Annual Report
2025-26

IRIS
CLOTHINGS
LIMITED

NOTE TO READERS

Forward-looking statements

Iris Clothings crossed ₹191 crore in revenue, recapitalised the balance sheet through a rights issue, broke ground on a new facility, and laid the groundwork to take DOREME to a leading kidswear brand by 2030.

This Report contains forward-looking statements, which may be identified by their use of words like plans, expects, will, anticipates, believes, intends, projects, estimates or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements.

Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events. The Company has sourced the industry information from publicly available resources and has not verified that information independently.

TO VIEW THIS REPORT ONLINE AND LEARN MORE ABOUT US, PLEASE VISIT

www.irisclothings.in

₹191 Cr	₹16.2 Cr	₹141.8 Cr	23.4 %
REVENUE	PAT	NET WORTH	PAT GROWTH

INSIDE THE REPORT

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The year, in numbers.

A 30% revenue jump, a halved debt pile, and the first bricks of our next factory all landed in the same twelve months.

TOTAL REVENUE	EBITDA	PROFIT AFTER TAX	NET WORTH
₹ 191 Cr	₹ 29.4 Cr	₹ 16.2 Cr	₹ 141.8 Cr
▲ 30.7% YoY	▲ 4.0% YoY	▲ 23.4% YoY	▲ 72.3% YoY
(FY25 ₹146.1 Cr)	15.4% margin	8.5% margin	post rights + bonus

EARNINGS PER SHARE	CAPACITY / DAY	DISTRIBUTORS	BORROWINGS
₹ 0.85	36,000 pcs	216 partners	₹ 20.1 Cr
▲ 6.3% YoY	▲ 2,000 pcs/day	▲ 30 · 26 states	▼ 46.5% YoY
basic & diluted	34,000 in FY25	186 in FY25	D/E now 0.24×

APR 25	JUL 25	NOV 25	MAR 26
₹47.6 Cr rights issue closed	1 : 1 bonus equity allotted	Innerwear line launched Q3	Crossed 200 distributor mark

01

Dressing little dreamers — and an inflection year ahead.

Who Iris Clothings is, what DOREME stands for, how the year went, and the people steering it from Bengal toward the rest of India.

Scaling with joy.

At Iris Clothings, we are weaving a vibrant kidswear story across India where strong growth meets heartwarming creativity. From a cosy West Bengal workshop in 2004, we have blossomed into a publicly listed company driven by our **DOREME** brand — spreading joy to little dreamers and their parents.

This year, we crossed **₹190 crore** in revenue, recapitalised the balance sheet with a successful rights issue, rewarded shareholders with a 1:1 bonus, broke ground on a new factory, and entered the kids' innerwear category. Each move took us closer to Vision 2030 — to become India's largest kidswear brand, lighting up more cities with our Exclusive Brand Outlets.

We are growing with love and care, crafting moments of pure joy. From twirly frocks and snuggly loungewear to our enchanting Disney X DOREME and Marvel collections, we offer fashion and comfort at wallet-friendly prices — turning every child's wardrobe into a canvas of confidence and creativity.

Why kidswear, why now

0–14 year olds make up **~30%** of India's population. The branded share of their wardrobes is still under a third — and parents are spending more on it every year.

ABOUT

Crafting kids' fashion since 2004.

Iris Clothings Limited is a well-established readymade garment brand with pan-India presence. We are engaged in designing, manufacturing, branding and selling kidswear under the brand **DOREME** in India and abroad. The DOREME® brand is positioned within the kids' wear category, covering a range of clothing and related products designed for infants, junior boys and girls, catering to their indoor and outdoor apparel needs.

Our portfolio spans summer wear, winter wear, sportswear and loungewear — including tops, t-shirts, pyjamas, trousers, shorts, dresses, polyfil suits, sweatshirts, hoodies, joggers, dry-fit, and accessories such as bags and bottles. In FY26 we added **kids' innerwear**, an underpenetrated category we expect to compound rapidly through FY27.

YEAR FOUNDED
2004
Howrah · West Bengal

UNITS
13
10 Manufacturing | 2 Warehouse | 1 Corporate Office

CAPACITY / DAY
36,000
1.25 lakh sq ft floor

DISTRIBUTORS
216
across 26 states

EBOS
7
East India · cluster model

RETAIL TOUCHPOINTS
20,000+
multi-brand outlets

EMPLOYEES
1,760
as on 31 Mar 2026

EXPORT MARKETS
9
UAE, KSA, Nepal, Mozambique, Zambia, Portugal, Srilanka, Africa, Philippines

> " A kidswear brand is judged on three things — fit, finish, and the smile on the kid wearing it. We measure ourselves on all three. "

WHY WE EXIST

Vision, mission and the 2030 ambition.

Vision

To provide the latest in kid's fashion in terms of both quality and affordability. We strive to present the best of designs, patterns and fabrics to set the stage for our little stars to shine.

Mission

To design garments for all the little knights and princesses, and to maximise our privilege of adorning our little wonders by providing them with both style and comfort.

2030

VISION 2030

To be the largest kidswear brand in India.

300	300	5×
EXCLUSIVE BRAND OUTLETS	DISTRIBUTORS	REVENUE SCALE-UP

Quality

Every garment passes a 7-step inspection at our Howrah facility before it ships.

Affordability

Price band of ₹90 to ₹2,500 — accessible across every Indian household income segment.

Innovation

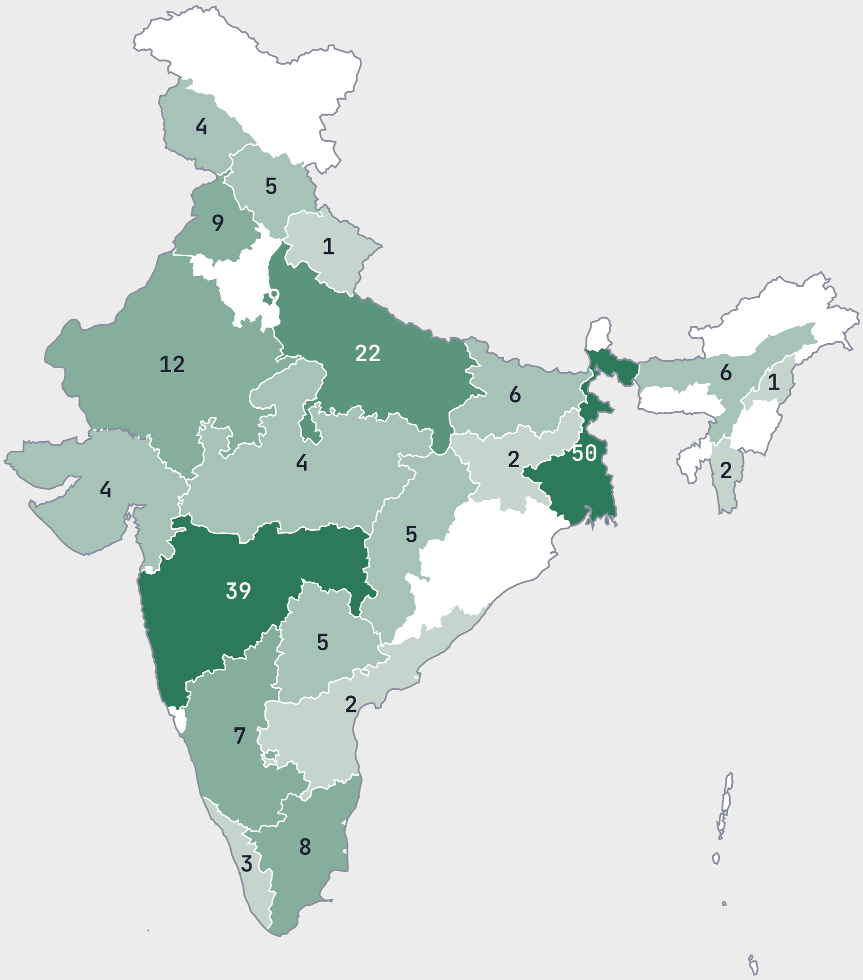
100% of designs are new every season.

DISTRIBUTION MAP

Our growing footprint.

Distributor presence across 22 Indian states, with deepest penetration in the West and an accelerating East & South push.

DISTRIBUTOR DENSITY BY STATE



DISTRIBUTORS 30+ 15-29 7-14 4-6 1-3

ALL 22 STATES WITH DISTRIBUTOR PRESENCE · 216 TOTAL

Where we go next

South and East India carry the thinnest coverage relative to market size. FY27 adds distributor depth in Tamil Nadu, Telangana and Odisha, and takes the EBO cluster model beyond West Bengal.

Domestic

216 DISTRIBUTORS

22 STATES

EBOs

7 LIVE

Exports

9 COUNTRIES

~3% OF REVENUE

Online

~10% OF REVENUE

doreme.in · FirstCry

From a Howrah workshop to national presence.

2004

Founded as a contract manufacturer for third-party kids' brands in Howrah, West Bengal.

2005

DOREME launched as our own brand within the very first year of operations.

2011

New facility added at **Sankrail** with modern automated plant and machineries.

2016

Launch of **winterwear** category.

2018

Company **listed** on the stock exchange.

2019

Capacity addition taking total capacity to **~25,000 pcs/day** with latest machineries.

2020

Bonus issue in the ratio 5:2.

2021

Launch of **infant category** along with accessories.

2022

Signed **FAMA licence** with Disney to produce Disney & Marvel kidswear.

2023

Stock split · launch of the **first EBO**.

2024

Launch of **kids sportswear** category.

2025

Rights issue · **bonus 1:1**.

FY26

₹191 Cr revenue. Borrowings cut by 47%.

WHAT SETS US APART

Six strengths, one engine.

01

Manufacturing excellence

1,50,000 sq ft of factories with an installed capacity of 36,000 pieces a day. De-bottlenecking takes capacity utilisation to ~75% before greenfield kicks in.

36,000 PCS / DAY

02

Brand recall

DOREME enjoys strong recall among kidswear retailers, built on consistent quality, design freshness and a price-quality ratio that's hard to match.

20,000+ RETAIL TOUCHPOINTS

03

Design velocity

100% of designs change every season. — keeping us ahead of fast-moving kidswear trends.

100% NEW DESIGNS / YEAR

04

Disney X DOREME

FAMA licence (Nov 2022) to design and sell Disney & Marvel character apparel — opening the premium tier and unlocking export opportunities.

FAMA SINCE 2022

05

Accessible pricing

A price ladder of ₹90 to ₹2,500 spans value to premium — making DOREME the practical default for kidswear in most Indian middle-class wardrobes.

₹90–2,500 PRICE BAND

06

Eastern India base

Howrah's century-old hosiery cluster gives us deep access to skilled labour, fabric mills and dyeing units at locational advantage.

Kolkata SOURCING CLUSTER

A portfolio built for the full Indian kids' wardrobe.

01

Infant Wear

· Gift Set
· Bibs, Caps & Mittens
· Sleep suits
· Sets & Suits

GROWING SHARE · TARGET 20%

02

Junior Boys

· T-shirts & polos
· Shorts & trousers
· Loungewear
· Co-ord Sets

~35% OF MIX

03

Junior Girls

· Frocks & dresses
· Tops
· Shorts & trousers
· Pyjama & Co-ord sets

~30% OF MIX

04

Sportswear

· Dry-fit tees
· Track suits
· Winter sports
· Athleisure

FASTEST GROWING

05

Disney X DOREME

· Marvel
· Mickey and friends
· Disney Bags & Backpacks

PREMIUM TIER

06

Innerwear · new in FY26

· Vests
· Briefs
· Camis
· Thermals

₹40,000 CR ADDRESSABLE

100% new style every season

Our design team conceptualises and prototypes the entire catalogue every year — dictated by what kids (and their parents) actually wear next.

LETTER TO SHAREHOLDERS

A year of laying foundations.

DEAR SHAREHOLDERS,

FY 2025–26 was an inflection year for Iris Clothings. We crossed **₹190 crore** in revenue — up 30% over FY25 — and reported a Profit After Tax of **₹16.2 crore**, our highest on record. More importantly, we used the year to put Iris on the launch ramp it needed for the next chapter of DOREME.

The headline event of the year was our **₹47.58 crore rights issue**, closed in April 2025 with strong shareholder participation. The proceeds let us cut short-term borrowings by ₹17 crore, halve our finance costs, and dramatically de-risk the balance sheet — our debt-to-equity ratio is now **0.24×**, down from 0.62× last year. We also rewarded long-term holders with a **1:1 bonus equity** issue in July 2025.

On the strength of that balance sheet, we accelerated investment on the ground. Property, Plant & Equipment grew 32% in the year. We added our first kids' **innerwear** line in Q3 — a category estimated at ₹40,000 crore in India that remains substantially unorganised.

> “ We are no longer a regional kidswear manufacturer with a brand. We are a brand with a factory — and that subtle reversal is what the next five years will be built on. ”

Operating performance

Top-line growth came from three engines working in concert: deeper distributor penetration in Maharashtra, Rajasthan and Gujarat; accelerating EBO same-store performance; and the first contribution from innerwear and Disney × DOREME premium ranges. **EBITDA grew 4%** to ₹29.4 crore — slower than revenue because we deliberately leaned into pricing investment to win new shelf space.

People and culture

We closed the year with **1,760 colleagues** across our Howrah floor and head office, two-thirds of them women. Our turnover ratio remains best-in-cluster. As we scale the new facility.

The road ahead

Three priorities will define FY27. First, complete the de-bottlenecking that takes our daily run to **38,000 pieces** and progress design on the **2 lakh sq ft greenfield** facility. Second, scale EBOs through the cluster model with the first franchised stores. Third, push innerwear and Disney × DOREME from launch into compounding categories.

Acknowledgements

To our distributor partners, multi-brand retailer family, the team at Iris, our auditors and advisors, our bankers, and you our shareholders — thank you. We are still a small company with a big dream. But this year, for the first time, the gap between the dream and the company became a little smaller.

Warm regards,

Santosh Ladha

Managing Director

Howrah, West Bengal
25 August 2026

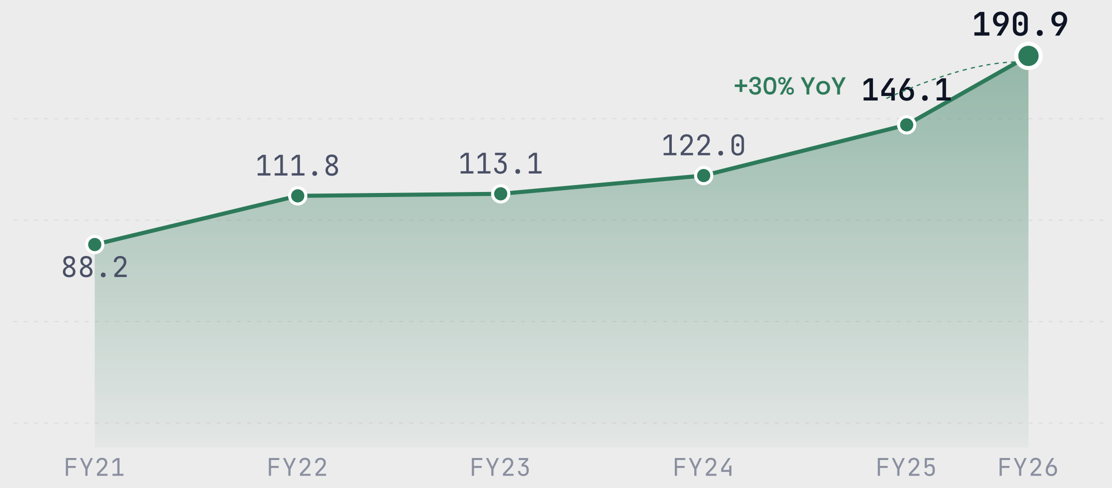
SIX-YEAR PERFORMANCE

Compounding, on both sides of the P&L.

Revenue from Operations

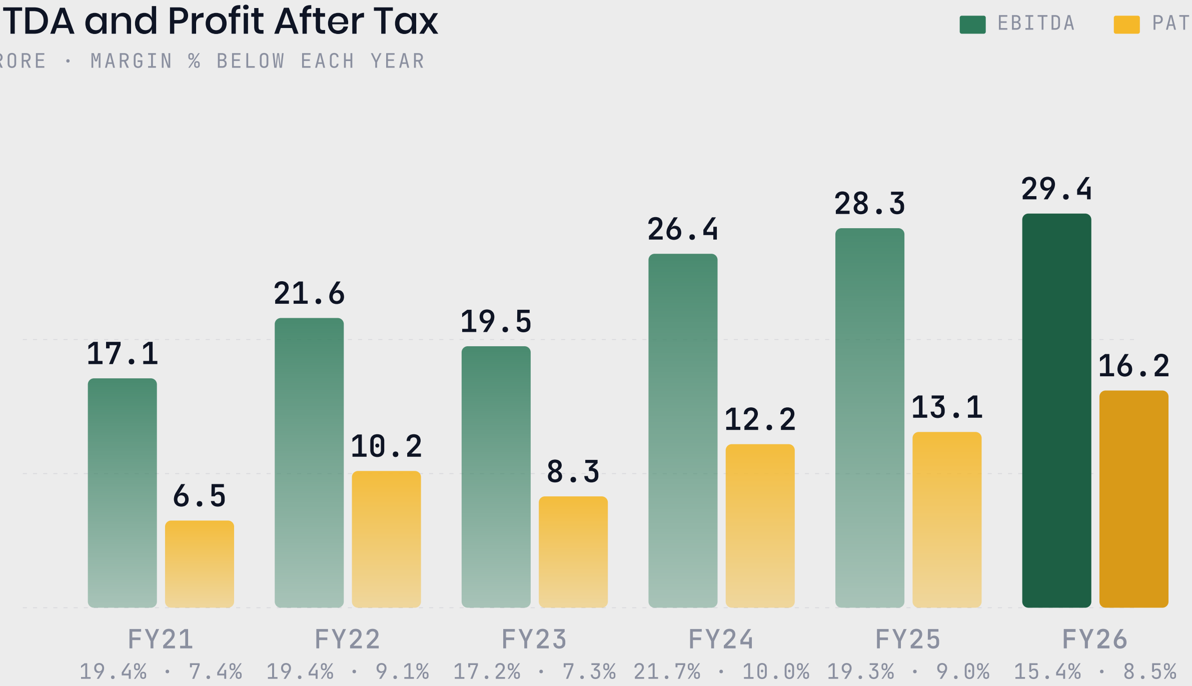
₹ CRORE · FY21 → FY26 · 16.7% CAGR

CAGR · 6 YRS



EBITDA and Profit After Tax

₹ CRORE · MARGIN % BELOW EACH YEAR



16.7%
REVENUE CAGR · 6Y

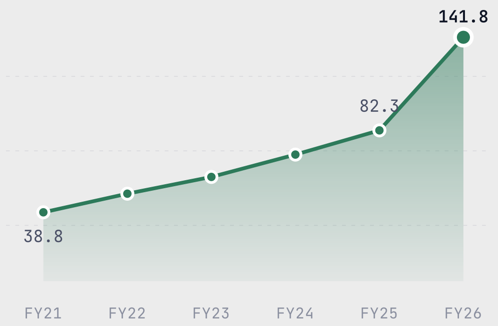
19.9%
PAT CAGR · 6Y

11.4%
EBITDA CAGR · 6Y

29.5%
NET WORTH CAGR · 6Y

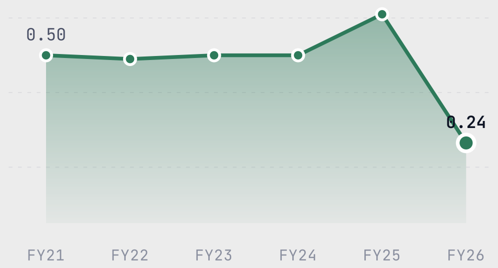
Net Worth

₹ CRORE · POST RIGHTS + BONUS IN FY26



Debt-to-Equity

×, LOWER IS BETTER



PARTICULARS (₹ CR)	FY21	FY22	FY23	FY24	FY25	FY26
Revenue from Operations	88.2	111.8	113.1	122.0	146.1	190.9
EBITDA	17.1	21.6	19.5	26.4	28.3	29.4
EBITDA Margin	19.4%	19.4%	17.2%	21.7%	19.3%	15.4%
Profit After Tax	6.5	10.2	8.3	12.2	13.1	16.2
PAT Margin	7.4%	9.1%	7.3%	10.0%	9.0%	8.5%
Net Worth	**38.8**	**48.7**	**57.0**	**69.2**	**82.3**	**141.8**
Borrowings	19.4	23.9	28.5	34.6	37.5	20.1
Debt / Equity (×)	0.50	0.49	0.50	0.50	0.62	0.24
ROCE	25.9%	28.9%	23.5%	21.6%	26.1%	17.2%
EPS (₹) — basic	0.40	0.63	0.51	0.75	0.80	0.85

Board of Directors.

A six-member board — two executive promoter directors, one non-executive promoter director and three independent directors — bringing combined rich experience across textile, finance, governance and design.

Santosh Ladha

MANAGING DIRECTOR · DIN 03585561

Founder of Iris Clothings with ~ 3 decades of experience across textile manufacturing, brand building and retail distribution. Mr Ladha has led the company from a Howrah workshop in 2004 to the listed DOREME brand of today. He was re-appointed as Managing Director by the members at the EGM held on 3 February 2026.

Geeta Ladha

WHOLE-TIME DIRECTOR · DIN 03585488

Over 2 decades of experience in apparel design, sourcing and quality control. Ms Ladha leads design, fabric procurement and the Disney × DOREME licensing relationship. She was re-appointed as Whole-Time Director at the EGM held on 3 February 2026.

Baldev Das Ladha

NON-EXECUTIVE DIRECTOR · DIN 03585566

A textile-industry veteran with ~5 decades of experience in fabric, hosiery and garment manufacturing in West Bengal. Provides the Board with deep industry context and strategic guidance on supply chain and manufacturing.

Nikhil Saraf

INDEPENDENT DIRECTOR · DIN 00611163

A Chartered Accountant, CFA Charterholder and Company Secretary. Co-founder of Neev Credit, a Kolkata-headquartered NBFC. Brings financial discipline, risk-management and capital-markets expertise. Chairs the Audit, Nomination & Remuneration, Stakeholders Relationship and CSR Committees.

Manoj Tulsyan

INDEPENDENT DIRECTOR · DIN 08919887

A Chartered Accountant with 19 years of experience in taxation, audit and finance advisory for mid-market businesses. Member of the Audit, Nomination & Remuneration, Stakeholders Relationship and CSR Committees.

Sanjay Jain

INDEPENDENT DIRECTOR · DIN 00167765

Appointed as a Non-Executive Independent Director with effect from 6 November 2025. Also serves on the Board of Interstate Oil Carrier Limited. Brings business-leadership and governance experience to the Board and is a member of the Audit, Nomination & Remuneration, Stakeholders Relationship and CSR Committees.

Board composition snapshot

6	3	1
DIRECTORS	INDEPENDENT	WOMAN DIRECTOR

During FY 2025-26, Ms Vranda Manish Rathi resigned as an Independent Director (w.e.f. 8 August 2025) and Mr Sanjay Jain was appointed as an Independent Director (w.e.f. 6 November 2025).

REFERENCE

Corporate information.

BOARD OF DIRECTORS

Mr Santosh Ladha	Managing Director
Ms Geeta Ladha	Whole-Time Director
Mr Baldev Das Ladha	Non-Executive Director
Mr Nikhil Saraf	Independent Director
Mr Manoj Tulsyan	Independent Director
Mr Sanjay Jain	Independent Director

KEY MANAGERIAL PERSONNEL

Mr Niraj Agarwal	Chief Financial Officer
Ms Sweta Agarwal	Company Secretary & Compliance Officer

AUDIT COMMITTEE

Mr Nikhil Saraf	Chairperson
Mr Manoj Tulsyan	Member
Mr Sanjay Jain	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr Nikhil Saraf	Chairperson
Mr Manoj Tulsyan	Member
Mr Sanjay Jain	Member

STATUTORY AUDITORS

M/s AMK & Associates
Chartered Accountants · FRN 327817E
Partner: CA B. K. Bhutia · M.No. 059363

INTERNAL AUDITORS

M/s Vimal & Seksaria
Chartered Accountants, Kolkata

SECRETARIAL AUDITOR

Ms Pooja Bachhawat
Practising Company Secretary
ACS 52835 · CP 28111 · Peer Review 7001/2025

REGISTRAR & TRANSFER AGENT

Cameo Corporate Services Limited
"Subramanian Building", No.1, Club House Road, Chennai – 600 002

BANKER

Axis Bank Limited
Corporate Banking Branch, Kolkata

LISTED ON

National Stock Exchange of India (NSE)
Symbol IRISDOREME · ISIN INE01GN01025

NOMINATION & REMUNERATION COMMITTEE

Mr Nikhil Saraf	Chairperson
Mr Manoj Tulsyan	Member
Mr Sanjay Jain	Member

REGISTERED & CORPORATE OFFICE

103/24/1, Foreshore Road,
Howrah – 711 102, West Bengal, India

CORPORATE IDENTITY

CIN L18109WB2011PLC166895
PAN AACCI6963K
www.irisclothings.in · www.doreme.in

02

The industry behind us, the strategy ahead of us, and the governance underneath.

