SILKY OVERSEAS LIMITED

Jawahra Pardhana Road, Village Jawahra,
Tehsil Khanpur, Dist. Sonipat, Haryana-131305

CIN: U17110HR2016PLC147382
PAN: AAXCS0302D

Dated: 25/08/2026

To,
The Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400051
Maharashtra, India

SYMBOL: SILKY

Subject: 10th Annual Report of the Company for the Financial Year 2025-2026.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the financial year 2025-2026 along with the Notice convening the 10th Annual General Meeting (AGM) of the Company scheduled to be held on Monday, September 21st, 2026 at 3:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the 10th AGM and the Annual Report of the Company for the financial year 2025-2026 is being sent through electronic mode to all the Members of the Company whose email addresses are registered with the Company/Company's Registrar and Transfer Agent i.e. Skyline Financial Services Private Limited.

The Annual Report for the financial year 2025-2026 including the Notice convening the 10th AGM is also available on the website of the Company at https://www.riandecor.com/.

Kindly take the same on your record and acknowledge.

We request you to take the above on record.

Thanking You

Yours faithfully,
For **Silky Overseas Limited**

HARSHIT GUPTA
Digitally signed by HARSHIT GUPTA
Date: 2026.08.25 17:27:41 +05'30'

Harshit Gupta
Company Secretary & Compliance Officer
Membership No. A74909

Enclosed: As above

SILKY OVERSEAS LIMITED

RIAN DECOR

THE ULTIMATE EMBRACE OF COMFORT

Experience unparalleled softness with our premium mink blankets, curtains and bedsheets.

10TH ANNUAL REPORT

2025-26

A DECADE OF TRUST.
A FUTURE OF GROWTH.

CELEBRATING 10 YEARS OF QUALITY & COMMITMENT

Premium Woollen Blankets, Curtains & Bedsheets Crafted for a Warmer Tomorrow.

PREMIUM QUALITY
Finest materials, crafted to perfection.

SUSTAINABLE PRACTICES
Responsible today, better tomorrow.

GLOBAL PRESENCE
Delivering warmth across the world.

TRUSTED PARTNER
Built on integrity, driven by commitment.

RELIABLE QUALITY
Consistency you can feel. Every time.

CIN: U17110HR2016PLC147382

10th ANNUAL REPORT

(2025-2026)

OF

SILKY OVERSEAS LIMITED

CIN: U17110HR2016PLC147382

Sr. No.	Contents	Page No.
1.	AGM Notice	5
2.	Director's Report	21
3.	Independent Auditor's Report	51
4.	Balance Sheet	62
5.	Statement of Profit & Loss	64
6.	Cash Flow Statement	66
7.	Notes to Financial Statements	69

CORPORATE OVERVIEW OF THE COMPANY

A. BOARD OF DIRECTORS

NAME OF DIRECTORS	DIN	DESIGNATION
Mr. Sawar Mal Goyal	01896767	Managing Director
Mr. Ananya Goyal	07492850	Whole – Time Director
Mr. Manoj Dalmia	10549692	Director
Mr. Kailash	10090452	Additional Independent Director
Mr. Ayush Garg	08396474	Additional Independent Director

B. KEY MANEGERIAL PERSONNEL (KMP)

Name of the Member	Designation of the Member
Mr. Sawar Mal Goyal	Managing Director
Mr. Ananya Goyal	Chief Financial Officer
Mr. Harshit Gupta	Company Secretary

C. COMPOSITION OF THE BOARD COMMITTEES

AUDIT COMMITTEE

Name of the Member	Designation of the Member
Mr. Ayush Garg	Chairman
Mr. Sawar Mal Goyal	Member
Mr. Kailash	Member

STAKEHOLDER & RELATIONSHIP COMMITTEE

Mr. Ayush Garg	Chairman
Mr. Manoj Dalmia	Member
Mr. Sawar Mal Goyal	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Ayush Garg	Chairman
Mr. Sawar Mal Goyal	Member

Mr. Ananya Goyal	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Ayush Garg	Chairman
Mr. Kailash	Member
Mr. Manoj Dalmia	Member

D. STATUTORY AUDITORS

M/s. Manish Pandey & Associates
(Chartered Accountants)
(FRN: 019807c)
Add: - B-102, 01st Floor, Sector-6, Noida-201301, Uttar Pradesh

E. SECRETARIAL AUDITORS

M/s. Surbhi Bansal & Associates
(Company Secretaries)
Add: - H. No. 9, F Block, NIT 3, Faridabad, Haryana -121001

F. INTERNAL AUDITORS

M/s. VKG & Associates
(Company Secretaries)
Add: - B-17 G/F, Block-B, Shiv Ram Park, Opposite Parshuram Dharamshala, Nangloi, New Delhi - 110041

F. REGISTRAR & TRANSFER AGENT

Skyline Financial Services Private Limited
(CIN: U74899DL1995PTC071324)
Add: - D-153 A, 1st Floor, Okhla Industrial Area, Phase -I, New delhi - 110020

G. BANKERS

Bank of Baroda
SME Branch, 16, Parliament Street, Central Delhi, New Delhi, Delhi- 110001

I. INVESTOR'S GRIEVANCE

Mr. Harshit Gupta
(Company Secretary & Compliance officer)
Contact No.: - +91 - 74040 88826
Email Id: - cs@silkyoverseas.com

NOTICE OF THE 10th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **10th** Annual General Meeting ("AGM") of the Members of **SILKY OVERSEAS LIMITED** ("the Company") will be held on **Monday, the 21st day of September, 2026 at 03:00 P.M. (IST)** through Video Conferencing/ Other Audio Visual Means ("VC"/ "OAVM") at Jawahra Pardhana Road, Village Jawahra, Tehsil Khanpur, Sonipat, Haryana-131305, to transact the following businesses:

ORDINARY BUSINESS:

1. CONSIDERATION OF FINANCIAL STATEMENTS & THE REPORTS OF BOARD OF DIRECTOR'S & AUDITORS:

The members need to receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2026 including the Audited Balance Sheet, the Statement of Profit & Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.

The Board of Directors had approved the Financial Statements of the Company for the year ended 31st March, 2026 including the Audited Balance Sheet, the Statement of Profit & Loss and the Auditors report after they were reviewed by the Audit Committee and the same is being presented to the members for their approval.

The members may consider and, if thought fit, pass with or without modification(s), the following resolution for adoption of Financial Statements & the Reports of Board of Directors & Auditors as an **ORDINARY RESOLUTION**:

*"**RESOLVED THAT** the Financial Statements of the Company for the year ended 31st March, 2026 including the Audited Balance Sheet of the Company, the Statement of Profit & Loss, Cash Flow Statement for the year ended on that date along with all the Notes and Annexures and the reports of Auditors and Directors thereon for Financial Year ended 31st March, 2026 be and are hereby received, considered and adopted."*

2. TO APPOINT A DIRECTOR IN PLACE OF MR. SAWAR MAL GOYAL (DIN: 01896767), WHO RETIRES BY ROTATION UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE – APPOINTMENT

The members are informed that Mr. Sawar Mal Goyal (DIN: 01896767), Managing Director of the Company retires by rotation under the provisions of the Companies Act, 2013 and being eligible offers himself for re-appointment.

The members may consider and, if thought fit, pass with or without modification(s), the following resolution for Re-appointment of the Director who retires by rotation as an **ORDINARY RESOLUTION**:

*"**RESOLVED THAT** pursuant to provisions of Section 152 of Companies Act, 2013 read with rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and on the recommendation of Nomination & Remuneration Committee of the Company Mr. Sawar Mal Goyal (DIN: 01896767) Managing Director of the Company , who retires by rotation in the ensuing Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby reappointed as the Director of the Company on current designation on the payment of same remuneration.*

***RESOLVED FURTHER THAT** any of the Director(s) (which term shall be deemed to include any Committee of the Board authorised on the said behalf) or the Company Secretary of the Company be and is/are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution including issuance of certified true copy of this resolution to whomsoever concerned and to jointly/severally file the necessary e-forms with the Registrar of Companies."*

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. AYUSH GARG (DIN: 07611200) AS THE INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Ayush Garg (DIN: 07611200) was appointed as an additional Independent Director of the Company w.e.f. 30th June, 2026 whose term of appointment will expire in the ensuing Annual General Meeting.

The Board of Directors on the basis of the recommendation made by the Nomination & Remuneration Committee of the Company recommends him to be regularized as the Non –Executive Independent Director of the Company.

The members may consider and, if thought fit, pass with or without modification(s), the following resolution for regularization of Mr. Ayush Garg (DIN: 07611200) as a **SPECIAL RESOLUTION**:

"RESOLVED THAT *pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Ayush Garg (DIN: 07611200), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) and 17 of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from March 13th, 2026 up to March 12th, 2031 (both days inclusive). "*

RESOLVED FURTHER THAT *any of the Director(s) (which term shall be deemed to include any Committee of the Board authorized on the said behalf) or the Company Secretary of the Company be and is/are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution including issuance of certified true copy of this resolution to whomsoever concerned and to jointly/severally file the necessary e-forms with the Registrar of Companies."*

4. APPOINTMENT OF MR. KAILASH (DIN:10090452) AS THE INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Kailash (DIN:10090452) was appointed as an additional Independent Director of the Company w.e.f. 30th June, 2026 whose term of appointment will expire in the ensuing Annual General Meeting.

The Board of Directors on the basis of the recommendation made by the Nomination & Remuneration Committee of the Company recommends him to be regularized as the Non –Executive Independent Director of the Company.

The members may consider and, if thought fit, pass with or without modification(s), the following resolution for regularization of Mr. Kailash (DIN:10090452) as a **SPECIAL RESOLUTION**:

"RESOLVED THAT *pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Kailash (DIN:10090452), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) and 17 of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from March 13th, 2026 up to March 12th, 2031 (both days inclusive). "*

RESOLVED FURTHER THAT *any of the Director(s) (which term shall be deemed to include any Committee of the Board authorized on the said behalf) or the Company Secretary of the Company be and is/are hereby authorized to do all such acts, deeds and things* *as may be necessary to give effect to the aforesaid resolution including issuance of certified true copy of this resolution to whomsoever concerned and to jointly/severally file the necessary e-forms with the Registrar of Companies."*

For SILKY OVERSEAS LIMITED

SD/-
SAWAR MAL GOYAL
MANAGING DIRECTOR
DIN: 01896767
R/O: HOUSE NO. 44, ENGINEERS ENCLAVE,
PITAMPURA, SARASWATI VIHAR, DELHI – 110034

Date: 13.08.2026
Place: Haryana

NOTES:

1. The Notice of Annual General Meeting was approved by the Board of Directors at its meeting held on 13th August, 2026.

2. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) and the Secretarial Standard-2 on General Meetings, regarding the Directors who are proposed to be appointed/ re-appointed and the related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Special Business are annexed hereto.

3. MEETING THROUGH VC/OAVM

   A. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by Ministry of Corporate Affairs (MCA) and Circular No SEBI/HO/CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 03, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force as amended from time to time, companies are allowed to hold EGM/ AGM shall be conducted through VC / OAVM.

   B. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

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

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

4. The company has appointed M/s Surbhi Bansal & Associates practicing company Secretaries as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at AGM in a fair and transparent manner.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) 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 e-voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at **https://www.silkyoverseas.com** The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE India at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

The remote e-voting period begins on Friday, 18th September, 2026 (09:00 A.M.) to Sunday, 20th September, 2026 (05:00 P.M.) (both days inclusive) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.

Tuesday, 15th September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th September, 2026.

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

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

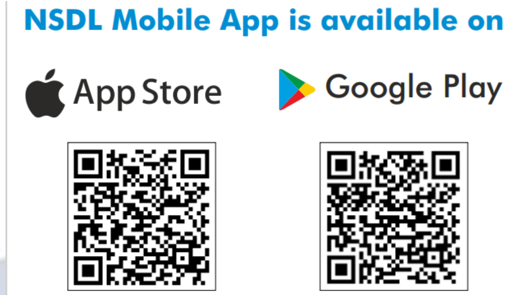
Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<u>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.</u>

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

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

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

<u>How to Log-in to NSDL e-Voting website?</u>

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@silkyoverseas.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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

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

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

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

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

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **info@silkyoverseas.com.** The same will be replied by the company suitably.

j. Inspection of Documents:

The statutory registers maintained under Sections 170 and 189 of the Companies Act, 2013, along with other documents referred to in the AGM Notice, shall be available for inspection by Members during the remote e-voting period and at the proceedings of the 10th AGM. Members may inspect these documents by accessing the NSDL e-voting platform at https://www.evoting.nsdl.com during the said period.

k. Declaration of Voting Results:

After the meeting, the Scrutinizer will submit a report on votes cast in favour, against, or deemed invalid (if any) to the Chairman or his authorised representative, who will countersign it. The results will be declared within the time prescribed under applicable laws. The voting results, along with the Scrutinizer's report, will be uploaded on the Company's website https://www.riandecor.com, NSDL's website https://www.evoting.nsdl.com, displayed on the Company's Notice Board at its Registered Office, and simultaneously sent to the National Stock Exchange of India Limited.

6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at **info@silkyoverseas.com** between **August 13, 2026 09:00 a.m. (IST) and September 18, 2026, 5:00 p.m. (IST).** Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

For SILKY OVERSEAS LIMITED

SD/-
SAWAR MAL GOYAL
MANAGING DIRECTOR
DIN: 01896767
R/O: HOUSE NO. 44, ENGINEERS ENCLAVE,
PITAMPURA, SARASWATI VIHAR, DELHI – 110034

Date: 13.08.2026
Place: Haryana

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard 2 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder)

ITEM NO.3: -

APPOINTMENT OF MR. AYUSH GARG (DIN: 07611200) AS INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, as per the recommendation of the Nomination and Remuneration Committee and subject to approval of shareholders, approved appointment of Mr. Ayush Garg (DIN: 07611200) as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from March 13, 2026 up to March 12, 2031 (both days inclusive).

Mr. Ayush Garg, aged 35 years qualified Company Secretary and Commerce graduate with over a decade of experience in corporate governance, regulatory compliance, and corporate advisory. He is currently associated as a Corporate Consultant with organizations including HMA Agro Industries Limited and Sona Machinery Limited. He has also served as a Director of Xoom E Tailoring Services Private Limited and has experience in advising companies on Companies Act and SEBI regulations. His expertise includes corporate governance, regulatory compliance, and strategic corporate advisory across multiple industries.

The Company has received from Mr. Ayush Garg (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets with the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Ayush Garg has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Ayush Garg has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The required details including a brief profile of Mr. Ayush Garg, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

In the opinion of the Board, Mr. Ayush Garg is a person of integrity, fulfils the conditions for appointment as the Independent Director as specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, appointment of Mr. Ayush Garg as an Independent Director of the Company for a term commencing from March 13, 2026 up to March 12, 2031 is being placed before the shareholders for their approval by way of Special Resolution. The office of Mr. Ayush Garg will not be liable to retire by rotation. The terms and conditions of re-appointment of Mr. Ayush Garg as an Independent Director along with the draft Appointment Letter will be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at info@silkyoverseas.com**.**

As per the provisions of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a Director on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per the provisions of Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to approval of shareholders by way of Special Resolution.

Accordingly, approval of the shareholders by way of a special resolution is sought from members for appointment of Mr. Ayush Garg as an Independent Director of the Company.

Except Mr. Ayush Garg, for whom the resolution relates to, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the resolution as set out in Item No. 3 for the approval of the Members as Special Resolution.

Item No. 4: -

APPOINTMENT OF MR. KAILASH (DIN:10090452) AS INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, as per the recommendation of the Nomination and Remuneration Committee and subject to approval of shareholders, approved appointment of Mr. Kailash (DIN:10090452) as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from March 13, 2026 up to March 12, 2031 (both days inclusive).

