



Date : 5th September, 2026

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited,
‘Exchange Plaza’, C-1, Block ‘G’,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

Reg. Company ID: JAKHARIA ISIN: INE00N401018

Sub: Annual Report for the Financial Year 2025-26.

Ref: Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Please find enclosed herewith the Annual Report of the Company for the Financial Year 2025-2026, along with the Notice of the 19th Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, September 30, 2026 at 4:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The AGM will be held without the physical presence of the Shareholders at a common venue.

Further, in accordance with the MCA Circulars and SEBI Circulars, the Notice of the 19th AGM along with the Annual Report for the Financial Year 2025- 2026 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company / Depository Participants.

The Annual Report for the Financial Year 2025- 2026 is available on the website of the Company at web link:
<https://www.jakhariafabric.com/wp-content/uploads/2026/09/19th-Annual-Report-JFL.pdf>

This is for your information and record.

Thanking you.
Yours Sincerely,

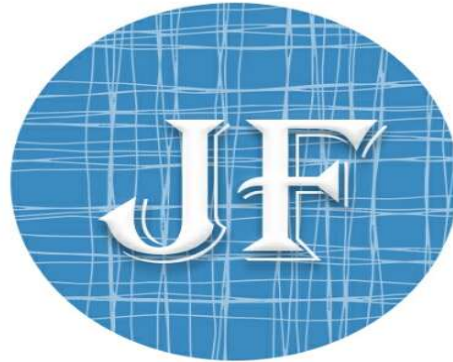
FOR JAKHARIA FABRIC LIMITED

Bhavin Waghela
Company Secretary & Compliance Officer
Membership No. A46806

Encl. : As above

Jakharia Fabric Limited
CIN - L17200MH2007PLC171939
Regd. office: Plot no. A-13, MIDC, Tarapur,
Boisar, Palghar – 401506, Maharashtra

02522 278892 | +91 9820128583
info@jakhariafabric.com
www.jakhariafabric.com



Jakharia

Spinning your stories

JAKHARIA FABRIC LIMITED

CIN: L17200MH2007PLC171939

19th ANNUAL REPORT

2025-2026

CORPORATE INFORMATION**BOARD OF DIRECTORS:**

Nitin K. Shah – Chairman & Managing Director
Sejal Nitin Shah - Executive Director

INDEPENDENT DIRECTORS:

Mukul Vora- Non-Executive Independent Director
Ajitsingh Ghorpade¹ - Non – Executive Independent Director
Jawahar Desai- Non – Executive Independent Director
Ronak Mistry² - Non – Executive Independent Director

KEY MANAGERIAL PERSONNEL:

Manojkumar Tiwari- Chief Financial Officer
Bhavin Waghela – Company Secretary & Compliance Officer

Listed at (SME Platform)

National Stock Exchange of India Limited (NSE EMERGE)
 Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
 Bandra (E), Mumbai - 400 051.

REGISTERED & UNIT OFFICE:

Plot No A 13, MIDC Tarapur, Boisar District – Palghar 401 506.

Tel No: +91-25-2227 8892

Email: info@jakhariafabric.com

Website: www.jakhariafabric.com

STATUTORY AUDITORS:

M/s. V J Shah & Co.
 Chartered Accountants

SECRETARIAL AUDITORS:

Nagdev & Associates
 Practicing Company Secretaries

INTERNAL AUDITORS:

M/S. R M F & CO.
 Chartered Accountants

REGISTRAR AND TRANSFER AGENTS:

Bigshare Services Private Limited

BANKERS TO THE COMPANY:

ICICI Bank Ltd.
Kotak Mahindra Bank Ltd.
HDFC Bank Limited

¹Mr. Ajitsingh Ghorpade resigned on 01/05/2025 as Non – Executive Independent Director

²Mr. Ronak Mistry appointed on 01/05/2025 as Additional Director (Non - Executive Independent Director)

²Appointment of Mr. Ronak Mistry since regularized as Non-Executive Independent Director from Additional Director on 30/09/2025

CHAIRMAN'S MESSAGE



Dear Shareholders,

It gives me great pleasure to welcome you to the Annual General Meeting of your Company and to present our performance for the financial year ended 31st March 2026.

FY 2025–26 has been a year of meaningful progress for your Company. Despite a challenging and rapidly changing global business environment, we have remained focused on operational efficiency, product quality, customer relationships and prudent financial management.

I am pleased to report that the Company delivered a **better financial performance in FY 2025–26 compared with FY 2024–25**. Our revenue increased from **₹62.72 crore to ₹64.20 crore**, while EBITDA improved from **₹4.40 crore to ₹4.67 crore**. Profit after tax increased from **₹3.27 crore to ₹3.34 crore**. The improvement reflects better capacity utilisation, improved product mix, disciplined cost management and our continued focus on value-added textile processing. For us, these numbers are not merely financial outcomes. They demonstrate the resilience of our business model and the ability of our team to respond to changing market conditions while maintaining quality and service standards.

Industry Perspective

The Indian textile and apparel industry continues to occupy a strategically important position in the country's economy. It has deep linkages with agriculture, manufacturing, exports and employment, and represents one of India's important manufacturing and export sectors. Government initiatives, investment in textile infrastructure, technical textiles and integrated textile parks are aimed at strengthening the entire value chain.

For companies such as ours, **textile processing is a particularly important link in this value chain**. Dyeing, printing, finishing and other processing activities determine the appearance, functionality, quality and commercial value of fabrics. Consequently, competitiveness in processing is increasingly dependent not simply on capacity, but on technology, consistency, turnaround time, water and energy efficiency and the ability to meet increasingly stringent environmental standards.

The industry, however, continues to face challenges. International textile markets remain highly competitive, with India competing with major manufacturing economies across Asia. Raw-material price volatility, energy costs, changing consumer preferences, geopolitical developments, freight costs and fluctuations in international demand can all influence margins.

At the same time, we believe that the medium- and long-term opportunity remains attractive. India's domestic consumption is expanding, while global brands continue to diversify their sourcing and supply chains. India's textile and apparel exports showed growth across more than 100 destinations during FY 2025–26, demonstrating the breadth of India's international market presence.

Global Environment

Globally, the textile industry is undergoing a structural transformation. Consumers and international brands are demanding greater sustainability, traceability, recycled materials, lower water consumption and reduced environmental impact.

This transformation presents both a challenge and an opportunity for Indian processors.

The global demand for textile fibers continues to grow, but the composition of that demand is changing. Synthetic and man-made fibers are gaining share, while cotton faces increasing competition from chemical fibers. The USDA's latest cotton outlook also highlights the continuing shift in global fiber consumption towards non-cotton fibers.

For textile processors, therefore, the future will belong to companies that can process a wider range of fibers and fabrics while maintaining consistent quality and controlling resource consumption.

Our Strategic Position

Your Company intends to position itself precisely at this intersection of **quality, technology, efficiency and sustainability**.

Going forward, our priorities will be:

1. **Improving capacity utilisation and operational efficiency;**
2. **Increasing the proportion of value-added and specialised processing;**
3. **Investing selectively in modern technology and automation;**
4. **Reducing consumption of water, energy and processing chemicals;**
5. **Strengthening relationships with existing customers while developing new domestic and export markets; and**
6. **Maintaining a disciplined approach towards working capital and capital expenditure.**

Sustainability is no longer simply an environmental responsibility; it is becoming a competitive requirement. International markets are progressively placing greater emphasis on responsible production and supply-chain transparency. We therefore see investments in resource efficiency and environmentally responsible processing as investments in the Company's future competitiveness.

Looking Ahead

We enter FY 2026–27 with optimism, but also with realism. The global textile environment will remain competitive and uncertainties will continue. Nevertheless, India’s combination of manufacturing capability, skilled manpower, domestic consumption, integrated textile value chain and expanding international relationships provides a strong foundation for future growth.

Our objective is not merely to increase volumes. We intend to pursue **profitable, sustainable and responsible growth**, with particular emphasis on quality, productivity and value addition.

I would like to place on record my appreciation for the dedication of our employees, the continued confidence of our customers and suppliers, and the guidance provided by my fellow Board members.

Most importantly, I thank you, our shareholders, for your continued trust and support. As a company listed on the NSE Emerge platform, we recognise that growth must be accompanied by transparency, accountability and responsible corporate conduct.

With your continued support, we look forward to creating greater value for all our stakeholders and building a stronger and more competitive Company in the years ahead.

Thank you, and I wish the Company and all its stakeholders continued success.

With best wishes,

Sincerely,

For JAKHARIA FABRIC LIMITED

Sd/-

Nitin Shah

Chairman & Managing Director

(DIN: 01869318)

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 19th Annual Report together with the Audited Financial Statements of accounts of the Company for the Financial Year ended 31st March, 2026.

COMPANIES SPECIFIC INFORMATION:

1. Financial Results:

The Company's financial performance for the year ended 31st March, 2026 & 31st March, 2025 are summarized below:

Particulars	(₹ In lakhs)	
	2025-2026	2024-2025
Revenue from Operation	6419.81	6272.45
Other Income	37.93	149.05
Total Income	6457.73	6421.49
Expenses:		
Cost of Material consumed	3133.43	2737.38
Change in Inventory	(56.25)	99.56
Employee Benefit	772.33	872.36
Finance Cost	62.53	108.90
Depreciation & Amortization Exp.	136.99	139.60
Other Expenses (including prior period expenses)	1941.99	2023.58
Total Expenses	5991.02	5981.38
Profit/ (Loss) Before Exceptional and Extra-ordinary items and Tax	466.71	440.11
Exceptional Items & Extra-ordinary items	(0.15)	-
Profit/ (Loss) Before Prior items and Tax	466.56	440.11
Prior Period Income / (expenses)	-	-
Net Profit / (Loss) Before Tax	466.56	440.11
<u>Less: Tax Expenses</u>		
- Current Tax	(128.00)	(110.00)
- Excess/(short) Provision in earlier year	1.31	-
- Deferred Tax	(5.80)	(2.59)
Net Profit / (Loss) After Tax	334.08	327.52
- <u>Earnings per share</u>		
Basic	2.74	8.06
Diluted	2.74	8.06

2. Operational performance:

Your directors inform the members that the financial year 2025-2026 was favorable.

The Total income during the year has increased by **0.56%** i.e. from **₹ 6421.49 Lakhs** to **₹ 6457.73**

Lakhs over the last year and the total expenditure of the company is stood at **₹ 5991.02 Lakhs**.

The Net Profit of the Company has **increased by 2%** as compared from 327.52 Lakhs in previous year to ₹ 334.08 Lakhs in the current year.

The Company is operating only in one segment i.e. processing of textile and there is no change in the nature of the Business of the Company.

In accordance with section 136 of the Companies Act, 2013, the audited financial statements are available on www.jakhariafabric.com. These documents will also be available for inspection during working hours at the registered office of your Company. Any member interested in obtaining such document may write to the Company Secretary and the same shall be furnished on request.

3. **Transfer to reserves in terms of section 134 (3) (j) of the companies act, 2013:**

During the year under review the company has not transferred any amount to the general reserves. The Net Profit of ₹ 334.08 Lakhs is increased in the Reserve and Surplus Account for the year under review.

4. **Dividend:**

The company has turned around its performance during the current year. However, with the intension to strengthen the financial position of the company, no dividend out of profit is recommended by the Board for the financial year ended March 31, 2026. (Previous year NIL).

5. **Capital Structure:**

The Capital Structure of the Company as on 31.03.2026 is as follows:

The Authorized Share Capital of the Company is ₹ 13,00,00,000 (Rupees Thirteen Crore) divided into 1,30,00,000 (One Crore Thirty Lakh) Equity Shares of ₹ 10/- (Rupees Ten) each.

During the year under review, the Authorized Share Capital of the Company was increased from ₹ 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of ₹ 10/- each, to ₹ 13,00,00,000/- (Rupees Thirteen Crore only) divided into 1,30,00,000 (One Crore Thirty Lakh) Equity Shares of ₹ 10/- each. The approval of the

shareholders for this increase in authorized capital was obtained by way of an ordinary resolution passed at the 18th Annual General Meeting of the Company held on 30th September, 2025.

The Issued, Subscribed & Paid-up Capital of the Company is ₹ 12,19,14,900 (Rupees Twelve Crore Nineteen Lakh Fourteen Thousand Nine Hundred only) divided into 1,21,91,490 (One Crore Twenty One Lakh Ninety One Thousand and Four Hundred and Ninety) Equity Shares of ₹ 10/- (Rupees Ten) each fully paid up.

During the year under review, the shareholders of the Company approved the issue of bonus shares by way of an Ordinary Resolution passed at the 18th Annual General Meeting held on 30th September, 2025. Pursuant to this approval, the Company allotted 81,27,660 bonus Equity Shares of ₹ 10/- each on 9th October, 2025. Consequently, the Issued, Subscribed, and Paid-up Capital of the Company increased from from ₹ 4,06,38,300 (Rupees Four Crore Six Lakh Thirty-Eight Thousand Three Hundred only) divided into 40,63,830 (Forty Lakh Sixty-Three Thousand Eight Hundred Thirty) Equity Shares of ₹ 10/- (Rupees Ten) each fully paid up to ₹ 12,19,14,900 (Rupees Twelve Crore Nineteen Lakh Fourteen Thousand Nine Hundred only) divided into 1,21,91,490 (One Crore Twenty One Lakh Ninety One Thousand and Four Hundred and Ninety) each fully paid up

Buy Back of securities:

The Company has not bought back any of its securities during the year under review.

Sweat Equity:

The Company has not issued any Sweat Equity Shares during the year under review.

