |
| Other non-current liabilities | | - | - |
| Total non-current liabilities | | - | - |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| i) Borrowings | 14 | 1,70,000 | 17,25,615 |
| ii) Trade Payables | 15 | 2,86,570 | 13,88,960 |
| iii) Other Financial Liabilities | | - | - |
| Provisions | | - | - |
| Employee benefits obligations | | - | - |
| Government grants | | - | - |
| Current tax liabilities | 16 | 23,99,111 | 23,99,111 |
| Other Current Liabilities | 17 | 11,09,086 | 10,56,586 |
| Total current liabilities | | 39,64,768 | 65,70,273 |
| TOTAL LIABILITIES | | 39,64,768 | 65,70,273 |
| TOTAL EQUITY AND LIABILITIES | | 7,34,82,012 | 7,62,94,092 |

The accompanying notes are an integral part of the Financial Statements.

For S C Mehra & Associates LLP

Chartered Accountants

Firm Reg. No : 106156W/W100305

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Place : Hoshiarpur
Date:30.05.2025

For Osiajee Texfab Limited

Sd/-
(Vibha Jain)
Director
DIN: 09191000

Sd/-
(Hemant Padmakar Chavan)
Chief Financial Officer

Sd/-
(Reema Saroya)
Managing Director
DIN: 08292397

Sd/-
Monika
Company Secretary

OSIAJEE TEXTFAB LIMITED**Standalone Statement of Profit and Loss Account for the year ended March 2025****(Amount in Rs.)**

| | Notes | As at 31.03-2025 | As at 31.03.2024 |
|---|-------|------------------|------------------|
| Income | | | |
| Revenue from Operations | 18 | - | - |
| Other Income | 19 | 15,52,354 | 7,09,601 |
| Total Income | | 15,52,354 | 7,09,601 |
| Expense | | | |
| Purchases of Stock-In-Trade | 20 | - | - |
| Change In Inventories of Stock In Trade | 21 | 0 | - |
| Employees Benefit Expenses | 22 | - | 1,80,000 |
| Finance Cost | | - | - |
| Depreciation and Amortisation Expense | 2 | 2,264 | 5,106 |
| Other Expenses | 23 | 17,56,664 | 9,07,134 |
| Total Expenses | | 17,58,929 | 10,92,240 |
| Profit / (Loss)Before Tax | | -2,06,575 | -3,82,639 |
| Tax expense | | | |
| Current Tax | | - | - |
| Deferred Tax | | - | - |
| Profit / (Loss) for the period | | -2,06,575 | -3,82,639 |
| Other Comprehensive Income | | | |
| Total Comprehensive Income / (Loss) for the period | | -2,06,575 | -3,82,639 |
| Earnings per equity share: | 24 | | |
| Basic and Diluted | | (0.0383) | (0.0709) |
| [Face Value Rs. 10 each] | | | |
| Summary of Significant Accounting Policies | 1 | | |

The accompanying notes are an integral part of to the Financial Statements

For S C Mehra & Associates LLP
Chartered Accountants
Firm Reg. No : 106156W/W100305

For Osiajee Textfab Limited

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Sd/-
(Vibha Jain)
Director
DIN: 09191000

Sd/-
(Reema Saroya)
Managing Director
DIN: 08292397

Place : Hoshiarpur
Date:30.05.2025

Sd/-
(Hemant Padmakar Chavan)
Chief Financial Officer

Sd/-
Monika
Company Secretary

OSIAJEE TEXTFAB LIMITED

AUDITED CASH FLOW STATEMENT

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|--------------------------|--------------------------|
| I <u>CASH FLOW FROM OPERATING ACTIVITIES</u> | | |
| Net profit before taxation and extraordinary items | (2,06,575.00) | (3,82,639.00) |
| <u>Adjustment for:</u> | | |
| Depreciation & Amortization | 2,264.00 | 5,106.00 |
| Deferred Tax | - | - |
| Income Tax | - | - |
| Other Adjustments | - | - |
| Interest Income | (15,37,154.00) | - |
| Interest paid | | |
| Preliminary expenses | - | |
| Preoprative expenses | | |
| Dividend Income | | |
| Operating profit before working capital changes | (17,41,465.00) | (3,77,533.00) |
| <u>Changes in Working Capital</u> | | |
| Increase / (Decrease) in Trade payables | (11,02,390.00) | 4,60,206.00 |
| Increase / (Decrease) in Other Current Liabilities | | (75,690.00) |
| Increase / (Decrease) in Short term provisions | 52,500.00 | (26,885.00) |
| (Increase) / Decrease in Trade receivables | 4,30,73,162.00 | 2,90,000.00 |
| (Increase) / Decrease in Short term Loans and Advances | - | |
| (Increase) / Decrease in Long term Loans and Advances | (3,78,82,422.00) | (7,83,641.00) |
| (Increase) / Decrease in Other Current Assets | (2,20,027.00) | (2,49,274.00) |
| (Increase) / Decrease in Inventories | (57,220.00) | |
| Cash generated from Operations | 21,22,138.00 | (7,62,817.00) |
| Income Tax Paid | | |
| Net cash from operating activities (A) | 21,22,138.00 | (7,62,817.00) |
| II <u>CASH FLOW FROM INVESTING ACTIVITIES</u> | | |
| Purchase of Fixed assets | - | |
| Current Investments | - | |
| Investments | - | |
| Sale of Fixed Assets | 2,264.00 | 5,106.00 |
| Dividend Income | | |
| Interest Income | 15,37,154.00 | |
| Net cash from investing activities (B) | 15,39,418.00 | 5,106.00 |
| III <u>CASH FLOW FROM FINANCING ACTIVITIES</u> | | |
| Increase (Decrease) in Long term borrowings | - | |
| Increase (Decrease) in short term borrowings | (15,55,615.00) | 7,55,000.00 |
| INCREASE IN SHARE CAPITAL | - | |
| Deperication | (2,264.00) | (5,106.00) |
| Interst Paid | - | |
| Net cash used in financing activities [C] | (15,57,879.00) | 7,49,894.00 |
| Net increase (Decrease) in cash and cash equivalents (A+B+C) | 21,03,677.00 | (7,817.00) |
| Cash and cash equivalents at beginning of year | 1,26,317.00 | 1,34,133.00 |
| Cash and cash equivalents at end of year | 22,29,994.00 | 1,26,316.00 |
| <u>Cash and cash equivalents comprise of:</u> | | |

| | | | |
|---|--------------------|---------------------|--------------------|
| 1 | Cash in hand | 22,29,994.00 | 1,26,316.00 |
| 2 | Balance with Banks | - | |
| 3 | Current Investment | - | |
| | | 22,29,994.00 | 1,26,316.00 |

For S C Mehra & Associates LLP

Chartered Accountants

Firm Reg. No : 106156W/W100305

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Place : Hoshairpur
Date:

For Osiajee Texfab Limited

Sd/-
(Vibha Jain)
Director
DIN: 09191000

Sd/-
(Hemant Padmakar Chavan)
Chief Financial Officer

Sd/-
(Reema Saroya)
Managing Director
DIN: 08292397

Sd/-
Monika
Company Secretary

OSIAJEE TEXTFAB LIMITED

Notes to Financial Statements as at and for the year ended March 2025

| | (Amount in Rs.) | |
|--|-------------------------|-------------------------|
| | As at 31.03.2025 | As at 31.03.2024 |
| Note 3. Investments | | |
| Investment in quoted Shares | 900 | 900 |
| Investment in unquoted Shares | 31,00,000 | 31,00,000 |
| | 31,00,900 | 31,00,900 |
| Note 4. Loans | | |
| (Unsecured, considered good) | | |
| Loans | 6,72,14,291 | 2,93,31,869 |
| | 6,72,14,291 | 2,93,31,869 |
| Note 5. Other Financial Assets | | |
| Advance against office building purchase | - | - |
| | - | - |
| Note 6. Deferred Tax Assets | | |
| Deferred Tax Assets on account of: | | |
| - Unabsorbed depreciation allowance | 2,726 | 2,726 |
| | 2,726 | 2,726 |
| Note 7. Other Non Current Assets | | |
| Tax Deducted at sources | 2,84,676 | 1,30,960 |
| Advance against Expenses | - | - |
| | 2,84,676 | 1,30,960 |
| Note 8. Trade Receivables | | |
| (Unsecured considered good) | | |
| Outstanding for a period exceeding 90 days | - | 4,30,73,162 |
| Other | - | - |
| | - | 4,30,73,162 |
| Note 9. Cash and Cash Equivalents | | |
| Balances with Scheduled Bank | 21,52,882 | 49,204 |
| Cash on Hand | 77,113 | 77,113 |
| | 22,29,994 | 1,26,317 |
| Note 10. Current Tax Assets | | |
| Balance with Government Authorities | - | - |
| | - | - |
| Note 11. Other Current Assets | | |
| GST Input | 4,25,224 | 3,58,913 |
| GST Refund | - | - |
| Cheque deposited but not cleared | - | - |
| | 4,25,224 | 3,58,913 |
| Note 14. Borrowings | | |
| Short Term Borrowings - Loans | 1,70,000 | 17,25,615 |
| | 1,70,000 | 17,25,615 |
| Note 15. Trade Payables | | |
| Due to Micro and Small Enterprises | - | - |
| Due to Others | 2,86,570 | 13,88,960 |
| | 2,86,570 | 13,88,960 |
| Note 16. Current Tax Liabilities | | |
| Provision for tax | 23,99,111 | 23,99,111 |
| | 23,99,111 | 23,99,111 |
| Note 17. Other Current Liabilities | | |
| Other Payable | 11,09,086 | 10,56,586 |
| | 11,09,086 | 10,56,586 |

OSIAJEE TEXFAB LIMITED

Notes to Financial Statements as at and for the year ended March 2025

(Amount in Rs.)

| | As at 31.03.2025 | As at 31.03.2024 |
|--|---------------------|------------------|
| Note 18. Revenue from Operations | | |
| Sales | - | - |
| Other Operating Income | - | - |
| | <u>-</u> | <u>-</u> |
| Note 19. Other Income | | |
| Dividend Income | - | - |
| Interest Income | 15,37,154.00 | 7,09,601 |
| Rebate & Discount | 15,200.00 | - |
| | <u>15,52,354.00</u> | <u>7,09,601</u> |
| Note 20. Purchase of Stock In Trade | | |
| Purchases | - | - |
| | <u>-</u> | <u>-</u> |
| Note 21. Change in Inventories of Stock-In-Trade | | |
| Inventory at the Beginning | 1,52,184 | 1,52,184 |
| Purchase During the year | 57,220 | - |
| Inventory at the End | 2,09,404 | 1,52,184 |
| | <u>0</u> | <u>-</u> |
| Note 22. Employees Benefit Expenses | | |
| Salaries and Bonus | - | 1,80,000 |
| Staff Welfare | - | - |
| Remuneration to Director | - | - |
| | <u>-</u> | <u>1,80,000</u> |
| Note 23. Other Expenses | | |
| Bank Charges | 10,232 | 5,975 |
| Listing Fees | - | - |
| Advertisement & Sales Promotion Expenses | 18,949 | 70,637 |
| Director Sitting Fees | - | - |
| Director Remuneration | - | - |
| Accounting Charges | - | - |
| Annual Custody Fees (NSDL) | - | 22,500 |
| BSE Listing Expenses | 12,25,539 | 3,25,000 |
| Legal & Professional Charges | 1,38,410 | 1,05,874 |
| Printing, Stationery | 266 | - |
| Postage & Courier | - | - |
| Charges- Monitoring Foreign Investment Unit | - | - |
| CDSL Issuer Fees | 23,600 | 56,642 |
| Annual Listing & Interest Fees | - | - |
| Interest | - | 986 |
| Consulatncy Charges | - | 24,500 |
| CDSL SMS Charges | - | - |
| Labour | 5,000 | - |
| NSDL Charges | - | - |
| Rent | - | - |
| Software | - | - |
| Fees & Taxes | 7,167 | 10,019 |
| Fine & Penalty | - | - |
| Amount Written Off | - | - |
| Moniotoring Forign Charges | - | 10,000 |
| Professional Charges | - | - |
| Audit Fees | 3,27,500 | 2,75,000 |
| Trademark Fee | - | - |
| Round off | 1 | - |
| | <u>17,56,664</u> | <u>9,07,134</u> |
| Note 24. Earning Per Share | | |
| Basis for calculation of Basic and Diluted Earnings per share is as under: | | |
| Profit after tax (Rs.) | -2,06,575 | -3,82,639 |
| Weighted Average Number of Equity Shares (Nos) | 54,00,000 | 54,00,000 |
| Face Value of each Equity Share (Rs.) | 10 | 10 |
| Basic and Diluted Earning Per Equity Share (Rs.) | -0.0383 | -0.0709 |

OSIAJEE TEXTFAB LIMITED

Accompanying Notes to the Financial Statements as at year ended March 2025

Note 2. Property, Plant and Equipment

(Amount in Rs.)

| | Computer | Furniture & Fixture | Office Equipment | Total |
|---------------------------------------|-----------------|------------------------------------|-----------------------------|-----------------|
| Balance as at 31st March, 2022 | 1,61,650 | 1,67,908 | 43,540 | 3,73,098 |
| Additions | - | - | - | - |
| Disposals | - | - | - | - |
| Reclassification as held for sale | - | - | - | - |
| Balance as at 31st March, 2023 | 1,61,650 | 1,67,908 | 43,540 | 3,73,098 |
| Additions | | | | |
| Disposals | | | | |
| Reclassification as held for sale | | | | |
| Balance as at 31st March, 2024 | 1,61,650 | 1,67,908 | 43,540 | 3,73,098 |
| Additions | | | | |
| Disposals | | | | |
| Reclassification as held for sale | | | | |
| Balance as at 31st March, 2025 | 1,61,650 | 1,67,908 | 43,540 | 3,73,098 |
| Accumulated Depreciation | | | | |
| Reclassification as held for sale | - | - | - | - |
| Balance as at 31st March, 2021 | 1,42,272 | 1,56,711 | 27,493 | 3,26,476 |
| Additions | 5,476 | 2,344 | 1,552 | 9,372 |
| Disposals | - | - | - | - |
| Reclassification as held for sale | - | - | - | - |

| | | | | |
|---------------------------------------|-----------------|-----------------|---------------|-----------------|
| Balance as at 31st March, 2022 | 1,47,748 | 1,59,055 | 29,045 | 3,35,848 |
| Additions | 4,607 | 1,146 | 1,787 | 7,541 |
| Disposals | - | - | - | - |
| Reclassification as held for sale | - | - | - | - |
| Balance as at 30th sep , 2022 | 1,52,355 | 1,60,201 | 30,832 | 3,43,389 |
| Additions | 4,607 | 1,146 | 1,787 | 7,541 |
| Disposals | - | - | - | - |
| Reclassification as held for sale | - | - | - | - |
| Balance as at 31st March 2023 | 1,56,962 | 1,61,347 | 32,619 | 3,50,930 |
| Additions | 2,812 | 656 | 1,638 | 5,106 |
| Disposals | - | - | - | - |
| Reclassification as held for sale | - | - | - | - |
| Balance as at 31st March 2024 | 1,59,774 | 1,62,003 | 34,257 | 3,56,036 |
| Additions | 282 | 590 | 1,392 | 2,264 |
| Disposals | | | | |
| Reclassification as held for sale | | | | |
| Balance as at 31st March 2025 | 1,60,056 | 1,62,593 | 35,649 | 3,58,300 |
| Net carrying amount | | | | |
| Balance as at 31st March, 2022 | 13,902 | 8,853 | 14,495 | 37,250 |
| Balance as at 31 st March 2023 | 4,688 | 6,560 | 10,920 | 22,168 |
| Balance as at 31 st March 2024 | 1,876 | 5,905 | 9,283 | 17,062 |
| Balance as at 31 st March 2025 | 1,594 | 5,315 | 7,891 | 14,798 |