Mr. Kailash, aged 36 years is a qualified Company Secretary and Law Graduate with more than 9 years of post-qualification experience in the field of corporate laws, securities laws and regulatory compliances. Has an experience in business and commercial activities and brings practical insights into organizational management and decision making. As an Independent Director, he will contribute to strengthening the Company's governance practices and providing independent guidance to the Board. His association with the Board is expected to support the Company in maintaining transparency, accountability, and effective oversight in its operations.

The Company has received from Mr. Kailash (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets with the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Kailash has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Kailash has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The required details including a brief profile of Mr. Kailash, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

In the opinion of the Board, Mr. Kailash is a person of integrity, fulfils the conditions for appointment as the Independent Director as specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent
Director.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, appointment of Mr. Kailash as an Independent Director of the Company for a term commencing from March 13, 2026 up to March 12, 2031 is being placed before the shareholders for their approval by way of Special Resolution. The office of Mr. Kailash will not be liable to retire by rotation. The terms and conditions of re-appointment of Mr. Kailash as an Independent Director along with the draft Appointment Letter will be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at info@silkyoverseas.com.

As per the provisions of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a Director on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per the provisions of Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to approval of shareholders by way of Special Resolution.

Accordingly, approval of the shareholders by way of a special resolution is sought from members for appointment of Mr. Kailash as an Independent Director of the Company.

Except Mr. Kailash, for whom the resolution relates to, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution as set out in Item No. 4 for the approval of the Members as Special Resolution.

For SILKY OVERSEAS LIMITED

SD/-
SAWAR MAL GOYAL
MANAGING DIRECTOR
DIN: 01896767
R/O: HOUSE NO. 44, ENGINEERS ENCLAVE,
PITAMPURA, SARASWATI VIHAR, DELHI – 110034

Date: 13.08.2026
Place: Haryana

DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI'), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE 10TH AGM, IS PROVIDED HEREIN BELOW:

Name of the Director	**Mr. Sawar Mal Goyal**	**Mr. Ayush Garg**	**Mr. Kailash**
DIN	01896767	07611200	10090452
DOB	04/11/1962	22/03/1991	15/08/1990
Brief resume of the Directors	Mr. Sawar Mal Goyal, aged 62 years, holds a Senior Secondary qualification and has more than 15 years of experience in the business sector, with significant exposure to the stainless-steel industry. He started his professional journey in the stainless-steel business and has developed extensive practical knowledge and experience in the metals sector. He has been associated with Ananya Foils Private Limited, where he gained valuable experience and contributed to the growth of the business. He has also worked as a Proprietor of Goyal Impex, wherein he was actively involved in managing business operations, developing business relationships and overseeing the overall affairs of the business. His extensive practical experience and understanding of business operations, he has been actively involved in the expansion and overall management of the business.	Mr. Ayush Garg, aged 35, is a qualified Company Secretary and Commerce graduate with over a decade of experience in corporate governance, regulatory compliance, and corporate advisory. He has experience in providing corporate and regulatory advisory services and has previously served as a director. He has been actively involved in advising companies on the applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, corporate governance matters, and other statutory and regulatory compliances.	Mr. Kailash, aged 36 years, is a qualified Company Secretary and Law Graduate with more than 9 years of post-qualification experience in the field of corporate laws, securities laws and regulatory compliances. He possesses extensive experience in handling listed company compliances, SEBI regulations, stock exchange filings, corporate governance matters, board and committee processes, ROC compliances and NBFC RBI Filling compliances. He has been actively involved in ensuring compliance with applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, and other regulatory requirements.
Nature of expertise	Expertise in business management, strategic planning and operational matters and has played an important role in developing and implementing business strategies in line with the objectives of the organization. He is known for his practical business acumen, entrepreneurial approach and extensive industry	Expertise includes corporate governance, regulatory compliance, and strategic corporate advisory across multiple industries. Possesses strong knowledge of corporate laws and regulatory frameworks, with experience in advising businesses on governance practices,	Expertise in corporate secretarial practices and regulatory frameworks, he has been instrumental in advising management on governance matters and maintaining effective compliance systems within the organization. He is known for his professional integrity, analytical approach, and sound knowledge of corporate

	experience, which will add value to the Board in strengthening business operations, strategic growth and overall organizational development.	statutory obligations, and corporate restructuring. Adept at providing strategic insights to support informed decision-making and sustainable business growth.	laws, which will add value to the Board in strengthening governance and compliance standards
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	Mr. Sawar Mal Goyal is the Father of Mr. Ananya Goyal (Whole Time Director and Chief Financial officer)	Mr. Ayush Garg is Not related to any other Director/KMP	Mr. Kailash is Not related to any other Director/KMP
Names of the other listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	• Grover Jewells Limited- Independent Director ○ Audit Committee- Chairperson ○ Nomination and Remuneration committee- Member ○ Stakeholder Relationship Committee- Chairperson	• Satyam Projects Limited - Independent Director ○ Audit Committee- Chairperson ○ Nomination & Remuneration Committee - Member ○ Risk Management Committee - Member
Shareholding of non-executive Directors	N/A	Nil	NIL

For SILKY OVERSEAS LIMITED

SD/-
SAWAR MAL GOYAL
MANAGING DIRECTOR
DIN: 01896767
R/O: HOUSE NO. 44, ENGINEERS ENCLAVE,
PITAMPURA, SARASWATI VIHAR, DELHI – 110034

Date: 13.08.2026
Place: New Delhi

DIRECTOR'S REPORT FOR THE FINANCIAL YEAR 2025-26

To,
The Members,
Silky Overseas Limited

Your director's have pleasure in presenting the Tenth (10th) Annual Report on the business and operations of your Company along with the Audited Financial Statements for the financial year ended March 31st, 2026.

COMPANY OVERVIEW AND STATE OF COMPANY'S AFFAIRS

Silky Overseas Limited ("the Company") is engaged in the business to carry on business to manufacture, buy, sell, import, export or to deal in preparation of blankets made up of wool, cotton, synthetic, woolen fabrics, silk, art silk, and other fiber or blends thereof by modern methods utilizing plant powered by electricity, steam, gas or by any other method generally to wash, clean, purify, scour, bleach, dry, iron, color, dye, disinfect.

It is also engaged in the business to carry on all or any of the business of dealers and manufacturers of all kinds of blankets, carpets, durries, mats, rugs, namdas, shawls, tweeds, linen, flannels and all other articles of woolen and worsted materials and of all articles similar to the foregoing or any of them or connected therewith.

FINANCIAL SUMMARY OF THE PERFORMANCE OF THE COMPANY

The financial performance of the Company for the financial year 2025-26 is summarized in the following table:

(Amount in Lakhs)

Particulars	**For the Financial Year ended 31st March, 2026**	**For the Financial Year ended 31st March, 2025**
Revenue from Operation	10,770.84	12382.20
Other Income	16.58	42.97
Total Income	**10,787.42**	**12425.17**
Total Expenses	**9,851.67**	**11032.73**
Profit before tax and exceptional items	935.74	1392.44
Less: Exceptional Item Less: Share of net profit/loss of subsidiaries	- -	(0.80)
Profit before Tax (PBT)	935.74	1393.24
Tax Expenses: Less: Net Current Tax Less: Deferred Tax Less: Provision Adjustment	 (250.49) 0.00 (6.78)	 (368.08) 11.49 1.40
Net Profit/(Loss) after tax	**678.47**	**1038.04**
Total Comprehensive Income	678.47	1038.04
Earnings per share (Basic & Diluted)	11.59	23.26

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

The Key highlights pertaining to the business of the Company for the financial year 2025-26 have been given hereunder: **(As per the Audited Financial Statements for 31st March, 2026)**

- The Total Revenue from operations of the Company during the financial year 2025-26 was Rs. 10,770.84 Lakhs against the revenue from operations of Rs. 12382.20 Lakhs in the previous financial year 2024-25.
- The Net Profit before tax for the year under review was Rs. 935.74 Lakhs as compare to the profit before tax in the previous year of Rs. 1393.24 Lakhs.
- The Net Profit after tax for the year under review was Rs. 678.47 Lakhs as compare to the profit after tax in the previous year of Rs. 1038.04 Lakhs.

Your Company has complied with all the acts, rules, regulations and guidelines issued/prescribed by the Securities Exchange Board of India, Ministry of Corporate Affairs and other statutory authorities.

TRANSFER TO RESERVES

During the financial year under review the Company has no amount has been transferred to Reserve & Surplus out of the profits of the Company for the financial year 2025–26.

INSURANCE

The properties/assets of the Company are adequately insured.

DIVIDEND

With a view to conserve the resources for future business operations of the Company and to develop and diversify the existing business, your directors have not recommended any Dividend for the Financial Year 2025-26.

Your Company has transferred the entire profit available for appropriation for the current Financial Year to the General Reserve.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the year under review, there is no unclaimed/unpaid dividend within the meaning of the provisions of Section 125 of the Companies Act, 2013.

SHARE CAPITAL

The authorized Share Capital of the Company is ₹15,00,00,000 (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each. During the year, the Company has not made any changes in its Authorized Share Capital.

The Paid-up Share Capital of the Company as on 31st March, 2026 stood at ₹6,36,76,000/- as against ₹4,46,20,000/- as on 31st March, 2025. The increase in the Paid-up Share Capital during the year was on account of the allotment of Equity Shares pursuant to the Initial Public Offering of the Company.

During the financial year 2025–26, the Company continued its journey as a listed SME entity following the successful completion of its Initial Public Offering ("IPO") and listing of its equity shares on the NSE Emerge Platform on 07th July 2025.

The successful IPO marked a significant milestone for the Company, strengthening its financial position and providing enhanced access to capital markets to support its future growth and expansion plans. The listing has also enhanced the Company's visibility among investors and other stakeholders and further strengthened its commitment towards transparency, corporate governance and regulatory compliance.

The Company remains focused on effectively utilizing the funds raised through the IPO towards its stated objectives, while continuing to strengthen its operations, expand its business capabilities and create sustainable long-term value for its shareholders and other stakeholders.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The company has not made any investment, nor given any loan/ guarantee, provided security during the year under review.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.

During the financial year 2025–26, the Company achieved a significant milestone with the successful listing of its equity shares on the NSE Emerge Platform on 07th July 2025, pursuant to the successful completion of its SME Initial Public Offering. The listing has enhanced the Company's visibility in the financial markets, strengthened its corporate governance and compliance framework, and provided improved access to capital for its future growth and expansion plans.

Except for the aforesaid development, there have been no material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

PARTICULARS OF CONTRACT OR ARRANGEMENT MADE WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

The particulars of transactions entered into with the related parties referred in Section 188(1) and applicable rules of the Act have been given in **Annexure – I** to this report in Form AOC-2. The Company has in place a Policy on Materiality of Related Party Transactions which is available on the Company's website – https://www.riandecor.com

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report on the operations of the Company, as required under Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and as approved by the Board of Directors, is provided in a separate section and forms an integral part of this Report.

ANNUAL RETURN

Pursuant to Section 134(3)(a), the Annual Return of the Company prepared as per Section 92(3) of the Companies Act, 2013, for the financial year ended March 31st, 2026, is hosted on the website of the company and can be accessed at www.silkyoverseas.com/pages/investors.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, during the year under review.

DIRECTORS RESPONSIBILITY STATEMENT

The Board acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in preparation of the Financial Statements for the Financial Year ended on March 31, 2026 and state:

a. That in the preparation of Annual Accounts for the Financial Year ended as at March 31, 2026, the applicable Indian Accounting Standards have been followed along with the proper explanation relating to the material departures;
b. That the Directors have selected such Accounting Policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the

Financial Year ended as at March 31, 2026 and of the profit and loss of the Company for the Financial Year ended on March 31, 2026;

c. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud or other irregularities;
d. That the Directors have prepared the annual accounts on a going concern basis;
e. That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
f. There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE REPORT

As per the provisions of Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance are not applicable to the company.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREGN EXCHANGE EARNINGS AND OUTGO

Details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are stated below:

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo for the year under review are as follows:

A. Conservation of Energy

a) Steps taken or impact on conservation of energy – The Company continues to place emphasis on energy conservation as a means of achieving cost reduction and sustainability. The Company has installed and utilized solar panels at its textile plant, thereby reducing dependency on conventional sources of electricity. This initiative has resulted in a measurable reduction in power costs as well as lowering the Company's carbon footprint.

b) Steps taken by the Company for utilizing alternate sources of energy - The Company has installed and utilized solar panels

B. Technology Absorption

a) The efforts made towards technology absorption – The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.
b) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable

C. The particulars of foreign Exchange and Outgo For the year under review are: -

Amount in Lakh

PARTICULARS	YEAR ENDING 31ST MARCH, 2026	YEAR ENDING 31ST MARCH, 2025
FOREIGN EXCHANGE EARNING	3.62	8.74
FOREIGN OUTGO	NIL	NIL

PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

During the year under review, none of the Directors of the Company were in receipt of remuneration exceeding the limits as prescribed under the provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The necessary disclosure with respect to the remuneration of Directors and employees as required under Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as **Annexure – II** to this Report.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2025-26.

CASH FLOW STATEMENTS

As required by Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Cash Flow Statement is appended.

DECLARATION BY DIRECTOR(S)

The Board has received declarations from all the Directors under Section 164 and other applicable provisions, if any, of the Companies Act, 2013, confirming that none of the Directors of the Company is disqualified under the provisions of the Companies Act, 2013 ("Act") or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NUMBER OF MEETING OF THE BOARD OF DIRECTORS & GENERAL MEETINGS

BOARD OF DIRECTORS MEETINGS

During the financial year 2025-26, Twelve meetings of the Board of Directors were held as follows:

No. of Board Meeting	Date of Board Meeting
01st Board Meeting	23rd June 2025
02nd Board Meeting	27th June 2025
03rd Board Meeting	03rd July 2025
04th Board Meeting	04th August 2025
05th Board Meeting	14th August 2025
06th Board Meeting	07th September 2025
07th Board Meeting	14th November 2025
08th Board Meeting	30th December 2025
09th Board Meeting	15th January 2026
10th Board Meeting	14th February 2026
11th Board Meeting	13th March 2026
12th Board Meeting	23rd March 2026

The composition of the Board of Directors, their attendance at Board Meetings and the last Annual General Meeting are as under:

NAME OF DIRECTORS	CATEGORY	NUMBER OF MEETING WHICH DIRECTOR WAS ENTITLED TO ATTEND	MEETING ATTENDED	ATTENDANCE AT LAST AGM
Sawar Mal Goyal	Managing Director	12	12	Yes
Ananya Goyal	Whole-Time Director	12	12	Yes
Manoj Dalmia	Professional Director	12	12	Yes
Jay Kumar Shaw	Independent Director	11	11	Yes
Shweta Bansal	Independent Women	11	11	Yes
Kailash	Independent Director	1	1	No
Ayush Garg	Independent Director	1	1	No

NUMBER OF GENERAL MEETING

S.no	Date of Meeting	Type of Meeting	Members Entitled to attend the Meeting	Members attended the Meeting	% of Share-Holding attending the meeting
1.	30th September 2025	Annual General Meeting	480	6	1.25%

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Composition of Board of Directors

The members of the Company's Board of Directors are distinguished individuals with a strong track record of competence and integrity. In addition to their extensive experience, they possess robust financial expertise, strategic insight, and exemplary leadership abilities. They demonstrate a high level of dedication to the Company, committing sufficient time to both meeting preparations and active participation in meetings.