Management Discussion & Analysis · Industry research on India and Kids Retail · Strategy & Outlook · Board's Report · Corporate Governance Report.

Management Discussion and Analysis Report.

Executive Overview

FY 2025-26 was another year of steady progress for Iris Clothings Limited, driven by sustained growth in the organised kidswear segment, continued focus on brand building and disciplined execution of its business strategy. During the year, the Company strengthened its market position through its diversified product portfolio, expanding distribution network and continued emphasis on quality, innovation and customer satisfaction.

The Company recorded Revenue from Operations of ₹19,086.94 lakhs during FY 2025-26 as against ₹14,608.89 lakhs in the previous year, reflecting healthy growth in its core business operations.

Despite a business environment characterized by volatility in raw material prices, inflationary pressures and intense competition, the Company remained focused on operational efficiency, prudent cost management and strengthening its retail presence. Continuous investments in product development, supply chain optimisation and brand visibility enabled the Company to improve its competitive positioning in the organised kidswear market.

The management remains confident that favourable demographic trends, increasing disposable incomes, growing penetration of organised retail and rising consumer preference for branded apparel will continue to provide long-term growth opportunities for the Company.

Global Economic Overview

The global economy continued to demonstrate resilience during 2025 despite geopolitical uncertainties, supply chain disruptions and evolving trade policies. Inflation moderated across several advanced economies, allowing central banks to gradually ease monetary policies and support economic activity. While growth remained uneven across regions, improving consumer sentiment and stabilising commodity prices contributed to a gradual recovery in global demand.

Emerging economies continued to outperform developed markets, supported by strong domestic demand, infrastructure investments and expanding manufacturing activities. However, geopolitical conflicts, currency volatility and trade-related uncertainties continued to pose challenges to global businesses.

For the textile and apparel industry, evolving sourcing strategies, increasing focus on sustainability and digital transformation continued to reshape global supply chains. Companies with strong brands, efficient manufacturing capabilities and agile supply chains remained better positioned to respond to changing market dynamics.

Indian Economy

India continued to remain one of the fastest-growing major economies during FY 2025-26, supported by robust domestic consumption, sustained public investment, expanding manufacturing activity and stable macroeconomic fundamentals. Government initiatives aimed at improving infrastructure, logistics and manufacturing competitiveness continued to strengthen the country's long-term growth prospects.

Increasing disposable incomes, favourable demographics, rapid urbanisation and growing digital adoption continued to support consumer spending across discretionary categories, including apparel and lifestyle products. Expansion of organised retail and e-commerce further accelerated the shift towards branded consumer products.

The long-term structural drivers of the Indian economy continue to provide a favourable environment for companies operating in the organised apparel sector.

Industry Structure & Developments

India's textile and apparel industry continues to be one of the largest contributors to manufacturing output, employment and exports. Supported by a strong domestic consumption base, integrated textile value chain and favourable demographic profile, the sector remains well positioned for long-term growth.

Within the apparel industry, the organised kidswear segment continues to witness higher growth than the overall apparel market. Rising disposable incomes, increasing awareness regarding product quality and safety, changing fashion preferences and growing demand for branded products are driving the transition from unorganised to organised players.

Expansion of organised retail, digital commerce and omnichannel distribution has further enhanced accessibility of branded kidswear across metropolitan as well as Tier-II and Tier-III markets. Consumers are increasingly seeking products that combine quality, comfort, affordability and contemporary designs, creating significant opportunities for established brands.

Government initiatives aimed at promoting domestic manufacturing, improving logistics infrastructure and encouraging investments in the textile sector are expected to further enhance the industry's competitiveness.

Business Overview

Iris Clothings Limited is engaged in the design, manufacture, branding and marketing of children's apparel through its established brand portfolio. The Company has built a strong presence in the organised kidswear segment by offering quality products across multiple categories catering to infants, toddlers and children.

Its diversified product portfolio, supported by continuous product development and contemporary designs, enables the Company to cater to evolving consumer preferences across different price segments. The Company continues to focus on delivering quality, comfort and value while strengthening customer loyalty through consistent brand positioning.

The Company's business model is supported by an extensive distribution network, manufacturing capabilities, strategic sourcing and efficient supply chain management. Continuous investments in product innovation, retail expansion and operational excellence continue to strengthen its competitive advantage.

Going forward, the Company intends to further strengthen its market presence through expansion of its distribution network, enhancement of retail reach, digital initiatives and continued investment in brand development.

Operational Performance

FY 2025-26 was a year of strong operational execution for Iris Clothings Limited as the Company continued to strengthen its presence in the organised kidswear segment through sustained focus on product innovation, brand building, distribution expansion and operational efficiency. The Company's performance reflects its ability to respond effectively to evolving consumer preferences while maintaining its commitment to quality, affordability and customer satisfaction.

During the year, the Company reported Revenue from Operations of ₹19,086.94 lakhs as compared to ₹14,608.89 lakhs in the previous year, reflecting healthy growth in its core business operations. The increase in revenue was primarily driven by higher sales of manufactured garments, supported by improved market penetration and continued acceptance of the Company's branded product portfolio.

The Company continued to strengthen its market presence through its diversified product portfolio catering to infants, toddlers and children across various categories. Emphasis on contemporary designs, quality products and value-based offerings enabled the Company to effectively address changing consumer preferences in the organised kidswear market.

Operational excellence remained a key management priority during the year. The Company continued to focus on optimising procurement, production planning, inventory management and supply chain coordination to improve operational efficiency and ensure timely availability of products across its distribution network. These initiatives supported better resource utilisation, enhanced customer service levels and improved business responsiveness.

The Company also continued to strengthen its distribution reach through its established network of distributors, retailers and other organised sales channels, while leveraging technology and process improvements to enhance operational effectiveness. Continuous focus on product development and efficient merchandising enabled the Company to remain competitive in a dynamic business environment.

Quality assurance continued to remain an integral part of the Company's operations. Robust quality control processes across sourcing, manufacturing and finished products helped maintain consistent product standards and reinforced customer confidence in the Company's brands.

The management remains committed to further enhancing operational capabilities through process automation, technology adoption, supply chain optimisation and disciplined working capital management. These initiatives are expected to improve operational efficiencies, support future growth and strengthen the Company's competitive position in the organised kidswear market.

Financial Performance

The Company delivered a strong financial performance during FY 2025-26, reflecting the effectiveness of its business strategy, brand strength and disciplined operational execution. Healthy growth in revenue, supported by increased sales of manufactured products, coupled with prudent cost management, enabled the Company to strengthen its overall financial performance during the year.

PARTICULARS (RS. IN LAKHS)	FY 2025-26	FY 2024-25
Revenue from Operations	19,086.94	14,608.89
Other Income	18.46	49.03
Total Income	**19,105.40**	**14,657.92**
Profit or Loss before tax	2,211.01	1,781.54
Profit or Loss after Tax	1,619.24	1,312.23
Total Comprehensive Income	**1,619.24**	**1,312.23**

Overall, the Company delivered a resilient financial performance during FY 2025-26, supported by robust revenue growth, sustained profitability and disciplined financial management. The management remains focused on maintaining operational efficiencies, prudent capital allocation and long-term value creation while pursuing sustainable business growth

Revenue Performance

Revenue from operations increased to ₹19,086.94 lakhs during FY 2025-26 from ₹14,608.89 lakhs in the previous year, registering a robust year-on-year growth. The increase was primarily driven by higher sales of manufactured garments, which continued to constitute the principal source of the Company's operating revenue. Revenue from job work remained relatively insignificant in comparison with the core apparel business, reaffirming the Company's strategic focus on branded products.

The growth in revenue reflects continued acceptance of the Company's product portfolio, strengthening market presence and sustained demand across its distribution channels.

Profitability

During the year, the Company continued to focus on improving operational efficiencies through better production planning, effective procurement practices and disciplined cost management. Continuous monitoring of manufacturing costs, inventory levels and supply chain efficiencies helped mitigate the impact of fluctuations in input costs.

The management remained focused on maintaining a balanced product mix and improving operational productivity while preserving product quality and customer satisfaction. These initiatives supported the Company's profitability despite a competitive business environment.

Working Capital Management

Efficient working capital management continued to remain a key management priority during the year. The Company focused on maintaining optimum inventory levels, improving inventory rotation, effective receivable management and prudent utilisation of short-term borrowings.

The management continued to closely monitor debtor collections, inventory planning and supplier relationships to ensure adequate liquidity for business operations while supporting future growth initiatives.

Capital Structure

The Company maintained a disciplined approach towards capital management with emphasis on preserving financial flexibility and supporting long-term business expansion. Post the close of FY 2024-25, the Company completed a rights issue and subsequently issued bonus shares, further strengthening its capital base. These developments are disclosed in the Annual Report.

The management remains committed to maintaining a prudent balance between growth, liquidity and capital efficiency.

Cash Flow and Liquidity

The Company continued to maintain adequate liquidity to meet its operational requirements and capital expenditure commitments. The management closely monitors cash flows, working capital cycles and financing requirements to ensure timely availability of funds for business growth.

Strong internal accruals, coupled with disciplined financial management, continue to support the Company's expansion strategy and operational requirements.

Financial Discipline

The Company remains committed to maintaining robust financial controls, disciplined capital allocation and efficient utilisation of resources. Management continues to evaluate opportunities for improving productivity, optimising costs and enhancing shareholder value while maintaining a healthy financial position.

Segment-wise / Product-wise Performance

The Company primarily operates in a single business segment, namely the design, manufacture and marketing of children's apparel. Accordingly, there are no separate reportable business segments requiring disclosure under the applicable Indian Accounting Standards.

During FY 2025-26, the Company's product portfolio continued to cater to infants, toddlers and children through a diverse range of garments marketed under its established brands. Demand across the Company's product categories remained encouraging, supported by continued consumer preference for quality, comfortable and value-for-money branded kidswear. The Company's emphasis on product innovation, contemporary designs and efficient merchandising enabled it to strengthen its market presence and support growth in revenue from operations during the year.

The management continues to focus on expanding its product offerings in line with changing consumer preferences while maintaining high standards of quality, affordability and customer satisfaction. This customer-centric approach is expected to further strengthen the Company's competitive position in the organised kidswear market.

Opportunities and Threats

Opportunities

India's demographic profile, rising disposable incomes, increasing urbanisation and growing preference for branded apparel continue to provide a favourable environment for the organised kidswear industry. Parents are increasingly prioritising quality, comfort, durability and design while purchasing apparel for children, resulting in a gradual shift from unorganised players to established brands.

The Company is well positioned to capitalise on these structural opportunities through its established brand presence, diversified product portfolio and extensive distribution network. Increasing penetration into Tier-II and Tier-III cities, expansion of Exclusive Brand Outlets (EBOs), wider acceptance of organised retail and continued growth of e-commerce platforms are expected to support the Company's future growth.

The growing demand for licensed apparel, premium product offerings and innovative designs also presents significant opportunities for the Company to strengthen customer engagement and improve brand visibility. Continued investments in product development, technology adoption and supply chain optimisation are expected to further enhance operational efficiency and support sustainable growth.

Threats

The apparel industry remains highly competitive, with the presence of organised national brands, regional manufacturers, international labels and unorganised players. Competitive pricing, frequent product launches and changing consumer preferences continue to exert pressure on market share and profitability.

The Company's operations are also exposed to fluctuations in the prices of cotton, yarn and other textile inputs, which may impact manufacturing costs and operating margins. Inflationary pressures, volatility in logistics costs, supply chain disruptions and changing regulatory requirements may also affect business performance.

Rapidly evolving fashion trends and shorter product life cycles require continuous innovation and efficient inventory management. Failure to anticipate consumer demand or effectively manage inventory may adversely affect profitability.

The Company continues to mitigate these risks through product innovation, prudent procurement practices, efficient inventory management, brand building initiatives and continuous strengthening of its distribution network.

Risk Management

Risk management is an integral part of the Company's business strategy and governance framework. The Company has established appropriate systems to identify, assess, monitor and mitigate business risks with the objective of safeguarding stakeholder interests and ensuring sustainable long-term growth.

The management periodically reviews the Company's risk profile and implements appropriate mitigation measures across operational, financial and strategic functions.

KEY RISK	POTENTIAL IMPACT	MITIGATION MEASURES
Raw Material Price Volatility	Increased manufacturing costs and pressure on margins	Strategic procurement, supplier diversification and inventory planning
Changing Consumer Preferences	Reduced demand and inventory obsolescence	Continuous product innovation, market research and faster product development
Intense Competition	Pressure on pricing and market share	Brand strengthening, product differentiation and wider distribution
Supply Chain Disruptions	Production delays and higher logistics costs	Multiple sourcing arrangements, supply chain optimisation and inventory monitoring
Credit Risk	Delayed collections and impact on liquidity	Robust credit evaluation, periodic monitoring of receivables and disciplined collection mechanisms
Information Technology & Cybersecurity	Operational disruption and data security concerns	Strengthening IT infrastructure, access controls, periodic system reviews and data protection measures
Regulatory & Compliance Risk	Financial and reputational impact	Continuous monitoring of regulatory changes and strengthening compliance systems

The Board of Directors and senior management periodically review significant business risks and the effectiveness of mitigation measures to ensure that the Company's risk management framework remains robust and responsive to emerging business challenges.

Internal Control Systems and Their Adequacy

The Company has an adequate system of internal financial controls commensurate with the nature, size and complexity of its operations. The internal control framework is designed to ensure orderly and efficient conduct of business, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

The Company's internal control environment covers all major functional areas, including procurement, production, inventory management, sales, finance, information technology and statutory compliance. Well-defined policies, standard operating procedures and delegation of authority support effective execution of business processes.

An independent Internal Auditor conducts periodic audits based on an approved audit plan. The findings and recommendations are reviewed by the Audit Committee, which monitors the implementation of corrective actions. The Audit Committee also periodically evaluates the adequacy and effectiveness of the Company's internal financial controls and governance framework.

Based on the reviews carried out during the year, the management believes that the existing internal control systems are adequate and operating effectively.

Human Resources

The Company's employees continue to be its most valuable asset and play a critical role in achieving its strategic objectives. Iris Clothings remains committed to fostering a work environment that promotes innovation, collaboration, integrity and continuous learning.

The Company focuses on attracting, developing and retaining talented professionals through structured performance management systems, capability development programmes and employee engagement initiatives. Continuous investments in skill enhancement and leadership development support organisational effectiveness and operational excellence.

The Company also places significant emphasis on employee welfare, workplace safety and maintaining a culture of mutual respect and equal opportunity. It believes that a motivated and engaged workforce is fundamental to delivering sustainable business growth and superior customer value.

Industrial relations remained cordial throughout the year, and the Company continued to maintain a harmonious work environment across its operations.

Business Strategy

The Company remains committed to strengthening its position as a leading player in the organised kidswear segment through a balanced strategy focused on sustainable growth, operational excellence and enhanced customer engagement. The strategic priorities for FY 2026-27 are aligned with evolving consumer preferences and long-term industry opportunities.

The Company will continue to strengthen the DOREME brand by introducing contemporary designs, expanding its product portfolio and reinforcing its value proposition of quality, comfort and affordability. Continued emphasis will be placed on licensed merchandise and product innovation to enhance customer appeal and brand differentiation.

Expanding the Company's retail footprint through Exclusive Brand Outlets (EBOs), increasing penetration in Tier-II and Tier-III cities and strengthening relationships with distributors and multi-brand outlets will remain key priorities. The Company also intends to enhance its presence across e-commerce and digital platforms to improve customer reach and brand visibility.

Operationally, the Company will continue to focus on improving manufacturing efficiencies, optimising inventory levels, strengthening supply chain resilience and adopting technology-driven processes to improve productivity and customer responsiveness.

The management remains committed to prudent capital allocation, disciplined working capital management and maintaining a strong balance sheet to support future growth opportunities while delivering sustainable value to all stakeholders.

Outlook

The long-term outlook for the Indian kidswear industry remains positive, supported by favourable demographic trends, rising disposable incomes, increasing urbanisation and growing consumer preference for branded apparel. The organised segment is expected to continue gaining market share as consumers increasingly prioritise quality, safety, comfort and value, creating significant opportunities for established brands.

Iris Clothings is well positioned to capitalise on these favourable industry dynamics through its established brand portfolio, diversified product range and expanding distribution network. The Company's continued focus on product innovation, customer-centric offerings, operational excellence and disciplined financial management is expected to strengthen its competitive position and support sustainable long-term growth.

Going forward, the Company intends to further strengthen its market presence by expanding distribution across existing and emerging markets, enhancing brand visibility, broadening its product portfolio and leveraging digital platforms to improve customer engagement. The management also remains focused on improving manufacturing efficiencies, optimising inventory management, strengthening supply chain resilience and enhancing productivity through technology-driven initiatives.

While the Company remains mindful of external challenges such as fluctuations in raw material prices, inflationary pressures, evolving consumer preferences and competitive intensity, it believes that its strong brand equity, experienced management team and prudent financial discipline provide a resilient foundation for future growth.

The Board and the management remain committed to creating sustainable value for all stakeholders by pursuing profitable growth, maintaining sound corporate governance practices and continuously improving operational excellence.

Key Financial Ratios

The Company regularly monitors key financial and operational ratios to evaluate business performance, capital efficiency, liquidity and profitability. These indicators assist the management in assessing operational effectiveness and formulating strategies for sustainable growth.

During FY 2025-26, the Company witnessed a significant increase in Revenue from Operations to ₹19,086.94 lakhs from ₹14,608.89 lakhs in the previous year, reflecting continued momentum in its core business.

Management continually reviews profitability, working capital utilisation, inventory management, receivable collections and capital structure to ensure efficient utilisation of resources and long-term financial stability.

The key financial ratios as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with explanations for significant changes compared to the previous financial year, are provided in the Financial Statements forming part of this Annual Report. Management believes that the overall financial position of the Company continues to remain healthy and supports its future growth plans.

Cautionary Statement

Statements contained in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may constitute “forward-looking statements” within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events and are therefore subject to various risks and uncertainties.

Actual results may differ materially from those expressed or implied in such statements due to factors including, but not limited to, changes in economic conditions, consumer demand, competitive intensity, regulatory developments, fluctuations in raw material prices, supply chain disruptions, foreign exchange movements and other risks beyond the control of the Company.

Readers are advised not to place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable laws.

For and on behalf of the Board
Iris Clothings Limited

Place: Howrah
Date: 27.07.2026

Santosh Ladha
Managing Director · (DIN: 03585561)

Geeta Ladha
Whole-time Director · (DIN: 03585488)

Indian textile & apparel: a US$ 184 Bn market.

India is the world's second-largest textile producer and a top-five apparel exporter. The industry now sits on a 6-year roadmap to US$ 250 Bn — and Eastern India is one of its growth engines.

India's textile and apparel industry was valued at approximately **US$ 184 billion in FY25**, comprising US$ 147 billion of domestic consumption and US$ 37 billion of exports. The Government's 'Vision 2030' targets a domestic market of **US$ 250 billion by FY31** — a 6.3% annual compounding path from here.

India is the **world's second-largest producer** of textiles and garments, the largest producer of cotton, and the second-largest producer of polyester and viscose. The industry contributes ~2.3% to GDP, ~13% to industrial production, and ~12% to total exports. It employs **45+ million people** directly — second only to agriculture.

Within domestic consumption, apparel is the largest segment at **US$ 108 billion**, with home textiles at US$ 11 billion and technical textiles at US$ 28 billion. Apparel is projected to grow at **~7% CAGR**, with technical textiles compounding faster at ~9%. Kidswear is a meaningful and structurally growing slice within apparel.

US$ 184 Bn

FY25 TOTAL T&A MARKET

Source · IBEF, Ministry of Textiles

US$ 250 Bn

FY31 TARGET (DOMESTIC)

Source · Vision 2030, GoI

45 M+

PEOPLE EMPLOYED

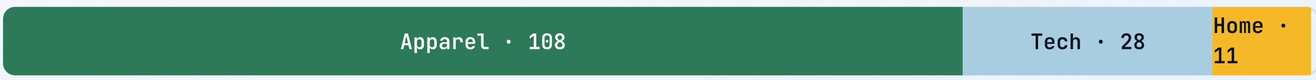
Source · Ministry of Textiles

2 nd

LARGEST TEXTILE PRODUCER · GLOBALLY

Source · WTO

DOMESTIC MARKET COMPOSITION · US$ BN · FY25



Apparel · US$ 108 Bn   Technical textiles · 28   Home textiles · 11

Indian kidswear: US$ 24.6 Bn & growing.

India is the largest absolute kidswear market on earth — and one of the few where the category is still meaningfully unbranded.

INDIA KIDSWEAR · 2024
US$ 24.6 Bn
Source · TechSci Research

INDIA KIDSWEAR · 2030
US$ 29.4 Bn
3.0% CAGR

POPULATION AGED 0-14
~30 %
Largest under-14 cohort globally

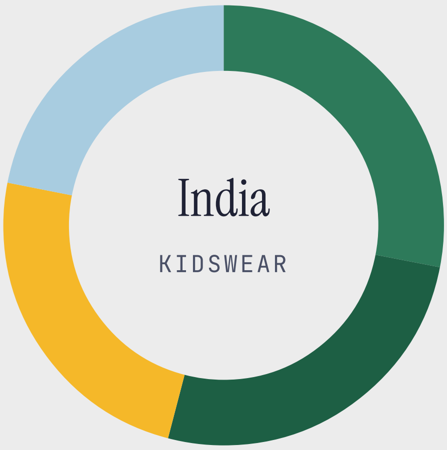
BRANDED SHARE · 2024
~33 %
vs 55-70% in developed markets

India's kids' apparel market was valued at approximately **US$ 24.6 billion in 2024** and is projected to grow to **US$ 29.4 billion by 2030** (TechSci Research) — a 3.0% CAGR on a large base. IMARC Group's slightly more conservative forecast pegs the market at US$ 27.2 billion by 2034.

Two facts make this market structurally distinctive globally. First, **~30% of Indians are aged 0–14** — the largest absolute child population of any country. Second, the **branded share of the wardrobe is still ~33%**, versus 55–70% in developed markets — the combination is what makes Indian kidswear one of the most attractive consumer categories of the decade.

The **organised** kids' apparel sub-segment is growing at **8–10%**, and the **D2C** sub-segment within it at **15–20%**. This is where DOREME plays — both through distribution and doreme.in.

INDIA KIDSWEAR · REGIONAL SHARE



North · **28%**
West · **26%**
South · **24%**
East · **22%**

East — DOREME's home — is the most under-penetrated region.

Six trends shaping the kids' aisle.

01 Character-themed kidswear · 6.9% CAGR

Disney, Marvel, Pokémon, BTS-licensed apparel growing nearly twice as fast as the base category through 2033. ASPs run 1.5–2.0× plain ranges. DOREME is the only listed Indian kidswear brand with a FAMA Disney licence.

02 Sportswear & athleisure

The single fastest-growing category within kidswear in India, propelled by school uniform reforms, sports-as-curriculum, and dry-fit fabric availability. Indian kids' sportswear projected at 8%+ CAGR through 2030.

03 Organic & sustainable

80% of urban Indian parents say they are willing to pay 10–20% more for eco-friendly fabrics for infants. Organic cotton, recycled polyester and Oeko-Tex certified blends are emerging from premium-only to mainstream.

04 D2C and quick commerce

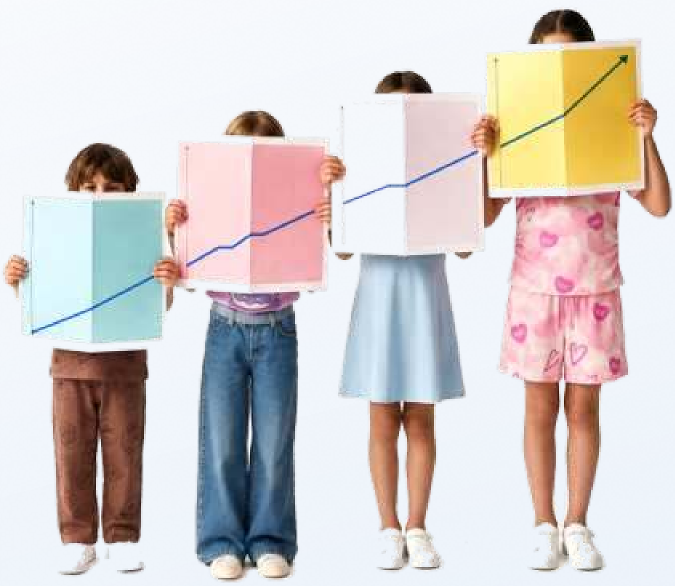
FirstCry, Hopscotch, The Souled Store Kids, Mothercare and a long tail of D2C entrants. Quick-commerce kidswear (10-min delivery) is the surprise category of 2025–26, with Blinkit, Zepto and Instamart adding apparel SKUs.