OSIAJEE TEXTFAB LIMITED

Notes to Financial Statements as at and for the year ended March 2025

Note 12. Equity Share Capital**(Amount in Rs)**

| | As at 31.03-2025 | As at 31.03.2024 |
|--|-------------------------|-------------------------|
| Authorised | | |
| 10,000,000 [31st March 2024: 100,000,000 and 31st March 2023: 60,000,000] Equity Shares of Rs. 10 each | 6,00,00,000 | 6,00,00,000 |
| Issued, Subscribed and Fully Paid up | | |
| 5,400,000 [31st March 2024: 54,000,000 and 31st March 2023: 54,000,000] Equity Shares of Rs. 10 each | 5,40,00,000 | 5,40,00,000 |
| | 5,40,00,000 | 5,40,00,000 |

A. Reconciliation of the number of shares

| Equity Shares | As at 31st March 2025 | | As at 31st March 2024 | |
|--|------------------------------|-------------|------------------------------|-------------|
| | Number of Shares | Amount | Number of Shares | Amount |
| Balance as at the beginning of the quarter | 5400000 | 5,40,00,000 | 5400000 | 5,40,00,000 |
| Balance as at the end of the quarter | 5400000 | 5,40,00,000 | 5400000 | 5,40,00,000 |

B. Details of equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company

| Name of Shareholder | As at 31 st March 2025 | | As at 31st March 2024 | |
|----------------------------|-------------------------------|---------------------|------------------------------|---------------------|
| | Nos. | % of Holding | Nos. | % of Holding |
| Manish Chanda | | | | |
| Reema Saroya | 676029 | 12.52 | 676029 | 12.52 |
| Navraav Electro Limited | 344725 | 6.38 | 344725 | 6.38 |
| Total | 1020754 | 18.9 | 1020754 | 18.9 |

C. Terms/ Rights Attached to the Equity Shares

The Company has only one class of Equity Shares having a par value of Rs. 10 per share. Each holder of Equity shares is entitled to one vote per share.

Statement of changes in Equity for the year ended March 2025

| A. EQUITY SHARE CAPITAL | | Notes | (Amount in Rs) |
|--|-------------------------------|-------------------|-----------------|
| As at 31st Mar 2022 | | | 5,40,00,000 |
| Changes in equity share capital | | | - |
| As at 31st March, 2023 | | | 5,40,00,000 |
| Changes in equity share capital | | | - |
| As at 31st March, 2024 | | | 5,40,00,000 |
| Changes in equity share capital | | | - |
| B. OTHER EQUITY (Amount in Rs) | | | |
| | Reserve & Surplus | | |
| | Securities Premium Reserve | Retained Earnings | Total |
| Balance as at 31st March, 2021 | 0 | 1,62,53,781 | 1,62,53,781 |
| Balance as at 1st April, 2021 | 0 | 1,62,53,781 | 1,62,53,781 |
| Profit for the year | 0 | 1,54,517 | 1,54,517 |
| Other comprehensive income for the year | 0 | - | - |
| Total comprehensive income for the year | 0 | 1,54,517 | 1,54,517 |
| Balance as at 31st March, 2022 | 0 | 1,64,08,298 | 1,64,08,298 |
| Profit for the year | 0 | 2,38,160 | 2,38,160 |
| Dividend Declared & Paid | | -5,40,000 | -5,40,000 |
| Other comprehensive income for the quarter | 0 | - | - |
| Total comprehensive income for the quarter | 0 | -3,01,840 | -3,01,840 |
| Balance as at 31st March 2023 | 0 | 1,61,06,458 | 1,61,06,458 |
| Profit for the year | 0 | -3,82,639 | -3,82,639 |
| Dividend Declared & Paid | | | |
| Other comprehensive income for the quarter | 0 | - | - |
| Total comprehensive income for the quarter | 0 | -3,82,639 | -3,82,639 |
| Balance as at 31 st March 2024 | 0 | 1,57,23,820 | 1,57,23,820 |
| Profit for the year | 0 | -2,06,575 | -2,06,575 |
| Dividend Declared & Paid | | | |
| Other comprehensive income for the quarter | 0 | - | - |
| Total comprehensive income for the quarter | 0 | -2,06,575 | -2,06,575 |
| Balance as at 31 st March 2025 | 0 | 1,55,17,245 | 1,55,17,245 |

OSIAJEE TEXTFAB LIMITED

Notes to Financial Statements as at and for the year ended March 2025

Note 13. OTHER EQUITY

(Amount in Rs)

| | Reserve & Surplus | | |
|---|---|------------------------------|--------------------|
| | Securities Premium Reserve | Retained Earnings | Total |
| Balance as at 31st March, 2021 | - | 1,62,53,781 | 1,62,53,781 |
| Profit for the year | - | 1,54,517 | 1,54,517 |
| Dividend Paid | - | | |
| Total comprehensive income for the year | - | 1,54,517 | 1,54,517 |
| Balance as at 31st March, 2022 | - | 1,64,08,298 | 1,64,08,298 |
| Profit for the year | - | 2,38,160 | 2,38,160 |
| Dividend Paid | - | -5,40,000 | -5,40,000 |
| Total comprehensive income for the quarter | - | -3,01,840 | -3,01,840 |
| Balance as at 31st March 2023 | - | 1,61,06,458 | 1,61,06,458 |
| Profit for the year | - | -3,82,639 | -3,82,639 |
| Dividend Paid | - | | |
| Total comprehensive income for the year March 2024 | - | 1,57,23,820 | 1,57,23,820 |
| Profit for the year | - | -2,06,575 | -2,06,575 |
| Dividend Paid | - | | |
| Total comprehensive income for the year March 2024 | - | 1,55,17,245 | 1,55,17,245 |

OSIAJEE TEXTFAB LIMITED

Notes to Financial Statements as at and for the year ended March 2025

Note 25. Fair Value

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments

| | (Amount in Rs.) | |
|---|-----------------------------|-----------------------------|
| | Carrying Value | |
| | As at 31.03-2025 | As at 31.03.2024 |
| Financial Assets | | |
| Investments | 31,00,900 | 31,00,900 |
| Loans | | |
| - Loans & Advances to others | | |
| - Loans & Advances to others | 6,72,14,291 | 2,93,31,869 |
| Other Financial Assets | - | - |
| Trade Receivables | - | 4,30,73,162 |
| Cash & Cash equivalents | 22,29,994 | 1,26,317 |
| Total | 7,25,45,185 | 7,56,32,247 |
| Financial Liabilities | | |
| Borrowings | 1,70,000 | 17,25,615 |
| Trade Payables | | |
| - Trade Payables to others | 2,86,570 | 13,88,960 |
| Other Financial Liabilities | | |
| - Other Payables | 11,09,086 | 10,56,586 |
| Total | 15,65,657 | 41,71,162 |

The management assessed that Carrying Values approximate their fair value largely due to the short-term maturities of these instruments, hence the same has not been disclosed.