As on March 31, 2026, your Board is comprised of Five (5) Directors. During the financial year under review, the structure of the Board as on March 31, 2026 is as below:

S.NO	Name of Directors	Designation	DIN/PAN	STATUS
1.	Sawar Mal Goyal	Managing Director	01896767	Promoter
2.	Ananya Goyal	Whole-time director	07492850	Promoter
3.	Manoj Dalmia	Professional Director	10549692	Non-Promoter
4.	Kailash	Additional Independent Director	10090452	Non-Promoter
5.	Ayush Garg	Additional Independent Director	07611200	Non-Promoter

Following changes took place during the reporting year on the Board of Directors: -

1. Mr. Jay Kumar Shaw (DIN: 09627535) had resigned from the Position of Independent Director of the Company w.e.f. 13th March, 2026.
2. Ms. Shweta Bansal (DIN: 08396474) had resigned from the Position of Independent Director of the Company w.e.f. 13th March, 2026.
3. Mr. Ayush Garg (DIN: 07611200) was appointed as the Additional Independent Director on the Board of the Company w.e.f. 30th June, 2026.
4. Mr. Kailash (DIN: 10090452) was appointed as an Additional Independent Director of the Company w.e.f. 30th June, 2026.

Key Managerial Personnel

As on March 31, 2026, the Company comprised of the following Key Managerial Personnel.

SR. No.	Name of the Key Managerial Personnel	Designation
1.	Mr. Ananya Goyal	Chief Financial Officer
2.	Mr. Harshit Gupta	Company Secretary

However, before the closure of the year under review, Mr. Rewail kadiyan had resigned from the office of the Company Secretary of the Company w.e.f. 12.01.2026 and Mr. Harshit Gupta was appointed as the Company Secretary of the Company w.e.f. 15.01.2026.

ANNUAL EVALUATION OF BOARD OF ITS OWN PERFORMANCE, OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Company has established a framework for performance evaluation in line with applicable regulatory provisions and in compliance with the Act and the performance evaluation of the Board and its Committees were carried out during the year under review.

The evaluation was made in the overall context of the effectiveness of the Board and the respective Committees in providing guidance to the operating management of the Company, level of attendance in the Board/Committee meetings, constructive participation in the discussion on the agenda items, effective discharge of the functions and roles of the Board/ Committees. A detailed discussion followed on the basis of the aforesaid criteria and the Board collectively agreed that the Board and all its committees fulfilled the above criteria and positively contributed in the decision-making process at the Board/Committee level.

The Board has evaluated the performance of all the individual directors on the basis of evaluation criteria specified in the Nomination and Remuneration policy of the Company.

The Nomination and Remuneration Committee has reviewed the performance of all the individual directors (Independent Directors, Non-Independent Directors and the Chairperson of the Company) based on their knowledge, level of preparation and effective participation in meetings, understanding of their role as Directors, etc.

The Independent Directors of the Company have also reviewed the performance of the Non- Independent Directors and the Board as whole. Structured questionnaires were evolved and used by the reviewers to assess Board effectiveness and for evaluation of Non-Independent Directors, Independent Directors and the Committees. The Board would use the results of the evaluation process to improve its effectiveness in the best interest of the Company.

VIGIL MECHANISM:

As per Section 177(9) and (10) of the Act, the Company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the Chairperson of the Audit Committee.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 12TH March, 2026 to review, among other things, the performance of non-independent directors and the Board as whole, evaluation of the performance of the Chairman and the flow of communication between the Board and the management of the Company.

COMMITTEE OF THE BOARD

The company's Board has the following committees:

- Audit Committee
- Nomination and Remuneration committees
- Stakeholders Relationship committees
- Corporate Social Responsibility

(a) AUDIT COMMITTEE

The Board, in its meeting held on 13th March, 2026, Reconstituted the Audit Committee. During the financial year 2025–2026, Six (6) meetings of the Audit Committee were held on 23rd June, 2025, 04th August, 2025, 14th November, 2025, 30th December, 2025, 15th January, 2026 and 14th February, 2026. Mr. Jay Kumar Shaw and Ms. Shweta Bansal resigned from their respective positions on 13th March, 2026. Both Mr. Jay Kumar Shaw and Ms. Shweta Bansal duly attended and participated in all the meetings of the Audit Committee prior to cessation of their respective positions.

The table below sets out the composition and attendance of the Committee members. The requisite quorum was present at all meetings.

S.NO	NAME OF THE MEMBERS	DESIGNATION	MEETING ATTENDED
1.	Ayush Garg	Chairman	N/A
2.	Kailash	Member	N/A
3.	Sawar Mal Goyal	Member	06
4.	Jay Kumar Shaw	Chairman	06
5.	Shweta Bansal	Member	06

The Company Secretary served as the Secretary to the Committee.

All recommendations made by the Audit Committee were accepted by the Board of Directors.

The terms of reference of the Audit Committee include, but are not limited to, the following:
(i) Recommending the appointment, remuneration, and terms of appointment of the company's auditors;

(ii) Reviewing and monitoring the auditors' independence, performance, and the effectiveness of the audit process;

(iii) Examining the financial statements and the auditors' report thereon;

(iv) Approving or subsequently modifying transactions of the company with related parties;

(v) Scrutinising inter-corporate loans and investments;

(vi) Valuing the company's undertakings or assets, wherever necessary;

(vii) Evaluating internal financial controls and risk management systems;

(viii) Monitoring the end use of funds raised through public offers and related matters.

(b) NOMINATION AND RUMERNATION COMMITTEE

The Board, in its meeting held on 13th March, 2026, reconstituted the Nomination and Remuneration Committee. During the financial year 2025–2026, four (4) meetings of the Nomination and Remuneration Committee were held on 04th August, 2025, 14th August, 2025, 15th January, 2026 and 13th March, 2026. Mr. Jay Kumar Shaw and Ms. Shweta Bansal resigned from their respective positions on 13th March, 2026. Both Mr. Jay Kumar Shaw and Ms. Shweta Bansal attended and participated in all the meetings of the Committee held prior to their resignation and also attended the meeting held on 13th March, 2026, prior to their cessation as members of the Committee.

S.NO	NAME OF THE MEMBERS	DESIGNATION	MEETING ATTENDED
1.	Ayush Garg	Chairman	N/A
2.	Kailash	Member	N/A
3.	Manoj Dalmia	Member	04
4.	Jay Kumar Shaw	Chairman	04
5.	Shweta Bansal	Member	04

The Company Secretary has acted as the Secretary to the Committee.

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Companies Act, 2013 which are as follows:

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(c) (Remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals."
(d) To discharge such other duties and responsibilities as assigned to the Committee from time to time by the Board of Directors or as may be required under applicable laws or regulations.

Role of Nomination and Remuneration Committee:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. The Committee shall ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully and relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
4. The Committee shall ensure that the remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
5. Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time and make reports to the Board as appropriate.
6. Such other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

Remuneration Policy:

1. The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by the Board in Board Meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.
2. The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non-Executive Directors are paid sitting fees for each meeting of the Board of Directors attended by them.

(c) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board, in its meeting held on 13th March, 2026, constituted/reconstituted the Stakeholder Relationship Committee. During the financial year 2025–2026, the Committee held its meetings on 15th January, 2026. Ms. Shweta Bansal resigned from her respective positions on 13th March, 2026. Ms. Shweta Bansal duly attended and participated in all the meetings of the Committee prior to cessation of the respective positions.

The SRC comprises of:

S.NO	NAME OF THE MEMBERS	DESIGNATION	MEETING ATTENDED
1.	Ayush Garg	Chairman	N/A
2.	Manoj Dalmia	Member	01
3.	Sawar Mal Goyal	Member	01
4.	Shweta Bansal	Chairman	01

The Company Secretary of the Company acts as the Secretary to the Committee.

This Committee addresses all grievances of Shareholders/Investors, and its terms of reference include the following:

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

b) Reviewing measures taken for the effective exercise of voting rights by shareholders;

c) Reviewing adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;

d) Reviewing measures and initiatives taken by the Company to reduce the quantum of unclaimed dividends and ensure timely receipt of dividend warrants/annual reports/statutory notices by shareholders;

e) Formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

f) Approving, registering, or refusing to register the transfer or transmission of shares and other securities.

g) Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

h) Allotment and listing of shares;

i) Authorize affixation of common seal of the Company;

j) Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

k) Approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

l) Dematerialize or rematerialize the issued shares;

m) Ensure proper and timely attendance and redressal of investor queries and grievances;

n) Carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and

o) Further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

(d) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board, in its meeting held on 13th March, 2026, reconstituted the Corporate Social Responsibility Committee. During the financial year 2025–2026, the Committee held its meetings on 13th March, 2026. Mr. Jay Kumar Shaw resigned from his respective positions on 13th March, 2026. Mr. Jay Kumar Shaw duly attended and participated in all the meetings of the Committee prior to cessation of the respective positions.

The CSR Committee comprises of:

S.NO	NAME OF THE MEMBERS	DESIGNATION	MEETING ATTENDED
1.	Ayush Garg	Chairman	N/A
2.	Sawar Mal Goyal	Member	01
3.	Ananya Goyal	Member	01
4.	Jay Kumar Shaw	Chairman	01

The CSR Committee shall -

a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Companies Act, 2013;
b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
c) monitor the Corporate Social Responsibility Policy of the company from time to time.
d) To measure the impact of the work done, a social satisfaction survey / audit is carried out by an external agency.
e) the Company Secretary of the Company acts as the Secretary to the Committee.

DETAILS OF FRAUD REPORT BY AUDITOR:

During the year under review, no frauds were reported by the auditors to the Audit Committee or the Board under Section 143(12) of the Act read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

AUDITORS

a) STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s Manish Pandey & Associates, Chartered Accountants (Firm Regn. No.: 019807C), were re-appointed as the Statutory Auditors of the Company in the Annual General Meeting ("AGM") held on 30th September, 2024.

The report submitted by the Statutory Auditors on the Financial Statements of the Company forms part of this Annual Report. There have been no qualifications, reservations or adverse remarks or disclaimer given by the Statutory Auditors in their report.

b) SECRETARIAL AUDITOR:

Pursuant to the provisions of Regulation 24A & other applicable provisions of the SEBI Listing Regulations read with Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 04th August 2025 have approved & recommended for approval of Members, appointment of M/s Surbhi Bansal & Associates, Practicing Company Secretaries as Secretarial Auditor for a term of upto 5 (Five) consecutive years, to hold office from April 1, 2025 upto March 31, 2030.

c) INTERNAL AUDITOR

Pursuant to the provisions of applicable provisions of the SEBI Listing Regulations read with Section 138 of the Companies Act 2013, the Audit Committee and the Board of Directors at their respective meetings held on 26th May, 2026 have recommended and approved, appointment of M/s **VKG & Associates.**, Company Secretaries (FRN S2024HR979800) as Internal Auditors.

1. STATUTORY AUDITORS' REPORT

The Auditor's Report for the FY 2025–26 as well financial statements of the Company is attached to this Annual Report. The notes on Financial Statements referred to in the Annual Report are self–explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

2. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204(1) of the Act read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s Surbhi Bansal & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from FY 2025–26 to FY 2029–30, for conducting the Secretarial Audit of the Company and had furnished her report to the Board.

The Secretarial Audit Report as per Form MR-3 forms part of this Report as ANNEXURE-VI. There were no qualifications or observations or other remarks made by the Secretarial Auditor on the audit conducted by her in her Report for the year under review.

MAINTENANCE OF COST RECORDS:

The Central Government has not specified maintenance of cost records, for any of the products of the Company, under Section 148(1) of the Act.

INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

The Company has in place adequate internal financial controls commensurate with nature and size of the business activity and with reference to the financial statements. The controls comprise of policies and procedures for ensuring orderly and efficient conduct of the Company's business, including adherence to its 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.

The Company has satisfactory Internal Control Systems, which are continuously evaluated by professional statutory auditors of repute. The Company continues to improve the present Internal Control Systems by implementation of appropriate policy and processed.

RISK MANAGEMENT POLICY

The Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a Company's capacity to create sustainable value is the risks that the company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management processes focus on ensuring that these risks are identified on a timely basis and addressed.

The Process of Risk Management include following steps:

1. Risk Identification and Impact Assessment
2. Risk Evaluation
3. Risk Reporting and Disclosures
4. Risk Mitigating and Monitoring

DETAILS OF SUBSIDIARY, ASSOCIATES AND JOINT VENTURES

The company does not have any Subsidiary, Associate and Joint Venture as on 31st March, 2026.

COMPLIANCE WITH SECRETARIAL STANDARD

During the period under review, the Company has complied with the Secretarial Standard – 1 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India.

POLICY ON CORPORATE SOCIAL RESPONSIBILITY

The Company allocated the required CSR budget of ₹ 15,27,252.86 for FY 2025–26 as per Section 135 of the Companies Act, 2013. During the financial year under review, the Company has made a payment amounting to **INR 15,29,000 on 13th March, 2026** in favour of *JMV CHILD CARE FOUNDATION.*

This contribution has been made in furtherance of the Company's commitment towards Children Welfare and Women Empowerment. The same has been duly accounted for in the books of the Company and is in compliance with the applicable provisions of the **Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014**, to the extent applicable. Further As required under Companies Act, 2013 separate disclosure for the same is enclosed as **Annexure-III**

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

Subsequent to the end of the financial year, the Regional Director, vide order dated 16th April 2026, accorded its approval for shifting of the Registered Office of the Company from the National Capital Territory of Delhi to the State of Haryana, in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. The aforesaid order is administrative in nature and does not have any material adverse effect on the going concern status, financial position or future operations of the Company.

Initial Public Offering:

During the financial year under review, the Company successfully completed its Initial Public Offering ("IPO") and, pursuant to the requisite approvals, its Equity Shares were listed on the NSE Emerge Platform, being the SME Platform of the National Stock Exchange of India Limited, with effect from 07th July, 2025. The successful completion of the IPO and listing of the Equity Shares marked a significant milestone in the growth journey of the Company and strengthened its access to the capital markets.

Except for the aforesaid matters, there were no significant and material orders passed by any Regulators, Courts or Tribunals during or subsequent to the financial year under review which may adversely affect the going concern status or future operations of the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company is committed to providing a healthy environment to all employees and thus does not tolerate any sexual harassment at the workplace. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review:

Number of Sexual Harassment Complaints Received: NIL

Number of Complaints Disposed of: NIL

Number of Cases Pending for more than 90 days: NIL

COMPLIANCE WITH MATERNITY BENEFITS ACT, 1961

In accordance with the provisions of the Maternity Benefit Act, 1961, as amended, and pursuant to the disclosures required under Section 134 of the Companies Act, 2013, the Company affirms its commitment to ensuring a safe, equitable, and supportive work environment for all women employees.
The Company has implemented all necessary measures to comply with the provisions of the Maternity Benefit (Amendment) Act, 2017.

THE DETAILS OF AN APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

During the year under the review, there were no applications made or proceedings pending in the name of the company under the insolvency and bankruptcy code, 2016.

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

During the year under the review, there has been no one-time settlement of loans taken from banks and financial institutions.

ACKNOWLEDGMENT

The Board of Directors wishes to express its gratitude and record their sincere appreciation for the commitment and dedicated efforts put in by all the employees. Your Directors take this opportunity to express their grateful appreciation for the encouragement, cooperation and support received by the Company from the local authorities, bankers, clients, suppliers and business associates.

The directors are thankful to the esteemed shareholders for their continued support and the confidence reposed in the Company and its management.