05 Innerwear · the unorganised giant

Estimated at **~₹40,000 crore** nationally; the most under-branded large apparel segment in India. DOREME entered the category in Q3 FY26 with a 24-SKU launch.

06 Gender-neutral & size-flex

Urban Indian parents increasingly buy gender-neutral basics for the 0–6 age range and size-flex ranges that 'last two seasons'. A growing share of design briefs is built around colour and silhouette neutrality.



A fragmented competitive landscape.

Indian kidswear remains one of the most fragmented organised apparel categories. The top 10 brands together hold less than **25% market share**; the long tail is split across regional brands, multi-brand outlets, online private labels and unbranded MSMEs.

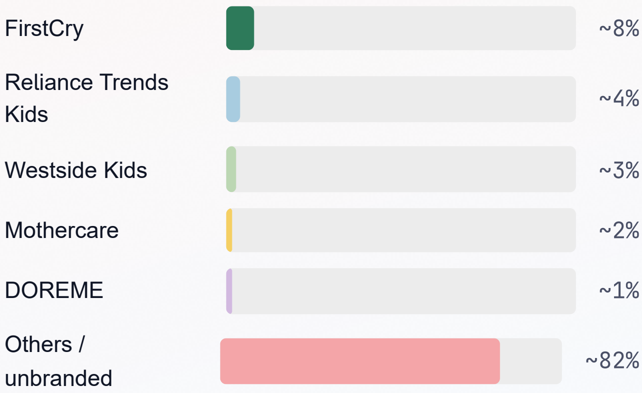
The competitive set falls into four clusters: (i) **vertical omnichannel kidswear specialists** like FirstCry and Mothercare; (ii) **multi-category retailers** with dedicated kids' floors like Reliance Trends, Pantaloons, Westside, Max Fashion and Lifestyle; (iii) **D2C-native brands** like Hopscotch and The Souled Store Kids; and (iv) **regional manufacturer-brands** like DOREME, Tinkle and Lil'Tomatoes.

DOREME's structural position is distinct: a vertically integrated manufacturer with a 22-year operating history, a national distribution network, a Disney licence, and a growing EBO footprint. We are the most capital-efficient way to play organised Indian kidswear.

Top 10 share · ~25%

The long tail accounts for 75%+ of the market — implying that organised consolidation can happen for another decade before concentration risk shows up.

INDICATIVE ORGANISED KIDSWEAR SHARE · INDIA · EST.



The DOREME differentiator

Vertically integrated · Disney licensed · 216 distributors · 12 EBOs · D2C live · ₹90–2,500 price ladder · ROCE ahead of organised average. Few competitors check more than three of these boxes.

ESG & sustainability.

E

Environment

· Cutting-table wastage program: 6% → 3% target

· Solar PV planned for new facility — 40% of rooftop

· Water recirculation across dyeing partners

· Cotton-rich blends in 70%+ of catalogue

ROLL-OUT · FY27

S

Social

· 66% women workforce

· Zero tolerance on child or forced labour

· Safe working environment and protection against occupation hazard

ALWAYS-ON

G

Governance

· 3 of 6 Directors independent

· Audit chaired by CA / CFA Charterholder

· Whistle-blower policy live

· Quarterly internal audit reviews

SEBI · LODR COMPLIANT

" A kidswear brand has a particular obligation: to make products that are safe today, and to leave a world worth dressing up for tomorrow. "

Basis of this section

The strategy and ESG pages in this section reflect management's own plans, internal data and estimates as at the date of this Report, and are not drawn from third-party research. They are forward-looking in nature and subject to the cautionary statement on page 2 and in the Management Discussion and Analysis. Industry data cited elsewhere in this Report is sourced from publicly available material and has not been independently verified.

Board's Report.

Dear Members,

The Board of Directors is pleased to present the Annual Report of Iris Clothings Limited (“the Company”), providing an overview of the Company's performance, operations, governance practices and the Audited Financial Statements for the financial year ended 31st March, 2026.

Operational Highlights

Financial Highlights

PARTICULARS (RS. IN LAKHS)	FY 2025-26	FY 2024-25
Revenue from Operations	19,086.94	14,608.89
Other Income	18.46	49.03
Total Income	**19,105.40**	**14,657.92**
Total Expenses	16,894.39	12,876.38
Profit or Loss before Extraordinary items Exceptional	2,211.01	1,781.54
Profit or Loss before tax	2,211.01	1,781.54
Less: Tax Expenses	591.78	469.32
Profit or Loss after Tax	**1,619.24**	**1,312.23**
Other Comprehensive Income	—	—
Total Comprehensive Income	**1,619.24**	**1,312.23**

State of Company's Affairs

During the financial year ended 31st March, 2026, the Company continued to demonstrate resilient operational and financial performance, supported by sustained demand for its products and prudent business strategies. The Company's Revenue from Operations increased to Rs. 19,086.94 lakhs from Rs. 14,608.89 lakhs in the previous financial year, registering a growth of approximately 30.66%. The Total Income stood at Rs. 19,105.40 lakhs, as against Rs. 14,657.92 lakhs in the previous year.

The Company's Profit Before Tax (PBT) increased to Rs. 2,211.01 lakhs from Rs. 1,781.54 lakhs in the previous financial year, reflecting an increase of approximately 24.11%. After providing for tax of Rs. 591.78 lakhs, the Profit After Tax (PAT) stood at Rs. 1,619.24 lakhs, compared to Rs. 1,312.23 lakhs in the previous year, registering a growth of approximately 23.39%. There was no Other Comprehensive Income during the year and, accordingly, the Total Comprehensive Income amounted to Rs. 1,619.24 lakhs.

The financial performance reflects the Company's continued focus on operational efficiency, disciplined cost management and sustainable growth. Your Director's remain confident that the Company's strong fundamentals, customer-centric approach and strategic initiatives will continue to support its long-term growth and create value for all stakeholders.

Change in Nature of Business

The Company continued to carry on the same line of business during the financial year 2025–26, and there was no change in the nature of its business.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report, prepared in accordance with Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), forms an integral part of this Annual Report.

The report contains certain forward-looking statements that reflect the Company's current expectations regarding future events and business performance. Actual results may differ materially from those expressed or implied in such statements due to various risks, uncertainties, and other factors beyond the Company's control. Accordingly, readers are advised to exercise due caution while relying on these forward-looking statements.

Share Capital

Equity Shares

The paid-up Equity Share Capital as on 31st March, 2026 was Rs. 38,06,62,940/- divided into 19,03,31,470 Equity Shares of Rs. 2/- each.

The capital structure of the Company as on 31st March, 2026 reflects the following significant corporate actions:

Rights Issue: Pursuant to the approval of the Board of Directors at its meeting held on 14th December, 2024, the Company completed a Rights Issue. The Board, at its meeting held on 24th April, 2025, allotted 1,35,95,105 equity shares of face value Rs. 2/- each at an issue price of ₹35/- per equity share (including a premium of Rs. 33/- per equity share) to the eligible shareholders.

Bonus Issue: Subsequently, on 7th July, 2025, the Board of Directors allotted 9,51,65,735 fully paid-up bonus equity shares of face value Rs. 2/- each in the ratio of 1:1, thereby doubling the Company's paid-up equity share capital.

Sweat Equity Shares

During the financial year under review, the Company did not issue any Sweat Equity Shares. Accordingly, the disclosure requirements under Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 are not applicable.

Differential Voting Rights

During the financial year under review, the Company did not issue any equity shares with differential rights as to dividend, voting or otherwise. Accordingly, the disclosure requirements under Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 are not applicable.

Employee Stock Options

During the financial year under review, the Company did not grant or issue any Employee Stock Options under any Employee Stock Option Scheme. Accordingly, the disclosure requirements under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 are not applicable.

Dividend

The Board of Directors has considered it prudent to retain the profits within the business to support strategic growth initiatives, operational expansion and future capital requirements. Accordingly, no dividend has been recommended for the financial year ended 31st March, 2026.

Transfer of unpaid & unclaimed Dividends & Shares to Investor Education and Protection Fund (IEPF)

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") there was no unclaimed/unpaid dividend, hence the company is not required to transfer any amount to Investor Education and Protection Fund.

Reserves

During the financial year under review, the Board of Directors has not proposed to transfer any amount to the General Reserve.

Material Changes and Commitments Affecting the Financial Position of the Company

Pursuant to the provisions of Section 134(3)(l) of the Companies Act, 2013, the following material changes and commitments have occurred between the close of the financial year ended 31st March, 2026 and the date of this Report:

The Board of Directors of the Company, at its meeting held on 8th July, 2026, approved the acquisition of 5,10,000 equity shares, representing 51% of the paid-up equity share capital of Infinia Lifestyle Private Limited from its existing shareholders, Mr. Harsh Vardhan Sarda and Mrs. Pooja Sarda, for an aggregate purchase consideration of Rs. 57.12 crore, payable partly by cash and partly by issue of equity shares. The proposed acquisition is in line with the Company's strategic objective of expanding its presence in the apparel segment, diversifying its product portfolio and strengthening its market position by entering the athleisure wear category. Upon completion of the proposed transaction, Infinia Lifestyle Private Limited will become a subsidiary of the Company.

The Board also approved, subject to the approval of the shareholders, stock exchange and such other statutory / regulatory approvals as may be required, the issuance and allotment of up to 77,08,183 equity shares of face value Rs. 2/- each at an issue price of Rs. 41.67 per equity share (including a premium of ₹39.67 per equity share) on a preferential basis, for consideration other than cash. The proposed preferential issue forms part of the purchase consideration payable to the sellers towards the aforesaid acquisition.

The proposed acquisition and preferential issue are expected to strengthen the Company's long-term growth prospects by expanding its business portfolio, enhancing its presence in the Indian apparel market and creating long-term value for its stakeholders. The transaction shall be consummated upon receipt of the requisite approvals and fulfilment of the conditions precedent under the definitive transaction documents.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars required to be disclosed pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are set out below:

Conservation of Energy

The Company continues to accord high priority to energy conservation as an integral part of its operational strategy. Continuous efforts are made to optimize energy consumption across its manufacturing facilities through efficient processes, preventive maintenance of equipment and adoption of energy-efficient practices.

During the year under review, the energy consumed by the company was 22,26,883 units amounting to Rs. 227.72/- lakhs.

Technology Absorption

The Company continually evaluates and adopts appropriate technologies to enhance operational efficiency, improve product quality and optimize manufacturing processes. The management remains abreast of technological developments in the industry and undertakes suitable initiatives for technology upgradation, wherever considered necessary. Regular training programmes are conducted for employees to familiarize them with emerging technologies and industry best practices.

Foreign Exchange Earning and Outgo

The Company continues to strengthen its presence in the international market through the export of its products. The details of foreign exchange earnings and expenditure during the financial year under review are as follows:

PARTICULARS (RS. IN LAKHS)	FINANCIAL YEAR 2025-26	FINANCIAL YEAR 2024-25
Earnings in Foreign Currencies	276.14	123.47
Expenditure in Foreign Currencies	476.35	—

Risk Management

The Company has in place a comprehensive risk management framework to identify, assess, monitor and mitigate risks that may affect its business and operations. The framework is periodically reviewed by the management and the Board to ensure its effectiveness.

The Company proactively manages strategic risks through business planning and market assessment, operational risks through robust internal controls and standard operating procedures, supply chain risks by maintaining a diversified vendor base and efficient inventory management, compliance risks through regular monitoring of statutory and regulatory requirements and cyber and information security risks by implementing appropriate IT controls and data security measures.

The Board periodically reviews the risk management framework and is of the opinion that there are no risks which, in its assessment, may threaten the existence of the Company.

Corporate Social Responsibility (CSR)

The Company remains committed to its Corporate Social Responsibility ("CSR") initiatives and continues to undertake activities in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time. The CSR initiatives of the Company are aimed at contributing towards sustainable and inclusive development while creating a positive impact on society.

The CSR Policy of the Company lays down the guiding principles for undertaking CSR activities and is available on the website of the Company at www.irisclothings.in.

The Annual Report on CSR activities, containing the disclosures prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014, forms part of this Report as 'Annexure A'.

Particulars of Loans Given, Investments Made, Guarantees Given or Security Provided

During the financial year under review, the Company has not granted any loans, provided any guarantees or securities, or made any investments requiring disclosure under Section 186 of the Companies Act, 2013.

Related Parties Transactions

During the year under review, all contracts/arrangements entered into by your Company with related parties were conducted on an arm's length basis and in the ordinary course of business. No material related party transactions were entered into by the Company during the year that required shareholders' approval under Regulation 23 of the SEBI Listing Regulations.

As per the requirements of the Companies Act, 2013 and SEBI Listing Regulations, all related party transactions have been approved by the Audit Committee, which reviewed them on a quarterly basis. Your Company formulated a Policy on Related Party Transactions, which is available on the Company's website at www.irisclothings.in.

All Related Party transactions have been reported in Notes to Accounts.

Board of Directors, Board Committees and Key Managerial Personnel

Composition of the Board and Committees

The composition of the Board of Directors and its Committees, viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee are constituted in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable.

The details relating to the composition of the Board and its Committees, including the terms of reference, are provided in the Corporate Governance Report, which forms an integral part of this Annual Report.

Appointment & Resignation

During the financial year under review, Mrs. Vranda Manish Rathi (DIN: 02759920) resigned from the office of Independent Director of the Company with effect from 8th August, 2025 due to her other commitments. The Board placed on record its sincere appreciation for her valuable guidance and contribution during her association with the Company.

At the previous Annual General Meeting ("AGM") held on 16th September, 2025, the Members approved the re-appointment of Mr. Manoj Tulsyan (DIN: 08919887) as the Non-Executive Independent Director of the Company for a second term of five consecutive years, with effect from 15th October, 2025.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sanjay Jain (DIN: 00167765) as an Additional Director (Non-Executive Independent Director) of the Company with effect from 6th November, 2025, subject to the approval of the Members. Subsequently, the Members vide Extra-Ordinary General Meeting (EGM) dated 3rd February, 2026 approved his appointment as the Non-Executive Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Members at the aforesaid EGM, also approved the re-appointment of Mr. Santosh Ladha (DIN: 03585561) as the Managing Director and Mrs. Geeta Ladha (DIN: 03585488) as the Whole-time Director of the Company for a further term of three (3) years with effect from 30th July, 2026, upon the terms and conditions approved by the Board and the Members.

Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Baldev Das Ladha (DIN: 03585566), Non-Executive Director, retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

The relevant particulars of the Director seeking re-appointment, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2, are provided in the Notice convening the ensuing Annual General Meeting.

Meetings of the Board & Committees

During the financial year ended 31st March, 2026, the Board met at regular intervals to discuss and decide on business and policy matters. The maximum interval between any two Board Meetings did not exceed 120 days, as prescribed under the Companies Act, 2013, the SEBI Listing Regulations and Secretarial Standard-1 on Meetings of the Board of Directors.

The details of the meetings of the Board, its Committees and the Independent Directors, together with the attendance of the Directors, are provided in the Corporate Governance Report forming part of this Annual Report.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors confirming that they continue to satisfy the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Independent Directors have also confirmed compliance with the Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013.

The Board is of the opinion that all the Independent Directors possess the requisite integrity, expertise, experience and proficiency required to discharge their duties as Independent Directors.

The Directors have also submitted disclosures of their interests in Form MBP-1 pursuant to Section 184(1) of the Companies Act, 2013 and have confirmed that they are not disqualified from being appointed or continuing as Directors under the applicable provisions of the Companies Act, 2013.

Familiarisation Programme for Independent Directors

In terms of the Companies Act, 2013 and the SEBI Listing Regulations, the Company has in place a structured Familiarisation Programme for its Independent Directors to enable them to understand the Company's business, operations, industry, regulatory environment, risk management framework and their roles, rights and responsibilities.

The details of programmes for familiarisation for Independent Directors are available on the website of the Company at www.irisclothings.in.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, the performance of the Committees of the Board and that of the individual Directors, including the Independent Directors. The evaluation was conducted in accordance with the criteria approved by the Nomination and Remuneration Committee, and the Board expressed satisfaction with its overall effectiveness and functioning.

For further details, please refer to the Corporate Governance Report, which forms part of this Report.

Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors state that:

1. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit / loss of the company for that period;
3. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. the directors had prepared the annual accounts on a going concern basis;
5. 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
6. 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.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the following officials were the Key Managerial Personnel of the Company as on 31st March, 2026:

- Mr. Santosh Ladha (Managing Director)
- Mrs. Geeta Ladha (Whole-time Director)
- Mr. Niraj Agarwal (Chief Financial Officer)
- Mrs. Sweta Agarwal (Company Secretary)

Vigil Mechanism / Whistle Blower Policy

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has established a Vigil Mechanism/Whistle Blower Policy to provide Directors, employees and other stakeholders with an avenue to report genuine concerns relating to unethical behaviour, actual or suspected fraud, violation of the Company's Code of Conduct or any other improper practices.

The Policy provides adequate safeguards against victimization of persons who avail the mechanism and ensures direct access to the Chairperson of the Audit Committee in appropriate cases. During the financial year under review, no person was denied access to the Audit Committee. The Policy has been uploaded on the Company's website www.irisclothings.in.

Policy on Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Nomination and Remuneration Policy on the appointment, remuneration and evaluation of Directors, Key Managerial Personnel and Senior Management Personnel. The Policy lays down the criteria for determining qualifications, positive attributes, independence of Directors and other matters specified under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Nomination and Remuneration Policy is available on the website of the Company at www.irisclothings.in.

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on 31st March, 2026 is available on the Company's website at www.irisclothings.in.

Details of Subsidiary, Associate and Joint Venture Companies

The Company did not have any subsidiary, associate or joint venture as on 31st March, 2026. Accordingly, the provisions relating to consolidated financial statements and disclosure in Form AOC-1 are not applicable.

Subsequent to the close of the financial year, the Board of Directors approved the proposed acquisition of 51% of the equity share capital of Infinia Lifestyle Private Limited, which is subject to the requisite statutory, regulatory and shareholders' approvals. The details of the proposed acquisition are provided under the section “Material Changes and Commitments Affecting the Financial Position of the Company” in this Report.

Deposits from Public

The Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on deposits from public was outstanding as on 31st March, 2026.

Internal Control Systems

The Company's internal control procedures which includes internal financial controls, ensures compliance with various policies, practices and statutes keeping in view the organization's pace of growth and increasing complexity of operations. The internal auditors team carries out extensive audits throughout the year and submits its reports to the Audit Committee.

Audit Report and Auditors

Statutory Auditor

M/s. AMK & Associates, (FRN: 327817E) Chartered Accountants, have been re-appointed as Statutory Auditors of the Company at the 13th Annual General Meeting held on 28th September, 2024 for a term of 5 consecutive years to hold office from the conclusion of 13th Annual General Meeting till the conclusion of 18th Annual General Meeting to be held in the year 2029.

The Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

The reports issued by the Statutory Auditor on the financial statements of the Company for the year ended 31st March, 2026 do not contain any qualification, observation or comment or remark(s) which have an adverse effect on the functioning of the Company and therefore, do not call for any comments from Directors. Further, the Statutory Auditor has not reported any fraud as specified under Section 143(12) of the Act.

Internal Auditor

As recommended by the Audit Committee, the Board of Directors had re-appointed M/s. Vimal & Seksaria, Chartered Accountants, as Internal Auditors of the Company for the Financial Year 2025-26 to conduct internal audit of the Company and their report on findings is submitted to the Audit Committee on periodic basis.

Secretarial Auditors

In compliance with Regulation 24A of the SEBI Listing Regulations and Section 204 of the Companies Act, 2013, the Members at the 14th Annual General Meeting held on 16th September, 2025 had appointed Mrs. Pooja Bachhawat (ACS: 52835), a peer reviewed Company Secretary, as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The Secretarial Audit Report of Mrs. Pooja Bachhawat, Company Secretary in Practice, for the financial year 2025-26, is annexed herewith as ‘Annexure B’.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Cost Records

The requirement for maintenance of cost records as specified under Section 148(1) of the Companies Act, 2013 and the rules made thereunder is not applicable to the Company.

Corporate Governance

The Company is committed to maintaining the highest standards of corporate governance and believes that sound corporate governance practices are fundamental to enhancing shareholder value and protecting the interests of all stakeholders. In compliance with Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report, together with the certificate issued by the Statutory Auditors confirming compliance with the conditions of Corporate Governance, forms an integral part of this Annual Report.

Details of Significant and Material Orders Passed by Regulators or Courts or Tribunals

During the year, there were no significant material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operation.

Disclosure under the Sexual Harassment of Women at a Workplace (Prevention, Prohibition and Redressal), Act 2013

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (‘POSH Act’) and Rules made thereunder, your Company have constituted Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

a.	Number of complaints of Sexual Harassment received in the Year	0
b.	Number of Complaints disposed off during the year	0
c.	Number of cases pending for more than ninety days	0

Remuneration Ratio to Directors/KMP/Employees

The disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as ‘Annexure C’ forming part of this report.

Other Disclosures

Secretarial Standards

The Company has complied with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Proceeding pending under the Insolvency and Bankruptcy Code, 2016

During the financial year under review, no application was made or any proceeding initiated by or against the Company under the provisions of the Insolvency and Bankruptcy Code, 2016. Accordingly, no proceedings were pending against the Company as on the date of this Report.

Maternity Benefit

The Company is committed to providing a safe, healthy and inclusive workplace for all its employees. The Company has complied with the provisions of the Maternity Benefit Act, 1961, as amended, and has extended all statutory benefits to eligible women employees, if any, during the financial year under review.

Acknowledgement

Your Directors place on record their sincere appreciation for the continued dedication, commitment and valuable contributions of all employees, whose efforts have significantly contributed to the Company's performance during the year.

The Board also expresses its gratitude to the shareholders, customers, suppliers, bankers, financial institutions, business associates, regulatory authorities and various government agencies for their continued trust, confidence and unwavering support. The Directors look forward to their continued cooperation and partnership in the years ahead.

Place: Howrah
Date: 27.07.2026

For and on behalf of the Board
Iris Clothings Limited

Santosh Ladha
Managing Director · (DIN: 03585561)

Geeta Ladha
Whole-time Director · (DIN: 03585488)

Annual Report on Corporate Social Responsibility Activities.

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

Brief outline on CSR Policy of the Company:

The Company remains committed to conducting its business in a socially responsible and sustainable manner. Guided by its Corporate Social Responsibility (“CSR”) Policy, the Company undertakes CSR initiatives aimed at creating a positive and lasting impact on society while contributing to inclusive and sustainable development. The CSR activities undertaken by the Company are in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and are aligned with the activities specified in Schedule VII of the Act.

The Company's CSR Policy provides the guiding framework for planning, implementation and monitoring of its CSR initiatives at www.irisclothings.in.

Composition of CSR Committee:

NAME OF THE MEMBER	DESIGNATION / NATURE OF DIRECTORSHIP	MEETINGS HELD DURING THE YEAR	MEETINGS ATTENDED DURING THE YEAR
Mr. Nikhil Saraf	Non-Executive Independent Director (Chairman)	1	1
Mr. Manoj Tulsyan	Non-Executive Independent Director (Member)	1	1
Mrs. Vranda Manish Rathi*	Non-Executive Independent Director (Member)	1	1
Mr. Sanjay Jain#	Non-Executive Independent Director (Member)	1	1

* Resigned w.e.f. 08th August, 2025 · # Appointed w.e.f. 06th November, 2025

Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

These details are disclosed on the Company's website at www.irisclothings.in.

Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

The Company at present is not required to carry out impact assessment in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014.

SL. NO.	PARTICULARS	AMOUNT
(a)	Average net profit of the Company as per section 135(5)	Rs. 1,517.14 lakhs
(b)	Two percent of average net profit of the company as per section 135(5)	Rs. 30.34 lakhs
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
(d)	Amount required to be set off for the financial year, if any	Nil
(e)	**Total CSR obligation for the financial year [(b)+(c)-(d)]**	**Rs. 30.34 lakhs**

SL. NO.	PARTICULARS	AMOUNT
(a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)	Rs. 30.50 lakhs
(b)	Amount spent in Administrative Overheads	Nil
(c)	Amount spent on Impact Assessment, if applicable	Nil
(d)	**Total amount spent for the Financial Year [(a)+(b)+(c)]**	**Rs. 30.50 lakhs**

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

TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR (RS. IN LAKHS)	AMOUNT UNSPENT (IN RS.)			
	TOTAL AMOUNT TRANSFERRED TO UNSPENT CSR ACCOUNT AS PER SECTION 135(6)		AMOUNT TRANSFERRED TO ANY FUND SPECIFIED UNDER SCHEDULE VII AS PER SECOND PROVISO TO SECTION 135(5)	
	Amount	Date of transfer	Name of the Fund / Amount	Date of transfer
30.50	Nil	Not Applicable	Not Applicable · Nil	Not Applicable

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

Details of Unspent CSR amount for the preceding three financial years: Not Applicable

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

Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Place: Howrah
Date: 27.07.2026

For and on behalf of the Board
Iris Clothings Limited

Santosh Ladha
Managing Director · (DIN: 03585561)

Nikhil Saraf
Chairman, CSR Committee · (DIN: 00611163)

Secretarial Audit Report.