Bonus Shares:

During the year under review, the Company issued and allotted 81,27,660 (Eighty-One Lakh Twenty-Seven Thousand Six Hundred and Sixty) fully paid-

up Equity Shares of ₹10/- (Rupees Ten only) each as Bonus Shares in the ratio of 2:1, i.e., 2 (Two) new fully paid-up equity shares of ₹10/- each for every 1 (One) existing fully paid-up equity share of ₹10/- each, to the eligible shareholders whose names appeared in the Register of Members / Beneficial Owners as on the record date.

The issuance of Bonus Shares was recommended by the Board of Directors and subsequently approved by the shareholders of the Company by passing an Ordinary Resolution at the 18th Annual General Meeting held on 30th September, 2025.

The Board of Directors allotted the said Bonus Shares at its meeting held on 9th October, 2025. Consequent to the allotment of Bonus Shares, the paid-up Equity Share Capital of the Company increased from ₹ 4,06,38,300/- (comprising 40,63,830 Equity Shares of ₹10/- each) to ₹ 12,19,14,900/- (comprising 1,21,91,490 Equity Shares of ₹10/- each).

Employees Stock Option Plan:

The Company has not provided any Stock Option Scheme to the employees.

6. Material changes between the date of the board report and end of financial year:

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

7. Change in nature of business:

There have been no material changes in the nature of any business of the company during the financial year under review.

8. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

During the year under review there has been no such significant and material orders passed by the regulators or courts or Tribunals impacting the going concern status and company's operations in future.

9. Subsidiaries, Associate companies & Joint Ventures:

During the last financial year, **M/s. Jakharia Industries** (a partnership firm) ceased to be an **Associate Company** of the Company. The Company retired as a partner from the said partnership firm with effect from **30th June, 2024**. Consequently, to complete the disposal of the investment, the Company sought and obtained the approval of the shareholders in the 17th Annual General Meeting held on **30th September, 2024**. Accordingly, M/s. Jakharia Industries is no longer an associate entity of the Company for the financial year 2025-26 onwards."

Other than the cessation mentioned above, the Company does not have any Subsidiary Company, Associate Company, or Joint Venture Company, and no other entity has become or ceased to be a subsidiary, associate, or joint venture during the financial year under review.

10. Extract of Annual Return:

Kindly Take Note that the Annual Return is available on the website of the Company on www.jakhariafabric.com.

11. Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Outgo:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **"Annexure I"**.

12. Board of Directors, their meetings & KMP(S):

I. Constitution of the Board:

The Board of directors comprise of total 5 (Five) Directors, which includes 3 (Three) Independent directors. The Chairman of the Board is Promoter and Executive Director. The Board members are having varied experience in the relevant field of the business activities of the Company, which plays significant roles for the business policy and decision-making process and provide guidance to the executive management to discharge their functions effectively.

II. Board Independence:

The definition of 'Independence' of Directors is derived from Regulation 16 of SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. The Company is having following independent directors:

- (i) Mr. Mukul Vora
- (ii) Mr. Ajitsingh Arjun Ghorpade*
- (iii) Mr. Jawahar Desai
- (iv) Mr. Ronak Mistry**

* Mr. Ajitsingh Ghorpade resigned on 1st May, 2025 as Non – Executive Independent Director.

** Mr. Ronak Mistry appointed on 1st May, 2025 as Additional Director (Non - Executive Independent Director)

As per provisions of the Companies Act, 2013, Independent Directors were appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.

III. Declaration by the Independent Directors:

All the Independent Directors have given their declaration of Independence stating that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013. Further that the Board is of the opinion that all the independent directors fulfill the criteria as laid down under the Companies Act, 2013 and the

SEBI (LODR) Regulations, 2015 during the year 2025-26.

IV. Directors liable to retire by rotation

In accordance with the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Nitin K. Shah (DIN: 01869318), Managing Director of the Company is liable to retire by rotation at ensuing Annual General Meeting and being eligible offers himself for re-appointment.

V. Changes in Directors & Key Managerial Personnel

During the year there are following changes in Directors:

Sr No.	Particulars	Date of Event
1.	Appointment of Mr. Ronak Mistry as Additional Director (Independent director)	1 st May, 2025
2.	Resignation of Mr. Ajitsingh Ghorpade from the post of Independent Director	1 st May, 2025
3.	Regularisation of Additional Director Mr. Ronak Mistry as Independent Director	30 th September, 2025

VI. Meetings and Attendance of the Board:

The Board meets at regular intervals to discuss and decide on company/business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors. Meetings of the Board are held at the Registered Office. The Agenda of the Board meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met **10 (Ten) times** in the Financial Year 2025-26. The maximum interval between any two meetings did not exceed 120 days. Attendance of each director in board meeting as follows:

Sr. no.	Date of Meeting	Board Strength	No. of Directors Present
1	01.05.2025	5	5
2	09.05.2025	5	5
3	30.05.2025	5	5
4	05.08.2025	5	5
5	12.08.2025	5	5
6	06.09.2025	5	5
7	09.10.2025	5	5
8	14.11.2025	5	5
9	22.01.2026	5	5
10	25.03.2026	5	5

VII. Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 31st March, 2026 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

VIII. Company's Policy on Directors' Appointment and Remuneration:

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3), are uploaded on company's website www.jakhariafabric.com.

IX. Annual Evaluation by the Board:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has laid down the

criteria for evaluation of the performance of individual Directors and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through a structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings & Strategic perspectives or inputs regarding future growth of company, etc. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Director. The performance of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated). The Directors expressed their satisfaction with the evaluation process.

13. Committees of The Board:

The Company has following committees:

I. Audit Committee:

The Company has reconstituted the Audit Committee on 1st May, 2025 in accordance with Section 177(1) of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. The details of which have been provided on www.jakhariafabric.com. There has been no instance where the Board of Directors had not accepted any recommendation of the Audit Committee.

During the financial year ended 31st March, 2026, 4 (Four) Audit Committee Meetings were held on the following dates:

- (1) 30.05.2025 (2) 06.09.2025 (3) 14.11.2025
(4) 22.01.2026

The Audit Committee comprises of the following Directors of the Company:

Sr. No.	Name	No. of meeting entitled to attend	No. of meetings attended during the year
1	Mr. Mukul Vora -Independent Director (Chairperson)	4	4
4	Mr. Ronak Mistry - Independent Director (Member)	4	4
5	Mr. Nitin Shah – Managing Director (Member)	4	4

Sr. No.	Name	No. of meeting entitled to attend	No. of meetings attended during the year
1	Mr. Jawahar Desai- Independent Director (Chairperson)	4	4
2	Mr. Mukul Vora- -Independent Director (Member)	4	4
3	Mr. Ronak Mistry - Independent Director (Member)	4	4

II. Nomination and Remuneration Committee:

The Company has reconstituted the Nomination and Remuneration Committee on 1st May, 2025 in accordance with section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the details of which have been provided on www.jakhariafabric.com.

During the financial year ended 31st March, 2026, 4 (Four) Nomination and Remuneration Committee Meetings were held on the following dates:

- (1) 01.05.2025 (2) 06.09.2025 (3) 14.11.2025
(4) 22.01.2026

The Nomination and Remuneration Committee comprises of the following Directors of the Company:

III. Stakeholders' Relationship Committee:

The Company has reconstituted the Stakeholders' Relationship Committee on 1st May, 2025 in accordance with section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the details of which have been provided on www.jakhariafabric.com. The Committee considers and approves various requests regarding annual report and to redress complaints of the shareholders

During the financial year ended 31st March, 2026 4 (Four) Stakeholders' Relationship Committee Meetings were held on the following dates:

- (1) 30.05.2025 (2) 06.09.2025 (3) 14.11.2025
(4) 22.01.2026

The Stakeholders' Relationship Committee comprises the following Directors:

Sr. No.	Name	No. of meeting entitled to attend	No. of meetings attended during the year
1	Mr. Mukul Vora -Independent Director (Chairperson)	4	4
2	Mr. Jawahar Desai- Independent Director (Member)	4	4
3	Mr. Ronak Mistry - Independent Director (Member)	4	4

IV. Corporate Social Responsibility (CSR) Committee:

The Company has reconstituted the CSR Committee on 1st May, 2025 in accordance with the provisions of section 135 of the Companies Act, 2013.

During the financial year ended 31st March, 2026, 2 (Two) Corporate Social Responsibility Committee Meetings were held on the following dates:

(1) 06.09.2025 & (2) 22.01.2026

The CSR Committee comprises the following Directors:

Sr. No.	Name	No. of meeting entitled to attend	No. of meetings attended during the year
1	Mr. Mukul Vora Independent Director (Chairperson)	2	2
2	Mr. Jawahar Desai- Independent Director (Member)	2	2
3	Mr. Nitin Shah – Managing Director (Member)	2	2

14. Corporate Social Responsibility:

The provisions of section 135 of the Companies Act, 2013 is not applicable to your Company for F.Y. 2025-2026, as the Company does not fall under the criteria limits mentioned in the said section of the Act. Hence, the Company has not taken voluntary initiative towards any activity mentioned for Corporate Social Responsibility

15. Statutory Auditor & Audit Report:

M/s. V J Shah & Co., Chartered Accountants, (Firm Registration No. 109823W), Mumbai, were appointed as the Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of the 18th Annual General Meeting, i.e., 30th September, 2025, till the conclusion of the 23rd Annual General Meeting to be held in the year 2030.

As required under Regulation 33(d) of the SEBI (LODR) Regulation, 2015, the auditor has confirmed that they holding a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. Board is pleased to inform that there is no such observation made by the Auditors in their report which needs any explanation by the Board. The Notes on financial statement referred to in the Standalone & Consolidated Auditors' Reports are self-explanatory and do not call for any further comments. The Standalone & Consolidated Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

16. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Listing Regulations, the Company has appointed **M/s. Nagdev & Associates**, Company Secretaries, Mumbai, [ICSI Membership No. FCS - F12214 & Certificate of Practice No. 19177], as the Secretarial auditors of the Company for a period of 5 (five) consecutive financial years commencing

from 1st April, 2025 upto March 31, 2030 to conduct Secretarial Audit of the Company.

The Secretarial Audit Report issued for the financial year ended 31st March, 2026, issued by **M/s. Nagdev & Associates**, Secretarial Auditors is annexed herewith as **Annexure IV** to this report and the said report does not contain any qualification, reservation, adverse remark or disclaimer except as stated below:

Form MSME 1 for the period of 2025-26 is pending for filing with Ministry of Corporate Affairs.

Management Response:

The Company acknowledges that the filing of Form MSME-1 with the Ministry of Corporate Affairs for the period 2025–26 was pending as of the reporting date. The delay was primarily due to procedural and data reconciliation requirements. Management has taken note of the compliance obligation and has initiated corrective measures to ensure timely submission.

The Company remains committed to full compliance with statutory requirements under the Companies Act, 2013, and related rules. Steps have been taken to strengthen internal monitoring mechanisms so that future filings are completed within prescribed timelines.

Management confirms that the pending filing does not have any material impact on the financial statements of the Company for the year ended March 31, 2026.

17. Internal Auditors:

Pursuant to Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (as amended), the Board of Directors, on the recommendations of the Audit Committee, of the Company is appointed **M/s R M F & Co.**, Chartered Accountants, Mumbai, [ICAI Firm Registration No.-153788W], as the Internal

Auditors of the Company for the financial year 2025-2026 ended on 31.03.2026. The Internal Audit Finding/s and Report/s submitted by **M/s R M F & Co.**, during the financial year, to the Audit Committee and Board of Directors of the Company, do not contain any adverse remarks and qualifications hence do not call for any further explanation/s by the Company.

18. Cost Auditors:

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your company hereby confirms that the provisions of this section are not applicable, hence your company is not required to appoint cost auditor for the financial year 2025-26.

19. Disclosure for fraud against the company:

In terms of provision of section 134(3)(ca) of the Companies Act, 2013, There were no instances of fraud which are reported by Auditors of the Company under section 143(12) of the Companies Act, 2013 to the Audit Committee.

20. Code of Conduct:

Regulation 17(5) of the SEBI (LODR) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013.

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and specified employees in the course of day-to-day business operations of the Company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings/behavior in any form and the Board has laid down certain directives to counter such acts. The Company has adopted a Code of Conduct for all Directors and Senior Management of the Company and same is hosted on the website of the company i.e. www.jakhariafabric.com

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

21. Corporate Governance:

The Company being listed on the EMERGE Platform of National Stock Exchange of India Limited and therefore pursuant to Regulation 15(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Part C of Schedule V relating to compliance of Corporate Governance is not applicable to the Company. Further, The Company is not required to comply with requirements as specified in Part E of Schedule II pursuant to Regulation 27(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and submitting Compliance Report on Corporate Governance on quarterly basis pursuant to Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence no Corporate Governance Report is required and therefore it is not forming part of this Annual Report. It is pertinent to mention that the Company follows majority of the provisions of the corporate governance voluntarily as a part of Good Corporate Governance.

22. Industrial Relations:

During the year under review your Company enjoyed cordial relationship with workers and employees at all levels.

23. Change in the nature of business:

There is no change in the nature of the business and commercial activities of the company.

24. Deposits:

During the financial year ended 31st March, 2026 under review, the Company has neither invited nor accepted any public deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (as amended). As such, no specific details prescribed in Rule 8(1) of the Companies (Accounts) Rules, 2014 (as amended) are required to be given or provided.

25. Vigil Mechanism / Whistle Blower Policy:

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (9) of the Companies Act, 2013 and the regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has adopted a Whistle-Blower Policy for Directors and employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. The details of the Vigil Mechanism Policy has posted on the website of the Company at www.jakhariafabric.com

26. Prevention of Insider Trading:

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The details of the Insider Trading Policy has posted on the website of the Company at www.jakhariafabric.com

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. However, there were no such instances in the Company during the year 2025- 26.