26. Related Party Transactions

Name of related parties in Transactions with group and description of relat

| Name of Related Party | Description of Relationship |
|----------------------------|---------------------------------|
| Mr. Vibha Jain | Wholetime Director |
| Ms. Reema Saroya | Managing Director |
| Osiajee Agro Farms Limited | Wholly Owned Subsidiary Company |

27. Transaction with Related Parties during the Year unde

| Name of Related Party | Nature of Transaction | Value of Transactions During the Year | repayment | Closing Balance for the Year ending March 31, 2025 | Closing Balance for the Year ending March 31, 2024 |
|----------------------------|-----------------------|---------------------------------------|-----------|--|--|
| Mr. Vibha Jain | Remuneration Payable | - | | 2.4 | 2.4 |
| Ms. Reema Saroya | Unsecured Loan | 19.23 | 34.78 | 0 | 15.55 |
| Osiajee Agro Farms Limited | Unsecured Loan | 419.38 | 69.84 | 515.7 | 166.16 |
| KT Investment | Rent Payable | 0 | 0 | 1.8 | 1.8 |

iting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable ge

28. Capital Risk Management

The Group aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors

29. Contingent Liabilities: Nil (Previous Year – Nil)

30. Financial risk management objectives and policies

The Group's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk.

The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities. The Group generally doesn't have collateral.

Trade Receivables and Security Deposits

Customer credit risk is managed by business through the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables and security deposits are regularly monitored.

Liquidity Risk

The Group's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The Group has no outstanding bank borrowings. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

31. Certain Balances of parties under sundry debtors, creditors, loans and advances are subject to confirmations/reconciliation.

32. There was no expenditure/earning in Foreign Currency during the year.

For S C Mehra & Associates LLP

Chartered Accountants

Firm Reg. No : 106156W/W100305

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Place : Hoshiarpur
Date:30.05.2025

Sd/-
(Vibha Jain)
Director
DIN: 09191000

Sd/-
(Hemant Padmakar Chavan)
Chief Financial Officer

For Osiajee Texfab Limited

Sd/-
(Reema Saroya)
Managing Director
DIN: 08292397

Sd/-
(Moinka)
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of **Osiajee Texfab Limited**

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Osiajee Texfab Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries), (refer Note 1 to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2025, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements ("the financial statements") give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

We have determined that there are no key audit matters to be communicated in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management discussion and analysis, report on corporate governance, directors' report, etc. but does not include the consolidated financial statements and our auditors report thereon

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

Responsibilities of management and those charged with governance for the consolidated financial statements.

The accompanying consolidated financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the consolidated 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 standards on auditing specified under Section 143(10) of the Act 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 control 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 systems 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 Board of Directors 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 misstatement in the consolidated 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 misstatement in the Financial Statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or

regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

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

Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report, to the extent applicable that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying consolidated financial statements.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The consolidated financial statements dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act,
- e) On the basis of the written representations received from the directors as on 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 with reference to financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate Report in Annexure B wherein we have expressed an unmodified opinion; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 as at 31st March 2025 in the consolidated 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. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
 - a. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - b. no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and
 - c. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. In our opinion and according to the information and explanations given to us, No Dividend declared or paid during the year by the company under section 123 of the Companies Act, 2013.

- v. Based on our examination subsidiary companies, associate companies and joint venture companies incorporated in India whose financial statements have been audited under the Act, the Parent Company, its subsidiary companies, associate companies and joint venture companies incorporated in India have used accounting software(s) for maintaining their respective books of account for the financial year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s).

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No.106156W

Sd/-
CA S C Mehra
Partner
M. No. 039730
Place: Mumbai
Date: 30-05-2025
UDIN:25039730BMHZMA5234

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 18 of the Independent Auditors' Report of even date to the members of Osiajee Texfab Limited on the Consolidated Financial Statements as of and for the year ended March 31, 2025.

As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the standalone/consolidated financial statements of the respective companies included in the Consolidated Financial Statements:

| Sr No | Name of the Company (CIN) | Relationship with the holding company | Date of the respective auditors Report | Para Number in the respective CARO reports |
|-------|---|---------------------------------------|--|--|
| 1 | Osiajee Texfab Ltd (CIN: L17299GJ1995PLC024606) | Parent Company | 30-05-2025 | 7(a) |
| 2 | Osiajee Agro Farm Limited (CIN:U01100PB2021PLC054356) | Subsidiary Company | 30-05-2025 | NIL |

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No.106156W

Sd/-
CA S C Mehra
Partner
M. No. 039730
Place: Mumbai
Date: 30-05-2025
UDIN: 25039730BMHZMA5234

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF Osiajee Tefab Limited

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

Independent Auditor's Report on the internal financial controls with reference to the consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Osiajee Tefab Limited (hereinafter referred to as "the Holding Company") and its subsidiary company as of that date. Reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to consolidated financial statements is not applicable to one subsidiary, namely Osiajee Agro Farm Limited, pursuant to MCA notification GSR 583(E) dated 13 June 2017.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

error.

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

Meaning of Internal Financial Controls With Reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 with Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such controls were operating effectively as at 31st March 2023, based on the internal financial controls with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S C Mehra & Associates LLP

Chartered Accountants

Firm Registration No.106156W

Sd/-

CA S C Mehra

(Partner)

Place: Mumbai

Date: 30-05-2025

M. No. 039730

UDIN: 25039730BMHZMA5234

OSIAJEE TEXTFAB LIMITED (Consolidated)

Consolidated Audited Balance Sheet as at March 2025

| (Amount in Rs) | | | |
|---|-------|---------------------|---------------------|
| | Notes | As at 31.03-2025 | As at 31.03.2024 |
| ASSETS | | | |
| Non - Current Assets | | | |
| Property, Plant and Equipment | 2 | 4,10,21,558 | 5,01,91,204 |
| Capital work in Progress | | | |
| Investment Properties | | | |
| Goodwill | | | |
| Other Intangible Assets | | | |
| Intangible assets under development | | | |
| Investments accounted for using the equity Method | | | |
| Financial Assets | | | |
| i) Investments | 3 | 40,28,859 | 42,80,900 |
| ii) Loans | 4 | 7,37,62,390 | 4,01,02,930 |
| iii) Other Financial Assets | 5 | - | - |
| Deferred Tax Assets | 6 | 2,726 | 2,726 |
| Other non-current assets | 7 | 3,09,138 | 1,31,822 |
| Total non-current assets | | 11,91,24,670 | 9,47,09,582 |
| Current Assets | | | |
| Inventories | | 2,52,78,384 | 2,69,39,584 |
| Financial Assets | | | |
| i) Investments | | | |
| ii) Trade Receivables | 8 | - | 4,30,73,163 |
| iii) Cash and Cash equivalents | 9 | 2,93,14,984 | 60,93,974 |
| iv) Bank balance other than (iii) above | | | |
| v) Loans | | - | - |
| vi) Other financial assets | | - | - |
| Current Tax Assets | 10 | - | - |
| Other Current Assets | 11 | 4,25,224 | 3,58,913 |
| Total current assets | | 5,50,18,591 | 7,64,65,634 |
| TOTAL ASSETS | | 17,41,43,262 | 17,11,75,216 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity Share Capital | 12 | 5,40,00,000 | 5,40,00,000 |
| Other Equity | 13 | 9,56,70,426 | 4,56,26,102 |
| Total Equity | | 14,96,70,426 | 9,96,26,102 |
| LIABILITIES | | | |
| Non Current Liabilities | | | |
| Financial liabilities | | | |
| i) Borrowings | | 1,57,09,801 | 2,63,92,538 |
| ii) Other Financial Liabilities | | - | - |
| Provisions | | - | - |
| Employee benefit obligations | | - | - |

| | | | |
|--------------------------------------|----|----------------------------|----------------------------|
| Deferred Tax Liabilities | | - | - |
| Government grants | | - | - |
| Other non-current liabilities | | - | - |
| Total non-current liabilities | | <u>1,57,09,801</u> | <u>2,63,92,538</u> |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| i) Borrowings | 14 | 38,48,368 | 3,41,08,368 |
| ii) Trade Payables | 15 | 8,56,794 | 22,21,551 |
| iii) Other Financial Liabilities | | - | - |
| Provisions | | - | - |
| Employee benefits obligations | | - | - |
| Government grants | | - | - |
| Current tax liabilities | 16 | 23,99,111 | 23,99,111 |
| Other Current Liabilities | 17 | 16,58,761 | 64,27,546 |
| Total current liabilities | | <u>87,63,034</u> | <u>4,51,56,576</u> |
| TOTAL LIABILITIES | | <u>2,44,72,835</u> | <u>7,15,49,114</u> |
| TOTAL EQUITY AND LIABILITIES | | <u>17,41,43,262</u> | <u>17,11,75,216</u> |

The accompanying notes are an integral part of the Financial Statements.