Form No. MR-3 · For the financial year ended 31st March, 2026 · [Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members of
M/s. Iris Clothings Limited
103/24/1, Foreshore Road
Shibpur, Howrah – 711 102

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026 ("Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable to the Company during the period under review);
   e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Company during the period under review);
   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable to the Company during the period under review); and
   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the period under review).
6. Other applicable laws informed by the Management of the Company as generally applicable, to the Industry/Company.
   - The Factories Act, 1948;
   - The Payment of Gratuity Act, 1972;
   - The Child Labour (Prohibition & Regulations) Act, 1986;
   - The Environment (Protection) Act, 1986, read with the Environment (Protection) Rules, 1986;
   - The Water (Prevention & Control of Pollution) Act, 1974, read with Water (Prevention & Control of Pollution) Rules, 1975;
   - The Air (Prevention & Control of Pollution) Act, 1981 read with Air (Prevention & Control of Pollution) Rules, 1982;
   - Maternity Benefit Act, 1961;
   - Contract Labour (Regulation and Abolition) Act, 1970;
   - Environment (Protection) Act, 1986.

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

- Secretarial Standard-I and II issued by the Institute of Company Secretaries of India; and
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In respect of other laws specifically applicable to the Company, I have relied on the information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

I further report that

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

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

I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), I am of the opinion there are adequate systems and processes in place in the Company which is commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no major events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards except:

- During the year under review, the Board of Directors have issued and allotted 1,35,95,105 Equity Shares of Rs. 2/- each at a price of Rs. 35/- on Right Basis on 24th April, 2025.
- The Company further issued and allotted 9,51,65,735 Bonus Equity Shares of Rs. 2/- each in the ratio of 1:1 on 7th July, 2025.

Place: Kolkata
Date: 27.07.2026

Pooja Bachhawat
Practicing Company Secretary
ACS: 52835 · CP: 28111
UDIN: A052835H001005105
Peer Review No. 7001/2025

To
The Members of
M/s. Iris Clothings Limited
103/24/1, Foreshore Road
Shibpur, Howrah – 711 102

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

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

Place: Kolkata
Date: 27.07.2026

Pooja Bachhawat
Practicing Company Secretary
ACS: 52835 · CP: 28111
UDIN: —
Peer Review No. 7001/2025

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 are given hereunder:

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year are given hereunder:

NAME	DESIGNATION	REMUNERATION PAID DURING FY 2025-26* (RS. IN LAKHS)	RATIO OF REMUNERATION TO MEDIAN REMUNERATION OF EMPLOYEES (INCLUDING WHOLE-TIME DIRECTORS)
Mrs. Geeta Ladha	Whole-time Director	126	121.07
Mr. Santosh Ladha	Managing Director	126	121.07

*Sitting fees paid to Non-executive Directors during the year is not considered as remuneration for ratio calculation purpose.

The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year are given hereunder:

NAME	DESIGNATION	% INCREASE IN REMUNERATION IN THE FINANCIAL YEAR
Mrs. Geeta Ladha	Whole-time Director	—
Mr. Santosh Ladha	Managing Director	—
Mr. Niraj Agarwal	Chief Financial Officer	—
Ms. Sweta Agarwal	Company Secretary	—

The median remuneration of employees decreased by 9% during the financial year 2025-26.

The number of permanent employees on the role of company as on 31st March, 2026 is 1764 nos., including Executive directors.

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

vi. Affirmation that the remuneration is as per the remuneration policy of the company: The Board of Directors of the Company affirms that the remuneration is as per the Remuneration Policy of the Company.

Place: Howrah
Date: 27.07.2026

For and on behalf of the Board
Iris Clothings Limited

Santosh Ladha
Managing Director · (DIN: 03585561)

Geeta Ladha
Whole-time Director · (DIN: 03585488)

Corporate Governance Report.

Company's Philosophy

At Iris Clothings Limited ("the Company"), corporate governance is founded on the principles of integrity, transparency, accountability, fairness, and ethical business conduct. The Company believes that strong governance practices are essential for creating long-term value for its stakeholders and sustaining business growth in a responsible manner.

The Company's governance framework is designed to ensure compliance with applicable laws and regulations, effective oversight by the Board of Directors, prudent risk management, and transparent disclosures. Iris Clothings Limited is committed to maintaining the highest standards of corporate governance by fostering a culture of ethical decision-making, operational excellence, and stakeholder engagement.

The Company continuously strives to strengthen its governance practices in line with evolving regulatory requirements and global best practices, thereby enhancing stakeholder confidence and ensuring sustainable value creation for shareholders, employees, customers, business partners, and the community at large.

Board of Directors

Size and Composition

The Board of Directors of Iris Clothings Limited is constituted in a manner that ensures an appropriate balance of executive leadership, independent oversight and diverse expertise, thereby facilitating effective governance and informed decision-making.

During the Financial Year 2025-26, the composition of the Board was in full compliance with the requirements of Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with Section 149 of the Companies Act, 2013.

As on 31st March, 2026, the Board comprised six Directors, including two Executive Directors, one Non-Executive Non-Independent Director, and three Non-Executive Independent Directors. The presence of Independent Directors constituting half of the Board reflects the Company's commitment to maintaining high standards of corporate governance, transparency, and objective oversight in the interests of all stakeholders.

In accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, all Directors periodically disclose their directorships, committee memberships and other statutory interests, including any changes thereto. Based on such disclosures and confirmations received from the Directors, the Company affirms that, as on 31st March, 2026, none of the Directors exceeded the limits prescribed under the applicable regulatory framework with respect to directorships and committee positions.

Further, none of the Directors:

- held directorships in more than ten public companies;
- served as a Director or Independent Director in excess of the limits prescribed for listed entities;
- was a member of more than ten committees or acted as Chairperson of more than five committees across public companies.

The Company believes that its Board structure, characterized by a balanced composition and strong independent representation, contributes significantly to effective oversight, strategic guidance, sound risk management, and sustainable value creation for shareholders and other stakeholders.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies during the Financial Year 2025-26 are given below:

NAME OF DIRECTOR	CATEGORY	ATTENDANCE AT LAST AGM HELD ON 16TH SEPTEMBER, 2025	DIRECTORSHIP IN OTHER PUBLIC COMPANIES$	NO. OF COMMITTEE POSITION HELD IN OTHER COMPANIES#	
				CHAIRPERSON	MEMBER
Mr. Santosh Ladha (DIN: 03585561)	Managing Director	Yes	0	0	0
Mrs. Geeta Ladha (DIN: 03585488)	Whole-time Director	Yes	0	0	0
Mr. Baldev Das Ladha (DIN: 03585566)	Non-Executive Director	Yes	0	0	0
Mr. Nikhil Saraf (DIN: 00611163)	Non-Executive Independent Director	Yes	2	0	0
Mr. Manoj Tulsyan (DIN: 08919887)	Non-Executive Independent Director	Yes	0	0	0
Mrs. Vranda Manish Rathi (DIN: 02759920)*	Non-Executive Independent Director	NA	0	0	0
Mr. Sanjay Jain (DIN: 00167765)**	Non-Executive Independent Director	NA	1	0	1

$ Excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013. All public Limited Companies whether listed or not have been considered in the aforementioned table.
# Includes only chairmanship/ membership of the Audit Committee and Stakeholders' Relationship Committee as per Regulation 26(1)(b) of the SEBI Listing Regulations.
* Resigned w.e.f. 08th August, 2025 · ** Appointed w.e.f. 06th November, 2025

Directorship in Other Listed Entity

S. NO.	NAME OF THE DIRECTOR(S)	NAME OF THE LISTED ENTITY
1.	Mr. Sanjay Jain	Interstate Oil Carrier Ltd

Board Meetings

The effectiveness of the Board is strengthened through regular and structured meetings that foster constructive dialogue, independent judgment and informed decision-making. During these meetings, the Board reviews the Company's strategic priorities, operational performance, financial position, governance practices and risk landscape, thereby ensuring alignment with the Company's vision and long-term growth aspirations.

Board meetings are convened by giving adequate notice and agenda papers to the Directors in advance. The time gap between two consecutive Board meetings has not exceeded 120 days. The Company Secretary, in consultation with the Board of Directors, prepares the agenda which is put-up for due consideration of Directors at the Board meeting(s). The agenda and related information are circulated in electronic form through their email, which is easily accessible to the Board members. The Board ensures that all relevant information is provided to directors before each meeting. The information as required under Part A of Schedule II to the SEBI Listing Regulations is also made available to the Board, wherever applicable, for their consideration. The Company adheres to the Secretarial Standard-1 on the Board and Committee Meetings as prescribed by the Institute of Company Secretaries of India.

Board Meetings · dates

During the financial year under review, the Board met eight (8) times on the following dates:

- 24th April, 2025
- 15th May, 2025
- 7th July, 2025
- 8th August, 2025
- 13th October, 2025
- 6th November, 2025
- 5th January, 2026
- 2nd February, 2026

Attendance of Directors at the Board Meetings held during the Financial Year 2025-26:

S. NO.	NAME OF THE DIRECTORS	CATEGORY	FINANCIAL YEAR 2025-26	
			MEETINGS HELD	MEETINGS ATTENDED
1.	Mr. Santosh Ladha	Managing Director	8	8
2.	Mrs. Geeta Ladha	Whole-time Director	8	8
3.	Mr. Baldev Das Ladha	Non-Executive Non Independent Director	8	8
4.	Mr. Nikhil Saraf	Non-Executive Independent Director	8	8
5.	Mr. Manoj Tulsyan	Non-Executive Independent Director	8	8
6.	Mrs. Vranda Manish Rathi*	Non-Executive Independent Director	8	4
7.	Mr. Sanjay Jain@	Non-Executive Independent Director	8	1

* Resigned w.e.f. 8th August, 2025 · @ Appointed w.e.f. 6th November, 2025

Disclosures of Relationships between Directors

In accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, none of the Directors on the Board is related to any other Director, except Mr. Santosh Ladha, Mrs. Geeta Ladha, and Mr. Baldev Das Ladha, who are related to each other within the meaning of the term “relative” as defined under Section 2(77) of the Companies Act, 2013 read with the applicable rules made thereunder.

Shareholding of Directors

Details of equity shares of the Company held by the Directors as on 31st March, 2026 are given below:

NAME	CATEGORY	NUMBER OF SHARES
Mr. Santosh Ladha	Managing Director	1,31,64,590
Mrs. Geeta Ladha	Whole-time Director	7,82,29,140
Mr. Baldev Das Ladha	Non-Executive Director	66,65,170

Core Skills, Expertise and Competencies of the Board

The Board of Directors of Iris Clothings Limited possesses a diverse mix of skills, expertise, and competencies that are aligned with the Company's business objectives and strategic priorities. Considering the nature of the Company's operations in the readymade garments and apparel manufacturing industry, the Board comprises professionals with extensive experience across various functional and industry domains, enabling effective oversight, strategic guidance and informed decision-making.

The Board has identified the following core skills, expertise and competencies as essential for the effective functioning of the Board and are currently available with the Board Members:

- **Apparel and Textile Industry Knowledge** – Understanding of the garments, textiles, fashion, manufacturing, sourcing, and retail ecosystem.
- **Business Strategy and Leadership** – Experience in formulating and executing business strategies, driving growth, and managing organizational transformation.
- **Finance and Financial Management** – Expertise in financial planning, budgeting, capital allocation, financial reporting, treasury management, and value creation.
- **Accounting and Audit** – Knowledge of accounting standards, financial controls, audit processes, and regulatory reporting requirements.
- **Corporate Governance and Regulatory Compliance** – Understanding of corporate governance practices, legal and regulatory frameworks and stakeholder responsibilities.
- **Risk Management and Internal Controls** – Experience in identifying, assessing, and mitigating business, operational, financial, and compliance risks.
- **Manufacturing and Operations Management** – Knowledge of production processes, supply chain management, quality assurance, operational efficiency and cost optimization.
- **Marketing, Branding and Consumer Insights** – Understanding of brand development, market dynamics, customer preferences and distribution channels.
- **Human Resource Management and Organizational Development** – Expertise in talent management, leadership development, succession planning, and workplace culture.
- **Technology and Digital Transformation** – Understanding of information technology, digital innovation, data management, cybersecurity and business automation.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business.

The Board periodically reviews the mix of skills, expertise and competencies available on the Board to ensure that it remains well-equipped to address emerging opportunities and challenges, support the Company's strategic objectives, and create long-term value for its shareholders and other stakeholders.

Board Oversight of Sustainability (ESG)

The Board recognises the importance of environmental, social and governance ("ESG") considerations in supporting the Company's long-term sustainability and value creation. The Board, with the assistance of its Committees and the senior management, oversees matters relating to sustainability, environmental stewardship, employee well-being, ethical business conduct, regulatory compliance and stakeholder engagement. The Board periodically reviews emerging ESG-related risks and opportunities and provides strategic guidance to ensure that sustainability considerations are appropriately integrated into the Company's business operations and decision-making processes.

Independent Directors

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, none of the Independent Directors serve as Non-Independent Director of any company on the Board of which any of the Non-Independent Director is an Independent Director.

The Company also has a structured Familiarization framework for the Independent Directors. It takes due steps for familiarizing the Independent Directors with the Company's procedures and practices, by providing them the necessary documents, reports and internal policies. The familiarization program for Independent Directors is given on the website at www.irisclothings.in.

As per Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI Listing Regulations, the Independent Directors shall hold at least one meeting in a financial year without the presence of Non-Independent Directors and Management representatives. During the financial year 2025-26, the Independent Directors met on 2nd February, 2026.

The Independent Directors inter alia discuss the issues arising out of the Committee Meetings and Board discussions including reviewing the performance of Non-Independent Directors and Board as a whole; quality, quantity and timely flow of information between the Company Management and the Board that is necessary for the Board to effectively and efficiently perform its duties. The Independent Directors also have access to Statutory Auditors, Secretarial Auditors, Internal Auditor and the Management of the Company for discussions and questions, if any.

Board Committees

To facilitate effective governance and assist the Board in discharging its responsibilities, the Board of Directors has constituted various Committees in accordance with the requirements of the Companies Act, 2013, SEBI Listing Regulations and other applicable statutory provisions.

As on 31st March, 2026, the Board has constituted the following Committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee.

Audit Committee

The Audit Committee serves as a cornerstone of the Company's corporate governance framework and plays a vital role in assisting the Board of Directors in overseeing the integrity of financial reporting, the effectiveness of internal controls, risk management processes, and compliance with applicable legal and regulatory requirements. The Committee provides independent and objective oversight of the Company's financial affairs and contributes to enhancing transparency, accountability and stakeholder confidence.

Constituted in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Audit Committee comprises Directors possessing expertise in finance, accounting, governance, and business management. The Committee regularly interacts with the Statutory Auditors, Internal Auditors, and management to review financial statements, audit findings, internal control systems, and compliance matters, thereby ensuring the highest standards of financial discipline and corporate governance.

Audit Committee · Composition and Meetings

Composition

NAME OF THE MEMBER	CATEGORY	POSITION
Mr. Nikhil Saraf	Non-Executive Independent Director	Chairman
Mr. Manoj Tulsyan	Non-Executive Independent Director	Member
Mrs. Vranda Manish Rathi*	Non-Executive Independent Director	Member
Mr. Sanjay Jain#	Non-Executive Independent Director	Member

* Resigned w.e.f. 08th August, 2025 · # Appointed w.e.f. 06th November, 2025

Ms. Sweta Agarwal, Company Secretary is the Compliance Officer of the Company and acts as secretary to Committee.

Meetings

During the year under review, 4 (four) meetings of the Audit Committees were held. Details of Audit Committee Meetings along with presence of quorum are as under —

S. NO.	DATE OF MEETINGS	TOTAL NUMBER OF DIRECTORS ASSOCIATED AS ON THE DATE OF MEETING	TOTAL NUMBER OF DIRECTORS ATTENDED	TOTAL NUMBER OF INDEPENDENT DIRECTORS ATTENDED
1.	15th May, 2025	3	3	3
2.	08th August, 2025	3	3	3
3.	06th November, 2025	2	2	2
4.	2nd February, 2026	3	3	3

The representative of the Statutory Auditors also attended the Audit Committee Meetings. The Internal Audit Report is directly placed to the Audit Committee.

The Chairman of Audit Committee was present at the Annual General Meeting (AGM) held on 16th September, 2025. The minutes of Audit Committee meetings are placed in the Board for noting.

Audit Committee · Terms of Reference

The terms of reference of the Audit Committee are in line with Regulation 18(3) read with Schedule II, Part - C of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 include the following:

1. To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. To recommend the appointment, remuneration and terms of appointment of the Statutory Auditors, Cost Auditors and Internal Auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b. Changes, if any, in accounting policies and practices and reasons for the same.
    c. Major accounting entries involving estimates based on the exercise of judgment by Management;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. Compliance with listing and other legal requirements relating to financial statements;
    f. Disclosure of any related party transactions;
    g. Modified opinion(s) in the draft audit report, if any.
5. To review with management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take steps in the matter;
7. To review and monitor the Auditor's independence and performance and effectiveness of the Audit Process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of Inter-corporate loans and Investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. To review the utilization of loans and/ or advances from/ investment by the company to its subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments;
21. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
22. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Review of Information by Audit Committee

To review the following:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses; and
4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. statement of deviations:
   a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The minutes of the meetings of the Audit Committee are placed before and noted by the Board. All the recommendations made by the Committee during the year under review were accepted by the Board.

In accordance with the circular dated 7th January, 2026 issued by the National Financial Reporting Authority and upon recommendation of the Audit Committee in consultation with the Statutory Auditors, the Board adopted a framework to ensure effective two-way communication between 'Those Charged with Governance' (TCWG) and the Statutory Auditors.

The Board is responsible for providing strategic direction, overseeing the conduct of the Company's business, monitoring the performance of the management and ensuring that appropriate standards of corporate governance, internal controls and risk management are maintained.

The Audit Committee plays a pivotal role in assisting the Board in overseeing the integrity of the Company's financial reporting process, the effectiveness of internal financial controls, risk management framework, internal audit function, statutory audit process and compliance with applicable legal and regulatory requirements. The Chairperson of the Audit Committee serves as the primary point of interaction with the Statutory Auditors on matters relating to financial reporting, audit and governance.

Nomination & Remuneration Committee

The Nomination and Remuneration Committee ("NRC") plays a key role in strengthening the Company's governance framework by ensuring that the Board and senior management comprise individuals with the requisite qualifications, experience, skills, and integrity to effectively lead the Company. The Committee assists the Board in matters relating to the appointment, re-appointment, succession planning, evaluation, and remuneration of Directors, Key Managerial Personnel, and Senior Management Personnel.

Constituted in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the NRC is responsible for formulating the criteria for appointment of Directors and Senior Management, devising the Board Diversity Policy and ensuring an appropriate balance of skills, experience, expertise, diversity, independence and diversity of thought on the Board. The Committee also formulates and administers remuneration policies that are fair, transparent, performance-driven and aligned with the long-term interests of the Company and its stakeholders. Through its recommendations and oversight, the Committee contributes to attracting, retaining and developing competent leadership while promoting the highest standards of corporate governance.

Nomination & Remuneration Committee · Composition and Meetings

Composition

NAME OF THE MEMBER	CATEGORY	POSITION
Mr. Nikhil Saraf	Non-Executive Independent Director	Chairman
Mr. Manoj Tulsyan	Non-Executive Independent Director	Member
Mrs. Vranda Manish Rathi*	Non-Executive Independent Director	Member
Mr. Sanjay Jain#	Non-Executive Independent Director	Member

* Resigned w.e.f. 08th August, 2025 · # Appointed w.e.f. 06th November, 2025

Ms. Sweta Agarwal, Company Secretary is the Compliance Officer of the Company and acts as secretary to Committee.

Meetings

During the year under review, 1 (One) meeting of the Nomination and Remuneration Committees was held as under —

DATE OF MEETING	TOTAL NUMBER OF DIRECTORS ASSOCIATED AS ON THE DATE OF MEETING	TOTAL NUMBER OF DIRECTORS ATTENDED	TOTAL NUMBER OF INDEPENDENT DIRECTORS ATTENDED
06th November, 2025	2	2	2

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee include:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommended to the Board a policy, relating to the remuneration of the Directors, Key managerial Personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Identification of person who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommended to the Board their appointment and removal;
4. Devising a policy on Board diversity;
5. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. Recommend to the board, all remuneration, in whatever form, payable to senior management;
7. Evaluating the balance of skills, knowledge and experience on the Board upon the appointment of an independent Director. Based on this evaluation, preparing a description of the role and capabilities required of an independent Director. The recommended candidate for the position of an independent Director should possess the identified capabilities. The Committee may utilize external agencies, consider candidates from diverse backgrounds, and take into account the time commitments of the candidates when identifying suitable candidates.

Succession Planning

The Nomination and Remuneration Committee oversees the succession planning process for the Board of Directors, Key Managerial Personnel and Senior Management Personnel with a view to ensuring continuity of leadership and effective management of the Company's affairs. The Committee periodically reviews succession plans for key leadership positions, taking into consideration the competencies, experience, performance, potential and future business requirements. The succession planning framework is designed to ensure an orderly transition in the event of planned or unforeseen changes in leadership and to support the Company's long-term strategic objectives.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, the performance of its Committees, and that of the individual Directors, including the Independent Directors.

The evaluation process is designed to assess the effectiveness of the Board's functioning and to identify areas for continuous improvement. The assessment covers various aspects, including the composition and structure of the Board and its Committees, quality of deliberations, strategic guidance, oversight of risk management and internal controls, governance practices, contribution and participation of Directors, and the effectiveness of decision-making processes.

The Nomination and Remuneration Committee oversees the evaluation framework and reviews the performance assessment process. The Independent Directors, at their separate meeting, evaluate the performance of the Non-Independent Directors and the Board as a whole, while the Board evaluates the performance of its Committees and individual Directors. The evaluation exercise provides valuable insights into the Board's effectiveness and reinforces the Company's commitment to maintaining high standards of corporate governance, accountability, and sustainable value creation for its stakeholders.

Remuneration of Directors

Remuneration of Directors is based on various factors such as the size, global presence, economic & financial position of the Company and their participation in the Board/Committee meetings. Basis these factors and annual performance evaluation of the directors, remuneration payable to the Directors is recommended by Nomination and Remuneration Committee to the Board.

The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Managing Director and the Executive Director(s). Non-Executive Directors including Independent Directors are eligible for sitting fees not exceeding the limits prescribed under the Companies Act, 2013.

The Company has not granted any stock options to any of its Non-Executive Independent Directors. The Nomination and Remuneration policy may be referred to at the Company's official website at the web link www.irisclothings.in.

The details of remuneration paid to the Executive and Non-Executive Directors for the financial year 2025-26 are provided hereinafter:

Executive Directors (Amount in Lakhs)

NAME OF THE DIRECTORS	SALARY (RS.)	PERQUISITES (RS.)	OTHERS (RS.)	TOTAL (RS.)
Mr. Santosh Ladha	126.00	—	—	126.00
Mrs. Geeta Ladha	126.00	—	—	126.00

Non-Executive Directors and Independent Directors (Amount in Lakhs)

NAME OF THE DIRECTORS	SITTING FEES (RS.)	COMMISSION (RS.)	TOTAL (RS.)
Mr. Baldev Das Ladha	0.10	—	0.095
Mr. Nikhil Saraf	0.23	—	0.235
Mr. Manoj Tulsyan	0.23	—	0.235
Mrs. Vranda Manish Rathi*	0.10	—	0.100
Mr. Sanjay Jain#	0.07	—	0.068

* Resigned w.e.f. 08th August, 2025 · # Appointed w.e.f. 06th November, 2025

Stakeholders Relationship Committee

The Stakeholders Relationship Committee plays a significant role in strengthening the Company's relationship with its shareholders and other security holders by ensuring prompt and effective resolution of their queries, grievances, and concerns. The Committee is entrusted with overseeing various matters relating to investor services, including transfer and transmission of securities, issue of duplicate share certificates, dematerialization and rematerialization of shares, and redressal of investor complaints.