27. Risk Management:

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

The Company has not made Risk Management Committee, but the Board of Directors and Audit Committee is looking after the Risk Management of the Company.

28. Meetings of the Members:

During the year under review 18th Annual General Meeting of the Company was held on 30th September, 2025.

29. Directors' Responsibility Statement:

Pursuant to the requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made

judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended for that period;

(iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the directors had prepared the annual accounts on a going concern basis;

(v) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. Management Discussion and Analysis Reports:

As per Regulation 34 (e) read with schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the management Discussion and Analysis Report of the Company for the year ended is set out in this Annual Report as 'Annexure- II'.

31. Particulars of Loans, Guarantees or Investments made under section 186 of The Companies Act, 2013:

Details of Loans (Secured or unsecured), Guarantee provided in connection with any loan/s availed and Investments pursuant to the section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) are given in the notes to the Financial Statements.

32. Internal Control Systems:

The Company's internal control systems are adequate and commensurate with the nature and size of the Company and it ensures:

- Timely and accurate financial reporting in accordance with applicable accounting standards.
- Optimum utilization, efficient monitoring, timely maintenance and safety of its assets.
- Compliance with applicable laws, regulations and management policies.

33. Internal Financial Control for financial statements:

Your Company has an effective internal financial control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedure. The Company's internal financial control system is commensurate with its size, scale and complexities of its operations.

34. Human Resources:

The Company treats its "Human Resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. The Company thrust is on the promotion of talent internally through job rotation and job enlargement.

35. Ratio of the remuneration of each director to the median employee's remuneration and particulars of employees:

Pursuant to provision of section 197 of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of employees given in the 'Annexure-III'.

During the year, none of the Directors, KMP and Employees received remuneration in excess, in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.

36. Related Party Transactions:

All related party transactions that were entered during the financial year, were on the arm's length basis and were in the ordinary course of business and do not attract the provisions of section 188 of the Companies Act, 2013. Thus, disclosure in form AOC-2 is not required. All Related Party Transactions were placed before the Audit Committee for approval. A policy on the related party Transactions was framed & approved by the Board and posted on the Company's website at www.jakhariafabric.com

However, you may refer to Related Party transactions, as per the Accounting Standards, in the Notes forming part of financial statements.

37. Investors Education and Protection Fund:

During the financial year 2024-2025 under review, there were no amount/s which is required to be transferred to the Investor Education and Protection Fund by the Company. As such, no specific details are required to be given or provided.

38. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

To prevent sexual harassment of women at work place, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December 2013. The Company has zero tolerance for sexual harassment at workplace in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under for prevention and redressal of complaints of sexual harassment at workplace. During the year under review, no complaints were received by the Company relating to sexual harassment at workplace. The Management of the Company endeavors to provide safe environment for the female employees of the Company.

39. Registrar and Share Transfer Agent:

The Company has appointed Bigshare Services Private Limited as its Registrar and Share Transfer

Agent. The Corporate Office of Bigshare Services Pvt. Ltd. situated at "Pinnacle Business Park, Office No. S6-2, 6th Floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai-400093, Maharashtra.

40. Dematerialization of securities:

The Company's Equity Shares are admitted in the system of Dematerialization by both the Depositories namely NSDL and CDSL.

As on 31st March 2026, 1,20,71,493 equity shares dematerialised through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents whole 99.02% of the total issued, subscribed and paid-up capital of the Company as on that date. 1,19,997 equity shares are in physical form. The ISIN allotted to your Company is INE00N401018.

41. Compliances of Secretarial Standards:

The Board of Directors confirms that the Company, has duly complied and is in compliance, with the applicable Secretarial Standard/s, namely Secretarial Standard-1 ('SS-1') on Meetings of the Board of Directors and Secretarial Standard -2 ('SS-2') on General Meetings, during the financial year 2025-2026.

42. Green Initiative:

Companies Act permits paperless compliance and as a measure of green initiative, we appeal to all those members who have not registered their e-mail addresses so far are requested to register their email address in respect of electronic holding with their concerned Depository Participants and/or with the Company.

43. Acknowledgement:

The Board of Directors wish to express their grateful appreciation for assistance and co-operation received from various Departments of Central & State Governments and Banks during the year under review. Your directors also wish to place on record their appreciation for the committed services of all the associates and vendors of the Company.

By order of the Board of Directors

For Jakharia Fabric Limited

Sd/-

Nitin Shah

Chairman & Managing Director

DIN: 01869318

Place: Palghar

Date: 05.09.2026

‘ANNEXURE I’
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS & OUTGO

In pursuant of section 134(3)(m) of the Companies Act, 2013 read together with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 2014, the relevant information is provided herein below:-

Sr. No.	Particulars	Current Year (2025-26)	Previous Year (2024-25)
I	CONSERVATION OF ENERGY	The Company is continuously putting its efforts to improve energy management by way of monitoring energy related parameters on regular basis.	
	A: POWER & FUEL CONSUMPTION		
1.	Electricity		
a)	Purchase Units (in Lacs)	39.55	44.99
	Total Amount (₹ In Lacs)	365.53	403.99
	Rate/ Unit (Amount in ₹)	9.24	8.98
b)	Own Generation	Nil	Nil
	(I) Through Diesel generator		
	Unit (in Lac)		
	Unit Per Ltr. Of diesel oil		
	Cost / Unit (₹)		
	(II) Through HFO generator	Nil	Nil
	Unit (in Lac)		
	Unit Per Ltr. Of diesel oil		
	Cost / Unit (₹)		
B.	Consumption per unit of production	0.06	0.07
	Electricity Unit per Meter		
1.	Technology absorption	Company is regularly investing and importing newer processing machinery to upgrade the technology and give value added products.	
	Expenditure incurred on R&D during this year is as follows:		
	Capital Expenditure (₹ In Lacs)	Nil	Nil
	Recurring Expenditure (₹ In Lacs)	Nil	Nil
2	FOREIGN EXCHANGE EARNINGS AND OUTGO		
	The details of foreign exchange earnings and outgo during the year are as under:		
	Earnings (₹ In Lacs)	Nil	Nil
	Outgo (₹ In Lacs)	Nil	Nil
	• Revenue A/c	Nil	Nil
	• Capital A/c	Nil	Nil

By order of the Board of Directors for
JAKHARIA FABRIC LIMITED

Sd/-

Nitin Shah

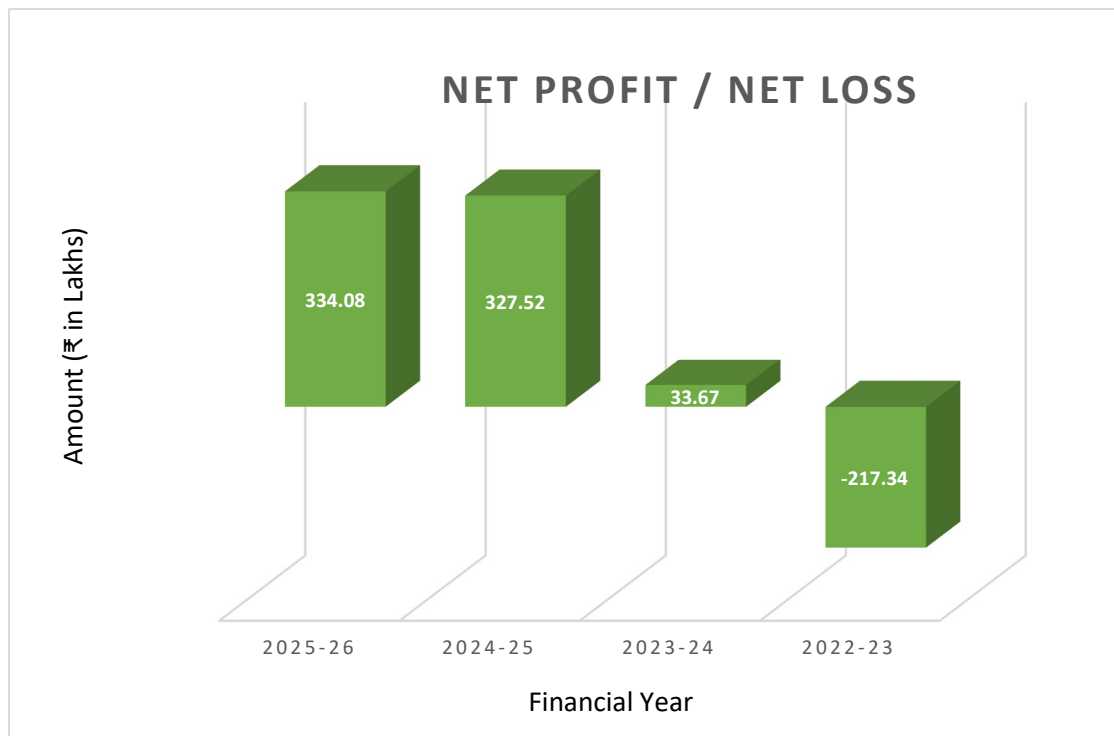
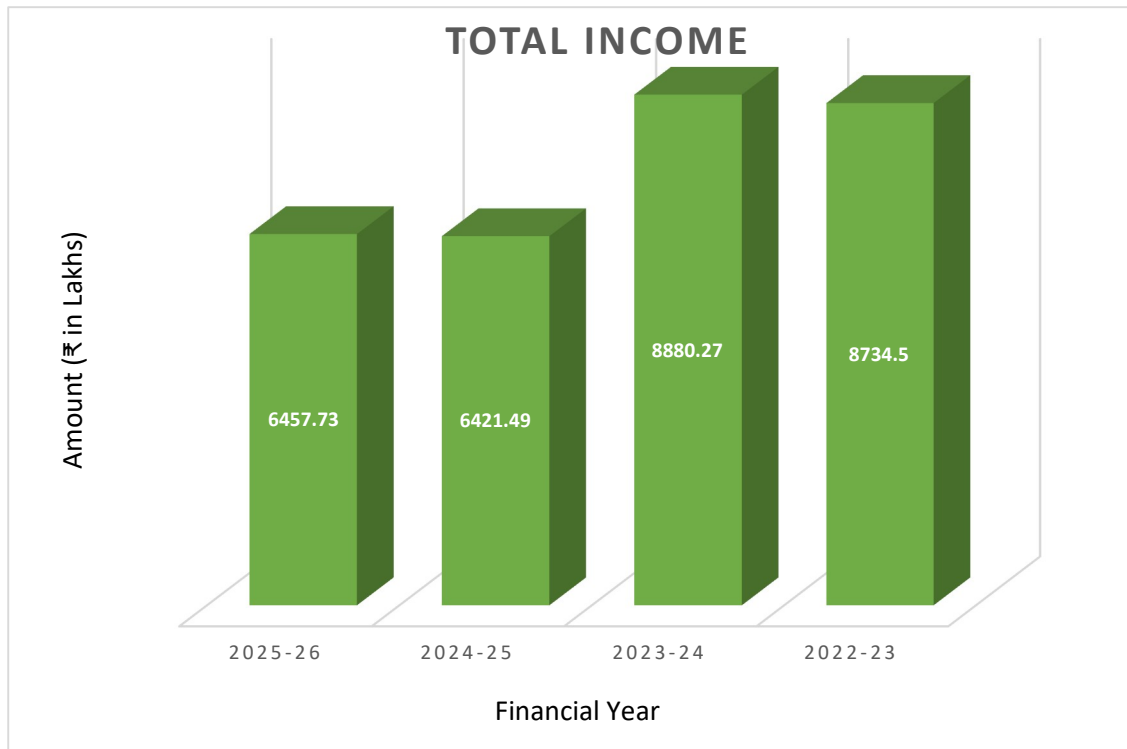
Chairman & Managing Director

DIN: 01869318

Place: Palghar

Date: 05.09.2026

ANNEXURE- II
MANAGEMENT DISCUSSION AND ANALYSIS REPORT



The management discussion and analysis report provides an over view of the financial activities for the fiscal year ended on 31st March 2026, gives an overall sight of the textile industry and Company's strategy to deal with that. This report is designed to focus on current years' activities, resulting changes and other known facts in conjunction to the financial and strategic position of the Company.

ECONOMIC OVERVIEW

GLOBAL ECONOMY

The global economy has faced serious headwinds due to prevailing geopolitical situation reflecting in regressive trade policies and armed confrontation mainly in the world energy supply centres i.e. Middle East. Not only, it resulted in supply side shocks for the exporting countries but high tariff regime has also led to spiral inflation in developed countries namely USA and EU. One of the most inauspicious outcome is also the heightened economic uncertainties linked with ever increasing distrust among economies considered as great allies of all times. Emerging economies dependent upon export market for faster economic growth and creation of employment are facing hardship in containing inflation, protecting employment and keep their manufacturing sector running by minimizing supply side obstacles. Despite of above mentioned facts, in 2025, global GDP growth demonstrated notable resilience amid structural transformations, registering an approximate growth of 3.3%. Going forward, the world economy is likely to slow down marginally and is expected to achieve growth of 3% approximately in 2026.

OUTLOOK

India's ascent to the fourth-largest economy reflects its resilience and social progress. Despite global challenges, the outlook remains positive, supported by strong domestic investments, expanding manufacturing activities and improvements in trade and finance. GDP growth is expected to stay steady at 6.5%, supported by supportive government policies and accommodative monetary conditions. Important reforms such as the revision of the income tax exemption limit to ₹12.75 lakh and the recommendations of the 8th Pay Commission are likely to boost disposable income and stimulate domestic consumption. The RBI's anticipated reduction in the repo rate will make borrowing cheaper, increase liquidity and improve market

confidence. Additionally, the government is pursuing cautious trade policies to safeguard national interests amid global uncertainty. The upcoming Free Trade Agreement (FTA) between India and the UK aims to reduce tariffs, streamline customs procedures and promote bilateral investments. These developments, along with declining inflation, are expected to support consumer spending, ensure economic stability, broaden market access and contribute to India's sustainable growth.