For S C Mehra & Associates LLP

Chartered Accountants

Firm Reg. No : 106156W/W100305

For Osiajee Texfab Limited

Sd/-

(CA S C Mehra)

Partner

M. No: 039730

Sd/-

(Vibha Jain)

Director

DIN: 09191000

Sd/-

(Reema Saroya)

Managing Director

DIN: 08292397

Sd/-

(Hemant Padmakar Chavan)

Chief Financial Officer

Sd/-

Monika

Company Secretary

Place : Hoshairpur

Date: 30.05.2025

OSIAJEE TEXTFAB LIMITED (Consolidated)**Statement of Profit and Loss Account for the quarter ended March 2025****(Amount in Rs.)**

| | Notes | As at 31.03-2025 | As at 31.03.2024 |
|---|-------|---------------------------|---------------------------|
| Income | | | |
| Revenue from Operations | 18 | 7,09,09,879 | 2,37,67,797 |
| Other Income | 19 | 2,65,208 | 7,09,601 |
| Total Income | | <u>7,11,75,087</u> | <u>2,44,77,398</u> |
| Expense | | | |
| Purchases of Stock-In-Trade | 20 | 57,220 | 1,02,47,500 |
| Change In Inventories of Stock In Trade | 21 | 16,61,200 | -87,62,900 |
| Employees Benefit Expenses | 22 | 36,96,056 | 14,25,845 |
| Finance Cost | | - | - |
| Depreciation and Amortisation Expense | 2 | 3,90,896 | 3,77,524 |
| Other Expenses | 23 | 1,53,25,390 | 95,43,163 |
| Total Expenses | | <u>2,11,30,762</u> | <u>1,28,31,132</u> |
| Profit / (Loss)Before Tax | | 5,00,44,325 | 1,16,46,266 |
| Tax expense | | | |
| Current Tax | | - | - |
| Deferred Tax | | - | - |
| Profit / (Loss) for the period | | 5,00,44,325 | 1,16,46,266 |
| Other Comprehensive Income | | | |
| Total Comprehensive Income / (Loss) for the period | | <u>5,00,44,325</u> | <u>1,16,46,266</u> |
| Earnings per equity share: | 24 | | |
| Basic and Diluted | | 9.2675 | 2.1567 |
| [Face Value Rs. 10 each] | | | |
| Summary of Significant Accounting Policies | 1 | | |

The accompanying notes are an integral part of to the Financial Statements

For S C Mehra & Associates LLP

Chartered Accountants

Firm Reg. No : 106156W/W100305

For Osiajee Textfab Limited

Sd/-

(CA S C Mehra)

Partner

M. No: 039730

Sd/-

(Vibha Jain)

Director

DIN: 09191000

Sd/-

(Reema Saroya)

Managing Director

DIN: 08292397

Sd/-

(Hemant Padmakar Chavan)

Chief Financial Officer

Sd/-

Monika

Company Secretary

Place : Hoshiarpur

Date: 30.05.2025

OSIAJEE Tex Fab
1043-1043, BAHADURPUR GATE ROAD, HOSHIARPUR
AUDITED CASH FLOW STATEMENT

| Particulars | Year ended March 2025 | Year ended March 2024 |
|---|--------------------------|--------------------------|
| I CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before taxation and extraordinary items | 5,00,44,325.00 | 1,16,51,372.00 |
| <u>Adjustment for:</u> | | |
| Depreciation & Amortization | 3,90,896.00 | 3,72,418.00 |
| Deferred Tax | - | - |
| Income Tax | - | - |
| Other Adjustments | - | - |
| Interest Income | (1,74,019.00) | - |
| Interest paid | 27,30,387.00 | 23,41,795.00 |
| Preliminary expenses | - | - |
| Preoprative expenses | | |
| Dividend Income | | |
| Operating profit before working capital changes | 5,29,91,589.00 | 1,43,65,585.00 |
| <u>Changes in Working Capital</u> | | |
| Increase / (Decrease) in Trade payables | (13,64,757.00) | (31,20,553.00) |
| Increase / (Decrease) in Other Current Liabilities | (47,68,785.00) | (31,615.00) |
| Increase / (Decrease) in Short term provisions | | |
| (Increase) / Decrease in Trade receivables | 4,30,73,163.00 | 2,90,000.00 |
| (Increase) / Decrease in Short term Loans and Advances | (3,36,59,460.00) | (23,78,052.00) |
| (Increase) / Decrease in Long term Loans and Advances | | |
| (Increase) / Decrease in Other Current Assets | (2,43,626.00) | (1,78,314.00) |
| (Increase) / Decrease in Inventories | 16,61,200.00 | (87,62,900.00) |
| Cash generated from Operations | 5,76,89,324.00 | 1,84,151.00 |
| Income Tax Paid | | |
| Net cash from operating activities (A) | 5,76,89,324.00 | 1,84,151.00 |
| II CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed assets | | (1,40,86,545.00) |
| Current Investments | | |
| Investments | 2,52,041.00 | |
| Sale of Fixed Assets | 91,69,646.00 | |
| Dividend Income | | |
| Interest Income | 1,74,019.00 | |
| Net cash from investing activities (B) | 95,95,706.00 | (1,40,86,545.00) |
| III CASH FLOW FROM FINANCING ACTIVITIES | | |
| Increase (Decrease) in Long term borrowings | (3,02,60,000.00) | 75,16,026.00 |
| Increase (Decrease) in short term borrowings | (1,06,82,737.00) | 91,64,534.00 |
| INCREASE IN SHARE CAPITAL | | |
| Deperication | (3,90,896.00) | |
| Interst Paid | (27,30,387.00) | (23,41,795.00) |
| Net cash used in financing activities [C] | (4,40,64,020.00) | 1,43,38,765.00 |
| Net increase (Decrease) in cash and cash equivalents (A+B+C) | 2,32,21,010.00 | 4,36,371.00 |
| Cash and cash equivalents at beginning of year | 60,93,974.00 | 56,57,603.00 |
| Cash and cash equivalents at end of year | 2,93,14,984.00 | 60,93,974.00 |
| <u>Cash and cash equivalents comprise of:</u> | | |

| | | | |
|---|--------------------|-----------------------|---------------------|
| 1 | Cash in hand | 2,93,14,984.00 | 60,93,974.00 |
| 2 | Balance with Banks | | |
| 3 | Current Investment | - | |
| | | 2,93,14,984.00 | 60,93,974.00 |

For S C Mehra & Associates LLP

Chartered Accountants

Firm Reg. No : 106156W/W100305

Sd/-

(CA S C Mehra)

Partner

M. No: 039730

Place : Hoshairpur

Date: 30.05.2025

For Osiajee Texfab Limited

Sd/-

(Vibha Jain)

Director

DIN: 09191000

Sd/-

(Hemant Padmakar Chavan)

Chief Financial Officer

Sd/-

(Reema Saroya)

Managing Director

DIN: 08292397

Sd/-

Monika

Company Secretary

OSIAJEE TEXFAB LIMITED (Consolidated)