Constituted in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee focuses on enhancing investor satisfaction and safeguarding stakeholder interests through a transparent, responsive, and efficient grievance redressal mechanism. The Committee periodically reviews investor-related matters and monitors the effectiveness of the Company's investor service processes, thereby reinforcing the Company's commitment to good corporate governance and stakeholder engagement.

Composition

NAME OF THE MEMBER	CATEGORY	POSITION
Mr. Nikhil Saraf	Non-Executive Independent Director	Chairman
Mr. Manoj Tulsyan	Non-Executive Independent Director	Member
Mrs. Vranda Manish Rathi*	Non-Executive Independent Director	Member
Mr. Sanjay Jain#	Non-Executive Independent Director	Member

* Resigned w.e.f. 08th August, 2025 · # Appointed w.e.f. 06th November, 2025

Ms. Sweta Agarwal, Company Secretary is the Compliance Officer of the Company and acts as secretary to Committee.

Meetings

During the year under review, 1 (one) meeting of the Stakeholders Relationship Committee was held as under —

S. NO.	DATE OF MEETING	TOTAL NUMBER OF DIRECTORS ASSOCIATED AS ON THE DATE OF MEETING	TOTAL NUMBER OF DIRECTORS ATTENDED	TOTAL NUMBER OF INDEPENDENT DIRECTORS ATTENDED
1.	2nd February, 2026	3	3	3

Terms of Reference

The terms of reference and roles of the Stakeholders Relationship Committee as framed in line with provisions of SEBI Listing Regulations and Companies Act, 2013, includes the following:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
2. To review measures taken for effective exercise of voting rights by shareholders.
3. To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. To review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend / annual reports / statutory notices by the shareholders of the Company.
5. Conduct a Shareholder Satisfaction Survey to judge the level of satisfaction amongst shareholders.
6. Suggest and drive implementation of various investor friendly initiatives.
7. To carry out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.

Name, Designation and Address of the Compliance Officer

Ms. Sweta Agarwal
Company Secretary
Iris Clothings Limited
103/24/1, Foreshore Road Shibpur, Howrah – 711 102
Email: info@irisclothings.in
Contact: +91 8100074062

In accordance with Regulation 6 of the SEBI Listing Regulations, the Board has appointed Ms. Sweta Agarwal, Company Secretary as the Compliance Officer.

Investor Complaints and Grievance Redressal

The details of the shareholder's complaints received and redressed during the financial year ended 31st March, 2026 are provided below:

OPENING BALANCE	RECEIVED DURING THE YEAR	RESOLVED DURING THE YEAR	CLOSING BALANCE
0	0	0	0

The Chairman of the Stakeholders Relationship Committee was present at the last AGM of the Company held on 16th September, 2025 to answer the queries of the security holders.

Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee reflects the Company's commitment to conducting business in a socially responsible and sustainable manner. The Committee assists the Board in formulating, monitoring, and reviewing the Company's CSR policy, programmes and initiatives, ensuring that the Company's social investments create a meaningful and lasting impact on the communities it serves.

Constituted in accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder, the CSR Committee oversees the implementation of CSR activities in alignment with the Company's values, business philosophy and statutory requirements. The Committee periodically reviews the progress and effectiveness of CSR initiatives and recommends appropriate measures to maximize their social impact. Through its CSR endeavours, Iris Clothings Limited remains committed to contributing towards inclusive growth, community development, environmental sustainability and the overall well-being of society.

Composition

NAME OF THE MEMBER	CATEGORY	POSITION
Mr. Nikhil Saraf	Non-Executive Independent Director	Chairman
Mr. Manoj Tulsyan	Non-Executive Independent Director	Member
Mrs. Vranda Manish Rathi*	Non-Executive Independent Director	Member
Mr. Sanjay Jain#	Non-Executive Independent Director	Member

* Resigned w.e.f. 08th August, 2025 · # Appointed w.e.f. 06th November, 2025

Ms. Sweta Agarwal, Company Secretary is the Compliance Officer of the Company and acts as secretary to Committee.

Meetings

During the year under review, 1 (one) meeting of the Corporate Social Responsibility (CSR) Committee was held as under —

S. NO.	DATE OF MEETING	TOTAL NUMBER OF DIRECTORS ASSOCIATED AS ON THE DATE OF MEETING	TOTAL NUMBER OF DIRECTORS ATTENDED	TOTAL NUMBER OF INDEPENDENT DIRECTORS ATTENDED
1.	2nd February, 2026	3	3	3

CSR Committee · Terms of Reference

The terms of reference of the Corporate Social Responsibility (CSR) Committee, in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, include the following:

1. Formulate and recommend to the Board a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company in areas or subjects specified in Schedule VII of the Companies Act, 2013.
2. Recommend the amount of expenditure to be incurred on CSR activities and programmes undertaken by the Company.
3. Monitor the implementation of the CSR Policy and the CSR projects, programmes, and activities undertaken by the Company from time to time.
4. Review and recommend modifications, if any, to the CSR Policy to ensure its continued relevance and effectiveness.
5. Review the progress and impact of CSR initiatives and ensure that the CSR activities are carried out effectively and in accordance with applicable laws and regulations.
6. Oversee compliance with the provisions of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014, and any amendments thereto.

General Body Meetings

Location and time where last three AGMs were held

The details of the last three Annual General Meetings (AGMs) of the Company are as under:

FINANCIAL YEAR	DATE AND TIME	VENUE	NO OF SPECIAL RESOLUTIONS PASSED
2024-25	16th September, 2025 at 11:00 a.m.	Through Video Conferencing (VC')/Other Audio-Visual Means (OAVM)	1 [Re-appointment of Mr. Manoj Tulsyan (DIN: 08919887) as the Non-Executive Independent Director of the Company]
2023-24	28th September, 2024 at 11:00 a.m.	Through Video Conferencing (VC')/Other Audio-Visual Means (OAVM)	—
2022-23	18th September, 2023 at 4.00 p.m.	Through Video Conferencing (VC')/Other Audio-Visual Means (OAVM)	—

Extraordinary General Meeting

During the year under review, the Company has conducted an Extra-Ordinary General Meeting (EGM) of the Company as under:

FINANCIAL YEAR	DATE AND TIME	VENUE	NO OF SPECIAL RESOLUTIONS PASSED
2025-26	3rd February, 2026 at 11:00 a.m.	At Registered Office at 103/24/1, Foreshore Road Shibpur, Howrah – 711 102	3 (Three) 1. Appointment of Mr. Sanjay Jain (DIN: 00167765) as the Non-Executive Independent Director of the Company. 2. Re-appointment of Mr. Santosh Ladha (DIN: 03585561) as the Managing Director of the Company. 3. Re-appointment of Mrs. Geeta Ladha (DIN: 03585488) as the Whole-time Director of the Company.

Postal Ballot

During FY2025-26, the Company sought the approval of the shareholders by way of postal ballot, the details of which are given below:

Date of Postal Ballot Notice	15th May, 2025
Voting Period	27th May, 2025 (9.00 a.m.) to 25th June, 2025 (5.00 p.m.)
Date of Declaration of Result	26th June, 2025
Date of Approval	25th June, 2025
Person who conducted the Postal Ballot	Ms. Sweta Gupta, Practicing Company Secretary (ACS: 59873) and proprietor of M/s. RSG & Associates, Company Secretaries was appointed as Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
Voting / Result	The Ordinary Resolution regarding “Issue of Bonus Equity Shares” was passed with requisite majority.
Procedure for Postal Ballot	The aforesaid Postal Ballot was conducted by the Company as per the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), read Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs for conducting postal ballot process through e-Voting vide its General Circulars.

Details of special resolution proposed to be conducted through postal ballot

As on the date of this Report, no special resolution is proposed to be conducted through postal ballot.

Means of Communication

The quarterly / annual financial results are normally published in “Business Standard” (English) and “Aajkal” (Bengali). The financial results, shareholding pattern, Statutory Notices, Press Releases and Presentations made to the institutional investors/analysts, were uploaded on the websites of the National Stock Exchange of India Limited (NSE) at www.nseindia.com and the Company at www.irisclothings.in. The Company also issues press releases from time to time communicating various updates.

The Management Discussion and Analysis, which forms part of this Integrated Annual Report is circulated to all the Members.

General Shareholder Information

The particulars of the Annual General Meeting for the year ended 31st March, 2026 is as under:

DATE OF 15TH ANNUAL GENERAL MEETING	VENUE	TIME
21st September, 2026 (Monday)	Annual General Meeting is being conducted through Video-Conferencing/Other Audio-Visual Means	11:00 AM

Financial Calendar: 1st April to 31st March

Our tentative calendar for declaration of results for the financial year 2026-27 are given below:

FINANCIAL CALENDAR	PERIOD	DECLARATION OF UNAUDITED RESULTS
1st Quarter	April 1 to June 30	On or before 14th August, 2026
2nd Quarter	July 1 to September 30	On or before 14th November, 2026
3rd Quarter	October 1 to December 31	On or before 14th February, 2027
Audited Financial Results	January 1 to March 31	On or before 30th May, 2027

Dividend Payment Date: Not Applicable.

Listing on Stock Exchange: The Company's Shares are currently listed and traded on the following Stock Exchanges

NAME OF THE STOCK EXCHANGE	ADDRESS	STOCK CODE / SYMBOL
National Stock Exchange of India Limited (NSE)	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	ISIN - INE01GN01025 Symbol – IRISDOREME

Listing Fees as applicable have been paid.

Suspension of Securities of the Company from Stock Exchange: The Securities of the Company are not suspended from trading on the stock exchange.

Registrars and Share Transfer Agents: All matters pertaining to Share Transfers / Transmissions are being handled by Cameo Corporate Services Limited, the Registrars and Share Transfer Agents.

Address: Cameo Corporate Services Limited, Subramanian Building No. 1, Club House Road Chennai 600 002. Tel. No.: 044 – 2846 0390/1989. Fax No.: 044 – 28460129. E-mail: investor@cameoindia.com

Share Transfer System: Transfer of shares in electronic form are processed and approved by NSDL/CDSL through their Depository Participant(s), without involvement of the Company.

A reconciliation of share capital, audited by Practicing Company Secretary (PCS) is submitted to the Stock Exchange on a quarterly basis in terms of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018.

Distribution of Shareholding

The shareholding distribution of equity shares as on 31st March, 2026 is given below:

NO OF SHARES (RANGE)	NO OF SHAREHOLDERS	NO OF EQUITY SHARES HELD	PERCENTAGE OF HOLDING
1-5000	10350	44,45,876	2.34
5001-10000	215	16,41,281	0.86
10001-20000	116	17,25,266	0.91
20001-30000	52	12,85,145	0.67
30001-40000	31	1,11,6952	0.59
40001-50000	20	9,11,117	0.48
50001-100000	51	38,41,152	2.02
100001-190331470	103	17,53,64,681	92.13
Total	**10938**	**19,03,31,470**	**100.00**

Categories of Shareholders as on 31st March, 2026

CATEGORY	NO OF SHARES HELD	% OF SHAREHOLDINGS
Promoters' Holding	1,16,43,08,40	61.17
Non-Promoters' Holding	7,39,00,630	38.83
Total	**19,03,31,470**	**100.00**

Dematerialization of Shareholding and Liquidity: The equity shares of Iris Clothings Limited are admitted for trading in dematerialised form with both the depositories, namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has established connectivity with both depositories to facilitate seamless dematerialisation and trading of its equity shares.

As on 31st March, 2026, 100% of the Company's paid-up equity share capital comprising 19,03,31,470 Equity Shares, were held in dematerialised form.

Outstanding Global Depository Receipts (GDR) or American Depository Receipts (ADR) or warrants or any Convertible Instruments, conversion date and likely impact on equity: The Company has not issued any GDRs, ADRs, Warrants, or other convertible securities. Consequently, there were no outstanding convertible instruments as on 31st March, 2026, and no dilution of equity share capital is envisaged on this account.

Commodity price risk or foreign exchange risk and hedging activities: The Company has no exposure to commodity price risk or commodity hedging risk.

Plant Locations

UNIT	ADDRESS
Unit -1	103/24/1, Foreshore Road, Shibpur, Howrah-711102
Unit -2	103/24/1, Foreshore Road, Shibpur, Howrah-711102
Unit -3	44, Foreshore Road, Shibpur, Howrah-711102
Unit -4	44, Foreshore Road, Shibpur, Howrah-711102
Unit -5	44, Foreshore Road, Shibpur, Howrah-711102
Unit -6	Srijan Industrial Logistics Park, Unit No.-4, Part-A, Block-B, Biparnna Para, Howrah-711302

Plant Locations · CONTINUED

UNIT	ADDRESS
Unit -7	M J Industrial Park, Vill Satgharia, P.O.-Bikihakola, P.S.-Panchla, Howrah-711322
Unit -8	Srijan Industrial Logistics Park, Unit No.-1, Part-B, Block-A, 4th Floor, NH-06, Bombay Road, Near Saraswati Bridge, Howrah-711302
Unit -9	Fortune Industrial Park, Raghudevpur, Uluberia, P.S.- Rajapur, P.O.- Raghudevpur, Howrah-711322
Unit -10	Srijan Industrial Logistics Park, Part-B, Block-A, Ground Floor, NH-06, Bombay Road, Near Saraswati Bridge, Howrah-711302
Unit - 11	Ground Floor, 103/24/1, Foreshore Road, Shibpur, Howrah - 711102
Unit -12	Srijan Industrial Logistics Park, Unit No. 01, Part C, Block A, 1st Floor, NH – 06, Bombay Road, Howrah - 711302

Address for Correspondence

Iris Clothing Limited
Registered Office Address: 103/24/1, Foreshore Road, Howrah – 711102
Email: accounts@irisclothings.in

Contact: +918100074062
Website: www.irisclothings.in

Credit Ratings: During the year under review, CRISIL has given the credit rating of "CRISIL BBB-/Stable" on the credit facilities of the Company.

Disclosures

Related Party Transactions

All related party transactions entered into by the Company during the financial year were undertaken in the ordinary course of business and on an arm's length basis, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Company has established a robust framework for reviewing, approving, and monitoring related party transactions to ensure transparency, fairness, and protection of stakeholders' interests. During the year under review, there were no materially significant related party transactions that could have had a potential conflict with the interests of the Company or its shareholders.

The Company has adopted a Policy on Related Party Transactions, which is available on its website at www.irisclothings.in. The Policy sets out the process for identification, approval, and reporting of related party transactions in accordance with the applicable statutory and regulatory requirements.

Detailed disclosures relating to related party transactions, as required under the applicable accounting standards and regulatory provisions, form part of the Notes to the Financial Statements included in this Annual Report.

Compliance

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years and there have been no penalties and/or strictures have been imposed on the Company on any matter relating to capital markets.

Vigil Mechanism

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations. The Company promotes ethical behavior in its operations and has a Vigil mechanism which is overseen through the Audit Committee. This policy has been posted on the website of the Company.

Mandatory requirements

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and Regulation 46(2)(b) to (i) of the SEBI Listing Regulations, 2015.

Disclosure on discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulations

The status of compliance with the discretionary requirements as specified under Part E of Schedule II of the SEBI Listing Regulations, is set out below:

Shareholders' Rights — The quarterly and annual financial results are disseminated to the Stock Exchanges and hosted on the Company's website, providing timely access to information for all stakeholders.

Modified opinion in Audit Report — The Company's financial statements for the financial year ended 31st March, 2026 have been issued with an unmodified audit opinion by the Statutory Auditors.

Reporting of Internal Auditor — The Internal Auditor reports directly to the Audit Committee of the Board, thereby ensuring independence and effective oversight of the internal audit function.

Subsidiaries

The Company does not have any subsidiary, hence, details with respect to date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries, are not applicable.

The Company has adopted Policy for determining 'material' subsidiaries which has been placed on the website of the Company at www.irisclothings.in.

Funds raised through preferential allotment or qualified institutions placement

During the year, there was no issuance of equity shares of the Company under preferential allotment or qualified institutions placement.

Practising Company Secretary's certificate on non-disqualification of Directors

The Company has received a certificate from a Company Secretary in Practice certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Instances of not accepting any recommendation of the Committee by the Board

All the recommendations of the various mandatory committees were accepted by the Board.

Fees to Statutory Auditors

The total fees payable to the Statutory Auditor i.e., M/s. AMK & Associates, on a consolidated basis for all the services provided by them has been provided in "Notes to the Financial Statement forming part of this Annual Report for the financial year 2025-2026.

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

The Company is committed to providing a safe, secure and inclusive work environment that promotes dignity, respect and equal opportunity for all employees. The Company has zero tolerance towards any form of sexual harassment and has adopted a policy on prevention, prohibition, and redressal of sexual harassment at the workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act").

The details pertaining to complaints received and disposed of during the Financial Year 2025-26 are as under:

- number of complaints filed during the financial year - NIL.
- number of complaints disposed of during the financial year - N.A.
- number of complaints pending as on end of the financial year – NIL

Loans and Advances

The Company has not given any loans and advances to firms/Companies in which directors are interested.

Accounting Standards

The financial statements have been prepared in accordance with the applicable Accounting Standards and relevant provisions of the Companies Act, 2013 and related rules, as amended from time to time.

Governance Awards / Recognition

During its growth journey, Iris Clothings Limited has been honoured with several prestigious awards and recognitions from reputed industry bodies and institutions, reflecting the Company's commitment to excellence, entrepreneurship, sustainability and contribution to the Indian apparel industry.

COSIDICI National Awards 2014 – Outstanding Entrepreneur. The Company's leadership was conferred the Outstanding Entrepreneur Award at the COSIDICI National Awards 2014 in recognition of entrepreneurial excellence and business leadership.

World MSME Day Recognition by Axis Bank. Iris Clothings Limited received a Certificate of Recognition from Axis Bank on the occasion of World MSME Day, acknowledging the Company's significant contribution to India's economic growth and entrepreneurial ecosystem.

NSE Emerge Sustainability Recognition. To commemorate the Company's listing on NSE Emerge on 23 October 2018, the National Stock Exchange honoured Iris Clothings Limited with a Grove of 25 Trees under its sustainability initiative, reinforcing the Company's commitment towards environmental responsibility.

CMAI Certificate of Appreciation – 75th National Garment Fair (2022). The Clothing Manufacturers Association of India (CMAI) presented Iris Clothings Limited with a Certificate of Appreciation for its participation in the 75th National Garment Fair, held in Mumbai from 19–22 July 2022, recognising the Company's active engagement with the apparel industry.

These recognitions reflect Iris Clothings Limited's unwavering commitment to excellence, innovation, responsible business practices and sustainable growth. The Company remains dedicated to creating long-term value for all stakeholders while strengthening its position as a trusted and leading player in the Indian children's apparel industry.

Code of Conduct

The Company has adopted a Code of Conduct applicable to all members of the Board of Directors and Senior Management Personnel, which embodies the principles of integrity, ethical conduct, transparency, and compliance with applicable laws and regulations. The Code of Conduct is posted on the website of the Company at www.irisclothings.in.

All Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Financial Year ended 31st March, 2026. A declaration to this effect by the Managing Director forms part of this Report.

Compliance Certificate from the Auditors

As required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance by the Company forms part of this Annual Report. The Auditors have certified that the Company has complied with the applicable provisions relating to Corporate Governance as stipulated under the SEBI Listing Regulations.

Place: Howrah
Date: 27.07.2026

For and on behalf of the Board
Iris Clothings Limited

Santosh Ladha
Managing Director · (DIN: 03585561)

Geeta Ladha
Whole-time Director · (DIN: 03585488)

Certificate Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

Pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Members of the Board of Directors and Senior Management Personnel of Iris Clothings Limited have affirmed compliance with the Company's Code of Conduct for the Financial Year ended 31st March, 2026.

The Code of Conduct is designed to promote ethical business practices, integrity, transparency, and compliance with applicable laws and regulations and is applicable to all Directors and Senior Management Personnel of the Company.

Place: Howrah
Date: 27.07.2026

For Iris Clothings Limited

Santosh Ladha
Managing Director · DIN: 03585561

Certification by Managing Director and Chief Financial Officer.

Under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015

We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
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 that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated to the auditors and the Audit committee:
    a. significant changes in internal control over financial reporting during the year, if any;
    b. significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
    c. 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.

Place: Howrah
Date: 27.07.2026

For and on behalf of the Board
Iris Clothings Limited

Santosh Ladha
Managing Director · (DIN: 03585561)

Niraj Agarwal
Chief Financial Officer · (PAN: AORPA9626F)

Certificate of Non-Disqualification of Directors.

To
The Members of
M/s. Iris Clothings Limited
103/24/1, Foreshore Road
Shibpur, Howrah - 711102

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Iris Clothings Limited (CIN L18109WB2011PLC166895) (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY*
1.	Mr. Santosh Ladha	03585561	27th July, 2018
2.	Mrs. Geeta Ladha	03585488	27th August, 2011
3.	Mr. Baldev Das Ladha	03585566	27th August, 2011
4.	Mr. Nikhil Saraf	00611163	22nd April, 2019
5.	Mr. Manoj Tulsyan	08919887	15th October, 2020
6.	Mr. Sanjay Jain	00167765	06th November, 2025

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

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

Place: Kolkata
Date: 27.07.2026

Pooja Bachhawat
Practicing Company Secretary
ACS: 52835 · CP: 28111
UDIN: A052835H001005039
Peer Review No. 7001/2025

Independent Auditor's Certificate on Corporate Governance.

To the members of IRIS Clothings Limited

We, AMK & Associates, Chartered Accountants, the Statutory Auditors of IRIS Chemicals Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2026, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

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

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended 31 March 2026.

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

Place: Kolkata
Date: 27.07.2026

For AMK & Associate
Chartered Accountants · FRN 327817E

Bhupendra Kumar Bhutia
Partner · M.No. 059363
UDIN: 26059363YGBQTD4190

03

The numbers, the notes, the opinion — and the meeting at which you can ask us about them.

Independent Auditor's Report · Balance Sheet · Profit & Loss · Cash Flow · Statement of Changes in Equity · Notes to Financial Statements · Notice of the 15th Annual General Meeting.

Independent Auditor's Report.

To the Members of IRIS Clothings Limited

Report on the Audit of the Ind AS financial statements

Opinion

We have audited the accompanying Ind AS financial statements of IRIS Clothings Limited ("the Company") which comprise the balance sheet as at 31st March 2026, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the Ind AS 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 Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the Ind AS 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 communicate in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

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

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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 Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies act, 2013, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements

1. As required by 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 Companies Act, 2013, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income/(loss), and the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   (e) On the basis of the written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B."

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

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

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

- The Company has no pending litigations on its financial position in its financial statements for the year ended 31st March 2026.
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (a) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

  (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- No dividend has been declared or paid by the Company during the financial year.

- Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended on 31st March 2026 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. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For AMK & Associates Chartered Accountants
FRN: 327817E

Place: Kolkata

Bhupendra Kumar Bhutia
Partner
Membership No. 059363

UDIN: 26059363WNQRAT8306
Date: 11/05/2026

Report on the Companies (Auditor's Report) Order, 2020.

Referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" in our Report of even date.

Annexure to the Independent Auditors' Report to the Members of IRIS Clothings Limited

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

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The property, plant and equipment were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the property, plant, and equipment at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed in such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its property, plant, and equipment (including Right of Use assets) and intangible assets during the year, hence reporting under clause (i)(d) of the Order is not applicable.

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

(ii) (a) According to the information and explanations given to us, the physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate, having regard to size of the Company. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.

(iii) The Company has not, made investments in, provided any guarantee or security, or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, hence the clause (iii) of Order is not applicable.

(iv) As the Company has not given or provided or made any loans, investments, guarantees, or security the provisions of sections 185 and 186 of the Act are not applicable. Therefore, reporting under clause (iv) of the Order is not applicable to the Company.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under section 148(1) of the Act, for the products manufactured by the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

(vii) According to the information and explanations given to us, in respect of statutory dues:

a) The Company has generally been regular in depositing undisputed statutory dues, including Income tax, Sales Tax, Service Tax, Value Added Tax ,Goods and Service Tax, Duty of Customs, Provident Fund, Employees' State Insurance, cess, and other statutory dues, as applicable, with the appropriate authorities.

b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Custom Duty, Value Added Tax, cess, and other statutory dues in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

c) There are no dues of Income tax, Goods and Service Tax, Cess which have not been deposited as on 31 March 2026 on account of disputes.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) According to the information and explanations given to us, the Company has not defaulted on repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b) The Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

c) The Company has not taken any term loan during the year hence, reporting under clause 3 (ix)(c) of the Order is not applicable.

d) On an overall examination of the financial statements of the Company, funds raised on a short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e) We report that the Company has neither taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures, hence reporting under clause 3 (ix)(e) of the Order is not applicable.

f) We report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies, hence reporting under clause 3 (ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

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

(b) During the year, no fraud by the Company or any fraud on the Company has been noticed or reported, accordingly no such report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, the Company has a mechanism or policy for whistleblower complaints to lodge. As represented to us by the management, there have been no whistleblower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company, hence reporting under clause (xii) of the Order is not applicable.