INDIAN ECONOMY

The Indian economy continued to be one of the fastest growing economy, which is also growing in size and become the fourth largest economy in the world 2025. Though, the exports sector, which is central to higher economic growth on sustainable basis continued to lag. The domestic demand and manufacturing activities continued to remain robust with moderate inflation despite of supply side constraints linked with higher uncertainty in energy availability and prices. As per a latest IMF report, the economic growth is expected to be 7.6% for FY 2025-26 against 5% in China.

MANAGEMENT DISCUSSION AND ANALYSIS

The management of Jakharia Fabric limited has reviewed the Company's performance and key business developments for the financial year ended March 31, 2026, and shared its perspective on the road ahead. The outlook reflects the current economic environment and business landscape, though future developments, both domestic and global, across economic, social, and political fronts may influence actual outcomes.

OPPORTUNITY & CONCERN

To remain aligned with industry standards, the Company consistently reviews and updates its internal controls, benchmarking against best practices. It integrates evolving business requirements, legal regulations and corporate governance into its systems following a comprehensive assessment of stakeholder expectations, including customers and regulatory bodies. Senior management actively oversees the implementation of internal audit recommendations to ensure continuous improvement. Regular management follow-up upgrades strengthen controls and support informed decision-making, keeping the Company technologically current and competitive within the industry.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS AND RETURN ON NETWORTH

The changes in the key financial ratios for the financial year 2025-26 as compared to the immediately previous financial year are provided under Notes to the Standalone Financial Statements and hence not repeated here for the sake of brevity.

CAUTIONARY STATEMENT

Statement in Management Discussion and Analysis report describing the Company's objectives, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could make a difference to the Company's operations include finished goods prices, raw materials costs and its availability, domestic as well as global demand supply conditions, fluctuations in exchange rates,

changes in Government policies, tax changes, economic developments within India and the countries with which the Company has business contacts. The Company assumes no responsibility to amend, modify, or revise any forward-looking statement, on the basis of any subsequent developments, information, or events. Besides, the Company cannot guarantee that these assumptions and expectations are accurate or will be realised.

**By order of the Board of Directors for
JAKHARIA FABRIC LIMITED**

Sd/-

Nitin Shah

Chairman & Managing Director

DIN: 01869318

Place: Palghar

Date: 05.09.2026

ANNEXURE-III
PARTICULARS OF EMPLOYEES
[AS PER SECTION 197(12) READ WITH THE RULE 5 OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

A. Ratio and remuneration of Directors & KMPs

S.N.	Name	Designation	Remuneration for the year 2025-2026 (in ₹)	Remuneration for the year 2024-2025 (in ₹)	% Increase/decrease in Remuneration	Ratio between Director or KMP and Median Employee
1	Nitin Shah	Managing Director	81,00,000	90,00,000	-10%	642.51:1
2	Sejal Nitin Shah	Director	63,00,000	63,00,000	-	499.73:1
3	Mukul Vora	Independent Director	-	-	-	-
4	Jawahar Desai	Independent Director	-	-	-	-
5	Ronak Mistry*	Independent Director	1,44,100	-	-	11.43:1
6	Ajitsingh Arjun Ghorpade**	Independent Director	-	-	-	-
7	Manoj Tiwari	Chief Financial Officer	7,80,000	7,75,106	0.63%	61.87:1
8	Bhavin Waghela	Company Secretary	4,20,000	4,20,000	-	33.32:1

**Mr. Ronak Mistry was appointed as Additional Director (Independent Director) on 1st May, 2025, and was regularised as Independent Director at the 18th AGM held on 30th September, 2025.*

*** Mr. Ajitsingh Arjun Ghorpade resigned from the position of Independent Director on 1st May, 2025.*

B. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year

As stated above in item no. (A).

C. Percentage increase in the median remuneration of employees in the financial year.

The remuneration of Median employees was Rs.12,60,672/- during the year 2025-26 as compared to Rs. 43,920/- in the previous year 2024-2025, On-roll employees were 154 in the financial year 2025-2026 as compared to 356 in the financial year 2024-2025.

D. Number of permanent employees on the rolls of company

As on 31st March, 2026 the total number of employees on the roll was 154

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

Salary of the employees was decreased around by -16.73% on an average is due to reduction in number of employees during the financial year under review.

F. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms that remuneration is as per the remuneration policy of the Company.

**For and on behalf of Board of Directors
For JAKHARIA FABRIC LIMITED**

Sd/-

Nitin Shah

Chairman & Managing Director

DIN: 01869318

Place: Palghar

Date: 05.09.2026

‘ANNEXURE-IV’

FORM MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE PERIOD 01-04-2025 TO 31-03-2026

To,
The Board of Directors
Jakharia Fabric Limited
Plot No A 13, MIDC Tarapur,
Boisar, District – Palghar 401 506.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JAKHARIA FABRIC LIMITED (CIN L17200MH2007PLC171939)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the 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 from **1st April, 2025 to 31st March, 2026 (“the reporting period”)**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the period from 1st April, 2025 to 31st March, 2026 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; *(Not applicable to the Company during the audit period)*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) to the extent applicable to the Company:-
 - 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, 2021;
 - d) The Securities and Exchange Board of India (Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

Regulations, 2021; Not applicable during the financial year under review.

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable during the financial year under review.

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of (Delisting of Equity Shares) Regulations, 2021; and Not applicable during the financial year under review.

h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018; Not applicable during the financial year under review.

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

j) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

k) The Memorandum and Articles of Association.

(vi) We have relied on the representation made by the Company there are no laws which may be specifically applicable to the Company during the audit period.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Uniform listing Agreements entered into by the company with National Stock Exchange of India Limited.

(iii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

I further report that:

I have not reviewed the Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company as the same has been subject to review by the Statutory Auditors and others designated professionals.

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

Subject to the following observation:-

E-form MSME 1 for the period of 2025-26 were pending for filing with Ministry of Corporate Affairs.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, subject to the above. 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 Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period no major decisions, specific events/ actions have occurred which has a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. **except the following:**

- A) A significant event during the year under review was that the company by its meeting of members held on 30th September, 2025 issued, as 81,27,660 equity shares of Rs.10/- (Rupees Ten Only) each as bonus shares, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's

Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date'), in the proportion of 2:1 i.e. 2 (Two) new equity share for every 1 (One) existing equity shares held by the Members by capitalizing sum standing to the credit of securities premium / free reserves of the Company.

FOR NAGDEV & ASSOCIATES
Practising Company Secretaries
(UIN: I2017MH1698700)
PR NO. 8001/2026

Sd/-
Karan H. Nagdev
Proprietor
CP. No: 19177
M No.: F12214

ICSI UDIN: F012214H001309477
Date: August 31, 2026
Place: Mumbai

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

**ANNEXURE - A TO THE SECRETARIAL
AUDIT REPORT**

**To,
The Board of Directors
Jakharia Fabric Limited
Plot No A 13, MIDC Tarapur,
Boisar, District – Palghar 401 506.**

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. Where ever 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.

FOR NAGDEV & ASSOCIATES
Practising Company Secretaries
(UIN: I2017MH1698700)
PR NO. 8001/2026

Sd/-
Karan H. Nagdev
Proprietor
CP. No: 19177
M No.: F12214

ICSI UDIN: F012214H001309477
Date: August 31, 2026
Place: Mumbai

INDEPENDENT AUDITORS' REPORT

To,

The Members of Jakharia Fabric Limited

Report on the audit of Financial Statements

We have audited the accompanying financial statements of **Jakharia Fabric Limited ("the company")**, which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss and the Statement of Cash Flow for the year then ended, and notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

Auditor's Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state-of-affairs of the Company as at 31st March 2026, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, for the year ended 31st March 2026 and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibility of Management and those charged with governance for financial statement

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the audit of financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, the statement of Cash Flows and Notes to the financial statements dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31/03/2026 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2026 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
 - (g) 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.

- (h) 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.

- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- refer note no 38 to the financial statements.
 - ii. The Company does not have any long-term contracts including derivative contracts and therefore, no provision is required to be made for any material foreseeable losses to this effect.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided in (a) and (b) above, contain any material misstatement.
 - v. Since the company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.
 - vi. The reporting under rule 11(g) of The Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April 2023.
 - a. Based on our examination which included test checks, except for the instance mentioned below, the Company has used accounting software (Tally Prime) for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:
 - b. The Trac ERP Software used by the company for maintaining inventory did not have an audit trail feature enabled, consequently, there was no audit trail maintained for transactions recorded within this particular software for the whole year.
 - c. Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with during the course of our audit.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

For V J Shah & Co.
Chartered Accountants
ICAI firm registration number: 109823W

Sd/-
per Chintan Shah
Partner
Membership number: 164370
UDIN: 26164370VURUSS8604

Place: Mumbai
Date: 30-05-2026

“Annexure – A” to the Independent Auditors’ Report

(Refer to in paragraph on ‘Report on Other Legal and Regulatory Requirements section of Independent Auditors Report of even date of the members of Jakharia Fabric Limited on financial statements as at for the year ended 31st March 2026)

In terms of the information and explanations sought by us and given by the Company and the books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i)
 - (a) The Company has **not** maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (“PPE”).
 - (b) As explained to us, all the Property, Plant and Equipment (“PPE”) have been physically verified by the Management in a periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its activities. No material discrepancies were noticed on such physical verification.
 - (c) The title deeds of all the immovable properties of factory building which are freehold, are held in the name of the Company as at the balance sheet date. In respect of Immoveable property amounting to Rs. 2.74 crores taken of lease and disclosed as Leasehold land in the financial statement; the deed of assignment has been executed in the name of the Company.
 - (d) The company has not revalued any of its property, plant and equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
 - (a) As explained to us, physical verification of the inventories has been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on verification between the physical stock and the book records that were 10% or more in the aggregate for each class of inventory.
 - (b) The company has not been sanctioned working capital in excess of Rs.5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under sub-clause 3(ii)(b) of the order is not applicable.
- (iii)
 - (a) During the year, the Company has granted unsecured loans to a body corporate and employees. The aggregate amount of loans granted during the year and the balance outstanding as at 31 March 2026 are as under

Particulars	Aggregate amount granted during the year (₹ in lakhs)	Balance outstanding as at year-end (₹ in lakhs)
Loans or advances to subsidiaries, joint ventures and associates	NA	NA
Parties other than subsidiaries, joint ventures and associates		
Body Corporate	150.00	150.00
Employees	16.90	15.97

- (b) According to the information and explanation given to us and based on the audit procedure conducted by us, in our opinion the investments made, guarantees provided and the terms and conditions of the loans and guarantee provided during the year are, prime facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, in our opinion all loans granted by the company are repayable on demand and none has been renewed or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (d) According to the information and explanation given to us and on the basis of our examination of the record of the Company, the company has granted loans and advances in the nature of loans to body corporate and employees either payable on demand or without specifying any terms or period of repayment, required details in respect thereof are as below:

The aggregate amount (₹ in lakhs)	Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 (₹ in lakhs)	Percentage thereof to the total loans granted
166.90	NIL	NA

- (iv) The company has not advanced loans to directors including the entities in which they are interested to which provisions of section 185 of the Act apply and hence not commented upon. In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of investments, loans, securities and guarantees given have been complied with by the Company
- (v) The Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 or any relevant provisions of the Act and rules framed thereunder. Accordingly, paragraph 3(v) of the order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for any of the products dealt by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, employees' state insurance, duty of excise sales tax, value added tax, duty of customs, service tax, goods and service tax, cess and other material statutory dues have not been regularly deposited during the year by the Company with the appropriate authorities though the delays in deposits have not been serious.
- (b) According to the information and explanations given to us and the records examined by us, outstanding statutory dues that have not been deposited by the Company on account of disputes are given below:

Name of the statute	Nature of dues	Period for which amount relates	Forum where dispute is pending	Amount
Income-tax Act, 1961	Income Tax	2015-2016	Income-tax-Assessing	2,610
Income-tax Act, 1961	Income Tax	2016-2017	CPC, Bangalore	3,30,590
Income-tax Act, 1961	TDS	2025-2026	Traces	130

- (viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of the Company that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in books of accounts.
- (ix) (a) The Company has not defaulted in repayment of loans or borrowings to any lender.
- (b) The Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) The Company has not taken any term loan during the year and hence, reporting under clause (ix)(c) of the Order is not applicable
- (d) On an overall examination of the financial statement of the company, we report that, prima-facia it appears that no funds raised on short-term basis have been used for long-term purpose by the company.
- (e) According to the information and explanations given to us and on overall examination of financial statements of the Company, the Company does not have any subsidiaries, associates or joint ventures and therefore reporting under clause 3(ix)(e) of the order is not applicable.
- (f) According to the information and explanations given to us and on overall examination of financial statements of the Company, the Company does not have any subsidiaries, associates or joint ventures and therefore reporting under clause 3(ix)(f) of the order is not applicable.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented by the Management, there was no whistle blower complaints received by the Company during the year (and up to the date of this audit report).
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of clause 3(xii) of the order are not applicable to the Company.
- (xiii) In our opinion the company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) (a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of the entity.
- (b) We have considered, the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedure.
- (xv) The Company has not entered into non-cash transactions with its directors or persons connected with them and hence provision of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 hence, reporting under clause (xvi)(a), (b) and (c) of the order is not applicable.
- (xvii) The company has not incurred cash losses in the current financial year and in the immediately preceding financial year. On the basis of financial information and explanations provided, and considering the post-hive-off operations, we are of the opinion that the Company has adequate resources to continue its operations and the transactions do not affect the Company's ability to continue as a going concern.
- (xviii) There has been no resignation of the statutory auditors of the company during the year. However, the previous auditors M/s Shah Shroff & Associates retired by rotation.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note 40 of the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause 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 from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) The provisions of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility is not applicable to the Company. Accordingly, clause 3(xx) of the Companies (Auditor's Report) Order 2020 is not applicable.