Notes to Financial Statements as at and for the year ended March 202

(Amount in Rs.)**As at 31.03.2025s at 31.03.202****Note 3. Investments**

| | | |
|-------------------------------|------------------|------------------|
| Investment in quoted Shares | 900 | 900 |
| Investment in Term Deposits | 10,27,959 | 12,80,000 |
| Investment in unquoted Shares | 30,00,000 | 30,00,000 |
| | 40,28,859 | 42,80,900 |

Note 4. Loans

(Unsecured, considered good)

| | | |
|-------|--------------------|--------------|
| Loans | 7,37,62,390 | 4,01,02,930 |
| | 7,37,62,390 | ##### |

Note 5. Other Financial Assets

| | | |
|--|----------|----------|
| Advance against office building purchase | - | - |
| | - | - |

Note 6. Deferred Tax Assets

Deferred Tax Assets on account of:

| | | |
|-------------------------------------|--------------|--------------|
| - Unabsorbed depreciation allowance | 2,726 | 2,726 |
| | 2,726 | 2,726 |

Note 7. Other Non Current Assets

| | | |
|--------------------------|-----------------|-----------------|
| Tax Deducted at sources | 3,08,776 | 1,31,460 |
| Advance against Expenses | 362 | 362 |
| | 3,09,138 | 1,31,822 |

Note 8. Trade Receivables

(Unsecured considered good)

| | | |
|---|----------|--------------|
| Outstanding for a period exceeding 3 months | - | 4,30,73,163 |
| Other | - | - |
| | - | ##### |

Note 9. Cash and Cash Equivalents

| | | |
|------------------------------|--------------------|------------------|
| Balances with Scheduled Bank | 1,06,50,779 | 49,204 |
| Cash on Hand | 1,86,64,205 | 60,44,770 |
| | 2,93,14,984 | 60,93,974 |

Note 10. Current Tax Assets

| | | |
|-------------------------------------|----------|----------|
| Balance with Government Authorities | - | - |
| | - | - |

Note 11. Other Current Assets

| | | |
|----------------------------------|-----------------|-----------------|
| GST Input | 4,25,224 | 3,58,913 |
| GST Refund | - | - |
| Cheque deposited but not cleared | - | - |
| | 4,25,224 | 3,58,913 |

Note 14. Borrowings

| | | |
|-------------------------------|------------------|--------------|
| Short Term Borrowings - Loans | 35,73,367 | 1,74,91,499 |
| Borrowing Unsecured Loans | 2,75,001 | 1,66,16,869 |
| | 38,48,368 | ##### |

Note 15. Trade Payables

| | | |
|------------------------------------|-----------------|------------------|
| Due to Micro and Small Enterprises | - | - |
| Due to Others | 8,56,794 | 22,21,551 |
| | 8,56,794 | 22,21,551 |

Note 16. Current Tax Liabilities

| | | |
|-------------------|------------------|------------------|
| Provision for tax | 23,99,111 | 23,99,111 |
| | 23,99,111 | 23,99,111 |

Note 17. Other Current Liabilities

| | | |
|---------------|------------------|------------------|
| Other Payable | 16,58,761 | 64,27,546 |
| | 16,58,761 | 64,27,546 |

OSIAJEE TEXTFAB LIMITED (Consolidated)

Notes to Financial Statements as at and for the year ended March 2025

(Amount in Rs.)

| | As at 31.03.2025 | As at 31.03.2024 |
|---|--------------------|--------------------|
| Note 18. Revenue from Operations | | |
| Sales | 7,08,57,079 | 2,29,46,947 |
| Sale of leaf and grass | 52,800 | 8,20,850 |
| | 7,09,09,879 | 2,37,67,797 |
| Note 19. Other Income | | |
| Interest Subsidy | 75,989 | - |
| Interest Income | 1,74,019 | 7,09,601 |
| Rebate & Discount | 15,200 | - |
| | 2,65,208 | 7,09,601 |
| Note 20. Purchase of Stock In Trade | | |
| Purchases | 57,220 | 1,02,47,500 |
| | 57,220 | 1,02,47,500 |
| Note 21. Change in Inventories of Stock-In-Trade | | |
| Inventory at the Beginning | 2,69,39,584 | 1,81,76,684 |
| Inventory at the End | 2,52,78,384 | 2,69,39,584 |
| | 16,61,200 | -87,62,900 |
| Note 22. Employees Benefit Expenses | | |
| Salaries and Bonus | 36,96,056 | 14,25,845 |
| Staff Welfare | - | - |
| Remuneration to Director | - | - |
| | 36,96,056 | 14,25,845 |
| Note 23. Other Expenses | | |
| Bank Charges | 1,16,918 | 1,66,745 |
| Agriculture Expenses | 92,88,165 | 13,83,072 |
| Advertisement & Sales Promotion Expenses | 2,40,303 | 1,23,727 |
| Director Sitting Fees | - | - |
| Director Remuneration | - | - |
| Interest Expenses | - | - |
| Annual Custody Fees (NSDL) | - | 22,500 |
| BSE Listing Expenses | 12,25,539 | 3,25,000 |
| Legal & Professional Charges | 1,78,910 | 4,54,550 |
| Land Leveling Expenses | - | - |
| Postage & Courier | - | - |
| Charges- Monitoring Foreign Investment | - | - |
| Unit | - | - |
| CDSL Issuer Fees | 23,600 | 56,643 |
| Insurance | 1,408 | 2,301 |
| Bank Interest | 27,30,387 | 23,42,781 |
| Consulatncy Charges | - | 24,500 |
| CDSL SMS Charges | - | - |
| Labour | 5,000 | - |
| NSDL Charges | - | - |
| Rent | - | - |
| Stamp | 27,480 | - |
| Fees & Taxes | - | 10,019 |
| Repair Expenses | - | 2,008 |
| Printing & Stationary | 532 | 4,078 |
| Processing Fees | - | 2,86,752 |
| Fees & Taxes | 7,167 | 27,080 |
| Misc Expenses | - | 36,486 |
| Amount Written Off | - | - |
| Tractor Expenses | 3,27,480 | 78,720 |
| Spare Parts | - | - |
| Travelling Expenses | - | 1,600 |
| Interest Against Unsecured Loans | - | 7,09,601 |
| Monitoring Foreign Charges | - | 10,000 |
| Lease Rent | 8,00,000 | 32,00,000 |
| Audit Fees | 3,52,500 | 2,75,000 |
| Seed Expenses | - | - |
| Round off | 1 | - |
| | 1,53,25,390 | 95,43,163 |

Note 24. Earning Per Share

Basis for calculation of Basic and Diluted Earnings per share is as under:

| | | |
|--|-------------|-------------|
| Profit after tax (Rs.) | 5,00,44,325 | 1,16,46,266 |
| Weighted Average Number of Equity Shares (Nos) | 54,00,000 | 54,00,000 |
| Face Value of each Equity Share (Rs.) | 10 | 10 |
| Basic and Diluted Earning Per Equity Share (Rs.) | 9.2675 | 2.1567 |

OSIAJEE TEXTFAB LIMITED (Consolidated)

Accompanying Notes to the Financial Statements as at year ended March 2024

Note 2. Property, Plant and Equipment

(Amount in Rs.)