(xiii) All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) According to information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with its directors and hence the provisions of section 192 of Companies Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial/housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the additional reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) In our opinion, the Group (as defined in the Reserve Bank of India (Core Investment Companies) Directions, 2025) does not have any CICs, which are part of the Group. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year.

(xix) On the basis of the financial ratios disclosed in note no. 46 to the Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility("CSR") and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act, or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3 (xx) of the Order is not applicable for the year.

For AMK & Associates Chartered Accountants
FRN: 327817E

Place: Kolkata

Bhupendra Kumar Bhutia
Partner
Membership No. 059363

UDIN: 26059363WNQRAT8306
Date: 11/05/2026

Report on Internal Financial Controls.

Referred to in paragraph 2(f) of "Report on Other Legal and Regulatory Requirements" — under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Annexure to the Independent Auditors’ Report to the Members of IRIS Clothings Limited

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

We have audited the internal financial controls over financial reporting of IRIS Clothings Limited as of March 31, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

For AMK & Associates Chartered Accountants
FRN: 327817E

Place: Kolkata

Bhupendra Kumar Bhutia
Partner
Membership No. 059363

UDIN: 26059363WNQRAT8306
Date: 11/05/2026

Balance Sheet.

As at 31 March 2026. All figures in ₹ Lakhs unless otherwise stated.

PARTICULARS	NOTE	31-MAR-26	31-MAR-25
ASSETS			
NON-CURRENT ASSETS			
Property, Plant & Equipment	2(I)	2,133.73	1,620.16
Right-of-Use Assets	2(III)	1,152.21	1,058.51
Capital Work-in-Progress	2(II)	699.02	—
Other Intangible Assets	2(IV)	9.32	10.68
Financial Assets			
Other Financial Assets	3	349.62	135.49
Deferred Tax Assets (net)	4	115.79	148.54
Total Non-current Assets		**4,459.69**	**2,973.38**
CURRENT ASSETS			
Inventories	5	7,601.25	6,970.56
Financial Assets			
Trade Receivables	6	7,231.82	5,297.05
Cash & Cash Equivalents	7	17.75	7.60
Bank Balances other than Cash & Cash Equivalents	8	89.58	84.43
Loans	9	11.07	10.79
Other Current Assets	10	1,002.00	346.08
Total Current Assets		**15,953.47**	**12,716.51**
TOTAL ASSETS		**20,413.16**	**15,689.89**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	11	3,806.63	1,631.41
Other Equity	12	10,369.29	6,596.99
Total Equity		**14,175.92**	**8,228.40**
NON-CURRENT LIABILITIES			
Financial Liabilities			
Lease Liabilities	13	1,204.42	1,133.21
Total Non-current Liabilities		**1,204.42**	**1,133.21**
CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	14	2,006.14	3,751.60
Lease Liabilities	15	220.75	158.19
Trade Payables — Micro & Small Enterprises	16	212.53	133.64
Trade Payables — Others	16	2,255.58	2,032.27
Other Financial Liabilities	17	0.98	5.12
Other Current Liabilities	18	298.14	225.83
Provisions	19	0.33	8.28
Current Tax Liabilities (net)	—	38.36	13.33
Total Current Liabilities		**5,032.82**	**6,328.27**
TOTAL EQUITY AND LIABILITIES		**20,413.16**	**15,689.89**

The accompanying notes form an integral part of these financial statements. As per our Report of even date.

For AMK & Associates
Chartered Accountants · FRN 327817E

Bhupendra Kumar Bhutia
Partner · Membership No. 059363

Place: Kolkata
Date: 11/05/2026

Santosh Ladha
Managing Director · DIN 03585561

Geeta Ladha
Whole Time Director · DIN 03585488

Sweta Agarwal
Company Secretary

Niraj Agarwal
Chief Financial Officer

Statement of Profit & Loss.

For the year ended 31 March 2026. All figures in ₹ Lakhs unless otherwise stated.

PARTICULARS	NOTE	FY 2025-26	FY 2024-25
Revenue from Operations	20	19,086.94	14,608.89
Other Income	21	18.46	49.03
Total Income (I)		**19,105.40**	**14,657.92**
EXPENSES			
Cost of Materials Consumed	22	6,132.79	6,120.48
Purchases of Stock-in-Trade	23	5,864.66	2,253.60
Changes in Inventories of FG, WIP & Stock-in-Trade	24	(626.85)	(711.05)
Employee Benefits Expense	25	2,556.28	2,440.47
Finance Costs	26	266.78	420.11
Depreciation & Amortisation	27	466.08	629.80
Other Expenses	28	2,234.65	1,722.97
Total Expenses (II)		**16,894.39**	**12,876.38**
Profit Before Tax (I – II)		**2,211.01**	**1,781.54**
TAX EXPENSE			
Current Tax	29	548.00	495.00
Income Tax related to earlier years	29	11.03	0.76
Deferred Tax	29	32.75	(26.44)
Total Tax Expense		**591.78**	**469.32**
Profit for the Year		**1,619.24**	**1,312.22**
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to P&L	30	—	—
Income tax on above		—	—
Other Comprehensive Income · net		**—**	**—**
Total Comprehensive Income for the Year		**1,619.24**	**1,312.22**
EARNINGS PER EQUITY SHARE			
Basic (₹)	31	0.85	0.80
Diluted (₹)	31	0.85	0.80
Face Value per Share (₹)		2.00	2.00

EPS figures for FY 2024-25 are restated for the 1:1 bonus issue allotted on 7 July 2025, per Ind AS 33. The accompanying notes form an integral part of these financial statements.

The accompanying notes form an integral part of these financial statements. As per our Report of even date.

For AMK & Associates
Chartered Accountants · FRN 327817E

Bhupendra Kumar Bhutia
Partner · Membership No. 059363

Place: Kolkata
Date: 11/05/2026

Santosh Ladha
Managing Director · DIN 03585561

Geeta Ladha
Whole Time Director · DIN 03585488

Sweta Agarwal
Company Secretary

Niraj Agarwal
Chief Financial Officer

Statement of Cash Flows.

For the year ended 31 March 2026. All figures in ₹ Lakhs.

PARTICULARS	FY 2025-26	FY 2024-25
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extra-ordinary Items	2,211.01	1,781.55
Adjustments for:		
Depreciation	466.08	629.80
Finance Cost	266.78	420.11
Profit on Sale of Property, Plant & Equipment (net)	(0.94)	—
Interest Income	(6.87)	(18.95)
Operating profit before working capital changes	**2,936.05**	**2,812.51**
Adjustments for:		
Trade Payables	290.11	413.74
Other Current Liabilities	72.30	3.29
Trade and other Receivables	(2,149.19)	(1,732.49)
Other Current Assets	(655.92)	(16.24)
Inventories	(630.69)	(778.75)
Cash generated from operations	**(137.34)**	**702.06**
Less: Direct Taxes Paid	(534.00)	(448.58)
Net cash generated from / (used in) operating activities — A	**(671.34)**	**253.48**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of PPE, Capital Work-in-Progress & Intangible Assets	(1,451.19)	(84.48)
Sale of Property, Plant & Equipment	2.23	—
Term Deposit other than cash equivalents	(5.15)	69.18
Interest Received	6.87	18.95
Net cash generated from / (used in) investing activities — B	**(1,447.24)**	**3.65**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Rights Issue	4,758.29	—
Issue Expenses (Rights & Bonus Issue)	(429.99)	—
Proceeds from Short Term Borrowings	(1,745.46)	310.38
Payment of Lease Liabilities	(316.05)	(261.16)
Interest Paid	(138.06)	(302.94)
Net cash generated from / (used in) financing activities — C	**2,128.73**	**(253.72)**
Net Increase / (Decrease) in Cash & Equivalents · (A+B+C)	**10.15**	**3.41**
Cash & Cash Equivalents at the beginning of the year	7.60	4.19
Cash & Cash Equivalents at the end of the year (refer Note 7)	**17.75**	**7.60**

The accompanying notes form an integral part of these financial statements. As per our Report of even date.

For AMK & Associates
Chartered Accountants · FRN 327817E

Bhupendra Kumar Bhutia
Partner · Membership No. 059363

Place: Kolkata
Date: 11/05/2026

Santosh Ladha
Managing Director · DIN 03585561

Geeta Ladha
Whole Time Director · DIN 03585488

Sweta Agarwal
Company Secretary

Niraj Agarwal
Chief Financial Officer

Statement of Changes in Equity.

For the year ended 31 March 2026. All figures in ₹ Lakhs.

A · Equity Share Capital

PARTICULARS	NO. OF SHARES	AMOUNT
Balance as at 1 April 2024	8,15,70,630	1,631.41
Changes during FY 2024-25	—	—
Balance as at 31 March 2025	**8,15,70,630**	**1,631.41**
Add: Rights Issue · 24 Apr 2025 (₹35/share, FV ₹2 + premium ₹33)	1,35,95,105	271.90
Add: Bonus Issue · 7 Jul 2025 (1:1)	9,51,65,735	1,903.31
Balance as at 31 March 2026	**19,03,31,470**	**3,806.63**

B · Other Equity

PARTICULARS	SECURITIES PREMIUM	RETAINED EARNINGS	TOTAL
Balance · 1 April 2024	12.92	5,271.84	5,284.76
Profit for FY25	—	1,312.23	1,312.23
Balance · 31 March 2025	**12.92**	**6,584.07**	**6,596.99**
Premium on Rights Issue (₹33/share)	4,486.38	—	4,486.38
Less: Rights issue expenses	(424.78)	—	(424.78)
Less: Capitalisation for Bonus Issue (1:1)	(1,903.31)	—	(1,903.31)
Less: Bonus issue expenses	(5.22)	—	(5.22)
Profit for FY26	—	1,619.24	1,619.24
Balance · 31 March 2026	**2,166.00**	**8,203.30**	**10,369.29**

The bonus issue in the ratio 1:1 resulted in capitalisation of the Securities Premium account to the extent of ₹1,903.31 Lakhs. Notes 1 to 31 form an integral part of these financial statements.

The accompanying notes form an integral part of these financial statements. As per our Report of even date.

For AMK & Associates
Chartered Accountants · FRN 327817E

Bhupendra Kumar Bhutia
Partner · Membership No. 059363

Place: Kolkata
Date: 11/05/2026

Santosh Ladha
Managing Director · DIN 03585561

Geeta Ladha
Whole Time Director · DIN 03585488

Sweta Agarwal
Company Secretary

Niraj Agarwal
Chief Financial Officer

Overview and Notes to the Financial Statements as at and for the year ended on 31st March 2026.

Note-1 –Overview

1. CORPORATE INFORMATION

IRIS Clothings Limited ("Company") is a public limited company and domiciled in India and incorporated under the provision of the Companies Act applicable in India. The registered office of the Company is at 103/24/1, Foreshore Road Shibpur Howrah-711102 West-Bengal India. The Company is engaged in manufacturing and trading of Readymade Garments and allied products

Its shares are listed on the National Stock Exchange (NSE) Main Platform, India.

The financial statements were approved and adopted by the board of directors of the Company in their meeting held on 11th May 2026.

2. Basis of Preparation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Division II to Schedule III to the Companies Act, 2013 ("the Act"). These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time as notified under Section 133 of Companies Act, 2013, the relevant provisions of the Companies Act, 2013 ("the Act"), the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations require a different treatment.

The Company has prepared the Ind AS financial statements on the basis that it will continue to operate as a going concern.

3. Basis of Measurement

The financial statements have been prepared on accrual basis and under the historical cost convention, except for the following which have been measured at fair value:

- certain financial assets and liabilities
- defined benefit plans - plan assets measured at fair value,

The financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all amounts are rounded to the nearest lakhs (₹ 00,000) and two decimals thereof, except as stated otherwise.

4. Use of Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments, and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statement and reported amounts of revenue and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimates can change from period to period. Actual results could differ from those judgments. Appropriate changes in estimates are made as management become aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and, if material, their effects are disclosed in the notes to the financial statements. The Company uses the following critical accounting Judgments, estimate and assumptions in preparation for its financial statements:

In the process of applying the Company's accounting policies, management has made the following key estimates, assumptions, and judgments, which have significant effect on the amounts recognised in the financial statement:

(a) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

(b) Contingencies

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(c) Defined Benefit Plans

The cost of the employment benefits such as gratuity and leave obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 34

(d) Insurance Claims

Insurance and other claims raised by the Company are accounted for when received owing to uncertainties involved.

(e) Useful lives of property, plant and equipment and intangible assets

The Company reviews the useful lives and carrying amount of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods.

(f) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Assessing whether a contract contains a lease requires significant judgement. Significant judgement is also required in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

5. Current versus non-current classification

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

- An asset treated as current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

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

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

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

6. Reclassification of financial assets and liabilities

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no classification is made for financial assets which are equity instruments and financial liabilities. For financials assets which are debt instruments; a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to the external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date, which is the first day of the immediately next reporting period. Following the changes in the business model, the company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

7. Summary of Material Accounting Policies Information

a) Revenue Recognition

The Company recognises the revenue when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

The five-step process is applied for recognition of revenue:

- identify contracts with customers
- identify the separate performance obligation
- determine the transaction price of the contract
- allocate the transaction price to each of the separate performance obligations, and
- recognise the revenue as each performance obligation is satisfied.

The Company assesses whether the revenue can be recognized over time as it performs if any of the following criteria is met:

(a) The customer simultaneously consumes the benefits as the Company performs, or

(b) The customer controls the work-in-progress, or

(c) The Company's performance does not create an asset with alternative use to the Company and the Company has right to payment for performance completed till date.

If none of the criteria above are met, the Company recognizes revenue at a point-in-time. The point of recognition of revenue is determined when the control of the goods or services is transferred which is generally determined based on when the significant risks and rewards of ownership are transferred to the customer. Apart from this, the Company also considers its present right to payment, the legal title to the goods, the physical possession and the customer acceptance in determining whether the control has been transferred.

i) Revenue from sale of products

The Company accounts for a contract when it has approval and commitment from parties involved, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable.

Revenue from the sale of goods is measured at the transaction price of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates/ incentives.

Contracts for the sale of goods provide customers with a right of return the goods. The Company also provides retrospective volume rebates to certain customers once the quantity of goods purchased during the period exceeds the threshold specified in the contract. The rights of return and volume rebates give rise to variable consideration.

ii) Sale of services

Revenue from job work charges is recognised based on stage of completion of the contract. Stage of completion is determined using ‘’input methods’’ as a proportion of cost incurred to date to the total estimated contract cost. Estimated loss on job work to be undertaken in future years are provided for in the period in which the estimate results in a loss on job work.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract assets are subject to impairment assessment.

A contract liability is recognised if a payment is received or a payment is due. Contract liabilities are recognised as revenue when the Company performs under the contract

iii) Export Incentives

Revenue in respect of the export incentives is recognized when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

iv) Insurance and Other Claims

Revenue in respect of claims is recognized when no significant uncertainty exists with regards to the amount to be realized and the ultimate collection thereof.

v) Interest and Dividend Income

Interest income is recognised in the Statement of Profit and Loss and for all financial instruments except for those classified as held for trading or those measured or designated as at fair value through profit or loss (FVTPL), is measured using the effective interest method (EIR).

The effective interest method (EIR) is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

The calculation of the EIR includes all fees and points paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets at FVTPL transaction costs are recognised in profit or loss at initial recognition.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e., the gross carrying amount less the allowance for expected credit losses (ECLs). For financial assets originated or purchased credit-impaired (POCI) the EIR reflects the ECLs in determining the future cash flows expected to be received from the financial asset.

Dividend income is recognised when the Company’s right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.

vi) Other Operational Revenue

Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

b) Properties, Plant and Equipment (PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Cost includes all direct cost related to the acquisition of PPE and, for qualifying assets, borrowing costs capitalised in accordance with the Company’s accounting policy.

Land and buildings held for use are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as “capital work in progress”.

Depreciation is recognised using reducing balance method so as to write off the cost of the assets (other than freehold land)) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/ residual value is accounted on prospective basis.

ASSETS	USEFUL LIFE
Plant & machinery	5/10/15 Years
Office Building	30 Years
Warehouse	30 Years
Office Equipment	5 Years
Furniture & Fittings	10/15 Years
Electrical Installations	5/10/15 Years
Vehicles *	10 Years

*The Company, based on management estimate, depreciates vehicles over estimated useful lives different from Schedule II (8 years) as management believes these realistically reflect the period over which the assets are likely to be used.

*The Company, based on management estimate, depreciates vehicles over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013 (8 years) as the management believes that these are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation for additions to/deductions from, owned assets is calculated pro rata to the period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is recognised in the statement of profit and loss under other income or other expenses respectively.

c) Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Direct expenses and administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as “Intangible assets under development”.

Intangible assets are amortised on straight line basis over the estimated useful life. The method of amortisation and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

INTANGIBLE ASSET	USEFUL LIFE	INTERNALLY GENERATED / ACQUIRED
Computer software	5 Years	Acquired

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are recognised in profit or loss when the asset is derecognised.

d) Impairment of Tangible and Intangible Assets other than Goodwill

As at the end of each accounting year, the Company reviews the carrying amounts of its PPE and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- in the case of an individual asset, at the higher of the net selling price and the value in use; and
- in the case of a cash generating unit (the smallest identifiable Company of assets that generates independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. For this purpose, the impairment loss recognised in respect of a cash generating unit is allocated first to reduce the carrying amount of any goodwill allocated to such cash generating unit and then to reduce the carrying amount of the other assets of the cash generating unit on a pro-rata basis.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit), except for allocated goodwill, is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss (other than impairment loss allocated to goodwill) is recognised immediately in the Statement of Profit and Loss.

e) Inventories

Inventories are stated at lower of cost and net realisable value. The cost is calculated on First in First Out (FIFO) method except work in progress which is valued at raw material cost plus conversion costs depending upon the stage of completion. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity.

Net realisable value is the estimated selling price less estimated costs for completion and sale.

Obsolete, slow moving, and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

f) Employee Benefits

- Short Term Employee Benefits

Employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are expensed in the period in which the employee renders the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

- Post-employment benefits:

a) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/ payable under the schemes is recognised during the period in which the employee renders the related service.

b) Defined benefit plans: The obligation in respect of defined benefit plans, which cover Gratuity are provided for on the basis of an actuarial valuation at the end of each financial year using project unit credit method. The Company's liability is actuarially determined (using the Projected Unit Credit Method) at the end of the year. Actuarial losses/gains are recognized in the Other Comprehensive Income in the year in which they arise.

Re-measurement, comprising actuarial gains and losses, is reflected immediately in the Balance Sheet with a charge or credit recognized in the Other Comprehensive Income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings, and will not be reclassified to profit or loss.

Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gain and losses on curtailments and settlements).

ii) Net interest expense or income; and

iii) Re-measurement.

The Company presents the first two components of defined benefit costs in Statement of Profit and Loss in the line item 'Employee Benefits Expense'.

The present value of the defined benefit plan liability is calculated using a discount rate, which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation, recognized in the Balance Sheet, represents the Company's liability based on actuarial valuation.

- Long term employee benefits:

The obligation recognised in respect of long term benefits such as long term compensated absences is measured at present value of estimated future cash flows expected to be made by the Company and is recognised in a similar manner as in the case of defined benefit plans vide (ii) (b) above.

- Termination benefits:

Termination benefits such as compensation under employee separation schemes are recognised as expense when the Company's offer of the termination benefit is accepted or when the Company recognises the related restructuring costs whichever is earlier.

g) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component based on the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Company as a Lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight- line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

h) Financial Instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

Financial Assets

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to sole payments of principal and interest on the principal amount outstanding and by selling financial assets.

Debt instruments at amortised cost or at FVTOCI

The Company assesses the classification and measurement of a financial asset based on the contractual cash flow characteristics of the asset and the Company's business model for managing the asset.

For an asset to be classified and measured at amortised cost, its contractual terms should give rise to cash flows that are solely payments of principal and interest on the principal outstanding (SPPI).

For an asset to be classified and measured at FVTOCI, the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and the contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has more than one business model for managing its financial instruments which reflect how the Company manages its financial assets to generate cash flows. The Company's business models determine whether cash flows will result from collecting contractual cash flows, selling financial assets or both.

The Company considers all relevant information available when making the business model assessment. However, this assessment is not performed on the basis of scenarios that the Company does not reasonably expect to occur, such as so-called 'worst case' or 'stress case' scenarios. The Company takes into account all relevant evidence available such as:

- how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed; and
- how managers of the business are compensated (e.g., whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

The Company reassess its business models each reporting period to determine whether the business models have changed since the preceding period. For the current and prior reporting period the Company has not identified a change in its business models.

When a debt instrument measured at FVTOCI is derecognised, the cumulative gain/loss previously recognised in OCI is reclassified from equity to profit or loss.

In contrast, for an equity investment designated as measured at FVTOCI, the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to profit or loss but transferred within equity.

Debt instruments that are subsequently measured at amortised cost or at FVTOCI are subject to impairment.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Trade receivables

A receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at the transaction value except trade receivable that contains significant financing component that are subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. For some trade receivables, the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and
- either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial liabilities

At initial recognition, all financial liabilities other than fair valued through profit or loss are recognised initially at fair value less transaction costs that are attributable to the issue of financial liability. Transaction costs of financial liability carried at fair value through profit or loss is expensed in profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognised in the Statement of Profit and Loss.

(ii) Financial liabilities measured at amortised cost Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn-down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn-down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates

Borrowings are derecognised from the Balance Sheet when the obligation specified in the contract is extinguished, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other income or finance costs.

Borrowings are classified as current liabilities unless, at the end of the reporting period, the Company has unconditional right to defer settlement of the liability for at least 12 months after reporting period.

Trade and other payables

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest rate method.

De-recognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss as other income or finance costs.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where the Company has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Write Off

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through the statement of profit and loss.

The Company recognises impairment loss on trade receivables using expected credit loss model, which involves use of provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109 – Financial Instruments.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised.

Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

For financial assets maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

Loss allowances for ECL are presented in the statement of financial position as follows:

- for financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- for debt instruments measured at FVTOCI: no loss allowance is recognised in Balance Sheet as the carrying amount is at fair value.

Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Fair value financial instruments

The company measure financial instrument at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In determining the fair value of its financial instruments, the company use various method and assumption that are based on market conditions and risks existing at each reporting date. The methods used to determine the fair value includes discounted cash flow analysis, available quoted market price and dealer quotes and valuation report etc. The method of assessing fair value results in general approximation of value and such value may never actually be realised.

Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

i) Government Grant:

Government grants with a condition to purchase, construct or otherwise acquire long-term assets are initially measured based on grant receivable under the scheme. Such grants are recognised in the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

Amount of benefits receivable in excess of grant income accrued based on usage of the assets is accounted as Government grant received in advance. Changes in estimates are recognised prospectively over the remaining life of the assets.

The Company has option to present the Government grant related to property, plant and equipment by deducting the grant from the carrying value of the asset and to present the non-monetary grant at a nominal amount. The Company has not availed this option in the current financial year.

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government revenue grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented with other income.

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria.

j) Cash and bank balances:

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are part of cash and cash equivalents.

k) Borrowing costs:

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related

borrowings, that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

l) Accounting and reporting of information for Operating Segments:

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The Managing Director has been identified as the chief operating decision maker (CODM), who evaluates the Company's performance. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments. Segment accounting policies are in line with the accounting policies of the Company.

m) Foreign currencies:

i) The functional currency and presentation currency of the Company is Indian Rupee. Functional currency of the Company and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.

- Transactions in currencies other than the Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the prevailing closing spot rate. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.
- Financial statements of foreign operations whose functional currency is different than Indian Rupees are translated into Indian Rupees as follows:

A. assets and liabilities for each Balance Sheet presented are translated at the closing rate at the date of that Balance Sheet;

B. income and expenses for each income statement are translated at average exchange rates; and

C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations.

n) Taxation:

Current Tax:

Tax on income for the current period is determined on the basis of taxable income and computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

The Company has exercised the option under Section 115BA of the Income Tax Act, 1961 which is irrevocable

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets relating to unabsorbed depreciation/business losses/losses under the head "capital gains" are recognised and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets in respect of unutilised tax credits which mainly relate to minimum alternate tax are recognised to the extent it is probable of such unutilised tax credits will get realised.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

o) Provisions, contingent liabilities and contingent assets:

Provisions are recognised only when:

i) a Company entity has a present obligation (legal or constructive) as a result of a past event; and

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

iii) a reliable estimate can be made of the amount of the obligation

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and

ii) a present obligation arising from past events when no reliable estimate is possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities, and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

p) Commitment:

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

a) estimated amount of contracts remaining to be executed on capital account and not

provided for.

b) uncalled liability on shares and other investments partly paid.

c) funding related commitment to associate companies; and

d) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

q) Statement of cash flows:

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

i) changes during the period in operating receivables and payables transactions of a non-cash nature;

ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and

iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

r) Earnings per share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

(i) New and amended standards adopted by the Company

The Ministry of Corporate Affairs vide notification dated May 7, 2025 and August 13, 2025 notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 and Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which amended certain accounting standards (see below), and are effective for annual reporting periods beginning on or after April 1, 2025:

(a) Classification of Liabilities as Current or Non-current and Non-Current Liabilities with Covenants - Amendments to Ind AS 1

As a result of the adoption of the amendments to Ind AS 1, the Company changed its accounting policy for the classification of borrowings:

“Borrowings are classified as current liabilities unless, at the end of the reporting period, the Company has a right to defer settlement of the liability for at least 12 months after the reporting period. Covenants that the Company is required to comply with, on or before the end of the reporting period, are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the Company is required to comply with after the reporting period do not affect the classification.”