For V J Shah & Co.
Chartered Accountants
ICAI firm registration number: 109823W

Sd/-
per Chintan Shah
Partner
Membership number: 164370
UDIN: 26164370VURUSS8604

Place: Mumbai
Date: 30-05-2026

“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Jakharia Fabric Limited.

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

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

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls over financial reporting were operating effectively as at 31st 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 issues by the Institute of Chartered Accountants of India.

For V J Shah & Co.
Chartered Accountants
ICAI firm registration number: 109823W

Sd/-
per Chintan Shah
Partner
Membership number: 164370
UDIN: 26164370VURUSS8604

Place: Mumbai
Date: 30-05-2026

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Balance sheet as at March 31, 2026

(Amount ₹ in lakhs, unless otherwise mentioned)

Particulars	Note No.	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	1,219.15	406.38
(b) Reserves and surplus	4	1,330.47	1,809.16
		2,549.62	2,215.54
(2) Non-Current Liabilities			
(a) Long-term borrowings	5	53.35	799.43
(b) Deferred-tax Liabilities (net)	6	43.04	37.24
(c) Long-term provisions	7	46.13	39.25
		142.51	875.92
(3) Current Liabilities			
(a) Short-term borrowings	8	486.80	2.52
(b) Trade payables:-			
(A) total outstanding dues of micro enterprises and small enterprises; and	9	968.31	763.96
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	9	211.89	419.10
(c) Other current liabilities	10	124.80	112.48
(d) Short-term provisions	11	104.09	100.36
		1,895.89	1,398.42
TOTAL		4,588.02	4,489.88
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible assets			
(i) Property, Plant and Equipment	12	1,395.09	1,457.31
(ii) Capital WIP	12	49.65	-
(b) Non-current investments	13	86.93	86.93
(c) Long-term loans and advances	14	1,197.31	1,625.24
(d) Other non-current assets	15	223.95	94.26
		2,952.92	3,263.73
(2) Current Assets			
(a) Inventories	16	250.93	113.89
(b) Trade receivables	17	995.55	847.93
(c) Cash and cash equivalents	18	6.77	171.78
(d) Short-term loans and advances	19	167.17	19.94
(e) Other current assets	20	214.68	72.61
		1,635.10	1,226.15
TOTAL		4,588.02	4,489.88
Statement of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For V J Shah & Co.

Chartered Accountants

ICAI firm registration number : 109823W

For and on behalf of the Board of Directors of

Jakharia Fabric Limited

CIN : L17200MH2007PLC171939

Sd/-

Chintan V Shah

Partner

Membership number : 164370

Sd/-

Nitin Shah

Director

[DIN: 01869318]

Sd/-

Sejal Shah

Director

[DIN:09519451]

Sd/-

Manoj Tiwari

Chief Financial Officer

Sd/-

Bhavin Waghela

Company Secretary

M No. A46806

Place: Mumbai

Date: 30th May, 2026

Place: Tarapur

Date: 30th May, 2026

Jakharia Fabric Limited

CIN : L17200MH2007PLC171939

Statement of Profit and Loss account for the year ended March 31, 2026

(Amount ₹ in lakhs, unless otherwise mentioned)

Particulars	Note No.	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
I Revenue from operations	21	6,419.81	6,272.45
II Other income	22	37.93	149.05
III Total Income (I+II)		6,457.74	6,421.50
IV Expenses			
Cost of material consumed	23	3,133.43	2,737.38
Changes in inventories of finished goods and work-in-progress	24	(56.25)	99.56
Employee benefits expense	25	772.33	872.36
Depreciation and amortization expense	26	136.99	139.60
Finance cost	27	62.53	108.90
Other expenses	28	1,941.99	2,023.58
Total expenses		5,991.02	5,981.38
V Profit before exceptional items and tax (III – IV)		466.72	440.12
VI Exceptional items		-	-
VII Prior period income/(expenses)	29	(0.15)	(0.13)
VIII Profit before tax (V-VI-VII)		466.57	439.99
IX Tax Expense:			
Current Tax		(128.00)	(110.00)
Excess/(short) provision in earlier year		1.31	-
Deferred tax		(5.80)	(2.59)
X Profit/(loss) after tax for the year		334.08	327.40
XI Earnings per equity share			
(1) Basic (Face value per share Rs.10/-)		2.74	8.06
(2) Diluted		2.74	8.06
Statement of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For V J Shah & Co.

Chartered Accountants

ICAI firm registration number : 109823W

For and on behalf of the Board of Directors of

Jakharia Fabric Limited

CIN : L17200MH2007PLC171939

Sd/-

Chintan V Shah

Partner

Membership number : 164370

Sd/-

Nitin Shah

Director

[DIN: 01869318]

Sd/-

Sejal Shah

Director

[DIN:09519451]

Sd/-

Manoj Tiwari

Chief Financial Officer

Sd/-

Bhavin Waghela

Company Secretary

M No. A46806

Place: Mumbai

Date: 30th May, 2026

Place: Tarapur

Date: 30th May, 2026

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Statement of cash flow for the year ended March 31, 2026

(Amount ₹ in lakhs, unless otherwise mentioned)

Particulars	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax	466.57	439.99
<u>Adjustments for</u>		
Depreciation and amortization	136.99	139.60
Provision written back - Gratuity	-	105.01
Sundry credit balance written back (net)	(4.96)	(21.83)
Provision for doubtful debts	-	33.04
Profit on sale of machinery	(3.97)	(13.77)
Share of loss from partnership firm	-	109.84
Foreign exchange gain	(1.09)	(0.12)
Interest & financial cost	62.53	108.90
Interest received	(27.83)	(8.25)
Operating profit before working capital changes	628.23	892.42
(Increase) \ decrease in operating assets		
Inventories	(137.04)	126.99
Trade receivables	(146.53)	222.38
Short term loans & advances	(147.23)	(31.82)
Other non current assets	(129.69)	98.30
Other current assets	(142.06)	1.54
Trade payables	2.10	(647.29)
Other current liabilities	12.32	(158.41)
Long term provisions	6.88	(165.24)
Short term provisions	3.73	(51.00)
	(677.52)	(604.54)
Cash generated from operating activities	(49.29)	287.88
Tax provision	(126.69)	(110.00)
Net cash flow from operating activities	(175.98)	177.88
B. Cash flow from investing activities		
Purchase of fixed assets	(176.69)	(264.91)
Sale of fixed assets	56.25	265.16
Interest received	27.83	8.25
Investment in firm	-	1,240.99
Net cash used in investing activities	(92.62)	1,249.49
Cash flow from financing activities		
Increase / (Decrease) long term borrowings	(746.08)	(289.56)
Increase / (Decrease) in short term borrowings	484.28	(63.92)
Increase / (Decrease) in long term loans & advances	427.93	(905.86)
Interest & financial charges	(62.53)	(108.90)
Net cash used in financing activities	103.60	(1,368.25)
Net increase / (decrease) in cash and cash equivalents	(165.00)	59.11
Cash and cash equivalents (Opening balance)	171.78	112.67
Cash and cash equivalents (Closing balance)	6.77	171.78
Reconciliation of cash and cash equivalent with Balance Sheet		
Cash and cash equivalent as per balance sheet	148.91	191.74
Less: Deposit with banks with original maturity of 3-12 months	142.14	19.96
Cash and cash equivalent at the end of the year as per cash flow	6.77	171.78

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For V J Shah & Co.

Chartered Accountants

ICAI firm registration number : 109823W

For and on behalf of the Board of Directors of

Jakharia Fabric Limited

CIN : L17200MH2007PLC171939

Sd/-

Chintan V Shah

Partner

Membership number : 164370

Sd/-

Nitin Shah

Director

[DIN: 01869318]

Sd/-

Sejal Shah

Director

[DIN:09519451]

Sd/-

Manoj Tiwari

Chief Financial Officer

Sd/-

Bhavin Waghela

Company Secretary

M No. A46806

Place: Mumbai

Date: 30th May, 2026

Place: Tarapur

Date: 30th May, 2026

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements
(Amount ₹ in lakhs, unless otherwise mentioned)

3 Share capital

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
AUTHORIZED SHARES		
1,30,00,000/- (P.Y.50,00,000/-) Equity shares of Rs.10/- each	1,300.00	500.00
Total	1,300.00	500.00
ISSUED , SUBSCRIBED & FULLY PAID-UP SHARES		
1,21,91,490/- (P.Y.40,63,830/-) Equity shares of Rs.10/- each	1,219.15	406.38
	1,219.15	406.38

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	March 31, 2026		March 31, 2025	
	Nos	Amount	Nos	Amount
At the beginning of the period	40,63,830	406.38	40,63,830	406.38
Add: Fresh shares issued during the year	-	-	-	-
Add: Bonus shares issued during the year	81,27,660	812.77	-	-
Outstanding at the end of the period	1,21,91,490	1,219.15	40,63,830	406.38

(b) Terms/ rights attached to equity shares

The company has one class of equity shares having par value of Rs.10/- per share. Each shareholder is eligible for one vote per share. 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 will be in proportion to the number of equity shares held by the shareholders.

During the year, the company issued fully paid-up bonus shares in the ratio of 2:1, two bonus shares for every one existing share held. The issuance was approved by the shareholders at the Annual General Meeting held on October 08, 2025. The bonus shares were capitalised from securities premium account.

(c) Details of shareholding more than 5% equity shares in the Company:

Name of the shareholder	March 31, 2026		March 31, 2025	
	Nos	% holding in the class	Nos	% holding in the class
Nitin K Shah	82,15,500	67.39%	27,38,500	67.39%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Disclosure of shareholding of promoters:

Disclosure of shareholding of promoters as at March 31, 2026 is as follows:

Disclosure of shareholding of promoters as at March 31, 2026 is as follows:					
Promoter name	Shares held by promoter				% change during the year
	As at March 31, 2026		As at March 31, 2025		
	No. of shares	% of total shares	No. of shares	% of total shares	
Nitin Keshavji Shah	82,15,500	67.39	27,38,500	67.39	-

Disclosure of shareholding of promoters as at March 31, 2025 is as follows:

Promoter name	Shares held by promoter				% change during the year
	As at March 31, 2025		As at March 31, 2024		
	No. of shares	% of total shares	No. of shares	% of total shares	
Jignesh Himatlal Shah	-	-	1,37,000	3.37	(3.37)
Nitin Keshavji Shah #	27,38,500	67.39	9,12,833	22.46	44.93
Dixit Manikchand Shah	-	-	3,47,000	8.54	(8.54)
Himatlal Panachand Shah	-	-	60,834	1.50	(1.50)
Champaben Himatlal Shah	-	-	25,000	0.62	(0.62)
Suryaben Manekchand Shah	-	-	60,000	1.48	(1.48)
Manekchand Panachand Shah	-	-	5,05,833	12.45	(12.45)
Shejal Jignesh Shah	-	-	75,000	1.85	(1.85)
Jakharia Synthetics Private Limited	-	-	6,15,000	15.13	(15.13)

Pursuant upon the family settlement, inter se transfer of shares have been effected amongst the family members and the re-classification of promoters has been noted with the stock exchange

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements
(Amount ₹ in lakhs, unless otherwise mentioned)

4 Reserves and surplus

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Securities Premium :		
Opening balance	2,109.39	2,109.39
Add : addition during the year	-	-
Less : bonus shares issue during the year	(812.77)	-
Closing balance	1,296.62	2,109.39
Capital Redemption Reserves :		
Opening balance	23.33	23.33
Add : addition during the year	-	-
Closing balance	23.33	23.33
Surplus/ (deficit) in the statement of profit and loss		
Opening balance	(323.56)	(650.95)
Profit/(Loss) for the year	334.08	327.39
Net surplus in the statement of profit and loss	10.51	(323.56)
	1,330.47	1,809.16

5 Long-term borrowings

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
A. Secured		
Vehicle loan from bank	73.87	10.47
Less : Current maturities of long term debt	(20.52)	(2.52)
(Amount disclosed under the head 'short-term borrowings' refer note no. 8)		
A.....	53.35	7.95

Secured Vehicle loans taken from Bank

Particulars	Truck Loan	Truck Loan
Name of the bank	ICICI	ICICI
Total number of instalments	35	35
Amount of equated monthly instalment	71,267	71,267
Rate of Interest (%)	8.90%	8.90%
Principle amount payable with in one year	7.24	7.24
Principal amount payable after one year	10.71	10.71
	17.96	17.96
Previous year	-	-

Particulars	Old Car Loan	New Car Loan
Name of the bank	HDFC	ICICI
Total number of instalments	60	84
Amount of equated monthly instalment	28,069	47,058
Rate of Interest (%)	9.10%	8.15%
Principle amount payable with in one year	2.76	3.27
Principal amount payable after one year	5.19	26.73
	7.95	30.00
Previous year	10.47	-

Security:

Primary:

*Vehicle loans are secured by way of hypothecation of specific vehicle.

B. Unsecured

From directors	-	545.08
From Body Corporates		
- Related	-	246.40

B.....
(A+B).....