For SILKY OVERSEAS LIMITED

SD/-
SAWAR MAL GOYAL
MANAGING DIRECTOR
DIN: 01896767
R/O: HOUSE NO. 44, ENGINEERS ENCLAVE,
PITAMPURA, SARASWATI VIHAR, DELHI – 110034
Date: 13.08.2026
Place: Haryana

Annexure I

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

	Particulars	Details
	Name(s) of the related party and nature of relationship	Nil, as during the reporting Period, all transactions were at arm's length basis.
	Nature of contracts/arrangements/transactions	
	Duration of the contracts/arrangements/transactions	
	Salient terms of the contracts or arrangements or transactions including the value, if any	
	Justification for entering into such contracts or arrangements or transactions	
	Date(s) of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value	Date(s) of approval by the Board	Amount paid as advances, if any
Shalu Goyal, Relative of Director	Remuneration	Ongoing Basis	1440000	04.05.2020	-
Sanjay Goyal, Relative of Director	Remuneration	Ongoing Basis	1440000	04.05.2020	-

By Order of the Board of Directors
For Silky Overseas Limited

Sd/-
Sawar Mal Goyal
Managing Director
Din-01896767

Date: August 13, 2026
Place: Haryana

ANNEXURE – II
MANAGERIAL REMUNERATION

RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION DISCLOSURES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION) RULES, 2014

1. Ratio of the Remuneration of Each Director to the Median Remuneration of Employees for the Financial Year 2025-26:

Sr. No.	Name of Director/KMP	Designation	Remuneration	Ratio to Median Remuneration
1)	Sawar Mal Goyal	Managing Director	30,00,000	6.7:1
2)	Ananya Goyal	Whole-time director & Chief Financial Officer	14,10,000	3.7:1
3)	Manoj Dalmia	Professional Non-Executive Director	NA	NA
4)	Kailash	Non-Executive Independent Director	NA	NA
5)	Ayush Garg	Non-Executive Independent Director	NA	NA
6)	Harshit Gupta	Company Secretary (KMP)	55,000	0.6:1
7)	Rewail Kadiyan	Company Secretary (KMP)	2,42,000	NA

Explanation: (i) The expression "median" means the numerical value separating the higher half of a population from the lower half, and the median of a finite list of numbers may be found by arranging all the observations from the lowest value to the highest value and picking the middle one;

(ii) If there is an even number of observations, the median shall be the average of the two middle values.

2. Percentage Increase in Remuneration of Directors/KMPs in the Financial Year 2025-26:

Sr. No.	Name of Director/KMP	Designation	% Increase in Remuneration
1)	Sawar Mal Goyal	Managing Director	**Nil**
2)	Ananya Goyal	Whole-time director & Chief Financial Officer	**6.8%**
3)	Manoj Dalmia	Professional Non-Executive Director	**Nil**
4)	Kailash	Non-Executive Independent Director	**Nil**
5)	Ayush Garg	Non-Executive Independent Director	**Nil**
6)	Harshit Gupta	Company Secretary (KMP)	**Nil**

3. The percentage increase in the median remuneration of employees in the financial year: -9.64%

The negative change in the median remuneration is primarily attributable to a shift in the employee composition during the year. The Company onboarded a significant number of freshers and budding talents as part of its long-term growth and talent development strategy. These new recruits, who typically join at entry-level compensation bands, have temporarily lowered the overall median remuneration figure. This strategic hiring move reflects the Company's focus on building a strong foundation for the future while continuing to invest in capability-building and innovation.

4. Number of Permanent Employees:

- Total Employees on Rolls (as of 31st March 2026): 54

5. Comparison of Salary Increases:

- Average Salary Change (Non-Managerial Employees): NIL
- Managerial Remuneration Increase: 6.8 % (CFO)
- Justification:
    - The increase is due to the transition to a listed entity on NSE SME, requiring enhanced leadership responsibilities.
    - CFO was appointed for robust compliance structure.
    - Shareholders approved the revised remuneration.
    - Aligns with Section 197 of the Companies Act, 2013, and the Company's Remuneration Policy.

6. Affirmation of Compliance with Remuneration Policy:

"It is affirmed that the remuneration paid is in accordance with the Remuneration Policy for Directors, KMPs, and Employees adopted by Silky Overseas Limited."

Note:

1. Mr. Ayush Garg was appointed as Non-Executive Independent Director w.e.f. 30th June 2026, compliant with Section 197 and SEBI LODR Regulations.
2. Mr. Kailash was appointed as Non-Executive Independent Director w.e.f. 30th June 2026, compliant with Section 197 and SEBI LODR Regulations.
3. Non-Executive Independent Directors receive only sitting fees for Board/Committee meetings, as per Section 197(5).

By Order of the Board of Directors
For Silky Overseas Limited

Sd/-
Sawar Mal Goyal
Managing Director
DIN-01896767

Date: August 13, 2026
Place: Haryana

ANNEXURE III

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2025-26 FOR SILKY OVERSEAS LIMITED

1. Brief outline on CSR Policy of the Company:

The Company has framed a CSR Policy in compliance with Section 135 of the Companies Act, 2013, focusing on Children Welfare and Women Empowerment. Key initiatives include education, healthcare, skill development, women empowerment, and community-based health and nutrition interventions aimed at holistic social upliftment.

2. Composition of CSR Committee:

The Corporate Social Responsibility Committee comprises the following members:

NAME	DESIGNATION	NATURE OF DIRECTORSHIP
Mr. Ayush Garg	Chairperson	Independent Director
Mr. Sawar Mal Goyal	Member	Managing Director
Mr. Ananya Goyal	Member	Whole Time Director

3. Web-link of the CSR Committee, CSR Policy and CSR Projects approved by the board to be disclosed on the website of the company. silkyoverseas.com/pages/investors

4. Details of Impact assessment of CSR Projects carried out in pursuance of sub rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable

5. (a) Average Net Profit of the Company as per as per sub-section (5) of section 135: INR 7,63,62,643.20

(b) Two percent of average net profit of the Company as per sub-section (5) of Section 135: INR 15,27,252.86

(c) Surplus arising out of the CSR projects or programs or activities of the previous financial year: 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)]: INR 15,27,252.86

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): INR 15,29,000

(b) Amount spent in Administrative overheads: NIL

(c) Amount spent on Impact Assessment, if applicable.: NA

(d) Total amount spent for the Financial Year [(a)+(b) +(c)].: INR 15,29,000

(e) CSR amount spent or unspent for the Financial Year:

Total amount spent for the financial year (Rs.)	Amount unspent (in Rs)				
	Total amount transferred to unspent CSR Account as per sub¬section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of Fund	Amount	Date of transfer
INR 15,29,000	-	-	-	-	-

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

S.No.	Particular	Amount (in Rs)

i.	Two percent of average net profit of the company as per sub-section (5) of section 135	15,27,252.86
ii.	Total amount spent for Financial Year	15,29,000
iii.	Excess amount spent for the financial year [(ii)-(i)	1747.14
iv.	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	-
v.	Amount available for set off in succeeding financial years [(iii)-(iv)	**1747.14**

7. Details of Unspent CSR amount for the preceding three financial year:

S. No	**Preceding Financial Yea**	**Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)**	**Balance Amount in Unspent CSR Account under sub¬section (6) of section 135 (in Rs.)**	**Amount Spent in the Financial Year (in Rs)**	**Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any**		**Amount remaining to be spent in succeeding Financial Years (in Rs)**	**Deficiency, if any**
					Amount (in `)	**Date of transfer**		
	2022-23	-	-	-	-	-	-	
	2021-22	-	-	-	-	-	-	
	2020-21	-	-	-	-	-	-	

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

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not applicable

By Order of the Board of Directors
For Silky Overseas Limited

Sd/-
Sawar Mal Goyal
Managing Director
DIN-01896767

Date: August 13, 2026
Place: Haryana

ANNEXURE IV
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Developments

The Indian textile industry continues to be a global leader, driven by innovations in sustainable fabrics, digital printing, and technical textiles. With the government's focus on initiatives like "Make in India" and the Production Linked Incentive (PLI) scheme, there has been robust growth in domestic manufacturing, export opportunities, and demand for eco-friendly textiles.

The apparel and home textiles markets, specifically, are witnessing heightened demand for premium, customized, and ethically sourced products. The SME segment in India is also increasingly adopting automation and digital supply chain solutions, opening new avenues for integrated textile manufacturers.

Silky Overseas Limited, with over two decades of industry experience and a portfolio focused on high-quality yarn, fabrics, and finished garments, is strategically positioned to leverage these macro trends.

2. Company Overview

Silky Overseas Limited (SOL), incorporated in 2016 under the Companies Act, 2013, is a public company limited by shares, registered with the Registrar of Companies, Haryana. The Company has evolved into an integrated textile enterprise engaged in knitting, dyeing, processing, printing, finishing, and manufacturing of home textile products such as blankets, bed sheets, comforters, and related furnishings under its in-house brand "Rian Décor."

With a commitment to innovation and sustainability, SOL has developed advanced product ranges that cater to both domestic and international markets. Its integrated business model enables efficiency, consistency in quality, and the ability to serve bulk orders, making it a trusted partner for a wide customer base.

3. Financial Performance Overview

Silky Overseas Limited recorded a change in its financial performance over the past two years, with a decline in both revenue and profitability.

- Revenue from operations decreased from ₹12,382.20 Lakhs in FY 2024–25 to ₹10,770.84 Lakhs in FY 2025–26.
- Profit After Tax (PAT) decreased from ₹1,038.04 Lakhs in FY 2024–25 to ₹678.47 Lakhs in FY 2025–26.

The performance during the year reflects the impact of prevailing market conditions and operational factors on the Company's revenue and profitability.

4. IPO and Capital Market Developments

During the financial year 2025–26, Silky Overseas Limited successfully completed its Initial Public Offering ("IPO"). The Company issued and allotted 19,05,600 Equity Shares of face value of ₹10/- each at an issue price of ₹161/- per Equity Share, comprising a premium of ₹151/- per Equity Share, aggregating to approximately ₹30.67 crore.

Subsequently, the Equity Shares of the Company were listed on the NSE Emerge Platform, being the SME Platform of the National Stock Exchange of India Limited, on 07th July, 2025.

The proceeds raised through the IPO were utilized towards the objects specified in the Offer Document, including capacity expansion, upgradation/adoption of sustainable dyeing technology and augmentation of working capital requirements.

5. Business Strategy and Outlook

The Company continues to focus on strengthening its position as an **integrated home textiles manufacturer** by enhancing manufacturing capabilities, improving operational efficiencies and adopting modern technologies. During the year, the

Company remained focused on strengthening its product portfolio, improving quality standards and optimizing its production and supply chain capabilities.

Going forward, the Company aims to further **modernize and expand its manufacturing infrastructure**, enhance operational efficiencies and strengthen working capital to support increasing domestic and export requirements. The Company will continue to explore opportunities to expand its presence in **key international markets, including the Middle East and Europe**, while strengthening its domestic market presence.

The Company also remains focused on enhancing the market presence of its **"Rian Décor" brand** across its home textile product portfolio, including blankets, curtains and bedsheets. Through continued focus on product quality, innovation, customer relationships and sustainable business practices, the Company seeks to achieve **consistent and sustainable growth** in the coming years.

6. Opportunities and Threats

Opportunities:
The Indian textile industry presents significant growth opportunities driven by increasing demand for sustainable, premium and value-added textile products. Government initiatives such as "Make in India" and the PLI Scheme, along with growing domestic and export demand for home textiles, provide a favourable environment for expansion. With its integrated manufacturing capabilities and industry experience, the Company is well positioned to leverage these opportunities and strengthen its presence across domestic and international markets.

Threats:
The Company operates in a highly competitive industry and is exposed to fluctuations in raw material prices, changing consumer preferences, competitive pricing pressures and volatility in domestic and international markets. Increasing competition from domestic and global manufacturers, coupled with evolving quality, sustainability and delivery expectations, may impact margins and operations. Changes in trade policies, global economic conditions and foreign exchange rates may also pose challenges to the Company's growth.

7. Risk Management

Silky Overseas Limited has established a comprehensive risk management framework to identify, monitor, and mitigate business risks. The Company manages supply chain risks by maintaining long-term relationships with reliable vendors and diversifying its raw material sources.

Given its domestic market orientation, SOL's primary risks relate to raw material price volatility (especially cotton and polyester) and changing consumer demand trends. The Company closely tracks market conditions and adopts timely procurement strategies to reduce the impact of cost fluctuations.

In addition, SOL places strong emphasis on regulatory compliance and operational risks. Regular internal controls, statutory audits, and adherence to quality certifications (ISO, GOTS, OEKO-TEX®) ensure business continuity, transparency, and sustainability of operations.

8. Human Resources and Internal Controls

Silky Overseas Limited recognizes its workforce as a key driver of growth. The Company maintains a team of **skilled and semi-skilled employees** across manufacturing and operations and continues to invest in **training and skill development** to enhance productivity and quality standards. With planned capacity expansion, the workforce will be scaled up in line with operational requirements.

The Company has also established a framework of **robust internal controls** to ensure efficiency, safeguard assets, and maintain **financial and operational compliance**. Regular internal audits, management reviews, and statutory checks are conducted to strengthen governance and support sustainable business growth.

9. Cautionary Statement

This Management Discussion and Analysis Report (Annexure IV) may contain certain **forward-looking statements** that are based on current expectations, assumptions, and forecasts regarding future events. These statements are subject to known and unknown risks, uncertainties, and market conditions, which may cause actual results, performance, or achievements to differ materially from those expressed or implied. Readers are advised not to place undue reliance on these statements, as the Company undertakes no obligation to publicly update or revise them in light of subsequent developments.

By Order of the Board of Directors
For Silky Overseas Limited

Sd/-
Sawar Mal Goyal
Managing Director
DIN-01896767

Date: August 13, 2026
Place: Haryana

ANNEXURE V
POLICY ON CODE OF CONDUCT AND ETHICS FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

INTRODUCTION

The Code of Conduct for Board of Directors and Senior Management Personnel sets forth Silky Overseas Limited ("the Company") core values and shared responsibilities into practice. The objective of this document is to communicate the CODE OF CONDUCT of the Directors and Officers (hereinafter referred to as 'Members') of the Company, which serves as guidelines to ensure transparency, professionalism, accountability, and responsibility in their conduct while performing their duties, specifically under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Regulations"). This Code aims to prevent wrongdoing and promote ethical conduct at the Board and Senior Management levels.

APPLICABILITY

1. This Code applies to all Members of the Company across all its units, offices, and branches in India or elsewhere.
2. All concerned individuals are expected to read, understand, and uphold the standards set out in this Code in their day-to-day activities.
3. The principles outlined herein are general in nature. Officers should also review the Company's other applicable Policies and Procedures for specific instructions. In case of any difficulty in interpretation, they may contact the Compliance Officer.
4. This Code is in addition to and not in derogation of any Act, law, rules, regulations, or other applicable Policies and Procedures adopted by the Company.

ADDITIONAL CODES FOR INDEPENDENT DIRECTORS

Guidelines of Professional Conduct

An Independent Director shall:

a) Uphold ethical standards of integrity and probity.
b) Act objectively and constructively while exercising duties.
c) Exercise responsibilities in a bona fide manner in the interest of the Company.
d) Devote sufficient time and attention to professional obligations for informed decision-making.
e) Not allow extraneous considerations to influence independent judgment in the Company's paramount interest.
f) Not abuse their position for personal gain or advantage for any associated person.
g) Refrain from actions leading to loss of independence.
h) Immediately inform the Board if circumstances arise that compromise independence.
i) Assist the Company in implementing best corporate governance practices.

Role and Functions

Independent Directors shall:

a) Provide independent judgment on strategy, performance, risk management, and key appointments.
b) Offer an objective view on Board and management performance.
c) Scrutinize management's performance against agreed goals.
d) Ensure integrity of financial information and robustness of risk management systems.
e) Safeguard interests of all stakeholders, especially minority shareholders.
f) Balance conflicting stakeholder interests.
g) Determine appropriate remuneration for executive directors/KMPs and recommend appointments/removals.
h) Arbitrate conflicts between management and shareholders.

Duties

Independent Directors shall:

a) Undergo induction programs and regularly update their skills.
b) Seek professional advice (at Company's expense) when necessary.
c) Attend all Board/Committee meetings unless exceptional circumstances prevent it.
d) Participate actively and constructively in Board committees.
e) Attend General Meetings of the Company.
f) Ensure unresolved concerns are recorded in Board minutes.

g) Stay informed about the Company and its external environment.
h) Approve related-party transactions only after thorough deliberation.
i) Ensure the vigil mechanism is functional and whistleblowers are protected.
j) Report unethical behavior, fraud, or violations of this Code.
k) Protect legitimate interests of the Company, shareholders, and employees.
l) Maintain confidentiality of unpublished price-sensitive information.