This new policy did not result in a change in the classification of the Company’s borrowings. The Company did not make retrospective adjustments as a result of adopting the amendments to Ind AS 1.

(b) Supplier Finance Arrangements –Amendments to Ind AS 7 and Ind AS 107

As a result of the adoption of the amendments to Ind AS 7 and Ind AS 107, the Company provided new disclosures for liabilities under supplier finance arrangements in note 16.

(c) International Tax Reform –Pillar Two Model Rules - Amendments to Ind AS 12

The Company is not within the scope of the OECD Pillar Two Model Rules, as Pillar Two legislation has not yet been enacted in any of the jurisdictions in which the Company operates.

(d) Lack of Exchangeability – Amendments to Ind AS 21

The amended Ind AS 21 have added requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use where it is not. These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(ii) New standards or amendments not yet adopted

Classification of Liabilities as Current or Non-current and Non-Current Liabilities with Covenants - Amendments to Ind AS 1 –

This amendment also includes specific provisions that will take effect for reporting periods beginning on or after April 1, 2026, as outlined below.

Under the existing Ind AS 1, where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. However, the amended requirements stipulate that entities will no longer be permitted to consider lender waivers that are granted after the reporting date but before the financial statements are approved for the purpose of classification of loans. This amendment is required to be applied retrospectively in accordance with Ind AS 8. The Company does not expect this amendment to have an impact on its operations or financial statements.

Note 2 — Property, Plant & Equipment

Gross block, depreciation and net block for the year ended 31 March 2026. All figures in ₹ Lakhs.

2(I) Property, Plant & Equipment

DESCRIPTION	COST AS AT 01.04.25	ADDITIONS	SALES / ADJ.	COST AS AT 31.03.26	DEPN. UP TO 01.04.25	FOR THE PERIOD	DEPN. UP TO 31.03.26	NET BLOCK 31.03.26	NET BLOCK 31.03.25
Land	18.35	—	—	18.35	—	—	—	18.35	18.35
Building	1,023.74	—	—	1,023.74	520.15	47.84	567.99	455.76	503.59
Plant & Machinery	2,882.89	721.43	24.56	3,579.76	2,135.12	100.07	2,211.91	1,367.84	747.76
Electrical Installation	283.66	1.83	—	285.50	199.18	15.06	214.24	71.26	84.48
Office Equipment	92.29	4.21	—	96.50	76.40	5.83	82.23	14.27	15.89
Furniture & Fittings	686.97	21.22	—	708.19	478.70	54.26	532.96	175.23	208.27
Vehicles	167.26	—	—	167.26	125.45	10.78	136.23	31.03	41.81
Total	**5,155.17**	**748.69**	**24.56**	**5,879.30**	**3,535.00**	**233.84**	**3,745.56**	**2,133.73**	**1,620.16**
FOR 2024-25: COST 5,064.35 → 5,155.17; DEPRECIATION 3,097.51 → 3,535.00; NET BLOCK 1,620.16 (PY 1,981.68)									

2(II) Capital Work-in-Progress

DESCRIPTION	COST AS AT 01.04.25	ADDITIONS	COST AS AT 31.03.26	NET BLOCK 31.03.26	NET BLOCK 31.03.25
CWIP	—	699.02	699.02	699.02	—

CWIP ageing (as at 31 March 2026, ₹ Lakhs): Projects in progress — less than 1 year 699.02; 1–2 years, 2–3 years, more than 3 years — nil. Projects temporarily suspended — nil. There is no project whose completion is overdue or has exceeded its cost compared to the original plan during 2025-26 or 2024-25. The Company has not revalued its property, plant and equipment, intangible assets or right-of-use assets during 2025-26 or 2024-25.

2(III) Right-of-Use Assets

DESCRIPTION	COST AS AT 01.04.25	ADDITIONS	COST AS AT 31.03.26	DEPN. UP TO 01.04.25	FOR THE PERIOD	DEPN. UP TO 31.03.26	NET BLOCK 31.03.26	NET BLOCK 31.03.25
Land & Building	1,704.76	321.10	2,025.86	646.25	227.40	873.65	1,152.21	1,058.51
Total	**1,704.76**	**321.10**	**2,025.86**	**646.25**	**227.40**	**873.65**	**1,152.21**	**1,058.51**
FOR 2024-25: COST 1,248.54 → 1,704.76; DEPRECIATION 454.81 → 646.25; NET BLOCK 1,058.51 (PY 793.73)								

Note: the Company has taken the following nature of assets on lease under various lease agreements — (i) offices, land and other premises / warehouse facilities.

2(IV) Other Intangible Assets

DESCRIPTION	COST AS AT 01.04.25	ADDITIONS	COST AS AT 31.03.26	DEPN. UP TO 01.04.25	FOR THE PERIOD	DEPN. UP TO 31.03.26	NET BLOCK 31.03.26	NET BLOCK 31.03.25
Computer Software	26.59	3.48	30.07	15.90	4.83	20.73	9.32	10.69
Total	**26.59**	**3.48**	**30.07**	**15.90**	**4.83**	**20.73**	**9.32**	**10.69**
FOR 2024-25: COST 17.23 → 26.58; DEPRECIATION 15.05 → 15.90; NET BLOCK 10.69 (PY 2.17)								

2(V) Intangible Assets under Development

DESCRIPTION	COST AS AT 01.04.25	ADDITIONS	CAPITALISED	COST AS AT 31.03.26	NET BLOCK 31.03.26	NET BLOCK 31.03.25
Intangible assets under development	—	—	—	—	—	—
Total	**—**	**—**	**—**	**—**	**—**	**—**

Ageing (₹ Lakhs): less than 1 year, 1–2 years, 2–3 years, more than 3 years — all nil (PY: all nil). No project is overdue or has exceeded its planned cost in 2025-26 or 2024-25.

Note 3 — Other Financial Assets (non-current)

PARTICULARS	31.03.2026	31.03.2025
Security Deposits (unsecured, considered good, carried at amortised cost)	349.62	135.49
Total	**349.62**	**135.49**

Note 4 — Deferred Tax Assets (net)

PARTICULARS	31.03.2026	31.03.2025
Difference in WDV of PPE — Companies Act, 2013 vs Income Tax Act, 1961	115.79	148.54
Total Deferred Tax Assets (net)	**115.79**	**148.54**

Note 5 — Inventories (valued at lower of cost and net realisable value)

PARTICULARS	31.03.2026	31.03.2025
Raw Materials	664.03	632.50
Work in Progress	3,813.74	3,514.65
Finished Goods	3,053.04	2,744.91
Stores and Spares	70.45	78.50
Total	**7,601.25**	**6,970.56**

Note 6 — Trade Receivables

PARTICULARS	31.03.2026	31.03.2025
Unsecured, considered good (carried at amortised cost)	7,231.82	5,297.05
Unsecured, credit impaired	—	—
Allowance for bad and doubtful debts	—	—
Total	**7,231.82**	**5,297.05**

Trade Receivables ageing schedule — outstanding from due date of payment (unsecured, considered good)

PERIOD	31.03.2026	31.03.2025
Less than 6 months	5,756.09	4,157.96
6 months – 1 year	1,085.13	825.54
1–2 years	57.36	311.41
2–3 years	331.10	—
More than 3 years	2.14	2.14
Total	**7,231.82**	**5,297.05**

Trade Receivables are non-interest bearing and are generally on terms of 30–90 days.

Note 7 — Cash and Cash Equivalents

PARTICULARS	31.03.2026	31.03.2025
Balances with banks — in current accounts	7.01	1.30
Cash on hand	10.73	6.30
Total	**17.75**	**7.60**

Note 8 — Bank Balances other than Cash and Cash Equivalents

PARTICULARS	31.03.2026	31.03.2025
Special Term Deposit / balance with banks held as margin money	89.58	84.43
Total	**89.58**	**84.43**

Note 9 — Loans (unsecured, considered good; carried at amortised cost)

PARTICULARS	31.03.2026	31.03.2025
To Employees	11.07	10.79
Total	**11.07**	**10.79**

Note 10 — Other Current Assets (unsecured, considered good)

PARTICULARS	31.03.2026	31.03.2025
Security Deposits to others	0.25	0.25
Advance to Parties	771.76	152.56
Other Advances	0.78	0.81
Prepaid Expenses	12.37	8.29
Balances with Government Departments	216.84	184.17
Total	**1,002.00**	**346.08**

Cash and bank balance disclosures: no earmarked balances with banks; the margin-money balance in Note 8 is disclosed separately above; there are no repatriation restrictions on cash and bank balances.

Note 11 — Equity Share Capital

PARTICULARS	31.03.2026	31.03.2025
AUTHORISED		
20,00,00,000 Equity Shares of ₹2/– par value	4,000.00	4,000.00
ISSUED, SUBSCRIBED AND PAID-UP		
19,03,31,470 (PY 8,15,70,630) Equity Shares of ₹2/– par value, fully paid up	3,806.63	1,631.41
Total	**3,806.63**	**1,631.41**

Notes: (1) The Company has only one class of shares, equity shares of ₹2/– par value; each holder is entitled to one vote per share. (2) On liquidation, holders of equity shares are entitled to receive the remaining assets of the Company after distribution of all preferential amounts (no preferential amounts currently exist), in proportion to shares held.

(3) The Company raised ₹4,758.28 Lakhs through a Rights Issue of 1,35,95,105 equity shares at ₹35/– each (including premium of ₹33/–), allotted on 24 April 2025. (4) The Company allotted 9,51,65,735 Bonus Equity Shares in the ratio 1:1 to members on 7 July 2025 (previously, 1,16,52,947 Bonus Equity Shares were allotted in the ratio 5:2 on 17 October 2020).

Reconciliation of number of shares outstanding

PARTICULARS	NO. OF SHARES	AMOUNT (₹)
At the beginning of the year	8,15,70,630	16,31,41,260
Addition — Rights Issue	1,35,95,105	2,71,90,210
Addition — Bonus Issue	9,51,65,735	19,03,31,470
At the end of the year	**19,03,31,470**	**38,06,62,940**

Shareholders holding more than 5% of total shares

NAME OF SHAREHOLDER	SHARES — 31.03.2026	%	SHARES — 31.03.2025	%
Geeta Ladha	7,82,29,140	41.10%	3,88,14,570	47.58%
Santosh Ladha	1,31,64,590	6.92%	65,82,295	8.07%

Shares held by promoters — at the end of the year 31 March 2026

PROMOTER NAME	NO. OF SHARES	% OF TOTAL SHARES	% CHANGE DURING THE YEAR
Geeta Ladha	7,82,29,140	41.10%	(6.48%)
Santosh Ladha	1,31,64,590	6.92%	(1.15%)
Baldev Das Ladha	66,65,170	3.50%	(0.59%)
Kamala Devi Ladha	43,79,060	2.30%	(0.38%)
Baldev Das Ladha (HUF)	72,80,000	3.82%	(0.64%)
Santosh Ladha (HUF)	65,22,880	3.43%	(0.57%)
Shruti Ladha	90,000	0.05%	(0.01%)
Sakshi Ladha	1,00,000	0.05%	0.05%
Total	**11,64,30,840**	**61.17%**	**(9.77%)**

At 31 March 2025, total promoter holding was 5,78,65,420 shares (70.94%) — Geeta Ladha 47.58%, Santosh Ladha 8.07%, Baldev Das Ladha 4.09%, Kamala Devi Ladha 2.68%, Baldev Das Ladha (HUF) 4.46%, Santosh Ladha (HUF) 4.00%, Shruti Ladha 0.06%.

Note 12 — Other Equity

PARTICULARS	31.03.2026	31.03.2025
SECURITIES PREMIUM		
Balance as per last account	12.92	12.92
Add: Issue of Rights shares @₹35/– each	4,486.38	—
Less: Capital expenditure re. Rights Issue	(424.78)	—
Less: Issue of Bonus shares in the ratio of 1:1	(1,903.31)	—
Less: Capital expenditure re. Bonus Issue	(5.22)	—
Closing balance	**2,166.00**	**12.92**
RETAINED EARNINGS		
Surplus at the beginning of the year	6,584.06	5,271.83
Add: Profit for the year	1,619.24	1,312.23
Add/(Less): OCI — remeasurement of net defined benefit plans	—	—
Closing balance	**8,203.30**	**6,584.06**
Total Other Equity	**10,369.29**	**6,596.99**

Securities Premium is used to record premium received on the issue of securities and can be utilised in accordance with the provisions of the Companies Act, 2013.

Note 13 — Lease Liabilities (Non-current)

PARTICULARS	31.03.2026	31.03.2025
Lease Liabilities	1,204.42	1,133.21
Total	**1,204.42**	**1,133.21**

Financial Liabilities — Borrowings (non-current): ₹Nil in both years.

Note 14 — Borrowings (Current)

PARTICULARS	31.03.2026	31.03.2025
Cash Credit (secured, from banks)	2,006.14	3,751.60
Total	**2,006.14**	**3,751.60**

Security for Cash Credit: primary — exclusive charge over hypothecation of stocks, book debts and other current assets, present and future; collateral — exclusive charge over Property, Plant & Equipment, present and future. Cash Credit facilities are guaranteed by the directors.

Note 15 — Lease Liabilities (Current)

PARTICULARS	31.03.2026	31.03.2025
Lease Liabilities	220.75	158.19
Total	**220.75**	**158.19**

Provision for employee benefits — Gratuity (non-current): ₹Nil in both years.

Note 16 — Trade Payables (carried at amortised cost)

PARTICULARS	31.03.2026	31.03.2025
Dues to Micro and Small Enterprises	212.53	133.64
Others — for Goods	2,080.37	1,958.92
Others — for Capital Goods	20.40	0.31
Others — for Other dues	154.81	73.04
Total	**2,468.11**	**2,165.91**

Trade Payables ageing schedule — outstanding from due date of payment

PERIOD	MSME — 31.03.2026	MSME — 31.03.2025	OTHERS — 31.03.2026	OTHERS — 31.03.2025
Less than 1 year	212.53	133.64	2,255.58	2,210.47
1–2 / 2–3 / >3 years	—	—	—	—
Total	**212.53**	**133.64**	**2,255.58**	**2,210.47**

The Company has no trade payables balance forming part of supplier finance arrangements (previous year: Nil). Trade payables for acceptances, where any, represent extended interest-bearing credit secured against Usance Letters of Credit; the related interest is presented under finance costs.

Note 17 — Other Financial Liabilities (carried at amortised cost)

PARTICULARS	31.03.2026	31.03.2025
Liabilities for Expenses	0.98	5.12
Total	**0.98**	**5.12**

Note 18 — Other Current Liabilities

PARTICULARS	31.03.2026	31.03.2025
Advances from Customers	2.50	4.87
Payable to Employees	262.61	177.81
TDS and other taxes payable	28.03	37.07
Security Deposits	5.00	6.08
Total	**298.14**	**225.83**

Note 19 — Provisions (Current)

PARTICULARS	31.03.2026	31.03.2025
Provision for employee benefits — Gratuity	0.33	8.28
Total	**0.33**	**8.28**

Note 20 — Revenue from Operations

For the year ended 31 March 2026. All figures in ₹ Lakhs.

PARTICULARS	FY 2025-26	FY 2024-25
SALE OF PRODUCTS		
Traded goods	6,248.01	2,439.05
Raw Material	14.40	42.20
Manufactured goods & others	12,822.23	12,109.62
Sale of products	**19,084.64**	**14,590.87**
SALE OF SERVICES		
Job Work	2.30	18.02
Total Revenue from Operations	**19,086.94**	**14,608.89**

Disaggregation of Revenue from Contracts with Customers

PARTICULARS	FY 2025-26	FY 2024-25
SALE OF GOODS		
Within India	18,821.71	14,420.75
Outside India	262.93	170.12
SALE OF SERVICES		
Within India	2.30	18.02
Outside India	—	—
Total	**19,086.94**	**14,608.89**
TIMING OF REVENUE RECOGNITION		
Recognised at a point in time	19,084.64	14,590.87
Recognised over a period of time	2.30	18.02

The Company derives revenue at a point in time from sale of goods and over time from sale of services (job work); operations and customers are located in India, and revenue is disaggregated on this basis. Contract assets — opening ₹4.87 L, recognised ₹2.27 L, billed ₹(4.64) L, closing ₹2.50 L (PY closing ₹4.87 L). Contract liabilities — nil in both years. Trade Receivables are non-interest bearing and generally on terms of 30–90 days.

Note 21 — Other Income

PARTICULARS	FY 2025-26	FY 2024-25
INTEREST INCOME		
From Bank	5.57	7.43
From Others	1.31	11.52
OTHER NON-OPERATING INCOME		
Profit on sale of Fixed Assets (net)	0.94	—
Discount Received	—	10.96
Freight Charges Reimbursement (Export)	4.61	15.08
Insurance Claim Received	—	0.68
Exchange Gains / (Losses)	0.00	—
Duty Drawback Received	6.03	3.36
Expenses written back	(0.00)	—
Total Other Income	**18.46**	**49.03**

Note 22 — Cost of Materials Consumed

PARTICULARS	FY 2025-26	FY 2024-25
Opening Stock of Raw Materials	632.50	558.41
Add: Raw Materials Purchased	6,164.32	6,194.56
Less: Closing Stock of Raw Materials	(664.03)	(632.50)
Cost of Materials Consumed	**6,132.79**	**6,120.48**

Note 23 — Purchase of Stock-in-Trade (Readymade Garments & Accessories)

PARTICULARS	FY 2025-26	FY 2024-25
Total	**5,864.66**	**2,253.60**

Note 24 — Changes in Inventories of Finished Goods, Stock-in-Trade & Work-in-Progress

PARTICULARS	FY 2025-26	FY 2024-25
OPENING STOCK		
Finished Goods	2,670.24	2,114.57
Stock in Trade	74.67	75.78
Work-in-Progress	3,514.65	3,358.16
Total opening stock	**6,259.56**	**5,548.51**
LESS: CLOSING STOCK		
Finished Goods	2,968.48	2,670.24
Stock in Trade	84.56	74.67
Work-in-Progress	3,833.37	3,514.65
Total closing stock	**6,886.41**	**6,259.56**
(Increase) / Decrease in Stock	**(626.85)**	**(711.05)**

Note 25 — Employee Benefit Expenses

PARTICULARS	FY 2025-26	FY 2024-25
Salaries, Wages and Bonus	2,343.66	2,217.54
Contribution to provident and other funds	173.83	148.93
Staff Welfare Expenses	38.79	73.99
Total	**2,556.28**	**2,440.47**

The New Labour Codes took effect from 21 November 2025. Based on information available and actuarial valuation, the Company has assessed NIL financial impact of past service cost on post-employment defined benefits and continues to monitor implementation.

Note 26 — Finance Costs

PARTICULARS	FY 2025-26	FY 2024-25
Interest — Banks	132.64	295.60
Interest — Others (incl. on Lease Liabilities)	128.72	117.16
Other Borrowing Costs	5.42	7.35
Total	**266.78**	**420.11**

Note 27 — Depreciation & Amortisation Expense

PARTICULARS	FY 2025-26	FY 2024-25
Depreciation (PPE)	233.84	437.50
Depreciation on Leased assets (ROU)	227.40	191.44
Amortisation of Intangible assets	4.83	0.85
Total	**466.08**	**629.80**

Note 28 — Other Expenses

For the year ended 31 March 2026. All figures in ₹ Lakhs.

PARTICULARS	FY 2025-26	FY 2024-25
Consumption of stores and spare parts	588.23	432.00
Power and Fuel	227.72	233.32
Rent	63.56	59.58
Repairs to buildings	30.28	3.41
Repairs to machinery	83.87	96.00
Repairs to others	27.48	9.90
Insurance	20.07	9.19
Rates and Taxes excluding taxes on income	16.39	3.25
Stitching, Printing, Embroidery & Other Expenses	55.67	96.13
Carriage Outward	205.89	123.89
Commission Paid	56.62	48.89
Sales Promotion Expenses	156.17	68.73
Director's Sitting Fees	0.77	1.23
PAYMENTS TO THE AUDITOR		
As Auditor	0.75	0.75
For Tax Audit	0.25	0.25
For Quarterly Review	2.25	2.25
For Corporate Governance certification	0.25	0.25
For fees for other services (incl. certificates)	0.25	1.00
Donation	0.11	0.11
CSR Expenses	30.50	28.00
Discount Allowed	241.23	212.83
Legal and Professional Charges	269.99	92.21
Travelling and Conveyance	79.78	58.23
Security Expenses	16.73	12.91
Miscellaneous Expenses	72.97	131.42
Net (gain) / loss on foreign currency transaction	(13.12)	(2.76)
Total Other Expenses	**2,234.65**	**1,722.97**

Note 29 — Tax Expense

All figures in ₹ Lakhs.

PARTICULARS	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025
Current Tax	548.00	495.00
Income Tax for earlier years	11.03	0.76
Deferred Tax	32.75	(26.44)
Total Tax Charge	**591.78**	**469.32**

Note 29.1 — Reconciliation of the Total Tax Charge

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India's corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate is as follows:

PARTICULARS	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025
Accounting profit before tax	2,211.02	1,781.55
Applicable tax rate (%)	25.17%	25.17%
Computed tax expense	556.51	448.38
TAX EFFECT OF:		
Non-deductible items	7.79	12.20
Timing difference	(5.27)	35.18
Tax expense recognised in the statement of profit and loss	**559.03**	**495.76**
Effective tax rate	25.28%	27.83%

Note 29.2 — Deferred Tax

MOVEMENT — DEFERRED TAX ASSET / (LIABILITY), NET	31.03.2026	31.03.2025
At the start of the year	148.54	122.10
Credit / (charge) to the statement of profit and loss	(32.75)	26.44
At the end of the year	**115.79**	**148.54**

Note 30 — Other Comprehensive Income

PARTICULARS	31.03.2026	31.03.2025
Items that will not be reclassified to profit or loss — re-measurements of defined benefit plans	—	—
Items that will be reclassified to profit or loss	—	—

Note 31 — Earnings Per Share

PARTICULARS	31.03.2026	31.03.2025
Net Profit attributable to Equity Shareholders (₹ Lakhs)	1,619.24	1,312.23
Weighted average number of Equity Shares outstanding — Basic & Diluted	18,94,37,545	16,31,41,260
Basic Earnings Per Share of ₹2/– each, fully paid up	0.85	0.80
Diluted Earnings Per Share of ₹2/– each, fully paid up	0.85	0.80

The Company has revised and recalculated the Earnings Per Share (Basic and Diluted) of the previous year ended 31 March 2025 after considering the issuance of Bonus Shares in the ratio of 1:1 to the members on 7 July 2025.

Note 32 — Contingent Liabilities and Commitments (to the extent not provided for)

A. CONTINGENT LIABILITIES — GUARANTEES	31.03.2026	31.03.2025
Guarantees	71.98	74.64

COMMITMENTS	31.03.2026	31.03.2025
a. Estimated Capital Commitments (net of advances)	NIL	NIL
b. Other Commitments — Export Obligations against import of capital goods under EPCG Scheme	1,876.80	1,065.72

As per Section 135 of the Companies Act, 2013, a company meeting the applicability threshold must spend at least 2% of average net profit for the preceding three financial years on CSR activities. A CSR Committee has been formed by the Company as per the Act.