| | Computer | Furniture & Fixture | Office Equipment | Land | Advance Against Land | Agriculture Implemnets | Total |
|--|-----------------|---------------------|------------------|-----------------------|-----------------------|------------------------|-----------------------|
| Gross Carrying amount | | | | | | | |
| Deemed Cost as at 1st April, 2021 | 1,61,650 | 1,67,907 | 43,540 | | | | 3,73,097.00 |
| Additions | - | - | - | | | | - .00 |
| Disposals | - | - | - | | | | - .00 |
| Reclassification as held for sale | - | - | - | | | | - .00 |
| Balance as at 31st March, 2022 | 1,61,650 | 1,67,907 | 43,540 | | | | 3,73,097.00 |
| Additions | - | - | - | 4,17,83,148.00 | 1,82,07,362 | 10,86,500 | 6,10,77,010 |
| Disposals | - | - | - | 2,41,81,698.00 | | | 2,41,81,698 |
| Reclassification as held for sale | - | - | - | | | | - |
| Balance as at 31st March, 2023 | 1,61,650 | 1,67,907 | 43,540 | 1,76,01,450.00 | 1,82,07,361.74 | 10,86,500.00 | 3,72,68,408.74 |
| Additions | - | - | - | 3,91,50,564.74 | | 31,18,520.00 | 4,22,69,084.74 |
| Disposals | - | - | - | | 1,82,07,361.74 | | 1,82,07,361.74 |
| Reclassification as held for sale | - | - | - | 1,02,47,500.00 | | | 1,02,47,500.00 |
| Balance as at 31st March, 2024 | 1,61,650 | 1,67,907 | 43,540 | 4,65,04,514.74 | - .00 | 42,05,020.00 | 5,10,82,631.74 |
| Additions | - | - | - | 4,00,000.00 | | | 4,00,000.00 |
| Disposals | - | - | - | | | | - .00 |
| Reclassification as held for sale | - | - | - | 81,00,000.00 | | 10,78,750.00 | 91,78,750.00 |
| Balance as at 31st March, 2024 | 1,61,650 | 1,67,907 | 43,540 | 3,88,04,514.74 | - .00 | 31,26,270.00 | 4,23,03,881.74 |
| Accumulated Depreciation | | | | | | | |
| Balance as at 01st April 2021 | 1,42,272 | 1,56,711 | 27,493 | | | | 3,26,476 |
| Additions | 5,476 | 2,344 | 1,552 | | | | 9,372 |
| Disposals | - | - | - | | | | - |
| Reclassification as held for sale | - | - | - | | | | - |
| Balance as at 31st March, 2022 | 1,47,748 | 1,59,055 | 29,045 | | | | 3,35,848 |
| Additions | 9,215 | 2,292 | 3,574 | - | | 1,62,975.00 | 1,78,056 |
| Disposals | - | - | - | | | | - |
| Reclassification as held for sale | - | - | - | | | | - |
| Balance as at 31st March 2023 | 1,56,963 | 1,61,347 | 32,619 | - | - .00 | 1,62,975.00 | 5,13,904 |
| Additions | 2,812 | 656 | 1,638 | | | 3,72,418.00 | 3,77,524 |
| Disposals | - | - | - | | | | - |
| Reclassification as held for sale | - | - | - | | | | - |
| Balance as at 31st March 2024 | 1,59,775 | 1,62,003 | 34,257 | - | - .00 | 5,35,393.00 | 8,91,428.00 |
| Additions | 282 | 590 | 1,392 | | | 3,88,632.00 | 3,90,896 |
| Disposals | - | - | - | | | | - |
| Reclassification as held for sale | - | - | - | | | | - |
| Balance as at 31st March 2025 | 1,60,057 | 1,62,593 | 35,649 | - | - .00 | 9,24,025.00 | 12,82,324.00 |
| Net carrying amount | | | | | | | |
| Balance as at 31st March, 2021 | 19,378 | 11,196 | 16,047 | - | - | - | 46,621 |
| Balance as at 31st March, 2022 | 13,902 | 8,852 | 14,495 | - | - | - | 37,249 |
| Balance as at 31 st March 2023 | 4,687 | 6,560 | 10,921 | 1,76,01,450 | 1,82,07,362 | 9,23,525.00 | 3,67,54,505 |
| Balance as at 31 st March 2024 | 1,875 | 5,904 | 9,283 | 4,65,04,515 | - | 36,69,627.00 | 5,01,91,204 |
| Balance as at 31 st March 2024 | 1,593 | 5,314 | 7,891 | 3,88,04,515 | - | 22,02,245 | 4,10,21,558 |

OSIAJEE TEXTFAB LIMITED (Consolidated)

Notes to Financial Statements as at and for the year ended March 2025

Note 12. Equity Share Capital**(Amount in Rs)**

| | As at 31.03-2025 | As at 31.03.2024 |
|--|-------------------------|-------------------------|
| Authorised | | |
| 10,000,000 [31st March 2023: 10,0,000,000 and 1st April 2022: 60,000,000] Equity Shares of Rs. 10 each | 6,00,00,000 | 6,00,00,000 |
| Issued, Subscribed and Fully Paid up | | |
| 5,400,000 [31st March 2023: 54,000,000 and 1st April 2022: 54,000,000] Equity Shares of Rs. 10 each | 5,40,00,000 | 5,40,00,000 |
| | 5,40,00,000 | 5,40,00,000 |

A. Reconciliation of the number of shares

| Equity Shares | As at 31st March 2025 | | As at 31st March 2024 | |
|--|------------------------------|-------------|------------------------------|-------------|
| | Number of Shares | Amount | Number of Shares | Amount |
| Balance as at the beginning of the quarter | 5400000 | 5,40,00,000 | 5400000 | 5,40,00,000 |
| Balance as at the end of the quarter | 5400000 | 5,40,00,000 | 5400000 | 5,40,00,000 |

B. Details of equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company

| Name of Shareholder | As at 31 st March 2025 | | As at 31st March 2024 | |
|----------------------------|-------------------------------|---------------------|------------------------------|---------------------|
| | Nos. | % of Holding | Nos. | % of Holding |
| Manish Chanda | | | | |
| Reema Saroya | 676029 | 12.52 | 676029 | 12.52 |
| Navraav Electro Limited | 344725 | 6.38 | 344725 | 6.38 |
| Total | 1020754 | 18.9 | 1020754 | 18.9 |

C. Terms/ Rights Attached to the Equity Shares

The Company has only one class of Equity Shares having a par value of Rs. 10 per share. Each holder of Equity shares is entitled to one vote per share.

Statement of changes in Equity for the year ended March 2025

| A. EQUITY SHARE CAPITAL | Notes | (Amount in Rs) |
|---------------------------------|--------------|------------------------|
| As at 1st April, 2019 | | 5,40,00,000 |
| Changes in equity share capital | | - |
| As at 31st March, 2020 | | 5,40,00,000 |
| Changes in equity share capital | | - |
| As at 31st March, 2022 | | 5,40,00,000 |
| Changes in equity share capital | | - |
| As at 31st March, 2023 | | 5,40,00,000 |
| Changes in equity share capital | | - |
| As at 31st March 2024 | | 5,40,00,000 |
| Changes in equity share capital | | - |
| As at 31st March 2025 | | 5,40,00,000 |

B. OTHER EQUITY**(Amount in Rs)**

| | Reserve & Surplus | | |
|--|---------------------------------------|--------------------------|--------------------|
| | Securities Premium Reserve | Retained Earnings | Total |
| Balance as at 31st March, 2022 | 0 | 2,33,37,781 | 2,33,37,781 |
| Profit for the year | 0 | 1,11,82,055 | 1,11,82,055 |
| Dividend Declared & Paid | | -5,40,000 | -5,40,000 |
| Other comprehensive income for the year | 0 | - | - |
| Total comprehensive income for the year | 0 | 1,06,42,055 | 1,06,42,055 |
| Balance as at 31st March 2023 | 0 | 3,39,79,836 | 3,39,79,836 |
| Profit for the year | 0 | 1,16,46,266 | 1,16,46,266 |
| Dividend Declared & Paid | | | |
| Other comprehensive income for the year | 0 | - | - |
| Total comprehensive income for the year | 0 | 1,16,46,266 | 1,16,46,266 |
| Balance as at 31 st March 2024 | 0 | 4,56,26,102 | 4,56,26,102 |
| Profit for the year | 0 | 5,00,44,325 | 5,00,44,325 |
| Dividend Declared & Paid | | | |
| Other comprehensive income for the year | 0 | - | - |
| Total comprehensive income for the year | 0 | 5,00,44,325 | 5,00,44,325 |
| Balance as at 31 st March 2025 | 0 | 9,56,70,426 | 9,56,70,426 |