CONFLICT OF INTEREST

- Members must avoid situations where personal interests conflict with the Company's interests.
- Disclose potential conflicts to the Board and abstain from related discussions/decisions.
- Do not derive improper personal benefits or engage in insider trading.

CONFIDENTIALITY OF INFORMATION

- Members must safeguard confidential information, including trade secrets, financial data, and strategic plans.
- Unauthorized disclosure is prohibited unless approved by the Board or required by law.

AFFIRMATION AND COMPLIANCE

- Members shall annually affirm compliance with this Code (as per Annexure-A).

AMENDMENT

- The Board reserves the right to amend or withdraw this Code at any time.
- Changes in SEBI Regulations/Company Law shall automatically apply to this Code.

By Order of the Board of Directors
For SILKY OVERSEAS LIMITED

Sd/-
SAWAR MAL GOYAL
Managing Director
DIN-01896767

Date: August 13, 2026
Place: Haryana

ANNEXURE VI

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To,
The Members,

SILKY OVERSEAS LIMITED
JAWAHRA PARDHANA ROAD, VILLAGE JAWAHRA,
TEHSIL KHANPUR, SONIPAT, HARYANA-131305

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

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by Institute of Company Secretaries of India (ICSI).

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 (hereinafter referred as "period under review") according to the provisions of:

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

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

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable**);

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

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

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

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

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not Applicable**);

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not Applicable**);

(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 to the extent of securities issued;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not Applicable during the year**);

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not Applicable during the year**);

(vi) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We have also examined compliance with the applicable clauses/Regulations of the following, to the extent applicable:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

(ii) 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.

We further report that:

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

Adequate notice is given to all directors to schedule the Board & Committee Meetings, agenda and detailed notes on agenda were sent in advance and in case of shorter notice, compliance as required under the Act has been made by the Company 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.

All decisions at Board Meetings and Committee Meetings held during the period under review were carried out with requisite majority or unanimously, as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period, no specific events took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

M/s. Surbhi Bansal & Associates

Sd/-
Surbhi Bansal
Membership No.: A36448
COP No.: 13825
UDIN: A036448H001105221

Date: 13.08.2026
Place: Delhi

This report (i.e., Form No. MR-3) is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.

Annexure

To,
The Members,

SILKY OVERSEAS LIMITED
JAWAHRA PARDHANA ROAD, VILLAGE JAWAHRA,
TEHSIL KHANPUR, SONIPAT, HARYANA-131305

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

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

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

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

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

M/s. Surbhi Bansal & Associates

Sd/-
Surbhi Bansal
Membership No.: A36448
COP No.: 13825
UDIN: A036448H001105221

Date: 13.08.2026
Place: Delhi

ANNEXURE VII

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

[Issued in accordance with the provisions of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

We undersigned, in our respective capacities as Managing Director and Chief Financial Officer of M/S. SILKY OVERSEAS LIMITED, to the best of our knowledge and belief, certify that;

a) We have reviewed the Balance Sheet, Profit and Loss Account, Cash Flow Statement and the Board's Report for the period from April 01, 2025 to March 31, 2026 and based upon our knowledge and information certify that: -

   i. These statements do not contain any materially untrue statement or omit any material fact or contain the statement that might be misleading,

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

b) There are, to 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.

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

d) We have indicated to Auditors and the Audit Committee of the Board that there have been:

   i. no significant changes in internal control over the financial reporting during the period,

   ii. no significant changes in accounting policies during the year and same have been disclosed in the notes to the Financial Statements.

   iii. no instances of significant fraud of which We have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For and on behalf of the Board
For SILKY OVERSEAS LIMITED

Sd/-	**Sd/-**
Sawar Mal Goyal	**Ananya Goyal**
Managing Director	**Chief Financial Officer**
DIN: 01896767	**DIN: 07492850**

Date: 13/08/2026
Place: Haryana

INDEPENDENT AUDITOR'S REPORT

To,
The Members of,
Silky Overseas Limited (Formerly Known as Silky Overseas Private Limited)
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of Silky Overseas Limited **(Formerly Known as Silky Overseas Private Limited)** (the "Company") for the year ended 31st March 2026 included in the accompanying statement of Standalone Financial Results for the year ended 31st March 2026 ("the Statement") , statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view, in conformity with the Accounting Standards prescribed under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended (hereinafter referred to as "the Accounting Standards"), and other accounting principles generally accepted in India, of the financial position of the Company as at 31 March 2026, and of its financial performance and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 (the "ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

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 Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

• Identify and assess the risks of material misstatement of the standalone 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 Act, we are also responsible for expressing an opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls, wherever applicable.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

• Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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.

Other Matters

The financial statements of the Company for the year ended 31 March 2025 were audited by the predecessor auditor who expressed an unmodified opinion on those financial statements vide their report dated 28 May 2025.

Our opinion on the standalone financial statements for the current year is not modified in respect of this matter.

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'** 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 Company has Three branches (Delhi, Haryana and West Bengal) accounts of all branch office of the company are not audited by a person other than the company's auditor. Hence, the provisions of section 143(3)(c) are not applicable.

(d) The balance sheet, the statement of profit and loss, the statement of cash flows dealt with by this Report agree with the books of account.

(e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act,

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

(g) There are no observations or comments on financial transactions or matters which have any adverse effect on the functioning of the company.

(h) There is no any qualification, reservation or adverse remark relating to maintenance of accounts and other matters connected therewith.

(i) 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"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.

(j) 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.

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

i. The Company does not have any pending litigations which would impact its financial position

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

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

iv.

1) The management has represented that, to the best of its knowledge and belief, no funds (Which are material either Individually or in aggregate) 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the ultimate beneficiaries.
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

2) The management has represented, that, to the best of its knowledge and beliefs, no funds (Which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever or on behalf of the Funding Parties or Ultimate Beneficiaries.
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

3) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e) as provided under clause (1) and (2) contain any material misstatement.

v. The company has neither declared nor paid any dividend during the year. Hence, reporting the compliance with section 123 of the Act is not applicable.

vi. 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 March 31, 2026, which has a feature of recording audit trail (edit log) facility and the same has been operative 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 the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2026.

For Manish Pandey & Associates
Chartered Accountants
Firm's Registration: 019807C

Sd/-
CA Devraj Lenka
Partner
MRN: 455563
UDIN: 26455563ZROMJM4535
Place: Noida
Date: 26th May 2026

ANNEXURE "A" TO INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of **Silky Overseas Limited (Formerly Known as Silky Overseas Private Limited)** of even date)

Report on the Companies (Auditor's Report) Order, 2020, issued in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of Silky Overseas Limited (Formerly Known as Silky Overseas Private Limited) ("the Company"):

1 (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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified on an annual basis. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, Property, plant and equipment were verified during the year. No material discrepancies were noticed on such verification.

(C)The Company does not own any immovable properties in its name. Accordingly, paragraph 3(i)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act. 1988 and rules made thereunder.

ii. (a) The inventories were physically verified during the year by management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the company and the nature of its operations. 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 accounts.

(b) According to the information and explanation given to us, the company has been sanctioned working capital limits in excess of Rs.5Crores, in aggregate during the year from banks or financial

institutions based on security of current assets. In our opinion and according to the information and explanation given to us, quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of accounts of the respective quarter.

iii. The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms. Limited Liability Partnerships or any other parties. Accordingly, paragraphs 3(iii)(a), paragraph 3(iii)(b), paragraph

3(iii)(c), paragraph 3(iii)(d), paragraph 3(iii)(e) and paragraph 3(iii)(f) of the Order are not applicable to the company

iv. The company has not given any loans, investments, guarantees and securities covered under the provisions of Section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the Order is not applicable to the company.

v. The company has not accepted any deposits or amounts deemed to be deposits as per provisions of Sections 73 to 76 of the Act and the rules framed there under to the extent notified. Accordingly, paragraph 3(v) of the Order is not applicable to the company.

vi. The maintenance of cost records has been specified by central government under section 148(1) of the companies Act,2013. We have broadly reviewed the books of accounts maintained by the company pursuant to the companies (Cost Records and Audit) rules,2014, as amended, prescribed by Central Government for maintenance of cost records under section 148(1) of the companies Act,2013, and are of opinion that, prima facie, the prescribed cost records have been made and maintained by company. We have, however, not made a detailed examination of cost records with a view to determining whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, goods & services tax, duty of customs, and other material statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, there were no outstanding statutory dues as on March 31, 2025 for a period more than six months from the date they become payable.

(b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company 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, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

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

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c)To the best of our knowledge and belief, in our opinion, term loans availed by the company were, applied by the company during the year for the purpose for which the loan were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, paragraph 3(ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company does not have any subsidiary, associate or joint venture as defined under the Companies Act, 2013. Accordingly, paragraph 3(ix)(e) of the Order is not applicable

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company does not have any subsidiary, associate or joint venture as defined under the Companies Act, 2013. Accordingly, paragraph 3(ix)(f) of the Order is not applicable.

x. (a)The Company has not raised any money by way of an initial public offer or further public offer (including debt instruments). Accordingly, paragraph 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable.

xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 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) As represented to us by the management, there are no whistle blower complaints received by the company during the year. Accordingly, paragraph 3(xi)(c) of the Order is not applicable to the company

xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company is not required to have an internal Audit System under section 138 of the companies act 2013.

(b) Company do not have internal Audit Procedures hence Internal Audit report not available.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 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, paragraph 3(vi)(a) of the Order is not applicable.

(b) According to the information and explanations provided to us during the course of audit, the company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable.

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

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of paragraph 3(xvi)(d) of the Order are not applicable.

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

xviii. There has been resignation of the statutory auditors during the year and we have taken in to consideration the issue, objection or concerns raised by the outgoing auditor.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year froth 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. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project.
Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For Manish Pandey & Associates
Chartered Accountants
Firm's Registration: 019807C

Sd/-
CA Devraj Lenka
Partner
MRN: 455563
UDIN: 26455563ZROMJM4535
Place: Noida
Date: 26th May 2026

ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT

ON THE FINANCIAL STATEMENTS OF SILKY OVERSEAS LIMITED (Formerly Known as Silky Overseas Private Limited) FOR THE YEAR ENDED 31 MARCH 2026

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

We have audited the internal financial controls over financial reporting **of Silky Overseas Limited (Formerly Known as Silky Overseas Private Limited)** (the "Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibilities 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 were 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 with Reference to Financial Statements

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 authorisations of management and directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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 Manish Pandey & Associates
Chartered Accountants
Firm's Registration: 019807C

Sd/-
CA Devraj Lenka
Partner
MRN: 455563
UDIN: 26455563ZROMJM4535
Place: Noida
Date: 26th May 2026

SILKY OVERSEAS LIMITED (Formerly known as Silky Overseas Private Limited)
CIN - U17110DL2016PLC298888
F-1 , PLOT NO A-48,1ST FLOOR, BLK A, WAZIRPUR INDUSTRIAL AREA,DELHI,110052,DELHI

(All amounts in Indian Rupees in Lakhs unless otherwise stated)

Balance Sheet as at 31 March 2026

Annexure-I

(INR In Lakhs)

Sr.No	Particulars	As at	
		31-03-2026	31-03-2025
		Audited	Audited
I	EQUITY AND LIABILITIES		
1	Shareholders Funds		
	(a) Share Capital	636.76	446.20
	(b) Reserves & Surplus	5,174.68	2,105.85
		5,811.44	2,552.05
2	Non-current liabilities		
	(a) Long-Term Borrowings	505.37	615.43
	(b) Long-Term Provisions	62.81	41.70
		568.18	657.13
3	Current Liabilities		
	(a) Short-Term Borrowings	1,957.87	1,402.14
	(b) Trade Payables:		
	(A) total outstanding dues of micro and small enterprises; and	-	0.74
	(B) total outstanding dues of creditors other than micro and small enterprises	489.90	2,229.96
	(c) Other Current Liabilities	124.67	121.95
	(d) Short-Term Provisions	265.53	390.18
		2,837.97	4,144.96
	TOTAL	9,217.59	7,354.14
II	ASSETS		
1	Non Current Assets		
	(a) Property, Plant & Equipment & Intangible Assets		
	(i) Property, Plant and Equipment	1,591.75	1,165.13
	(ii) Intangible Assets	-	-
	(iii) Capital WIP	440.42	25.22
	(b) Non Current Investments	-	-

	(c) Deferred Tax Assets (net)	33.98	40.76
	(d) Other Non-Current Assets	762.39	12.39
		2,828.54	1,243.49
2	Current Assets		
	(a) Inventories	2,710.63	1,547.68
	(b) Trade Receivables	1,891.23	2,633.32
	(c) Cash and Cash Equivalents	33.92	4.12
	(d) Short-Term Loans and Advances	1,753.26	1,925.53
	(e) Other Current Assets	-	-
		6,389.04	6,110.65
	TOTAL	9,217.59	7,354.14

The accompanying Annexure are integral part of financial statements

For Manish Pandey & Associates
Chartered Accountants
Firm's Registration No.: 019807C

For & on behalf of Directors of Silky Overseas Limited

SD/-
Devraj Lenka
Partner
Membership No. 455563

SD/-
Sawarmal Goyal
Managing Director
DIN: 01896767

SD/-
Ananya Goyal
WTD & CFO
DIN: 07492850

UDIN: 26455563ZROMJM4535
Place : Delhi
Date: 26/05/2026

SD/-
Harshit Gupta
Company Secretary
PAN :-BOUPG3042M

F-1 , PLOT NO A-48,1ST FLOOR, BLK A, WAZIRPUR INDUSTRIAL AREA,DELHI,110052,DELHI

(All amounts in Indian Rupees in Lakhs unless otherwise stated)

Statement of Profit and Loss Account

Annexure-II

(INR In Lakhs)

- -

Particulars	Note No.	For the Year ended	
		31-03-2026	31-03-2025
I. Revenue from Operations	20	10,770.84	12,382.20
II. Other Income	21	16.58	42.97
III. Total Income (I + II)		**10,787.42**	**12,425.17**
IV. Expenses:			
Cost of Materials Consumed	22	6,912.58	6,745.65
Purchase of Stock in Trade		3,537.75	3,094.07
Changes in Inventories	23	(1,511.99)	483.04
Employee Benefits Expense	24	184.26	157.93
Finance Costs	25	212.36	190.37
Depreciation and Amortisation Expense	26	187.04	176.24
Other Expenses	27	329.67	185.43
IV. Total Expenses		**9,851.67**	**11,032.73**
V. Profit before exceptional and extraordinary items and tax (III - IV)		935.74	1,392.44
VI. Exceptional items & Extraordinary Items			
-CSR Provision		-	-
-Prior Period Items		-	- 0.80
VII. Profit before tax (V- VI)		**935.74**	**1,393.24**
VIII. Tax expense:			
MAT credit entitlement		-	-
Current Tax		(250.49)	(368.08)
Deferred Tax		0.00	11.49
Earlier Year Tax		(6.78)	1.40
Total Tax Expense		(257.27)	(355.20)
IX . Profit (Loss) for the period (VII-VIII)		**678.47**	**1,038.04**
X. Earnings per equity share:			
(1) Basic		11.59	23.26
(2) Diluted		11.59	23.26

The accompanying Annexure are integral part of financial statements

For Manish Pandey & Associates Chartered Accountants Firm's Registration No.: 019807C	For & on behalf of Directors of Silky Overseas Limited
SD/- Devraj Lenka Partner Membership No. 455563 UDIN: 26455563ZROMJM4535 Place :- Delhi Datev : 26/05/2026	SD/- Sawarmal Goyal Managing Director DIN: 01896767 SD/- Ananya Goyal WTD & CFO DIN: 07492850 SD/- Harshit Gupta Company Secretary PAN :-BOUPG3042M

SILKY OVERSEAS LIMITED (Formerly known as Silky Overseas Private Limited)
CIN - U17110DL2016PLC298888
F-1 , PLOT NO A-48,1ST FLOOR, BLK A, WAZIRPUR INDUSTRIAL AREA,DELHI,110052,DELHI
(All amounts in Indian Rupees in Lakhs unless otherwise stated)