-	791.48
53.35	799.43

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

6 Deferred-tax liabilities

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Deferred tax liabilities/(assets) (net)		
Depreciation	58.69	56.73
Provision for doubtful debts	(8.32)	(8.32)
MSME Creditors	(7.33)	(11.17)
	<u>43.04</u>	<u>37.24</u>

7 Long-term provisions

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Provision for gratuity (refer note no 2(i))	38.63	33.90
Interest Provision - MSME Creditors	7.50	5.35
	<u>46.13</u>	<u>39.25</u>

8 Short-term borrowings

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Secured		
Bank overdraft	466.28	-
<u>Current maturities of long term debts</u>		
Secured	20.52	2.52
	<u>486.80</u>	<u>2.52</u>

Security:Primary:

- First and exclusive charge by way of hypothecation on all existing and future receivables/ current assets of the borrower.

*Vehicle loans are secured by way of hypothecation of specific vehicle.

Collateral:Equitable mortgaged of :-

a. Plot No A/13, Tarapur MIDC, Tarapur Industrial area, Taluka Palghar, Dist. Thane, Maharashtra - 401504

b. Personal guarantee of following directors:

Nitin Keshavji Shah and Sejal Nitin Shah

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Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

9 Trade payables

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Creditors		
-for capital goods	10.72	63.78
-for raw material and others	1,120.20	1,075.68
-for expenses	49.27	43.60
	1,180.20	1,183.06

Trade payable ageing schedule as at 31st March, 2026

Particulars	Outstanding for following periods from date of invoice				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	967.64	0.59	0.07	-	968.31
(ii) Others	185.62	20.25	6.02	-	211.89
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade payable ageing schedule as at 31st March, 2025

Particulars	Outstanding for following periods from date of invoice				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	763.89	0.07	-	-	763.96
(ii) Others	405.61	13.50	-	-	419.10
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Micro, Small and Medium enterprises have been identified by the company on the basis of the information available.

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Dues remaining unpaid as at 31st March		
(a) Principal	968.31	763.96
Interest on the above	2.15	3.52
(b) Interest paid in terms of Section 16 of the act along with amount of payment made to the supplier beyond the appointed paid during the year		
Principal paid beyond the appointed date		
Interest paid in terms of Section 16 of the act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	-	-
(e) Amount of interest accrued and remaining unpaid as at 31st March	7.50	5.35

10 Other current liabilities

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Statutory dues payable	20.74	30.06
Salaries and wages payable	35.68	31.81
Other expenses payable	41.02	27.54
Other Payable	24.56	23.01
Interest accrued but not due on vehicle loans	2.80	0.07
	124.80	112.48

11 Short-term provisions

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Provision for gratuity (refer note no 2(i))	4.95	1.22
Provision for liability	99.14	99.14
	104.09	100.36

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements
(Amount ₹ in lakhs, unless otherwise mentioned)

12 Property, Plant and Equipment
As at March 31, 2026

	Gross Block				Accumulated Depreciation				Net Block	
	Value at the beginning 01.04.2025	Addition during the year	Disposal during the year	Value at the end of the period 31.03.2026	Value at the beginning 01.04.2025	Addition for the year	Disposal during the year	Value at the end of the period 31.03.2026	WDV as on 31.03.2026	WDV as on 31.03.2025
A. Tangible assets										
Leasehold Land	273.52	-	-	273.52	-	-	-	-	273.52	273.52
Factory Building	361.91	-	-	361.91	274.84	8.27	-	283.11	78.80	87.07
Building at Tarapur	300.88	-	-	300.88	157.63	6.98	-	164.60	136.27	143.25
Plant & Machinery	2,601.19	51.72	345.18	2,307.73	1,685.23	101.83	202.90	1,494.16	813.57	915.96
Computer	12.60	0.54	-	13.14	9.27	2.23	-	11.50	1.64	3.33
Office Equipment	66.37	6.08	-	72.45	57.25	4.82	-	62.08	10.37	9.11
Car	28.30	68.50	-	96.80	16.79	11.10	-	27.88	68.92	11.51
EPBAX System	0.53	-	-	0.53	0.44	0.01	-	0.45	0.08	0.09
Laboratory	27.09	-	-	27.09	24.36	0.62	-	24.99	2.10	2.73
Furniture	12.08	-	-	12.08	9.30	0.61	-	9.91	2.17	2.78
Electrical Goods	130.53	0.20	-	130.73	122.56	0.51	-	123.08	7.66	7.96
Total Property, Plant and Equipment	3,814.99	127.04	345.18	3,596.86	2,357.69	136.99	292.90	2,201.77	1,395.09	1,457.31
Intangible assets	-	-	-	-	-	-	-	-	-	-
Total Intangible assets	-	-	-	-	-	-	-	-	-	-
Total assets	3,814.99	127.04	345.18	3,596.86	2,357.69	136.99	292.90	2,201.77	1,395.09	1,457.31
As at March 31, 2025	4,068.79	348.03	601.83	3,814.99	2,508.52	139.60	350.44	2,357.69	1,457.31	1,500.27
Capital Work in Progress										
Cost		March 31, 2026	March 31, 2025							
		Amount in ₹	Amount in ₹							
Opening balance	-	-	-	-	-	-	-	-	-	-
Additions	49.65	49.65	-	-	-	-	-	-	-	-
Disposals/Capitalization	-	-	-	-	-	-	-	-	-	-
		<u>49.65</u>	<u>-</u>	<u>-</u>						
Ageing of CWIP as at 31st March 2026										
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total					
CWIP Plant & Machinery	49.65	-	-	-	49.65					
Ageing of CWIP as at 31st March 2025										
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total					
CWIP Plant & Machinery	-	-	-	-	-					

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

13 Non-current investments

	March 31,2026 Amount in ₹	March 31,2025 Amount in ₹
<u>Investment in equity instruments (unquoted)</u>		
Shares of NKGSB Co- Operative Bank	1.00	1.00
<u>Others</u>		
Tarapur Environment Protection	85.93	85.93
	86.93	86.93

14 Long-term loans and advances

	March 31,2026 Amount in ₹	March 31,2025 Amount in ₹
Balance with government authorities	649.81	528.75
Advance income-tax (net)	3.91	124.19
Others (refer note no 42(B))	543.58	972.29
	1,197.31	1,625.24

15 Other non-current assets

	March 31,2026 Amount in ₹	March 31,2025 Amount in ₹
<u>Other non-current assets</u>		
Security deposit	81.81	74.29
Deposits with banks (with original maturity period of more than 12 months)	142.14	19.96
(Note: Held under lien by Bank against bank guarantees issued in favour of company)		
	223.95	94.26

16 Inventories

	March 31,2026 Amount in ₹	March 31,2025 Amount in ₹
<u>Inventories</u>		
except otherwise stated		
<u>Raw material</u>		
- Dyes and chemicals	86.74	29.01
- Others	37.39	14.34
<u>Work in Progress</u>		
- Fabrics	58.17	30.41
<u>Finished Goods</u>		
- Fabrics	68.64	40.14
(As taken, certified and valued by the management)		
	250.93	113.89

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Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements
(Amount ₹ in lakhs, unless otherwise mentioned)

17 Trade receivables

	March 31,2026 Amount in ₹	March 31,2025 Amount in ₹
<u>Outstanding for a period exceeding six months from the date of Invoice</u>		
Secured, considered good	-	-
Unsecured, considered good	167.13	99.04
Doubtful	-	-
<u>Others</u>		
Secured, considered good	-	-
Unsecured, considered good	874.72	795.18
Doubtful	-	-
Less: provision for doubtful debts	(46.30)	(46.30)
	995.55	847.93

Trade Receivables ageing schedule as at 31st March, 2026

Particulars	Outstanding for following periods from the date of invoice					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	874.72	69.34	27.63	19.70	50.46	1,041.85
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	46.30	46.30

Trade Receivables ageing schedule as at 31st March, 2025

Particulars	Outstanding for following periods from the date of invoice					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	795.18	22.48	21.06	19.95	35.56	894.22
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	12.70	33.60	46.30

18 Cash and cash equivalents:

	March 31,2026 Amount in ₹	March 31,2025 Amount in ₹
Cash on hand	1.89	0.56
<u>Balance with banks</u>		
- In current accounts	4.88	59.29
- In fixed deposits	142.14	131.89
	148.91	191.74
Less:Deposits with banks (with original maturity period of more than 12 months)	(142.14)	(19.96)
	6.77	171.78

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements
(Amount ₹ in lakhs, unless otherwise mentioned)

19 Short-term loans and advances

	March 31,2026 Amount in ₹	March 31,2025 Amount in ₹
Unsecured and considered good		
Advance to employees	17.17	19.94
Loan to other body corporate	150.00	-
	167.17	19.94

20 Other current assets

	March 31,2026 Amount in ₹	March 31,2025 Amount in ₹
Unsecured and considered good		
Advance to suppliers	210.02	70.84
Prepaid expenses	4.66	1.77
	214.68	72.61

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Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements
(Amount ₹ in lakhs, unless otherwise mentioned)

21 Revenue from operations

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Sale of services		
Job work/sales	5,694.03	5,776.59
Sale of products		
Finished goods	725.77	495.85
	6,419.81	6,272.45
Details of finished goods		
Fabrics	725.77	495.85

22 Other income

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Interest income:		
Fixed deposit	8.39	7.90
Security deposit	6.62	0.35
Income tax refund	12.82	-
Sundry credit balance written back (net)	4.96	21.83
Dividend	0.07	0.07
Foreign exchange gain	1.09	0.12
Excess gratuity provision	-	105.01
Profit on sale of asset	3.97	13.77
	37.93	149.05

23 Cost of materials consumed

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Other materials		
Opening stock	43.34	70.77
Add: Purchases		
Coal and biomass	1,158.49	1,237.03
Dyes and chemicals	1,086.59	943.13
Finished goods	376.25	22.70
Grey fabric	306.49	428.89
Packing material	186.96	191.25
Stores and spares	111.17	176.84
Less : Discount on purchases	(11.74)	(14.60)
Less: Stock transferred (refer note no.42)	-	(275.29)
Less: Closing stock	(124.12)	(43.34)
	3,133.43	2,737.38

24 Changes in inventories of finished goods and work-in-progress

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Opening stock		
Work-in-progress	30.41	65.22
Finished goods	40.14	104.89
	70.55	170.11
Less: Closing stock		
Work-in-progress	58.17	30.41
Finished goods	68.64	40.14
	(56.25)	99.56

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

25 Employee benefits expense

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Salary and wages	565.38	678.98
Directors remuneration	144.00	167.00
Contribution to provident and other funds	14.75	13.32
Staff welfare	11.52	11.02
Gratuity (refer note no 2(i))	35.46	-
Others	1.22	2.04
	772.33	872.36

26 Depreciation and amortization expenses

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Depreciation	136.99	139.60
	136.99	139.60

27 Financial cost

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
Interest expenses	55.43	107.65
Others*	7.10	1.26
	62.53	108.90

* including bank charges, processing fees etc.

28 Other expenses

	March 31, 2026 Amount in ₹	March 31, 2025 Amount in ₹
<u>Manufacturing and service cost</u>		
Cash discount	0.76	1.89
Contractors expenses	799.76	751.89
Loading and unloading charges	80.22	57.43
Packing expenses	57.66	33.05
Power and fuel	482.87	502.48
Rent, rates and taxes	28.79	27.35
Repairs and maintenance	84.16	112.14
Pollution control and others testing charges	40.40	30.29
Water expenses	35.59	44.50
	1,610.21	1,561.03
<u>Administrative & Selling expenses</u>		
Brokerage	54.06	50.42
Security expenses	43.22	5.48
Computer expenses	4.46	4.52
Travelling, conveyance and petrol expenses	3.41	6.02
Courier charges	0.33	0.50
Donation	0.53	0.28
GST ineligible	0.20	3.97
Insurance	7.17	6.51
Interest on statutory dues	1.77	0.31
Share of loss from partnership firm	-	109.84
Motor car expenses	1.43	0.80
Penalty	0.66	0.81
Printing and stationery	7.88	8.27
Provision for doubtful debts	-	33.04
Professional fees	37.84	43.40
Sundry expenses	11.77	11.47
Telephone expenses	0.22	0.32
Transport charges	150.84	170.59
Payment to Auditors (Note no.30)	6.00	6.00
	331.79	462.55
	1,941.99	2,023.58

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements
(Amount ₹ in lakhs, unless otherwise mentioned)

29 Prior period expenses

	March 31, 2026	March 31, 2025
	Amount in ₹	Amount in ₹
Others	0.15	0.13
	0.15	0.13

30 Remuneration to Auditors:

	March 31, 2026	March 31, 2025
	Amount in ₹	Amount in ₹
Audit fees	4.00	4.00
Tax audit fees	2.00	2.00

31 Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

	March 31, 2026	March 31, 2025
	Amount in ₹	Amount in ₹
Profit/ (loss) after tax	334	327

	March 31, 2026	March 31, 2025
Weighted average number of equity shares in calculating basic EPS		
Equivalent weighted average number of equity shares at the end of the year	1,21,91,490	40,63,830
Diluted weighted average number of equity shares at the end of the year / period	1,21,91,490	40,63,830

Earnings Per Share

Basic EPS	2.74	8.06
Diluted	2.74	8.06

32 Employee benefit expenses:**a) Reconciliation of defined benefit obligation:**

	March 31, 2026	March 31, 2025
	Amount in ₹	Amount in ₹
Present value of DBO at start of year	35.12	149.27
Current Service Cost	7.39	7.25
Interest cost	2.46	10.79
Benefits paid	(27.00)	(9.14)
Actuarial Gain /(Loss) gain	25.61	(123.06)
Present value cost	43.58	35.12

b) Expenses recognised in Profit & Loss account

	March 31, 2026	March 31, 2025
	Amount in ₹	Amount in ₹
Current Service Cost	7.39	7.25
Interest cost	2.46	10.79
Benefits paid	-	-
Past service cost	-	-
Actuarial Gain /(Loss) gain	25.61	(123.06)
Present value cost	35.46	(105.01)

c) Net liability /(assets) recognised in Balance Sheet

	March 31, 2026	March 31, 2025
	Amount in ₹	Amount in ₹
Present value of DBO	43.58	35.12
Fair value of Plan Assets	-	-
Net Liability/ (Assets)	43.58	35.12
Less: Unrecognised Past Service Cost	-	-
Liability /(assets) recognised in Balance Sheet	43.58	35.12
of which Short Term Provision	4.95	1.22

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

33 Related party disclosures:**(a) Names of related parties and related party relationship**

Name of the Party	Description of Relationship
M/s. Jakharia Synthetics Private Limited	Enterprise over which directors have significant influence.
M/s. Jakharia Industries	Enterprise over which directors have significant influence.
M/s. Dixit Processors	Enterprise over which directors have significant influence.
M/s. KKP Fashion Private Limited	Enterprise over which directors have significant influence.
M/s. Jakharia Processors LLP	Enterprise over which directors have significant influence.
M/s Viscot Rayons	Enterprise over which directors have significant influence.