OSIAJEE TEXTFAB LIMITED (Consolidated)

Notes to Financial Statements as at and for the year ended March 2025

Note 13. OTHER EQUITY**(Amount in Rs)**

| | Reserve & Surplus | | |
|---|----------------------------------|----------------------|--------------------|
| | Securities Premium Reserve | Retained Earnings | Total |
| Balance as at 31st March, 2021 | - | 1,62,53,781 | 1,62,53,781 |
| Profit for the year | - | 70,84,000 | 70,84,000 |
| Dividend Paid | - | | |
| Total comprehensive income for the year | - | 70,84,000 | 70,84,000 |
| Balance as at 31st March, 2022 | - | 2,33,37,781 | 2,33,37,781 |
| Profit for the year | - | 1,11,82,055 | 1,11,82,055 |
| Dividend Paid | - | -5,40,000 | -5,40,000 |
| Total comprehensive income for the year | - | 1,06,42,055 | 1,06,42,055 |
| Balance as at 31st March 2023 | - | 3,39,79,836 | 3,39,79,836 |
| Profit for the year | - | 1,16,46,266 | 1,16,46,266 |
| Dividend Paid | - | | |
| Total comprehensive income for the year March 2024 | - | 4,56,26,102 | 4,56,26,102 |
| Profit for the year | - | 5,00,44,325 | 5,00,44,325 |
| Dividend Paid | - | | |
| Total comprehensive income for the year March 2025 | - | 9,56,70,426 | 9,56,70,426 |

OSIAJEE TEXTFAB LIMITED (Consolidated)

Notes to Financial Statements as at and for the year ended March 2025

Note 25. Fair Value

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments

| | (Amount in Rs.) | |
|---|------------------------|--------------------|
| | Carrying Value | |
| | As at | As at |
| | 31.03-2025 | 31.03.2024 |
| Financial Assets | | |
| Investments | 40,28,859 | 42,80,900 |
| Loans | | |
| - Loans & Advances to others | | |
| - Loans & Advances to others | 7,37,62,390 | 4,01,02,930 |
| Other Financial Assets | - | - |
| Trade Receivables | - | 4,30,73,163 |
| Cash & Cash equivalents | 2,93,14,984 | 60,93,974 |
| Total | 10,71,06,233 | 9,35,50,967 |
| Financial Liabilities | | |
| Borrowings | 38,48,368 | 3,41,08,368 |
| Trade Payables | | |
| - Trade Payables to others | 8,56,794 | 22,21,551 |
| Other Financial Liabilities | | |
| - Other Payables | 16,58,761 | 64,27,546 |
| Total | 63,63,923 | 4,27,57,465 |

The management assessed that Carrying Values approximate their fair value largely due to the short-term maturities of these instruments, hence the same has not been disclosed.

26. Related Party Transactions

Name of related parties in Transactions with group and description c

| Name of Related Party | Description of Relationship |
|----------------------------|---------------------------------|
| Mr. Vibha Jain | Wholetime Director |
| Ms. Reema Saroya | Managing Director |
| Osiajee Agro Farms Limited | Wholly Owned Subsidiary Company |

27. Transaction with Related Parties during the Year

| Name of Related Party | Nature of Transaction | Value of Transactions During the Year | repayment | Closing Balance for the Year ending March 31, 2025 | Closing Balance for the Year ending March 31, 2024 |
|----------------------------|-----------------------|---------------------------------------|-----------|--|--|
| Mr. Vibha Jain | Remuneration Payable | - | | 2.4 | 2.4 |
| Ms. Reema Saroya | Unsecured Loan | 19.23 | 34.78 | 0 | 15.55 |
| Osiajee Agro Farms Limited | Unsecured Loan | 419.38 | 69.84 | 515.7 | 166.16 |
| KT Investment | Rent Payable | 0 | 0 | 1.8 | 1.8 |

; Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable

28. Capital Risk Management

The Group aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

29. Contingent Liabilities: Nil (Previous Year – Nil)

30. Financial risk management objectives and policies

The Group's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk.

The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity

price risk and commodity risk.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities. The Group generally doesn't have collateral.

Trade Receivables and Security Deposits

Customer credit risk is managed by business through the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables and security deposits are regularly monitored.

Liquidity Risk

The Group's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The Group has no outstanding bank borrowings. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

31. Certain Balances of parties under sundry debtors, creditors, loans and advances are subject to confirmations/reconciliation.

32. There was no expenditure/earning in Foreign Currency during the year.

For S C Mehra & Associates LLP

Chartered Accountants

Firm Reg. No : 106156W/W100305

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Place : Hoshiarpur
Date: 30.05.2025

Sd/-

(Vibha Jain)
Director
DIN: 09191000

Sd/-

(Hemant Padmakar Chavan)
Chief Financial Officer

For Osiajee Texfab Limited

Sd/-

(Reema Saroya)
Managing Director
DIN: 08292397

Sd/-

(Moinka)
Company Secretary



Dated: 05/09/2025

Dear Shareholder,

Folio / DP Id & Client Id No:

Name of the Holder:

Sub: Notice of 30th Annual General Meeting and the Annual Report for FY 2024-25 for OSIAJEE TEXTFAB LIMITED

We are pleased to inform you that 30th Annual General Meeting (AGM/ "the Meeting") of **OSIAJEE TEXTFAB LIMITED** (Company) is scheduled to be held on **Tuesday, 30th day of September, 2025 at 2:00P.M. (IST)** through Video Conferencing / Other Audio-Visual Means (VC/OAVM) to transact the business as set out in the Notice convening the AGM. Since your email address is not registered against your demat account / folio number, we are not able to send you the Notice of AGM and Annual Report electronically. Accordingly, in line with the provisions of Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this letter is being sent by the Company to inform you that Notice of AGM and the Integrated Annual Report for FY 2024-25 of the Company can be accessed at below links:

| | |
|--------------------------------|---|
| Notice of 30 th AGM | https://www.osiajeehdl.com/annual-reports |
| Annual Report of FY 2024-25 | https://www.osiajeehdl.com/annual-reports |

The Notice of 30th AGM and Annual Report of FY 2024-25 are also available at the website of BSE Limited www.bseindia.com on the website of the e-voting agency, National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

Key dates for the 30th AGM are as under: -

| | |
|--|---|
| Date and time of Commencement of remote E-voting | 9:00 A.M. (IST) on Friday September 26, 2025 |
| Date and time of end of remote E-voting | 5:00 P.M. (IST) on Monday, September 29, 2025 |
| Cut-off date for determining the eligibility to vote at the 30 th AGM | Tuesday, September 23, 2025 |

For more details on the procedure for speaker registration, e-voting and to join AGM through VC, kindly refer to the Notice of 30th AGM at aforesaid link.

We also request you to register/ update your email address to keep receiving all communication (Notice, Annual Report etc.) electronically in future or complete your KYC (i.e., PAN, Address, Mobile Number, Bank Account details, E-mail id and Nomination details) by following the below mentioned process:

- Members holding shares in physical mode may send a request for updation of email address/ KYC details to M/s. Satellite Corporate Services Private Ltd, Registrar email id : kyc@satellitecorporate.com.
- Members holding shares in dematerialized mode are requested to register/ update their email addresses/KYC details with their respective Depository Participant.

Thanking You,

Yours faithfully,

For **Osiajee Textfab Limited**

Sd/-

(Monika)

Company Secretary and Compliance Officer

Osiajee Textfab Limited

CIN: L17299PB1995PLC055743

Registered Office Address: Second Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Hoshiarpur, Balachaur, Punjab, India, 146001

Contact No. [+91-90565-53253](tel:+91-90565-53253) | **E-Mail:** csosiajee.textfab@gmail.com | **Website:** www.osiajeehdl.com

Classification: Internal