Statement of Cash Flows

PARTICULARS		For the period ended 31-03-2026	31-03-2025
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit before tax	935.74	1,393.24
	Depreciation & Amortisation	187.04	176.24
	Interest Paid	212.36	190.37
	Interest Income	-	-
	Provision for Gratuity	-	15.97
	Provision for Bonus	-	9.54
	(Profit)/loss on Sale of Assets	-	
	Operating Profit before Working Capital Changes	**1,335.14**	**1,785.35**
	Adjusted for:		
	Inventories	(1,162.95)	121.10
	Trade receivables	742.09	(1,724.55)
	Short Term Loans & Advances	172.27	(809.01)
	Other Current Assets	-	-
	Trade Payable	(1,740.80)	1,591.34
	Other Current Liabilities	2.72	33.65
	Short term provision	(13.06)	-
	Increase/(Decrease) in Other Non-Current Assets		
	Long Term Provisions	21.11	
	Deferrd Tax	-	

	Other Non Current Assets	(750.00)	(0.10)
		(2,728.63)	**(787.58)**
	Cash generated/(used) From Operations	**(1,393.48)**	**997.77**
	Income Tax Paid	362.07	214.90
	Net Cash generated/(used in) from Operating Activities (A)	**(1,755.56)**	**782.88**
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Sale/(Purchase) of plant & equipment, Intangiable & Capital WIP	(1,028.87)	(38.04)
	Net Cash used in Investing Activities (B)	**(1,028.87)**	**(38.04)**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Increase in share capital (Net of Issue Expenses)	2,580.91	-
	Net Proceeds from long term borrowing	(110.05)	(268.17)
	Net Proceeds from short term borrowing	555.74	(286.73)
	IPO related expenses	-	
	Finance Cost	(212.36)	(190.37)
	Net Cash used in Financing Activities (C)	**2,814.23**	**- 745.27**
	Net Increase/(Decrease) in Cash and Cash Equivalents	29.81	(0.43)
	Cash and Cash Equivalents at the beginning of the year	4.12	4.55
	Cash and Cash Equivalents at the end of the year	33.92	4.12
Note :-			
1. Components of Cash & Cash Equivalent			
	Particulars	**31-03-2026**	**31-03-2025**

	a. Balances with banks	-	0.99
	b. FD with banks	16.50	-
	c. Cash in hand	17.42	3.13
	Total	33.92	4.12

2. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

3. Figures in Brackets represents outflow.

For Manish Pandey & Associates
Chartered Accountants
Firm's Registration No.: 019807C

SD/-

Devraj Lenka

Partner
Membership No. 455563
UDIN: 26455563ZROMJM4535
Place :- Delhi

Date : 26/05/2026

For & on behalf of Directors of Silky Overseas Limited

SD/-

Sawarmal Goyal

Managing Director

DIN: 01896767

SD/-
Ananya Goyal

WTD & CFO
DIN: 07492850

SD/-
Harshit Gupta
Company Secretary
PAN :- BOUPG3042M

Restated Summary of Significant Accounting Policies

Annexure-4

CORPORATE INFORMATION

Silky Overseas Limited is a Public Company domiciled in India originally incorporated as Silky Overseas Private Limited vide certificate of incorporation consequent upon conversion to Public Limited Company dated 17th November,2023 issued by Registrar of Companies, Delhi, being Corporate Identification Number U17110DL2016PLC298888. The company is in the business of manufacturing of Blankets & Trading of Comforters, bed Sheets, Curtains.,yarn & Other Fabrics. The Company primarily caters to the Indian market.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

(a) The financial statements are prepared in accordance with Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the Company.

(b) The financial statements are prepared to comply in all material respects with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and provisions of Companies Act, 2013.

(c) The preparation of the financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialize.

1.2 Revenue Recognition

(a) The company generally follows the mercantile system of accounting and recognizes Income & Expenditure on accrual basis.
(b) Revenue is recognised to the extent that it is possible that, the economic benefits will flow to the comp[ay and the revenue can be reliably estimated and collectability is reasonably assured.

(c) Revenue from sale of goods and services are recognised when control of the products being sold is transferred to our cusomer and ehen there are no longer any unfulfilled obligations. The performance oblogations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

(d) Revenue is measured on the basis of sale pricwe, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and service tax etc. Accumulated experience is used to estimate the provision for such disclounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.
(e) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.3 Property,Plant & Equipment and Intangible Assets & Depreciation

(a) Property, Plant and Equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use.

(b) Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only 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. All other repairs and maintance cost are charged to the statement of profit and loss during the period in which they are incurred.

(c) Gains or losses that arise on disposal or retirement of an asset are measured as the difference between net disposal proceeds and the carrying value of property, plant and equipment and are recognised in the statement of profit and loss when the same is derecognised.
(d) Depreciation on fixed assets is calculated on a Written - Down value method using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013. Freehold land is not depreciated.
(e) Intangible asset purchased are initially measured at cost. The cost of an intangible assets comprises its purchase price including duties and taxes and any costs directly attributable to making the assets ready for their intended use. The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives.

1.4 Impairment of Assets

` At each balance sheet date, the company reviews the carrying amounts of its assets to determine whether there is any indication that those assets suffered impairment losses based on internal/external factors.
An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flows. The value in use, the estimated future cash flow expected from the continuing use of the assets and from its disposal is discounted to their present value at pre tax discount rate that reflects the current market assessments of time value of money and the risk specific of the assets. Reversal of impairment loss is recognized immediately as income in the statement of profit & Loss.

1.5 Investments

Investments classified as long-term investments are stated at cost. Provision is made to recognize any diminution other than temporary in the value of such investments. Current investments are carried at lower of cost and fair value.

1.6 Inventories

Inventories consisting of Raw Materials, W-I-P and Finished Goods are valued at lower of cost and net realizable value unless otherwise stated. Cost of inventories comprises of material cost on FIFO basis and expenses incurred in bringing the inventories to their present location and condition.

1.7 Employee Benefits

a)Employees of the company who are eligible to receive benefits under the Employees Provident Fund & Miscellaneous Provisions Act are defined contribution plan. Both the employee and the employer make monthly contributions as per the provisions of the act.
In accordance with the provisions of the Employees' State Insurance Act, 1948, eligible employees of the company are entitled to receive benefits to ESI, a defined contribution plan in which both the company and the employee contribute monthly at a determined rate. The Company's contribution to ESI is charged to the Statement of Profit and Loss as and when incurred. The company has no further obligations under these plans beyond its monthly contribution.

Provision for Gratuity has been considered as per Acturial valuation report.

Leave encashment to the employees are accounted for as & when the same is claimed by eligible employees.

1.8 Borrowing Costs

(a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.
(b) Other Borrowing costs are recognized as expense in the period in which they are incurred.

1.9 Taxes on Income

Tax expense comprises of current tax and deferred tax.
Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws.

Deferred Tax arising on account of "timing differences" and which are capable of reversal in one or more subsequent periods is recognized, using the tax rates and tax laws that are enacted or substantively enacted. Deferred tax asset is recognized only to the extent there is reasonable certainty with respect to reversal of the same in future years as a matter of prudence.

1.10 Earning per share (EPS)

(a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

1.11 Prior Period Items

Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed in financial statements if any.

1.12 Provisions/Contingencies

(a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

(b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

(c) A Contingent Asset is not recognized in the Accounts.

1.13 Segment Reporting

A. Business Segments :

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment which is engaged in business of manufacturing of seating systems & work stations and has manufacturing facilities in India. Accordingly, the figures appearing in these financial statements relate to the Company's single Business Segment.

B.Geographical Segments

The Company activities / operations are confined to India and as such there is only one geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical segment.

1.14 Foreign Currency Transactions

Foreign exchange transactions are recorded at the rate prevailing on the date of respective transaction. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transacion. Exchange diffrences arising on foreign exchange transactions settled during the year and on restatement as at the balance sheet date are recognized in the statement of profit and loss for the year.

1.15 Digital Market Model

The Company has incurred expenditure on acquisition, development and implementation of new systems/processes of Digital Market model for customer loyalty and customer lists as in the past year. This Digital Market model expenditure is to identify and acquire customer data for research and analysis of the same. These customer data/lists accumulated over time, will help the company to bring in relevant/right customers. Further, in the opinion of the directors, this will provide a base for the company to extent this model to Franchises which will help the compay to rapidly sclae the revenue without incurring similar spends/costs. In view of the above, these expenditure accumulated will be amortised over a period of time from the fifth (5) year onwards.

1.16 Warranty

The company sells its product carrying a warranty. No provision is made in the accounts toward warranty expenses. The same is accounted on actuals basis.

1.17 Balance Confirmations

Balance of Debtors & Creditors & Loans & advances Taken & giving are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.

1.18 Regrouping

Previous years figures have been regrouped and reclassified wherever necessary to match with current year grouping and classifiaction.

1.19 Pandemic (Covid-19) impact

The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on 11 March 2020. On 24 March 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus. The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position for the year ended 31 March 2023 and has concluded that no there is no significant impact which is required to be recognized in the financial statements. Accordingly, no adjustments are required to be made to the financial statements.

SILKY OVERSEAS LIMITED (Formerly known as Silky Overseas Private Limited)
CIN - U17110DL2016PLC298888
F-1 , PLOT NO A-48,1ST FLOOR, BLK A, WAZIRPUR INDUSTRIAL AREA,DELHI,110052,DELHI

Notes to the Financial Statements

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SHARE CAPITAL

Annexure -5

(In Lakhs)

Particulars	As at		
		31-03-2026	31-03-2025
		Audited	Audited
Authorised			-
Current Year - 1,50,00,000 equity shares of Rs.10 each		1,500.00	
Previous Year - 1,50,00,000 equity shares of Rs.10 each			1,500.00
Issued, Subscribed & Fully Paid-up	-	-	-
Current Year - 63, 67,623 equity shares of Rs.10 each		636.76	
Previous Year - 44,62,023 equity shares of Rs.10 each			446.20
Total	-	636.76	446.20

NOTE 5A : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at		
	-	31-03-2026	31-03-2025
	-	Audited	Audited
Share outstanding at the beginning of the year (Nos)		4,462,023	3,854,500
Shares Issued during the year for a consideration in cash (Nos.)		1,905,600	607523
Shares Issued during the year for a consideration other than in cash (Nos.)	-	-	
Additional shares after splitting during the year (Nos.)	-	-	-
Bonus issue (Nos.)	-	-	-
Shares outstanding at the end of the year (Nos.)	-	6,367,623	4,462,023

Notes:

a. a. The Authorised Share Capital of the company was increased from 40,00,000 Equity Shares of Rs.10/- each to1,50,00,000 Equity Shares of Rs. 10/- each vide resolution passed in board meeting dated 16th November, 20223

b. The Company has issued 1905600 equity shares of Rs. 10 each at a premium of Rs. 151each by wayof initial public offer ("IPO") and got listed on SME Platform of NSE Limited on July 7,2025

Particulars	No of Shares				
	31-03-2025	31-03-2024	31-03-2023	31-03-2022	31-03-2021
Equity Share Alloted as fully paid bonus shares by the Capitalisation of Reserves & Surplus	-	-	-	-	-

(c) Proposed Dividend on Equity Shares

Particulars	Amount				
	31-03-2025	31-03-2024	31-03-2023	31-03-2022	31-03-2021
Proposed Dividend on Equity Shares for year ended	-	-	-	-	-

NOTE 5B: Term/rights attached to equity shares: - - -

The Company has only one class of equity shares having a par value of Rs 10 per share. Holder of each equity share is entitled to one vote. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution to equity shareholders will be in proportion to the number of equity shares held by the shareholders.

NOTE 5C: Shares held by Promoters

Promoter Name			No. of Shares		% Change during the year	
			As at		As at	
			31-03-2026	31-03-2025	31-03-2026	31-03-2025
			Face Value Rs. 10/-	Face Value Rs. 10/-		
Sawar Mal Goyal			2,754,200	2,754,200	0.00%	0.00%
Ananya Goyal			900,000	900,000	0.00%	0.00%
Total			3,654,200	3,654,200	-	-

NOTE 5D: The Details of shareholding holding more than 5%

			31-03-2026	31-03-2025

Promoter Name			Number of Shares	% of Holding	Number of Shares	% of Holding
			Face Value Rs. 10/-		Face Value Rs. 10/-	
Sawar Mal Goyal			2,754,200	43.25%	2,754,200	61.73%
Ananya Goyal			900,000	14.13%	900,000	20.17%
			3,654,200	57.39%	3,654,200	81.90%

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F-1 , PLOT NO A-48,1ST FLOOR, BLK A, WAZIRPUR INDUSTRIAL AREA,DELHI,110052,DELHI

(All amounts in Indian Rupees in Lakhs unless otherwise stated)

Notes to the Financial Statements

-

RESERVE & SURPLUS

Annexure -6

Particulars	As at	
	31-03-2026	**31-03-2025**
General Reserve		-
Opening Balance	-	-
Add : Transfer during the year	-	-
Closing Balance	-	-
Securities Premium		
Balance at the beginning of the reporting period	439.24	439.24
Add: Addition during the year	2,877.46	-
Less: IPO related expenses	487.11	-
Balance at the end of the reporting period	2,829.59	439.24
Surplus/(Deficit) in Statement of Profit & Loss		
Opening balance	1,666.61	628.57
Add/(Less): Net Profit/(Net Loss) for the current year	678.47	1,038.04
Less: IPO related expenses	-	-
Less: Bonus Issue	-	-
	-	-
Closing Balance	2,345.09	1,666.61
Total	**5,174.68**	**2,105.85**

-

LONG TERM BORROWINGS

Annexure -7

-

Particulars	As at	
	31-03-2026	**31-03-2025**
	Audited	**Audited**

(a) Secured Loan		
a) Debentures	-	-
b) Term loans	-	-
-From Bank (Secured)	395.25	883.60
-From Financial Institution (Secured)	-	-
(b)Unsecured Loans **Term Loans**		
From Banks (Unsecured)	110.12	-
From Financial institution (Unsecured)	-	-
Total	505.37	883.60
Less: Current Maturities of Long Term Debts	-	268.17
Total	505.37	615.43

LONG TERM PROVISIONS Annexure -8

-

Particulars	As at	
	31-03-2026	31-03-2025
For Employee benefit		
Provision for Gratuity - (Long Term)	62.81	41.70
		-
Total	62.81	41.70

-

SHORT TERM BORROWINGS Annexure -9

-

Particulars	As at	
	31-03-2026	31-03-2025
Secured Loan:		
Loans repayable on demand		
A. From Banks (Repayable on demand)	1,896.86	1,108.90
Loans and advances from related parties	61.01	25.07
Current maturities of Long term borrowings	-	268.17

Total	1,957.87	1,402.14

-

TRADE PAYABLES Annexure - 10

-

Particulars	As at	
	31-03-2026	31-03-2025
Trade Payables- Due to MSME	-	0.74
Trade Payables- Due to Other than MSME	489.90	2,229.96
Total	489.90	2,230.70

OTHER CURRENT LIABILITIES Annexure - 11

-

Particulars	As at	
	31-03-2026	31-03-2025
Interest Accrued But not due on borrowings	2.82	4.39
Other Payables		
Statutory dues	14.50	6.31
Advances from customers	87.80	86.72
Payable to employees	11.70	20.00
Liability for expenses	7.85	4.54
TOTAL	124.67	121.95

-

SHORT TERM PROVISIONS Annexure - 12

-

Particulars	As at	
	31-03-2026	31-03-2025
For Employee benefit -		
Provision for Gratuity	17.88	12.61
Other provisions -		
Provision For Tax	244.99	356.57