Key managerial personnel

Mr. Nitin Shah	Managing Director
Mrs. Sejal Shah	Executive Director from 25.04.2024
Mr. Himmatlal Shah	Whole Time Director till 05.09.2024
Mr. Jignesh Shah	Director till 05.09.2024
Mr. Dixit Shah	Whole Time Director till 05.09.2024
Mr. Manekchand Shah	Whole Time Director till 05.09.2024
Mr. Mukul Jayantilal Vora	Independent Director
Mr. Jawahar Desai	Independent Director
Mr. Ronak Mistry	Additional Independent Director from 01.05.2025
Mr. Ajitsingh Ghorpade	Independent Director till 01.05.2025
Mr. Manoj Tiwari	Chief Financial Officer
Mr. Vijay Thakkar	Company Secretary till 06.08.2024
Mr. Bhavin Waghela	Company Secretary from 10.08.2024

(b) Related party transaction

(i) The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

	Nature of Transaction	March 31,2026 Amount in ₹	March 31,2025 Amount in ₹
M/s. Jakharia Industries (refer note no. 42)	Investments	-	(1,247.29)
M/s. Jakharia Industries (refer note no. 42)	Loan Given	-	1,247.29
M/s. Jakharia Industries (refer note no. 42)	Loan repaid	428.71	275.00
M/s. Jakharia Processors LLP	Loan Received	-	23.05
M/s. Jakharia Processors LLP (refer note no. 42)	Business Transfer	-	231.50
M/s. KKP Fashion Private Limited	Loan Received	334.23	775.00
M/s. KKP Fashion Private Limited	Loan repaid	580.64	563.10
M/s. KKP Fashion Private Limited	Business Advance	210.02	-
M/s. KKP Fashion Private Limited	Interest on loan taken	2.31	16.96
M/s. KKP Fashion Private Limited	Sales	7.10	31.23
M/s. Viscot Rayons	Purchase	4.70	33.37
Mr. Nitin Shah	Loan received	234.12	942.00
Mr. Nitin Shah	Loan repaid	719.00	953.17
Mr. Nitin Shah	Interest on loan taken	14.46	62.80
Mrs. Sejal N Shah	Loan received	10.00	79.50
Mrs. Sejal N Shah	Loan repaid	85.13	6.54
Mrs. Sejal Shah	Interest on loan taken	2.14	0.27
Mr. Dixit Shah	Loan received	-	166.63
Mr. Dixit Shah	Loan repaid	-	510.11
Mr. Dixit Shah	Interest on loan taken	-	14.50
Mr. Manekchand Shah	Loan repaid	-	147.34
Mr. Manekchand Shah	Interest on loan taken	-	6.93
Mrs. Rinkal D Shah	Loan repaid	-	65.68

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

(ii) Remuneration to key managerial personnel:

	March 31,2026	March 31,2025
	Amount in ₹	Amount in ₹
Mr. Dixit Shah	-	18.00
Mr. Manekchand Shah	-	6.00
Mr. Nitin Shah	81.00	80.00
Mrs. Sejal Shah	63.00	63.00
Mr. Manoj Tiwari	7.79	7.75
Mr. Vijay Thakkar	-	0.68
Mr. Bhavin Waghela	4.20	2.80
Mr. Ronak Mistry	1.44	-

(iii) Outstanding balances

Name of the Party	March 31,2026	March 31,2025
	Amount in ₹	Amount in ₹
(a) Receivables		
KKP Fashion Private Limited	3.30	-
(b) Payables		
KKP Fashion Private Limited	-	1.70
Jakharia Processors LLP	24.56	23.01
Viscot Rayons	20.83	36.79
(c) Unsecured Loan		
Mr. Nitin Shah	-	481.94
Mrs. Sejal N Shah	-	73.21
KKP Fashion Private Limited	-	246.40
(d) Business Advance		
KKP Fashion Private Limited	210.02	-
(e) Loans and advances		
Mr. Manoj Tiwari	4.00	4.00
M/s. Jakharia Industries (refer note no.42)	543.58	972.29

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Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements
(Amount ₹ in lakhs, unless otherwise mentioned)

34 Foreign currency balance:

	March 31,2026	March 31,2025
	Amount in ₹	Amount in ₹
Receivable	15.54	14.45

35 Contingent liabilities:

(To the extent not provided for)

	March 31,2026	March 31,2025
	Amount in ₹	Amount in ₹
Disputed Income-tax	3.33	4.80
Bank guarantee	95.92	95.92
	99.25	100.72

36 Corporate Social Responsibility (CSR):

As per section 135 of the Companies Act 2013 along with the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with DPS guidelines no. F.No. 15 (13)/2013-DPE(GM), the Company is required to spend, in every financial year, at least two percent of the average net profits of the Company during the three immediately preceding financial years in accordance with its CSR Policy. During the period under review, the company did not meet this criteria and therefore was not required to spend any amount towards CSR activity.

Particulars	March 31,2026	March 31,2025
	Amount in ₹	Amount in ₹
a. Amount required to be spent by the company during the year	Nil	Nil
b. Amount of expenditure incurred on :		
i. Construction/acquisition of any assets	-	-
ii. On purpose other than (i) above	-	-
c. Shortfall at the end of the year	-	-
d. Total of previous years shortfall	-	-
e. Reason for shortfall	NA	NA
f. Nature of CSR activities	NA	NA
g. Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	NA	NA

- 37** The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company uses accounting software (Tally Prime Edit Log) for maintaining its books of account which have a feature of recording audit trail (edit log) facility. The company uses Trac ERP software for recording of inventory. With regard to the tally prime edit log, the audit trail (edit log) facility has been operational throughout the year for all relevant transactions recorded in the accounting software. However, in Trac ERP software which is used for maintaining inventory records the audit trail (edit log) facility has not been operational throughout the period under audit.

- 38** Penalty amounting to INR 251.54 lakhs has been levied by NGT for alleged violation of environmental norms by the Company at its factory located at Tarapur MIDC. As per the directions of the Honourable Supreme Court dated December 14, 2020, the Company has deposited 30% of the penalty amounting to INR 75.46 lakhs which was disclosed as recoverable advance in financial year 2020-21. The order of penalty was stayed by the Honourable Supreme Court and has directed to hear the case afresh by giving opportunity to the concerned parties. Pursuant to the directions of the Honourable Supreme Court dated December 14, 2020, National Green Tribunal had reheard the matter and vide its direction dated January 24, 2022 had reduced the portion of compensation attributable to the company for alleged violations of environmental norms of manufacturers at Tarapur MIDC to an amount of of Rs.98.88 lakhs from Rs.251.51 lakhs. In view of the same the company has debited penalty amounting to INR 98.88 lakhs in the financial year 2021-22.

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

39 Returns filed with banks with respect to working capital facilities availed by

The working capital has been paid off during the year under review.

40 Key Ratios

Ratio	Numerator	Denominator	March 31,2026	March 31,2025	% Variance	Reason for variance
(a) Current Ratio	Total Current Assets	Total Current Liabilities	0.86	0.88	1.64	
(b) Debt-Equity Ratio	Total Borrowing	Total Equity	0.21	0.36	41.47	Reduced because of repayment of borrowing.
(c) Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after taxes + Noncash operating expenses + Interest + Other non-cash	Debt service = Interest and lease payments + Principal repayments	5.02	5.52	0.09	Ratio increase on account of increased earning in the current year.
(d) Return on Equity Ratio	Profit for the period less Preference dividend (if any)	Average total equity	0.14	0.16	12.12	Improvement in profitability ratio.
(e) Inventory Turnover Ratio	Cost of goods sold = Cost material Consumed + Purchases of stock in trade + Change in inventories of Finished Goods, Work in progress and Stock in trade	Average Stock	16.87	15.99	(5.48)	Ratio has improved as there is increase in revenue over previous year.
(f) Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	6.96	6.43	8.33	due to increase in revenue.
(g) Trade Payables Turnover Ratio	Net purchase = Purchase of Stock in trade + Purchase of Raw Material	Average Trade Payables	1.49	1.97	(24.13)	due to year end purchase.
(h) Net Capital Turnover Ratio	Revenue from Operations	Working Capital = Total Current Asset - Total Current Liabilities	(24.62)	(36.41)	32.39	due to increase in revenue & current liabilities
(i) Net Profit Ratio	Profit for the period	Revenue from Operations	0.0520	0.0522	0.30	Net profit margin of current year is better than previous year due to higher sales.
(j) Return on Capital Employed	Earning before finance cost and tax	Capital employed = Tangible Net worth + Total Borrowings + Deferred Tax Liabilities(if any)	0.17	0.18	5.86	Improvement in profitability ratio.

41 On October 09, 2025, the Company had allotted 81,27,660 bonus equity shares of Rs.10/- each (fully paid up) in the proportion of 2 bonus equity shares for every 1 fully paid up equity share to eligible shareholders whose names appear in the Register of Members/ Register of Beneficial Owner as on October 08, 2025 being the record date fixed for this purpose, in accordance with approval received from the Members by way of e-voting, result of which was declared on November, 14, 2025. The said bonus equity shares rank pari passu in all respects with existing equity shares of the Company. As a result of the bonus issue, the paid-up capital of the Company increased to Rs.12.19 crores from 4.06 crores. The paid-up capital on account of bonus issue of Rs.8.13 crores has been appropriated from securities premium.

The Company increased its Authorised Share Capital to Rs.13 crores (Rupees Thirteen crores only) consisting of 1.30 crores equity shares of Rs.10/- each and consequently, Clause V of the Memorandum of Association of the Company stands altered.

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

42 During the financial year 2024-2025, in order to give effect to the oral family understanding of July 2022, the members of the promoter/family of Jakharia group entered into a family settlement to amicably restructure their respective shareholdings, business interests, and control rights across various entities within the Group. The arrangement was executed through mutual consent, to avoid any likely dispute or litigation, and was formalized via a written memorandum of family arrangement dated 30-06-2024. The understandings as emanating from the family arrangement were as under:

- a. The family arrangement separated and compartmentalised the ownership, management and control of different "Jakharia group entities" and distribute the same amongst the three groups defined therein comprising of "Jignesh group", "Nitin group" and "Dixit group".
- b. The ownership, management and control of the Saravali unit of the company shall be with Dixit group.
- c. The ownership, management and control of M/s Jakharia Industries and Jakharia Synthetic Pvt Ltd shall be with Jignesh Group consequent upon this, the company shall retire from the firm M/s Jakharia Industries in which it was partner.
- d. The brand name "Jakharia" can be used by all the groups.
- e. The promoted group has since been reclassified the inter se transfer of shares have been effected amongst the family members such as to align in line with the family settlement arrangement.

The implementation of family settlement involved transaction to give effect to the same, major transactions inter alia which have impact on the financial statement are below:

(A) Hive-off of Saravali Unit

- The Saravali Unit of the Company, engaged in processing of grey fabrics, was hived off in favour of Jakharia Processors LLP.
- In terms of the Family Settlement, all assets and liabilities pertaining to the Saravali Unit, including plant and machinery, inventories, receivables, payables, employees, and related operational obligations, were transferred as on 30th June 2024 at their respective book values.
- Operations of the Saravali Unit have been included in the Company's financial statements only up to 30th June 2024. Subsequent to that, the Company has no continuing involvement in the said Unit.

(B) Retirement from Partnership Firm

- The Company was a partner in Jakharia Industries with 65% share of profits. Under the Family Settlement, the Company has retired from the said firm with effect from 30.06.2024.
- The capital balance of ₹ 12,47,29,461 standing to the credit of the Company in the books of the Firm were settled as per the terms of the agreement, without any dispute.
- No goodwill has been recognised or received by the Company in respect of its retirement, as the transaction was affected as part of the overall family arrangement.

(C) Consideration and Settlement Terms

- Both the hive-off of the Unit and the retirement from the Partnership Firm were affected at book values.
- The transfers were in the nature of family realignment and therefore no monetary consideration or gain/loss has been recorded.
- Adjustments have been made in the Company's books against investments, capital accounts, and reserves as per the settlement.

(D) Accounting Treatment

- The above transactions have been accounted for at book values, in line with the principle that a bona fide family settlement does not constitute a commercial transfer.
- Accordingly, no profit or loss has been recognised in the Statement of Profit and Loss.