CSR AMOUNTS EXPENDED	YEAR ENDED 31.03.2026	YEAR ENDED 31.03.2025
(a) Amount required to be spent during the year	30.34	27.51
(b) Amount of expenditure incurred	30.50	28.00
(c) Shortfall at the end of the year	Nil	Nil
(d) Total of previous year shortfall	Nil	Nil
(f)(ii) Nature of CSR activities — purpose other than construction/acquisition of assets	30.50	28.00

Note 33 — Dues to Micro and Small Enterprises (MSMED Act, 2006)

PARTICULARS	31.03.2026	31.03.2025
(a)(i) Principal amount remaining unpaid at year-end	212.53	133.64
(a)(ii) Interest due thereon	Nil	Nil
(b) Interest paid beyond the appointed date (Section 16)	Nil	Nil
(c) Interest due/payable for delay in payments (paid but beyond due date)	Nil	Nil
(d) Interest accrued and remaining unpaid at year-end	Nil	Nil
(e) Further interest remaining due and payable in succeeding years	Nil	Nil

Note 34 — Disclosure under Ind AS 19, Employee Benefits

Defined Contribution Plans. The Company has certain defined contribution plans; contributions are made to provident fund in India for employees at 12% of basic salary as per regulations, to a registered provident fund administered by the Government. The Company's obligation is limited to the amount contributed, with no further contractual or constructive obligation.

DEFINED CONTRIBUTION PLAN EXPENSE	31.03.2026	31.03.2025
Contribution to Provident fund (Government)	146.20	137.92
Contribution to ESI	43.18	46.86

Defined Benefit Plan. The Company has a defined benefit gratuity plan, governed by the Social Security Code 2020 (effective 21/11/2025; earlier under the Payment of Gratuity Act, 1972). Every employee completing five or more years of service receives gratuity at 15 days' salary (last drawn) for each completed year of service. The plan is funded.

I. Reconciliation of Defined Benefit Obligations (DBO)

PARTICULARS	31.03.2026	31.03.2025
Present value of DBO at the beginning of period	243.68	191.40
Current service cost	49.12	46.67
Interest cost	16.04	13.54
Actuarial (Gains) / Losses	(47.17)	(6.66)
Benefit Payments from Plan Assets	(6.54)	(1.27)
Present value of DBO at the end of period	**255.12**	**243.68**

II. Reconciliation of Fair Value of Plan Assets

PARTICULARS	31.03.2026	31.03.2025
Plan assets at the beginning of period	235.40	219.83
Expected returns on plan assets	15.75	15.56
Actuarial Gains / (Losses)	2.29	1.27
Company contribution	7.90	—
Benefit Payments from Plan Assets	(6.54)	(1.27)
Plan assets at the end of period	**254.80**	**235.40**

III. Fair value of assets and obligation

PARTICULARS	31.03.2026	31.03.2025
Present value of Defined Benefit Obligation	255.12	243.68
Fair value of plan assets	254.80	235.40
Net (assets) / liability recognised in the Balance Sheet	**(0.33)**	**8.28**

IV. Expenses recognised during the year

PARTICULARS	31.03.2026	31.03.2025
Current service cost	49.12	46.67
Net Interest cost	0.29	(2.02)
Total expenses recognised in the Statement of Profit & Loss	**49.41**	**44.65**

V. Other Comprehensive Income & VI. Plan asset mix

PARTICULARS	31.03.2026	31.03.2025
Actuarial (gain)/loss for the year on DBO	(47.17)	(6.66)
Return on Plan Assets (excl. Interest Income)	(2.29)	(1.27)
Total Re-measurement in OCI	**49.46**	**7.93**
Fund Managed by LIC (% of total plan assets)	100%	100%

VII. Actuarial assumptions

PARTICULARS	31.03.2026	31.03.2025
Discount rate / Expected return on assets (%)	7.41%	6.67%
Rate of escalation in salary p.a. (%)	7.00%	6.00%
Mortality table (IALM) Table Ultimate	2012-14	2012-14
Average Future Service (Years)	24.22	24.57

Plan assets are fully represented by balance with an Insurance Company. Risks: (a) Discount rate risk — falling bond yields increase the DBO; (b) Salary inflation risk — higher-than-expected salary increases raise the DBO.

VIII. Sensitivity analysis (Base DBO ₹255.12 Lakhs)

ASSUMPTION CHANGE	31.03.2026	31.03.2025
Discount rate +1.00%	235.02	218.24
Discount rate −1.00%	299.08	274.33
Salary increase +1.00%	297.49	272.18
Salary increase −1.00%	235.77	219.72

IX. Maturity profile of DBO

YEAR	AMOUNT (₹ IN LAKHS)
Apr 2026 – Mar 2027	14.77
Apr 2027 – Mar 2028	16.41
Apr 2028 – Mar 2029	7.49
Apr 2029 – Mar 2030	7.86
Apr 2030 – Mar 2031	8.68
Apr 2031 onwards	45.86

Note 35 — Segment Information (Ind AS 108)

Operating segments are components of the Company whose operating results the Chief Operating Decision Maker (the Managing Director) regularly reviews to allocate resources and assess performance, and for which discrete financial information is available. The Company is engaged primarily in the business of manufacturing & trading of readymade garments only; considering risks and returns, organisation structure and internal reporting, all operations and non-current assets of the Company are in India. Accordingly, there are no separate reportable segments as per Ind AS 108.

Note 36 — Lease Disclosures

36.1 BREAK-UP OF LEASE LIABILITIES	31.03.2026	31.03.2025
Current Lease Liabilities	220.75	158.19
Non-Current Lease Liabilities	1,204.42	1,133.21
Total	**1,425.17**	**1,291.40**

36.2 MOVEMENT IN LEASE LIABILITIES	31.03.2026	31.03.2025
Balance at the beginning	1,291.40	978.32
Add: Additions during the year	321.10	456.22
Add: Finance cost accrued	128.72	117.16
Less: Payment of lease liabilities	(316.05)	(260.30)
Balance at the end	**1,425.17**	**1,291.40**

36.3 CONTRACTUAL MATURITIES (UNDISCOUNTED)	31.03.2026	31.03.2025
Less than one year	220.75	158.19
One to five years	855.52	868.44
More than five years	348.90	264.77
Total	**1,425.17**	**1,291.40**

36.4 The Company does not face a significant liquidity risk with regard to its lease liabilities as current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due. 36.5 During the year, expense recognised in the statement of profit and loss includes: (i) rental expense for short-term leases ₹63.56 Lakhs (PY ₹59.58 Lakhs); (ii) variable lease expense not forming part of lease liability, ₹Nil (PY ₹Nil).

Note 37 — Related Party Transactions

Name of the related party, relationship, transactions and outstanding balances in accordance with Ind AS 24.

I. List of Related Parties

KEY MANAGEMENT PERSONNEL (KMP)	RELATIONSHIP
Mrs. Geeta Ladha	Whole-time Director
Mr. Santosh Ladha	Managing Director
Mr. Baldev Das Ladha	Non-Executive Director
Mr. Manoj Tulsyan (*)	KMP of the Entity
Mr. Nikhil Saraf (*)	KMP of the Entity
Mr. Sanjay Jain (*) — appointed w.e.f. 6 November 2025	KMP of the Entity
Mrs. Vranda Manish Rathi — resigned w.e.f. 9 August 2025	KMP of the Entity
Iris Clothings Limited Employees Gratuity Fund	Gratuity Trust
Mr. Niraj Agarwal	Chief Financial Officer
Mrs. Sweta Agarwal	Company Secretary

(*) Independent directors are included only for the purpose of compliance with the definition of key management personnel under Ind AS 24.

RELATIVE OF KMP	RELATIONSHIP
Ms. Shruti Ladha	Relative of Managing Director
Ms. Sakshi Ladha	Relative of Managing Director

ENTITIES WHERE CONTROL OF THE COMPANY / KMP EXISTS	RELATIONSHIP
Iris Fashions Pvt. Ltd.	Control of KMP
Iris Apparels Pvt. Ltd.	Control of KMP

II. Transactions with related parties — FY 2025-26

NAME OF THE PARTY	NATURE OF RELATION	NATURE OF TRANSACTION	AMOUNT
Mr. Santosh Ladha (*)	Managing Director	Remuneration	126.00
Mrs. Geeta Ladha (*)	Whole Time Director	Remuneration	126.00
Mr. Baldev Das Ladha (*)	Non-Executive Director	Sitting Fees	0.10
Mr. Manoj Tulsyan	KMP of the Entity	Sitting Fees	0.23
Mr. Nikhil Saraf	KMP of the Entity	Sitting Fees	0.23
Mrs. Vranda Manish Rathi	KMP of the Entity	Sitting Fees	0.10
Mr. Sanjay Jain	KMP of the Entity	Sitting Fees	0.07
Iris Clothings Ltd. Employees Gratuity Fund	Gratuity Trust	Contribution to Gratuity Fund	10.65
Mr. Niraj Agarwal	CFO	Remuneration	9.11
Mrs. Sweta Agarwal	Company Secretary	Remuneration	3.96
Ms. Shruti Ladha	Relative of MD	Salary	10.80
Ms. Sakshi Ladha	Relative of MD	Salary	5.40

(*) Personal Guarantee provided to the Bank for cash credit facilities given by Bank to the Company. Amounts in ₹ Lakhs.

Transactions with related parties — FY 2024-25

NAME OF THE PARTY	NATURE OF RELATION	NATURE OF TRANSACTION	AMOUNT
Iris Fashions Pvt. Ltd.	Control of KMP	Machine Hire Charges	7.80
Iris Apparels Pvt. Ltd.	Control of KMP	Machine Hire Charges	5.40
Mr. Santosh Ladha (*)	Managing Director	Remuneration	150.00
Mrs. Geeta Ladha (*)	Whole Time Director	Remuneration	150.00
Mr. Baldev Das Ladha (*)	Non-Executive Director	Sitting Fees	0.18
Mr. Manoj Tulsyan	KMP of the Entity	Sitting Fees	0.35
Mr. Nikhil Saraf	KMP of the Entity	Sitting Fees	0.35
Mrs. Vranda Manish Rathi	KMP of the Entity	Sitting Fees	0.35
Iris Clothings Ltd. Employees Gratuity Fund	Gratuity Trust	Contribution to Gratuity Fund	0.27
Mr. Niraj Agarwal	CFO	Remuneration	8.41
Mrs. Sweta Agarwal	Company Secretary	Remuneration	3.96

III. Outstanding balances as at 31 March 2026

NAME OF THE PARTY	31.03.2026	31.03.2025
Mr. Baldev Das Ladha	—	0.05
Mr. Manoj Tulsyan	—	0.11
Mr. Nikhil Saraf	—	0.11
Iris Clothings Ltd. Employees Gratuity Fund	0.78	0.77
Mrs. Sweta Agarwal	0.33	0.33
Mr. Niraj Agarwal	0.69	0.63
Ms. Shruti Ladha	0.90	—
Ms. Sakshi Ladha	0.90	—

All related party transactions during the year were entered into on an arm's-length basis in the ordinary course of business. All outstanding receivable balances are unsecured and repayable in cash; transactions above exclude indirect taxes; none of the balances is secured.

Key Management Personnel compensation

PARTICULARS	31.03.2026	31.03.2025
Short Term Benefits	265.07	312.37
Defined Contribution Plan ($, #)	0.22	0.22
Total	**265.29**	**312.59**

$ Includes provident fund, compensated absences paid and any other benefit. # The liability for gratuity and compensated absences is provided on an actuarial basis for the Company as a whole; amounts pertaining to KMP are not separately included above.

Note 38 — Financial Instruments

Financial instruments by category. All figures in ₹ Lakhs.

PARTICULARS	CARRYING AMT 31.03.2026	FAIR VALUE 31.03.2026	CARRYING AMT 31.03.2025	FAIR VALUE 31.03.2025
FINANCIAL ASSETS DESIGNATED AT AMORTISED COST				
Cash and Cash Equivalent	17.75	17.75	7.60	7.60
Bank balances other than above	89.58	89.58	84.43	84.43
Trade and Other Receivables	7,231.83	7,231.83	5,297.05	5,297.05
Loans	11.07	11.07	10.79	10.79
Other Financial Assets	349.62	349.62	135.49	135.49
FINANCIAL LIABILITIES DESIGNATED AT AMORTISED COST				
Borrowings	2,006.14	2,006.14	3,751.60	3,751.60
Lease Liabilities	1,425.17	1,425.17	1,291.40	1,291.40
Trade and Other Payables	2,468.11	2,468.11	2,165.91	2,165.91
Other Financial Liabilities	0.98	0.98	5.12	5.12

Fair Value Hierarchy

Level 1 — quoted price (unadjusted) in active markets for identical assets or liabilities. Level 2 — inputs other than quoted prices within Level 1 that are observable, directly or indirectly. Level 3 — inputs not based on observable market data. As at 31 March 2026 and 31 March 2025, the Company has no financial assets or liabilities (investments in equity instruments, derivative financial instruments) measured at fair value on a recurring basis at any level.

Note 39 — Financial Risk Management Objectives and Policies

The Company's financial liabilities include loans and borrowings and trade & other payables; the main purpose of these is to finance the Company's operations. The Company's financial assets include trade & other receivables, deposits and cash & cash equivalents. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on financial performance. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes.

Credit Risk — the risk that a counterparty may not meet its obligations under a financial instrument or customer contract. Customer credit risk is managed by the marketing department per the Company's established policy and procedures; the Company reviews customer creditworthiness on an ongoing basis and estimates expected credit loss based on past data and experience. The maximum exposure to credit risk is the carrying value of trade receivables (Note 6), as the Company holds no collateral. An impairment analysis is performed at each reporting date, based on historical data of credit losses.

TRADE RECEIVABLES AGEING (GROSS)	UP TO 6 MONTHS	6-12 MONTHS	ABOVE 12 MONTHS	TOTAL
As at 31 March 2026 — Unsecured	5,756.09	1,085.13	390.60	7,231.82
As at 31 March 2025 — Unsecured	4,157.96	825.54	313.55	5,297.05

Liquidity Risk — the risk that the Company may not be able to settle its obligations at a reasonable price; managed by the finance department with oversight from senior management, monitoring net liquidity through expected cash flows, and maintaining a balance between continuity of funding and flexibility through cash credits and term loans.

Market Risk — the risk that the fair value of future cash flows of a financial instrument may fluctuate due to changes in market prices (foreign exchange rates, interest rates, etc). **Foreign Currency Risk** relates primarily to import and export activities; the Company monitors foreign exchange fluctuations continuously and, during the current or previous financial year, did not enter into any derivative instruments for trading or speculative purposes and has no outstanding foreign currency exposure. **Interest rate risk** relates primarily to long-term debt.

Maturity profile of financial liabilities (undiscounted contractual)

AS AT 31.03.2026	OUTSTANDING	0-1 YR	2-5 YR	6-10 YR
Borrowings	2,006.14	2,006.14	—	—
Lease Liabilities	1,425.17	220.75	855.52	348.90
Trade Payables	2,468.11	2,468.11	—	—
Other financial liabilities	0.98	0.98	—	—
Total	**5,900.40**	**4,695.98**	**855.52**	**348.90**

Note 40 — Capital Management

The Company's objective when managing capital (net debt and equity) is to safeguard its ability to continue as a going concern, provide returns to shareholders and benefits to other stakeholders, while protecting and strengthening the Balance Sheet through an appropriate balance of debt and equity funding. Funding needs are met through equity, cash generated from operations and short-term bank borrowings. The Company monitors capital using the gearing ratio (net debt divided by sum of capital and net debt); there have been no breaches of financial covenants for reported periods.

PARTICULARS	31.03.2026	31.03.2025
Borrowing	2,006.14	3,751.60
Lease Liabilities	1,425.17	1,291.40
Less: Cash and Cash Equivalents	(17.75)	(7.60)
Net Debt (A)	**3,413.56**	**5,035.40**
Equity Share Capital	3,806.63	1,631.41
Other Equity	10,369.29	6,596.99
Total Capital (B)	**14,175.92**	**8,228.40**
Gearing Ratio (A / (A+B))	**19.41%**	**37.96%**

Note 41 — Contribution to Political Parties

Contribution to political parties during 2025-26: ₹ Nil (PY ₹ Nil).

Note 42 — Investor Education and Protection Fund

No amounts are due and outstanding to be credited to the Investor Education & Protection Fund as at 31 March 2026.

Note 43 — Events after the Reporting Date

There have been no events after the reporting date requiring disclosure.

Note 44 — Additional Disclosures

- The Company has not revalued its Property, Plant and Equipment; disclosure regarding valuation by a registered valuer under the Companies (Registered Valuers and Valuation) Rules, 2017 is accordingly not applicable.
- During the year, the Company has not granted any Loans or Advances in the nature of loans, repayable on demand or without specifying terms/period of repayment, to promoters, directors and KMPs, severally or jointly with any other person.
- No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, for the financial year 2025-26.
- The Company has taken borrowings from banks/financial institutions on the basis of security of current assets; the quarterly returns or statements filed with such banks/financial institutions are generally in agreement with the unaudited books of account for the respective quarter.
- The Company has not been declared a wilful defaulter by any bank, financial institution or other lender.
- The Company has not entered into any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the financial year ended 31.03.2026.
- The Company does not have any charges or satisfaction yet to be registered with the Registrar of Companies beyond the statutory period.
- The Company does not have any investment through more than two layers of investment companies as per Section 2(87)(d) and Section 186 of the Companies Act, 2013.
- During the year the Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries), with the understanding that the Intermediary shall lend or invest on behalf of the Company or provide guarantee/security on behalf of Ultimate Beneficiaries.
- During the year the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party), with the understanding that the Company shall lend or invest on behalf of the Funding Party or provide guarantee/security on behalf of Ultimate Beneficiaries.
- The Company does not have any transactions not recorded in the books of accounts during the year, nor any unrecorded income/related assets of earlier years recorded in the books during the year.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

Note 45 — Movement in each class of provision

PARTICULARS	31.03.2026	31.03.2025
Opening Balances	8.28	(28.43)
Provision / (reversal) during the year	49.12	46.66
Re-measurement gains / (losses) in OCI	(49.47)	(7.93)
Payment during the year	(7.90)	—
Interest Charge	0.30	(2.02)
Closing Balances (Current)	**0.33**	**8.28**

Note 46 — Ratio Analysis

RATIO	FY26	FY25	Δ%	REASON FOR VARIANCE
Current Ratio	3.19	2.01	58%	Increase due to higher current assets, primarily trade receivables and inventories, improving working capital position.
Debt-Equity Ratio	0.24	0.62	-61%	Decrease due to repayment of borrowings, supported by fresh equity infusion and retained earnings.
Debt Service Coverage Ratio	0.86	0.56	53%	Improved on account of lower debt servicing obligations from reduced borrowings.
Return on Equity Ratio	0.15	0.18	-17%	Decline attributable to a higher average equity base following fresh equity infusion, outpacing net profit growth.
Inventory Turnover Ratio	2.62	2.22	18%	Improvement from better inventory management and higher turnover during the year.
Trade Receivables Turnover Ratio	3.05	3.28	-7%	Marginal decline due to an increase in average trade receivables.
Trade Payables Turnover Ratio	4.73	3.59	32%	Increase due to lower average trade payables, reflecting a faster payment cycle.
Net Capital Turnover Ratio	2.21	2.62	-16%	Decline owing to an increase in average working capital, primarily trade receivables and inventories.
Net Profit Ratio	0.08	0.09	-5%	Slight decline due to an increase in operating expenses impacting profit margins.
Return on Capital Employed	0.22	0.30	-24%	Decline due to increase in average capital employed following fresh equity infusion, while EBIT growth was comparatively lower.
Return on Investment	0.09	0.09	—	No significant change compared to the previous year.

Numerators / denominators: Current Ratio = Current Assets / Current Liabilities; Debt-Equity = Total Debt / Shareholder's Equity; Debt Service Coverage = Earnings Available for Debt Service / Debt Service; Return on Equity = Net Profit after Tax / Average Shareholder's Equity; Inventory Turnover = Net Sales / Average Inventory; Trade Receivables Turnover = Net Credit Sales / Average Accounts Receivable; Trade Payables Turnover = Net Credit Purchases (COGS) / Average Trade Payables; Net Capital Turnover = Net Sales / Average Working Capital; Net Profit Ratio = Net Profit / Net Sales; Return on Capital Employed = EBIT / Average Capital Employed; Return on Investment = Profit After Tax / Average Total Assets less DTA (net).

Closing Notes.

Note 47 — Regrouping of Previous Year Figures

Previous year figures are regrouped and reclassified to make them comparable with Ind AS presentation.

Note 48 — Approval of Financial Statements

The above financial statements have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 11th May 2026.

The accompanying notes form an integral part of these financial statements. As per our Report of even date.

For AMK & Associates
Chartered Accountants · FRN 327817E

Bhupendra Kumar Bhutia
Partner · Membership No. 059363

Place: Kolkata
Date: 11/05/2026

Santosh Ladha
Managing Director · DIN 03585561

Geeta Ladha
Whole Time Director · DIN 03585488

Sweta Agarwal
Company Secretary

Niraj Agarwal
Chief Financial Officer

Notice of the Fifteenth Annual General Meeting.

Notice is hereby given that the Fifteenth (15th) Annual General Meeting ("AGM") of the Members of Iris Clothings Limited ("the Company") will be held on Monday, 21st September, 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

Ordinary Business

Item No. 1 — Adoption of Audited Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon.

Item No. 2 — Appointment of Mr. Baldev Das Ladha (DIN: 03585566) as a Director, liable to retire by rotation

To re-appoint Mr. Baldev Das Ladha (DIN: 03585566), who retires by rotation, and being eligible, has offered himself for reappointment.

Date: 27.07.2026
Place: Howrah

For Iris Clothings Limited

Sweta Agarwal
Company Secretary

Notes

1. The Fifteenth (15th) Annual General Meeting ("AGM") of the Company is being convened through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the circulars and guidelines issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") from time to time. Accordingly, the Members can attend and participate in the AGM through VC/OAVM without being physically present at a common venue.
2. Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Scrutiniser at rgadvisory18@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. M/s. Cameo Corporate Services Limited, having its registered office at Subramanian Building No. 1, Club House Road, Chennai - 600 002 is appointed as Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic).
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. As per the provisions of Section 103 of the Companies Act, 2013, shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum.
8. In accordance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the Annual General Meeting along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depositories. Members may note that the Notice of AGM and Annual Report 2025-26 will also be available on the Company's website www.irisclothings.in, website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of Central Depository Services Limited at www.evotingindia.com.
9. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. to the concerned Depository Participant/Registrar and Transfer Agent/Company.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for on-line inspection at the AGM.
11. An Explanatory Statement pursuant to Section 102 of the Act in respect of the special businesses set out above and additional information of Director proposed to be re-appointed at the forthcoming Annual General Meeting as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to this Notice.
12. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts.

Voting Through Electronic Means

1. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, 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 arrangement with Central Depository Services (India) Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as Venue Voting on the date of the AGM will be provided by CDSL.
2. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on Friday, 18th September, 2026 (9:00 am) and ends on Sunday, 20th September, 2026 (5:00 pm). During this period, members of the Company holding shares as on the cut-off date of Monday, 14th September, 2026, may cast their vote by remote e-voting. The remote 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.
4. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date, being Monday, 14th September, 2026. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
5. Any person who become member of the Company subsequent to the dispatch of the Notice of AGM and holds the shares as on the cut-off date i.e., Monday, 14th September, 2026 may obtain the Login ID and Password by sending a request at helpdesk.evoting@cdslindia.com or Company/RTA. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you may reset your password by using ”Forgot User Details/Password” option available on www.evotingindia.com.
6. 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.
7. The Board of Directors has appointed Mrs. Pooja Bachhawat, Practising Company Secretary (ACS: 52835) as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
8. The Scrutinizer shall, not later than 2 working days from the conclusion of the AGM, make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by the Chairman in writing, who shall countersign the same. The Scrutinizer’s decision on the validity of the vote shall be final and binding.
9. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at www.irisclothings.in and on the website of CDSL at www.evotingindia.com immediately. The results will also be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.

The Instructions of Shareholders for E-voting and Joining Virtual Meetings are as Under:

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

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

The voting period begins on Friday, 18th September, 2026 (9:00 am) and ends on Sunday, 20th September, 2026 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 14th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to abovesaid 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	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in demat mode with NSDL Depository	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

FOR PHYSICAL SHAREHOLDERS AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details 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. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <IRIS CLOTHINGS LIMITED> on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non–Individual Shareholders and Custodians — For Remote Voting only

1. 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.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. 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.
4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
5. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rgadvisory18@gmail.com and accounts@irisclothings.in, 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/EGM Through VC/OAVM & E-voting During Meeting are as Under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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.

Annexure to the Notice

Details of Directors seeking reappointment in Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Baldev Das Ladha
Date of Birth	08th March, 1943
Nationality	Indian
Date of first appointment on the board	27th August, 2011
Qualification	Graduate
Experience in functional area	He has an experience of more than 45 years in the textile industry.
Relationship with other Directors	Father of Mr. Santosh Ladha, Managing Director and Father – in – law of Mrs. Geeta Ladha, Whole-time Director
Shareholding in the Company	66,65,170
List of directorship held in other Listed Companies	Nil
Committee membership in other Listed Companies	Nil

Date: 27.07.2026
Place: Howrah

For Iris Clothings Limited

Sweta Agarwal
Company Secretary