Provision for Bonus	2.66	20.99
Total	265.53	390.18

-

Property, Plant & Equipment Annexure - 13

-

Particulars	As at	
	31-03-2026	31-03-2025
Property,Plant & Equipments	1,591.75	1,165.13
Intangile Assets	-	-
Capital WIP	440.42	25.22
TOTAL	**2,032.17**	**1,190.35**

-

NON CURRENT INVESTMENTS Annexure - XIV

-

Particulars	As at	
	31-03-2026	31-03-2025
Investments in Shares	- -	
Total	-	-

-
-
-

NOTE 12
DEFFERED TAX /(ASSETS) (NET) Annexure - XIV

Particulars	As at	
	31-03-2026	31-03-2025
Deferred Tax Liabilities/(Assets)	33.98	40.76
Total	33.98	40.76

NOTE 12
OTHER NON CURRENT ASSET Annexure - XV

Particulars	As at	
	31-03-2026	31-03-2025
Security Deposits	12.39	12.39

Pre Operative Expenses	-	
Advance for Land	750.00	
Total	762.39	12.39

INVENTORIES

-

Annexure - 16

Particulars	**As at**	
	31-03-2026	**31-03-2025**
Raw Material	64.36	413.40
Work- in- process	190.18	-
Finished goods	860.05	784.40
Stock In Trade	1,589.17	331.74
Scrap	6.87	18.14
Total	2,710.63	1,547.68

Note: Value of closing inventory has been considered as per AS-2 i.e. lower of Cost or NRV, as certified by the management

TRADE RECEIVABLES

-

Annexure - 17

Particulars	**As at**	
	31-03-2026	**31-03-2025**
(a) Secured, considered good;	-	-
(b) Unsecured, considered good;	1,891.23	2,633.32
(c) Doubtful.	-	-
	-	-
Total	**1,891.23**	**2,633.32**

(Balances are subjected to ledger confirmations)

CASH AND CASH EQUIVALENTS

-

Annexure - 18

Particulars	**As at**	
	31-03-2026	**31-03-2025**
Balances with Banks	-	0.99

Cash on Hand (As certified by management)	17.42	3.13
Bank deposits (Balances with bank - maturity is less than 12months)	-	-
Bank deposits (Balances with bank - maturity is more than 12months)	16.50	-
Total	33.92	4.12

-

SHORT TERM LOANS AND ADVANCES — Annexure - 19

-

Particulars	As at	
	31-03-2026	31-03-2025
Unsecured, Considered Goods		
Loans and advances to employees	2.40	2.34
Advances to suppliers	1,521.84	1,730.33
Balances with Government Authorities	206.40	157.11
Prepaid expenses	22.61	35.75
Total	1,753.26	1,925.52

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F-1 , PLOT NO A-48,1ST FLOOR, BLK A, WAZIRPUR INDUSTRIAL AREA,DELHI,110052,DELHI

(All amounts in Indian Rupees in Lakhs unless otherwise stated)

Notes to the Financial Statements

Annexure -20

REVENUE FROM OPERATIONS

Particulars	For the Year/Period ended	
	31-03-2026	31-03-2025
Sale of Goods		
Manufacturing		
- Domestic (Manufacturing)	8,254.23	9,230.27
-Export - (Manufacturing)	-	
	8,254.23	9,230.27
Trading		
- Domestic (Trading)	2,488.49	3,099.93
-Export (Trading)	-	-
	2,488.49	3,099.93
	10,742.71	12,330.20
Other operating revenue		
Sale of Scrap	24.15	50.74
Rebate & Discount	3.98	1.26
Interest income (Customers)	-	-
	28.13	52.00
Total	10,770.84	12,382.20

Note:

OTHER INCOME

Annexure -21

Particulars	For the Year/Period ended	
	31-03-2026	31-03-2025
Profit on Sale of Assets	0.16	-
Interest Income from Loan & Deposit	6.01	-
Other Interest	-	0.52
Other Income	10.41	7.70
Commission Received	-	30.14
Miscellaneous Write Back	-	4.40
Foreign Exchange Gain	-	0.20
		-
Total	16.58	42.97

-

COST OF MATERIALS CONSUMED

Annexure -22

Particulars	For the Year/Period ended	
	31-03-2026	31-03-2025
Opening Stock of Materials	413.40	51.45
Purchases of Materials	5,974.01	6,418.44
Less: Closing Stock of Materials	(64.36)	(413.40)
	6,323.05	6,056.49
Add : Direct Expenses:		
Consumption of stores and spare parts	-	69.86
Wages	366.09	381.81
Power and fuel	218.18	232.96
Frieght Inward	5.26	4.28
Job Work Expenses	-	0.25
Total Direct Expenses	**589.53**	**689.16**
Total	**6,912.58**	**6,745.65**

-

CHANGES IN INVENTORIES

Annexure -23

Particulars	For the Year/Period ended	
	31-03-2026	31-03-2025
Opening Stock		
Finished Goods	784.40	1,104.32
Work-in-progress	-	468.42
Stock in Trades	331.74	27.39
Scrap	18.14	17.19
	1,134.28	1,617.32
Less :- Closing Stock		
Finished Goods	(860.05)	(784.40)
Work-in-progress	(190.18)	0.00
Stock in Trades	(1,589.17)	(331.74)
Scraps	(6.87)	(18.14)
	(2,646.28)	(1,134.28)
Total	(1,511.99)	483.04

EMPLOYEES BENEFIT EXPENSE

Annexure -24

Particulars	For the Year/Period ended	
	31-03-2026	31-03-2025
Salaries	80.48	83.40
Contribution to provident and other funds	4.55	5.17

Staff welfare expenses	0.00	0.26
Director Remuneration	44.10	43.20
Bonus	9.03	9.54
Gratuity	46.10	15.97
Employee Transport Cost	0.00	0.40
Total	184.26	157.93

FINANCE COST Annexure -25

Particulars	For the Year/Period ended	
	31-03-2026	31-03-2025
Interest Expense		
-On Term loans from banks	64.82	88.60
-On working capital demand loans	131.75	94.69
-On other borrowings	5.40	-
-On MSME Delayed Payment	0.00	0.86
	201.96	184.14
Bank Charges	10.40	6.23
Total	212.36	190.37

DEPRECIATION & AMORTIZATION EXPENSE Annexure -26

Particulars	For the Year/Period ended	
	31-03-2026	31-03-2025
Depreciation on Property Plant & Equipmrents	187.04	176.24
Total	**187.04**	**176.24**

OTHER EXPENSES Annexure -27

Particulars	For the Year/Period ended	
	31-03-2026	31-03-2025
Auditor's Remuneration	3.00	3.00
Advertisement	4.01	-
Commission	3.98	9.12
Freight	75.94	57.84
Insurance	13.89	14.20
Legal and professional charges	28.27	6.28
Statutory Intt Demand, Penaly & Late Fees	47.61	27.67
Rent	0.60	1.76
Repairs and Maintenance	76.81	15.93
Rates and Taxes	16.41	3.18
Sales Promotion Expenses	7.60	17.62

Communication Expenses	0.50	0.36
Printing and Stationery	0.17	0.09
Travelling Expenses	3.45	3.04
CSR Expenses	15.29	5.72
Miscellaneous expenses	6.75	0.84
Rebate and Discount	0.34	0.66
Bad Debts	0.00	0.06
Office Expenses	1.77	1.18
Security Expenses	7.87	8.69
Vehicle Running & Maintenance	6.19	7.04
Website & Software Expenses	1.10	0.92
Balance Writen Off	3.51	0.00
Director Sitting Fees	4.64	0.24
TOTAL	329.67	185.43

*Details of Payment to Auditors

Particulars	31-03-2026	31-03-2025
Statutory & Tax Audit	3.00	3.00
Other Services	-	-
Total	3.00	3.00

*Repair and Maintenance

Particulars	31-03-2026	31-03-2025
Repair - Building	-	-
Repair - Machinery	-	-
Repair - Other	-	-
Total	-	-

SILKY OVERSEAS LIMITED (Formerly known as Silky Overseas Private Limited)
CIN - U17110DL2016PLC298888

Annexure -28

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2025	Additions	Deletions	As at 31.03.2026	Upto 01.04.2025	For the period	Adjustment	Upto 31.03.2026	As at 31.03.2026	As at 31.03.2025
TANGIBLE ASSETS						-				
Land	166.72	-	-	166.72	-	-	-	-	166.72	166.72
Building	856.70	451.02	-	1,307.71	439.66	60.71	-	500.37	807.35	417.04
Computer & Peripherals	7.64	0.46	-	8.10	5.57	1.48	-	7.06	1.04	2.06
Electrical Installation	125.85	-	-	125.85	110.16	4.05	-	114.21	11.64	15.69
Furniture & Fixtures	4.30	-	-	4.30	3.49	0.21	-	3.70	0.60	0.81
Motor Vehicles	46.19	1.60	11.82	35.97	37.94	2.68	10.73	29.90	6.07	8.25
Office Equipment	5.47	2.12	-	7.58	3.11	1.64	-	4.76	2.83	2.36
Plant & Machinery	1,495.53	159.56	-	1,655.09	943.32	116.27	-	1,059.59	595.50	552.20
Total	**2,708.39**	**614.75**	**11.82**	**3,311.33**	**1,543.27**	**187.04**	**-**	**1,719.58**	**1,591.75**	**1,165.13**
Capital WIP	25.22	**851.57**	**436.37**	440.42	**-**	**-**	**-**	-	440.42	
	2,733.61	**1,466.33**	**448.19**	**3,751.75**	**1,543.27**	**187.04**	**-**	**1,719.58**	**2,032.17**	**1,165.13**
Previous Year	**2,695.57**	**38.04**	**-**	**2,733.61**	**1,367.03**	**176.24**	**-**	**1,543.27**	**1,190.35**	**1,328.54**

SILKY OVERSEAS LIMITED (Formerly Known as Silky Overseas Private Limited)
F-1 , PLOT NO A-48,1ST FLOOR, BLK A, WAZIRPUR INDUSTRIAL AREA,DELHI,110052,DELHI
Restated Notes to financial statements
(All amounts are in Indian Rupees lakhs, except share data or as stated)

DETAILS OF PARTIES TRANSACTION — Annexure :- 29

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount of transaction during the year ended March 31, 2026	Amount outstanding as on March 31, 2026 (Payable)/ Receivable	Amount of transaction during the period ended March 31, 2025	Amount outstanding as on March 31, 2025 (Payable)/ Receivable
Ananya Goyal	Whole time Director	Remuneration	14.10	(1.27)	13.20	(0.97)
		Loan Taken	102.03	(50.49)	412.34	(8.32)
		Loan Repaid	59.86		532.15	
		Advance given (Imprest)	14.71	-	0.32	(0.88)
		Advance repaid (Imprest)	15.59		0.32	
Sawar mal Goyal	Managing Director	Remuneration	30.00	(1.92)	30.00	(1.92)
		Loan Taken	69.45	(10.52)	322.62	(15.87)
		Loan Repaid	74.80		404.45	
Rishika Goyal	Relative of director	Remuneration	-	-	0.80	-
		Loan Taken	-	-	-	-
		Loan Repaid	-	-	-	
S. M Goyal & Sons (HUF)	Relative of director	Rent expenses	-	-	0.40	-
		Advance given	-	-	-	-
		Advance repaid	-	-	-	
		Sales of Goods	-	-	-	-
Shalu Goyal	Relative of director	Salary	14.40	(0.68)	14.40	(0.92)
Sanjay Goyal	Relative of director	Salary	14.40	(0.68)	14.40	(0.92)
Amalendu Kumar	CFO	Salary	4.69	-	5.00	(0.46)
Rewail Kadiyan	Company Secretary	Salary	2.42	-	-	-
Sakshi Sareen	Company Secretary	Salary	2.03	-	5.40	(0.45)
Harshit Gupta	Company Secretary	Salary	0.55	(0.22)		

S . R Knitt	Relative of director is proprietor	Sales of Goods	-	-	2.18	-
		Purchase	-		-	
		Amount Received	-		2.18	
		Amount Paid	-		-	
		Interest Received	-		-	

SILKY OVERSEAS LIMITED (Formerly Known as Silky Overseas Private Limited)
F-1 , PLOT NO A-48,1ST FLOOR, BLK A, WAZIRPUR INDUSTRIAL AREA,DELHI,110052,DELHI

Restated Notes to financial statements

(All amounts are in Indian Rupees lakhs, except share data or as stated)

STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY AS RESTATED

Annexure :- 30

Name of Lender/Fund	Nature of Facility	Date of Sanction	Securities offered	Re-Payment Period	Rate of Interest	Sanctioned (In Lakhs)	Outstanding amount (In Lakhs Rs.)	
							31-03-2026	31-03-2025
4.1. Long term Borrowings:								
SECURED LOANS								
Term Loan:								
Bank of Baroda	Term Loan	October 31, 2023		Repayable in 36 Equated Monthly Instalment	11.40%	95.84	-	48.75
Bank of Baroda	Term Loan	October 31, 2023		Repayable in 75 Equated Monthly Instalment	11.40%	229.31	-	176.48
Bank of Baroda	Term Loan	October 31, 2023		Repayable in 46 Equated Monthly Instalment	11.40%	178.15	-	110.12
Bank of Baroda	Term Loan	October 31, 2023		Repayable in 21 Equated Monthly Instalment	11.40%	59.40	-	-
Bank of Baroda	Term Loan	October 31, 2023		Repayable in 13 Equat	11.40%	43.08	-	-

				ed Monthly Instalment				
Bank of Baroda	Working Capital Term Loan	October 31, 2023	Primary Security -First Charge via hypotication of entire Stock, Book Debt & Current Assets of company (Current & Future) Common Primary security -1) Hypothication of Plant and Machinery both present and future. 2)Hypotication of plant and machinery (Indigenous & Imported) both present and future, Electrical Equipment and misc. Assets. Collateral Security - 1)Equitable Mortgage of Industrial property built over Non Agricultural land located at Khewat no. 123, Khatoni no. 143, Mustil No. 17, Killa No. 17/2 (0-4), Killa No. 18 (3-0), Killa No. 19/1 (2-13), Killa No. 22/2 (4-11), Killa No. 23 (7-11), Killa No. 24/1 (0-15), Mustil no. 36, Killa No. 2/2 (4-11), Killa No. 3 (5-18), Killa No. 4/1/1 (0-10), On Pardhana Road, Village Jawahar, Tehsil Khanpur & Distt. Sonipat measuring 29 Kanal & 13 marla or 3.71 acres approx. owned by M/s Silky Overseas Private Limited. 2)Equitable Mortgage on Residential House located at Property bearing No. 44, Third Floor, situated at Engineers Enclave, Pitampura, Delhi admeasuring 1598.77 Sq fts. The property is owned by Mr. Sawar Mal Goyal. 3)3. Negative lien over the Commercial office space located at A-48 Second Floor Wazirpur Industrial	Repayable Sanction Tennure 60 (Residual Tennure 33) Equated Monthly Instalment of Rs. 1275000/-	10.15%	408.00	395.25	548.25

			Area, Wazirpur New Delhi-110016 measuring 90 Sq ft in area which is owned by Mr. Sawar Mal Goyal.					
						1,988.78	395.25	883.60
Unsecured Loan								
HDFC Bank	Business Loan			Repayable in 12 Equated Monthly Instalment of Rs. 675521/-	14.39%	75.00	6.65	-
ICICI Bank	Business Loan			Repayable in 36 Equated Monthly Instalment of Rs.Rs 435060/-	14.99%	125.00	96.07	-
ICICI Bank	Credit Card			Repayable in 60 Equated Mont		-	7.40	-

				hly Instal ment of				
							-	-
							-	-
						200.00	110.12	-
Total						**2,188.78**	**505.37**	**883.60**
Short Term borrowings								
SECURED LOAN								
From Bank								
Bank of Baroda	Cash Credit	October 31, 2023	Primary Security -First Charge via hypotication of entire Stock, Book Debt & Current Assets of company (Current & Future) Common Primary security -1) Hypothication of Plant and Machinery both present and future. 2)Hypotication of plant and machinery (Indigenous & Imported) both present and future, Electrical Equipment and misc. Assets. Collateral Security - 1)Equitable Mortgage of Industrial property built over Non Agricultural land located at Khewat no. 123, Khatoni no. 143, Mustil No. 17, Killa No. 17/2 (0-4), Killa No. 18 (3-0), Killa No. 19/1 (2-13), Killa No. 22/2 (4-11), Killa No. 23 (7-11), Killa No. 24/1 (0-15), Mustil no. 36, Killa No. 2/2 (4-11), Killa No. 3 (5-18), Killa No. 4/1/1 (0-10), On Pardhana Road, Village Jawahar, Tehsil Khanpur & Distt. Sonipat measuring 29 Kanal & 13 marla or 3.71 acres approx. owned by M/s Silky Overseas Private	Repayable on Demand	10.50%	2,430.00	1,896.86	1,108.90