(E) Impact on Financial Statements

- Revenue and expenses relating to the hived-off Unit are reflected only up to 30.06.2024.
- Post hive-off and retirement, the Company's financial statements reflect only the continuing business operations.
- There is no material impact on the going concern status of the Company.

Jakharia Fabric Limited
CIN : L17200MH2007PLC171939

Notes forming part of financial statements

(Amount ₹ in lakhs, unless otherwise mentioned)

43 Other Statutory Information :

- (i) The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
 - (ii) The company do not have any transactions with companies struck off.
 - (iii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
 - (iv) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
 - (v) The Company has not declared wilful defaulter by any bank or financial institution or Government or Government Authority.
 - (vi) There is no income surrendered or disclosed as income during the current or previous year in the tax assessment under Income Tax Act, 1961 that has not been recorded in the books of accounts.
 - (vii) There are no other significant events which have occurred after the reporting period.
- 44 As per the information available with the Company, there are Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of Principal and Interest. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.
- 45 The Company operates in a single reportable business segment, which is textile processing and related activity. Further, the Company operates primarily in India and there is no other significant geographical segment. Accordingly, no significant information has been submitted as a part of these financial statements.

46 Previous year figures :

Previous year figures have been regrouped and recast wherever necessary to make them comparable.

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For V J Shah & Co.**Chartered Accountants****ICAI firm registration number : 109823W****For and on behalf of the Board of Directors of****Jakharia Fabric Limited****CIN : L17200MH2007PLC171939**

Sd/-

Chintan V Shah**Partner****Membership number : 164370**

Sd/-

Nitin Shah**Director****[DIN: 01869318]**

Sd/-

Sejal Shah**Director****[DIN:09519451]**

Sd/-

Manoj Tiwari**Chief Financial Officer**

Sd/-

Bhavin Wagela**Company Secretary****M No. A46806****Place: Mumbai****Date: 30th May, 2026****Place: Tarapur****Date: 30th May, 2026**

JAKHARIA FABRIC LIMITED
Notes forming part of Financial Statements

Note 1: Corporate Information:

Jakharia Fabric Limited (JFL) is a public company and incorporated in India under the provisions of Companies Act, 1956 and its shares are listed on the SME platform (NSE Emerge) of the National Stock Exchange of India. The company is engaged in the business of dyeing and processing of fabrics on job work basis for other textile companies as well as for own manufacturing product lines.

The Financial Statement of the company for the year ended 31st March 2026, were approved by the board of directors and authorized for issue on 30th May 2026.

Note 2: Significant Accounting Policies:

a) Basis of preparation and presentation:

The Financial Statements of the company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respect with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

As per MCA notification dated 16 February 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI(Issue of capital and Disclosure Requirements) Regulations, 2009, are exempted from compulsory requirement of adoption of IND-AS, as the company is covered under the exempted category, it has not adopted IND-AS for preparation of financial results.

b) Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c) Current/Non -Current Classification:

All assets & liabilities are presented as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in Schedule III of Companies Act, 2013. Based on nature of business, the company has ascertained its operating cycle as 12 months for the purpose of Current/Non-Current classification of assets and liabilities.

d) Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost includes expenses related to acquisition, installation of the concerned assets and any attributable cost of bringing the asset to the condition for the intended use. Borrowing costs attributable to the acquisition or construction of a qualifying asset are also capitalized as a part of the cost of the asset.

Depreciation on Property, Plant and Equipment:

Depreciation on Property, Plant and Equipment is calculated on a written down value basis using the rates arrived at based on the useful lives estimated by the management. The estimated useful life of the assets is as under:

Particulars	Useful Lives of the Assets estimated by the management (years)
Factory Building	30
Building	60
Plant & Machinery*	25
Electrical & Fitting	10
Furniture & Fixtures	10
Vehicles	8
Computers	3
Air Conditioner	5
Laboratory	10
Office Equipment	5

*For this class of assets, based on internal technical assessment and past experience, the Management believes that the useful life as given above, best represent the period over which the Management expects the use of the assets. The useful lives of these assets are different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

De-recognition:

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

e) Impairment:

The carrying amounts of the Company's Property Plant and Equipment and intangible assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amounts are estimated in order to determine the extent of impairment loss, if any. An impairment loss is recognized whenever the carrying amount of an assets or its Cash Generating Unit (CGU) exceeds its recoverable amount. The impairment loss, if any, is recognized in the Statement of Profit and Loss in the period in which impairment takes place.

Recoverable amount is higher of an asset's fair value less cost to sell and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For calculating present value, future cash flows are discounted using a pre-tax discount rate that reflects current market rates and the risk specific to the assets. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Where an impairment loss subsequently reverses, the carrying amount of that asset is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized for the asset in prior accounting periods.

f) Inventories:

Inventories are carried at lower of cost and net realizable value. Cost is ascertained on first-in-first out basis. The cost includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realizable value is the estimated selling prices in the ordinary course of business less estimated cost necessary to make the sale.

g) Borrowing Cost:

All borrowing costs are expensed in the period they are incurred. Borrowing cost includes interest and ancillary costs incurred in connection with the arrangement of borrowing.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

h) Revenue recognition:

Revenue from services rendered is recognized on the basis of completion of job and dispatch thereof to customers or on sale of products. Revenue is recognized on sale of products when no significant uncertainty as to its determination or realization exists.

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

i) Employee benefits:

Employee benefits are recognized in accordance with Accounting Standard (AS) 15, *Employee Benefits*. Short-term employee benefits, including salaries, wages, bonus, leave encashment (where applicable), employer's contribution to provident fund and other statutory contributions, are recognized as an expense in the Statement of Profit and Loss in the period in which the related services are rendered. Contributions to defined contribution plans are charged to the Statement of Profit and Loss as and when they become due. The liability for defined benefit obligations, wherever applicable, is determined based on an actuarial valuation using the Projected Unit Credit Method at the reporting date. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. Employee benefit obligations are accounted for in accordance with the applicable provisions of AS 15 and the relevant labour laws, including the provisions of the New Labour Codes

j) Foreign currency translation:**i. Initial recognition:**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the standard exchange rate determined at the transaction date.

ii. Conversion:

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences:

The Company accounts for exchange differences arising on translation/ settlement of foreign currency monetary items as below:

- 1) Exchange differences arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.
- 2) All other exchange differences are recognized as income or as expenses in the period in which they arise.

k) Taxes on Income:

Current Tax: Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred Tax: Deferred tax is measured on based on the tax rate and tax laws enacted or substantially enacted at the balance date. Deferred tax assets are recognized only if there is reasonable/virtual certainty that they will be realized.

l) Provision & Contingencies:

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

m) Earnings Per Share:

Basic The basic earnings per share is computed by dividing the net profit or loss attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) and the weighted average number of equity shares outstanding during the year are adjusted for effects of all dilutive potential equity shares, except where the results are anti-dilutive. The number of shares and potentially dilutive equity shares are adjusted for share splits and bonus shares issued including for changes effected prior to the approval of the financial statements by the Board of Directors

n) Cash and cash equivalents:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

NOTICE OF THE 19TH ANNUAL GENERAL MEETING

To,

The Members of

JAKHARIA FABRIC LIMITED

(CIN: L17200MH2007PLC171939)

Registered Office Plot no. A-13, MIDC Tarapur,
Boisar, Palghar – 401506, Maharashtra

Notice is hereby given that the **19th Annual General Meeting** of the members of **JAKHARIA FABRIC LIMITED** will be held on **Wednesday, 30TH September, 2026 at 4.00 P.M.** through Video Conference (VC) / other Audio Visual means (OAVM) facility to transact with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the year 2025-26 ended 31st March 2026, comprising of the Balance Sheet as at 31st March 2026, Statement of Profit & Loss and Statement of Cash Flow for the year 2025-26 ended 31st March 2026, together with the Report of the Statutory Auditors and Board's Report thereon.

2. To re-appoint **Mr. Nitin K. Shah (DIN: 01869318)** Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

NOTES:

1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), is not required in respect of the business under above Items. The relevant details of the Director seeking reappointment under Item No. 2, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, is provided in **Annexure A** of this Notice.

2) In terms of Ministry of Corporate Affairs ('MCA') in continuation to its previous General Circulars No. 20/2020 dated 5th May, 2020, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September 2025 ('MCA Circulars') and in compliance with the provisions of the Act and with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

3) In terms of the MCA Circulars, the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.

4) The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

5) In line with the MCA Circulars and SEBI Circular, the notice of the AGM along with the Annual Report are being sent only by electronic mode to those Members whose e mail addresses are registered with the Company/Depositories.

Members may please note that this Notice and Annual Report will also be available on the Company's website www.jakhariafabric.com website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and also on the website of the RTA at <https://ivote.bigshareonline.com/> current-events.

- 6) Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility at 30 minutes after the scheduled time to start the AGM.
- 7) Members may note that the VC/OAVM facility, provided by NSDL, allows participation of 1,000 Members on a first come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Investors, Directors, Institutional Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first come-first-serve principle.
- 8) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is providing remote e- Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members

participating in the AGM to cast vote through e-Voting system during the AGM.

- 9) The Register of Members and Share transfer Books of the Company will remain closed **from Wednesday 23rd September, 2026 to Wednesday 30th September, 2026** (both days inclusive).

a) Members are requested to:

- (i) Send all share transfer lodgements (Physical mode) / correspondence to the Registrar and Share Transfer Agent up to the record date.
- (ii) Write to the Compliance Officer of the Company for their queries or if desirous of obtaining any information, concerning the accounts and operations of the Company, at the Company's Registered Office at least seven days before the date of the Annual General Meeting in order to enable the management to keep the information ready at the meeting.
- (iii) The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R&TA.
- (iv) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Mis. Bigshare Services Private Limited in case

- the shares are held by them in physical form.
- (v) Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
 - (vi) Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/ Beneficial Holders will be entitled to vote.
- b)** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares R&TA at their abovementioned address. Annual Report is also available on the Company's website at <https://www.jakhariafabric.com/investor-relationship>. and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Bigshare Services Private Limited for assistance in this regard.
- c)** As per Sections 101, 136 and other applicable provisions of the Companies Act, 2013, read with the Rules made there under and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to Annual Reports to its Members through electronic mode at their registered e-mail

addresses. The Company believes in green initiative and is concerned about the environment. Hence, Annual Report including inter alia the Report of the Board of Directors, Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, notice of this AGM, instructions for e-voting, etc. is being sent by electronic mode to all Members whose addresses are registered with Company/ R&TA/ depositories.

- d)** To support "Green initiative", Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's R&TA at their abovementioned address. Annual Report is also available on the Company's website at <https://www.jakhariafabric.com/investor-relationship>.
- e)** Our Company's shares are tradable compulsorily in electronic form and through Bigshare Services Pvt. Ltd., Registrars and Share Transfer Agents; we have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company's shares under the Depository system is INE00N401018. As on 31st March, 2026, 99.02% of our company's shares were held in dematerialized form and the rest are in physical form. To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with the respective Depository Participants.

- f) In view of the Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. Physical as well as Demat, the Company has already appointed M/s. Bigshare Services Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfers i.e. Physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below:

BIGSHARE SERVICES PVT. LTD.

Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400 093.

- g) The Company was not having any pending unclaimed dividend to be transferred to Investor Education and Protection Fund (IEPF) in Pursuant to the provisions of Section 125 of the Companies Act, 2013.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- ❖ The voting period begins on Saturday, 26th September, 2026 (9:00 am IST) and will end on Tuesday, 29th September, 2026 (5:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) Wednesday, 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ❖ Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- ❖ Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated**

09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

1. Pursuant to above said SEBI Circular,
Login method for e-Voting and joining
virtual meetings for Individual

shareholders holding securities in Demat
mode is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.

- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VOTE NOW**” “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are

otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

By order of the Board
For Jakharia Fabric Limited
Sd/-
Bhavin Waghela
Company Secretary
Date: 05.09.2026

Registered Office:
Plot no. A-13, MIDC Tarapur, Boisar, Palghar –
401506, Maharashtra.
Email: info@jakhariafabric.com

‘Annexure A to Notice of AGM’

Details of director seeking re-appointment & appointment pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, issued by ICSI are as under:

Re-appointment of Directors, liable to retire by rotation:

Name of the Director	Mr. Nitin Keshavji Shah
Director Identification No.	01869318
Qualification	B. Com. from Mumbai University and Diploma in Textile Weaving Technology from Samsira Institute
Experience (including expertise in specific functional areas) / Brief Resume	He has been the main guiding force behind the growth and business strategy of Company. He is into the Textile Business since the year 1995. He has experience of two decades in the field of Textile Weaving. He holds a good command over the Technicalities and the production Processes.
Terms and Conditions of Re- appointment	Director liable to retire by rotation
Remuneration proposed to be paid (including sitting fees if any) and remuneration last drawn	Mr. Nitin Keshavji Shah will be entitled to a remuneration as approved by the board of directors.
Date of first appointment on the Board	14/11/2022
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	Holding 82,15,500 Equity Shares (67.39%) in the company
Relationship with other Directors / Key Managerial Personnel	Mr. Nitin K. Shah is spouse of Mrs. Sejal Nitin Shah, Director of the Company and directly and / or indirectly related to the promoter of the Company.
Number of meetings of the Board attended during the financial year	7 (Seven)
Directorships held in other companies including listed companies	1. K.K.P FASHIONS PRIVATE LIMITED – Director 2. JAKHARIA FABRIC LIMITED – Managing Director 3. TRANSCON ABODE LLP – Designated Partner
Directorships in listed entities from which the director has resigned in the past three years	Nil
Membership / Chairmanship of the Committees of the Board of other entities	1. Audit Committee – Member 2. Corporate Social Responsibility Committee - Member