			Limited. 2)Equitable Mortgage on Residential House located at Property bearing No. 44, Third Floor, situated at Engineers Enclave, Pitampura, Delhi admeasuring 1598.77 Sq fts. The property is owned by Mr. Sawar Mal Goyal. 3)3. Negative lien over the Commercial office space located at A-48 Second Floor Wazirpur Industrial Area, Wazirpur New Delhi-110016 measuring 90 Sq ft in area which is owned by Mr. Sawar Mal Goyal.					
UNSECURED LOANS								
From Bank								
From Director & Relatives								
Loans from Related Party							61.01	25.07
						-	1,957.87	1,133.97
						-	2,463.24	2,017.56

Notes to the Financial Statements

DISCLOSURE UNDER AS 15 AS RESTATED

Annexure -31

I. **Defined contribution plans**

The Company has classified the various benefits provided to employees as under:

a. Employee State Insurance Fund

b. Employee Provident Fund

The expense recognised during the period towards defined contribution plan -

(Amount in Lakhs, Unless Otherwise Stated)

Particulars	31-03-2026	31-03-2025
Employers Contribution to Employee Provident Fund & ESI	4.55	5.17

II. **Defined benefit plans**

Gratuity

The Company should provide for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of INR 20,00,000/-.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

(Amount in Lakhs, Unless Otherwise Stated)

	Defined benefit plans	For the year ended 31.03.2026	For the year ended 31.03.2025
		Gratuity (Unfunded)	Gratuity (Unfunded)
I	**Expenses recognised in statement of profit and loss during the year:**		
	Current service cost	19.94	12.53
	Past service cost	-	-
	Expected return on plan assets	-	-
	Net interest cost / (income) on the net defined benefit liability / (asset)	3.80	2.78
	Immediate Recognition of (Gain)/Losses	-	0.65

	Net Acturial (gain)/Loss recognised in P/L	2.63	-
	Total expenses included in Employee benefit expenses	26.38	15.97
	Discount Rate as per para 78 of AS 15 R (2005)	-	-
		-	-
II	**Net asset /(liability) recognised as at balance sheet date:**	-	-
	Present value of defined benefit obligation	-	69.38
	Fair value of plan assets	-	-
	Funded status [surplus/(deficit)]	-	(69.38)
		-	-
III	**Movements in present value of defined benefit obligation**	-	-
	Present value of defined benefit obligation at the beginning of the year	54.31	38.35
	Current service cost	19.94	12.53
	Past service cost	-	-
	Interest cost	3.80	2.78
	Actuarial (gains) / loss	2.63	0.65
	Benefits paid	-	-
	Present value of defined benefit obligation at the end of the year	80.69	54.31
		-	-
	Classification	-	-
	Current liability	17.88	12.61
	Non-current liability	62.81	41.70

Best estimate for contribution during next Period

IV **Sensitivity analysis method**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.

V **Actuarial assumptions:** (Amount in Lakhs, Unless Otherwise Stated)

Particulars	For ten months period ended 31.01.2026	For the year ended 31.03.2025
Expected Return on Plan Assets	NA	NA
Discount rate	7.50%	7.00%
Expected rate of salary increase	5.00%	5.00%
Mortality Rate During Employment		
Retirement age	58	58

Notes:

a. The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.

b. The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Notes to the Financial Statements

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A. AGEING OF TRADE PAYABLES

Annexure -32

I. Ageing of Creditors as at March 31, 2026

Particulars		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(a)	MSME	-				-
(b)	Others	484.91	4.95	0.03	-	489.89
(c)	Disputed Dues - MSME					-
(d)	Disputed Dues - Others					-
Total		**484.91**	**4.95**	**0.03**	**-**	**489.89**

II. Ageing of Creditors as at March 31, 2025

Particulars		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(a)	MSME	-				-
(b)	Others	2,230.67	0.03			2,230.70
(c)	Disputed Dues - MSME					-
(d)	Disputed Dues - Others					-
Total		**2,230.67**	**0.03**	**-**	**-**	**2,230.70**

B. AGEING OF TRADE RECEIVABLES
AGEING

Ageing of Debtors as at March 31, 2026

Particulars		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade receivables - considered good	940	808.27	104.06	39.27	-	1,892
(b)	Undisputed Trade Receivables - considered doubtful						-
(c)	Disputed Trade Receivables - considered good						-
(d)	Disputed Trade Receivables - considered doubtful						-
	Total	940	808	104	39	-	1,892

Ageing of Debtors as at March 31, 2025

Particulars		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade receivables - considered good	2,550	33.32	47.85	1.42	-	2,633
(b)	Undisputed Trade Receivables - considered doubtful						-
(c)	Disputed Trade Receivables - considered good						-
(d)	Disputed Trade Receivables - considered doubtful						-
	Total	2,550	33	48	1	-	2,633

III. Ageing of Debtors as at March 31, 2024

		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade receivables - considered good	898.34		0.11	10.32		908.77
(b)	Undisputed Trade Receivables - considered doubtful						-
(c)	Disputed Trade Receivables - considered good						-
(d)	Disputed Trade Receivables - considered doubtful						-
	Total	898.34	-	0.11	10.32	-	908.77

Restated Notes to financial statements
(All amounts are in Indian Rupees lakhs, except share data or as stated)

DETAILS OF CONTINGENT LIABILITIES

Annexure -32

	As at	
	31-03-2026	31-03-2025
Claims against the company not acknowledged as Debts	-	-
Bank Gurantees	-	-
TDS Demand	0.81	1.38
	0.81	1.38

DETAILS OF DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES

Annexure -33

	31-03-2026	31-03-2025
Amount Due to Supplier	-	0.74
Principal amount paid beyond appointed date	-	-
Interest due and payable for the year	-	0.86
Interest accrued and remaining unpaid		

* The above data includes Capital creditors and is given to the extent of information available with the Company

DETAILS OF BASIC AND DILUTED EARNING PER SHARE AS RESTATED

Annexure -34

	For the year ended	
	31-03-2026	31-03-2025
Profit/(Loss) after tax	678.47	1,038.04
Closing Number of equity shares	4,462,023	4,462,023
Weighted average number of Equity Shares	5,855,982	4,462,023

Basic earnings per share (Actuals)	15.21	23.26
Diluted earnings per share (Actuals)	11.59	23.26
Face value per equity share (Rs)	10.00	10.00

DETAILS OF EARNING IN FOREIGN CURRENCY AS RESTATED

Annexure -35

	For the year ended	
	31-03-2026	31-03-2025
Income in Foreign Currency		
- Total USD Receivable (USD)	18534	
- Unrealised Gain/(Loss) (Rs. In Lakhs)	-	-

DETAILS OF EXPENDITURE IN FOREIGN CURRENCY

Annexure -36

	For the year ended	
	31-03-2026	31-03-2025
Foreign Travelling Expenses	-	-
	-	-

DETAILS OF VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL, SPARES PARTS AND CAPITAL GOODS CONSUMED AS RESTATED

Annexure -37

	For the year ended	
	31-03-2026	31-03-2025
Raw Materials		
-Imported	-	-
-Indigenous	5,974.01	6,418.44
	5,974.01	**6,418.44**
Components and Spares		
-Imported	-	-
-Indigenous	-	69.86
	-	**69.86**

Capital Goods

-Imported	-	-
-Indigenous	-	-
	-	-
	5,974.01	6,488.30

Notes to financial statements
(All amounts are in Indian Rupees lakhs, except share data or as stated)

ADDITIONAL REGULATORY INFORMATION — Annexure -38

A a) Crypto Currency or Virtual Currency

The Company has not traded or invested in crypto currency or any virtual currency during the year (previous year: Nil).

b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

During the year and in the previous year, no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

c) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period except as follows:

d) Relating to borrowed funds :-

i) Wilful defaulter - During the year and in the previous year, the Company is not declared as wilful defaulter by any bank or financial institution or other lender.

ii) Utilisation of borrowed funds & share premium

During the year, the Company has utilised borrowed funds strictly for purposes disclosed in the offer documents. The Company does not have any balance in the Securities Premium Account, and there has been no utilisation of share premium during the year

iii) Borrowings obtained on the basis of security of current assets - Company is not required to filed Quarterly returns or statements of current assets

iv) Discrepancy in utilisation of borrowings - None

e) The company has not revalued any of its Property, Plant and Equipment, hence no disclosure is required.

f) There is no scheme of arrangement approved in terms of section 230 to 237 of Companies Act, 2013.

g) The company has neither advanced or loaned or invested funds nor received any advances (either borrowed funds or share premium or any other sources or kind of funds) from any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) 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)
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

h) The title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company.

i) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

j) No instance of any transactions not being recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 have been found. The Company does not have any previously unrecorded income and related assets which have not been properly recorded in the books of accounts.

k) The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

l) Material Development after balance sheet date - None

m) The Company have a capital work-in-progress for which ageing is as follows:

B. Capital work-in-progress (CWIP) Ageing schedule as at 31st March 2026

Particulars	Amount of CWIP for the period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Capital work-in-progress	440.42	-	-	-
	-	-	-	-
	Total			440.42

Capital work-in-progress (CWIP) Ageing schedule as at 31st March 2025

Particulars	Amount of CWIP for the period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Shed In Progress	25.22	-	-	-
	-	-	-	-
	Total			25.22

C Significant Accounting Ratios:

Ratios	31-03-2026	31-03-2025	Variation (%)	Remarks
Current ratio	2.25	1.47	52.73%	
Debt equity ratio	0.42	0.79	(46.45%)	Decrease due to Increase in Shareholder equity due to proft

Debt service coverage ratio	10.27	16.13	(36.36%)	Ratio is improved mainly due to good profits during the Current year compare to last year
Return on Equity Ratio	16%	50.94%	(68.15%)	Ration is Decrease due to Increase in Shareholders Fund
Inventory Turnover Ratio	5.06	7.70	(34.30%)	Improve due to Increse in Sales
Trade Receivables turnover ratio	4.76	6.99	(31.90%)	
Trade payables turnover ratio	4.70	4.46	5.49%	Decrease due to Increse in Trade payables
Net capital Turnover Ratio	3.90	8.20	(52.36%)	Decrease due to increase in Working Capital
Net profit ratio	6.30%	8.36%	(24.63%)	
Return on Capital employed	10.64%	26.69%	(60.14%)	Increase due to Increase in Revenue from Operation
Return on investment	Not Applicable	Not Applicable		

Ratios	31-03-2025	31-03-2024	Variation (%)	Remarks
Current ratio	1.47	1.40	5.31%	
Debt equity ratio	0.79	1.70	(53.41%)	Decrease due to Increase in Shareholder equity due to proft
Debt service coverage ratio	16.13	9.11	77.13%	Ratio is improved mainly due to good profits during the Current year compare to last year
Return on Equity Ratio	51%	58%	(11.81%)	Ration is Decrease due to Increase in Shareholders Fund
Inventory Turnover Ratio	7.70	4.70	63.94%	Improve due to Increse in Sales
Trade Receivables turnover ratio	6.99	7.32	(4.47%)	

Trade payables turnover ratio	4.46	8.94	(50.10%)	Decrease due to Increse in Trade payables
Net capital Turnover Ratio	8.20	28.70	(71.44%)	Decrease due to increase in Working Capital
Net profit ratio	8.36%	8.13%	2.83%	
Return on Capital employed	27%	18%	44.50%	Increase due to Increase in Revenue from Operation
Return on investment	Not Applicable	Not Applicable		

Ratios	31-03-2025	31-03-2024	Variation (%)	Remarks
Current ratio	1.40	0.81	72.03%	Ratio is improved mainly due to increase in Inventories and decrease in short term borrowings
Debt equity ratio	1.70	5.99	(71.62%)	Ratio decrease due to fresh issue of share and increase in profit.
Debt service coverage ratio	9.11	3.55	156.86%	Ratio is improved mainly due to good profits during the Current year compare to last year
Return on Equity Ratio	57.76%	8.94%	546.07%	Ratio is improved mainly due to good profits during the Current year compare to last year
Inventory Turnover Ratio	4.70	6.11	(23.08%)	
Trade Receivables turnover ratio	7.32	7.54	(3.00%)	
Trade payables turnover ratio	8.94	16.00	(44.15%)	Ratio decrease due to increase in Average Trade Payable

Net capital Turnover Ratio	28.70	(16.53)	(273.60%)	Ratio decrease due to increase in Working Capital
Net profit ratio	8.13%	1.04%	680.11%	Profit increase due to strategic purchase, sale of semi finished goods with good margin
Return on Capital employed	18.47%	14.31%	29.09%	Profit increase due to strategic purchase, sale of semi finished goods with good margin
Return on investment	Not Applicable	Not Applicable	Not Applicable	

D Corporate Social Responsibility ("CSR")

The amount required to be spent as Corporate Social Responsibility(CSR) under Section 135 of the Companies Act ,2013 for the year ended March 31,2026 is Rs. Lakhs (Previous Year: Rs. 5.72 Lakh) i.e. 2% of average net profits for last three financial years, calculated as per Section 198 of the Companies Act, 2013.

The Company had spent Rs.5.72 Lakhs on CSR Projects / initiatives on March 04, 2025.

Particulars	31.03.2026	31.03.2025
Gross amount required to be spent by the company during the year	15.29	5.72
Amount spent during the year - Construction/acquisition of asset	N.A.	N.A.
Amount spent during the year - On purposes other than above	15.29	5.72
Total amount spent - The Nature of CSR Expenses as per Schedule-VII are as follows: (i) eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;	15.29	5.72
(Excess) / Shortfall at the end of the year	N.A.	N.A.
Total of previous years' shortfall	N.A.	N.A.
Reason for shortfall	N.A.	N.A.
Unspent amount (Other than ongoing projects)	N.A.	N.A.
Date of transfer to fund (Other than ongoing projects)	N.A.	N.A.
Unspent amount (Ongoing projects)	N.A.	N.A.
Date of transfer to Unspent CSR Account (Ongoing projects)	N.A.	N.A.

E Segment Reporting

Based on the guiding principles of the accounting standards on 'Segment Reporting' (AS-17), notified under the Companies (Accounting Standards) Rules, 2014, and the Companies (Accounting Standards) Amendment Rules, 2016, the company's primary business segment is the manufacturing of Aluminium Profiles and other articles through Extrusion process. Since the company operates solely in India, i.e., in only one business and geographical segment, no further disclosures are required under AS-17

F Figures have been rounded off to the multiple of lakhs.

As per our report of even date

For Manish Pandey & Associates
Chartered Accountants
Firm Registration No. 019807C

SD/-
Devraj Lenka
Partner

Membership No. 455563
UDIN: 26455563ZROMJM4535
Place :- Delhi

Datev : 26/05/2026

For and on behalf of the Board of Directors of SILKY OVERSEAS LIMITED

SD/-
Sawarmal Goyal
Managing Director
DIN:
01896767

SD/-
Ananya Goyal
WTD & CFO

DIN: 07492850

SD/-
Harshit
Gupta
Company Secretary
PAN :-BOUPG3042M