ENCOMPASS

ENCOMPASS DESIGN INDIA LIMITED
(Formerly known as Encompass Design India Private Limited) | CIN: L74210MH2010PLC200672

NSE EMERGE LISTED SYMBOL: ENCOMPAS

ANNUAL REPORT 2025–26

Building Brands For The Affluent and Next Gen India

A multi-brand consumer company currently scaling premium food, home & lifestyle propositions on a single shared operating and manufacturing spine.

REPORT ARCHITECTURE

Contents

Structured strictly in accordance with statutory filings and Point 10 Financial Statements package.

FORWARD-LOOKING STATEMENT

Certain statements in this Annual Report of Encompass Design India Limited ("Company") may constitute "forward-looking statements" relating to its future plans, strategies, growth prospects and performance. These statements are based on the Company's current expectations and assumptions and are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially.

Words such as "expects", "intends", "plans", "believes", "estimates", "anticipates", "aims" and similar expressions identify certain forward-looking statements. The Company does not undertake any obligation to publicly update or revise these statements to reflect subsequent events or developments, except as required under applicable laws and regulations.

STRATEGIC FOUNDATION

A Multi-Brand Consumer Company focused on Affluent and Next Gen India.

Encompass Design India Limited combines consumer insights, in-house product development, manufacturing, and multi-channel distribution to capture the compounding premium consumption wave.

PORTFOLIO FOCUS

Home, Food & Living

OPERATING SPINE

Central Operations & Tech

OPERATING MODEL

Built for Discretionary and Premium Living

EDIL responds to structural shifts in Indian consumption towards premiumisation and elevated living by building differentiated brands with pricing power.

Focused Brands

PREMIUM PORTFOLIO

Stoa Paris, QuirkLoom & Small Batch.

100% Owned

MANUFACTURING FACILITY

Centralised cutting, stitching & finishing; Small Batch chef-crafted in kitchens, factory-free.

Multi-Brand Architecture: Independent brand personas meeting specific consumer needs across sleep wellness, bold fashion and pop-culture décor, convenience, and gourmet culinary dining.

Integrated Operating Execution: Seamless continuity from raw fabric sourcing to in-house cutting, automated packing, D2C logistics, and marketplace warehousing; Small Batch recipes are chef-developed and produced in specialist partner kitchens.

Digital-First Velocity: Proprietary data analytics, marketplace algorithmic optimisation, and fast iterative drops ensuring minimum inventory obsolescence.

15-YEAR HERITAGE

From Idea to Public Markets

2010 **Mumbai Fabric Roots:** Incorporated as a specialised fabric trading enterprise in Mumbai, establishing supplier relationships across key Indian textile clusters.

2017 **E-Commerce Services Arm:** Scaled digital commerce operations, managing end-to-end cataloguing, performance marketing, and fulfillment for home decor clients.

2021 **House of Brands Launch:** Launched flagship luxury bedding brand Stoa Paris (featuring Ultra Satin™), followed by youth culture label QuirkLoom and gourmet food brand Small Batch.

2025 **NSE SME Public Listing:** Converted to Public Limited in March 2025; successfully raised ₹40.21 Cr on NSE Emerge in December 2025 (+90% listing day gain).

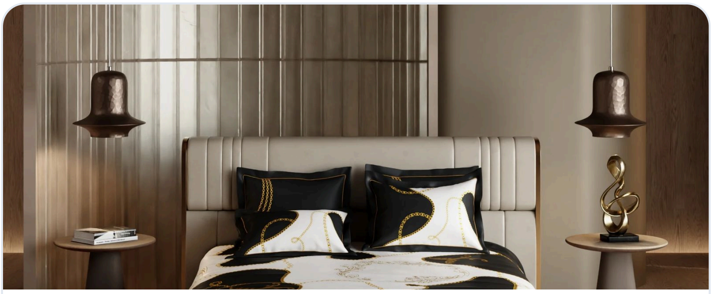
IN-HOUSE BHIWANDI HUB (THANE) & PARTNER KITCHENS

Centralised cutting, stitching, quality inspection, and finishing for home textiles. Small Batch is chef-crafted in specialist partner kitchens — factory-free by design. Protects product differentiation, maintains margin discipline, and accelerates fast-turn seasonal drops.

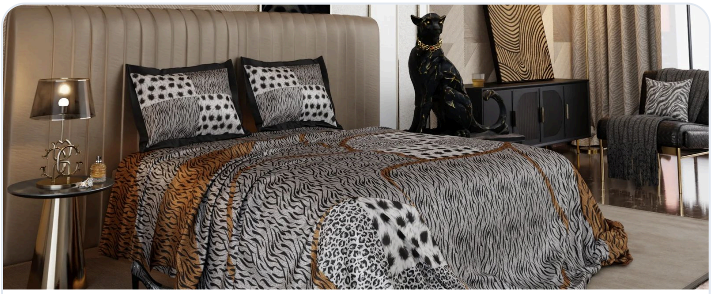
PREMIUM BOLD FASHION BED LINEN

Stoa Paris

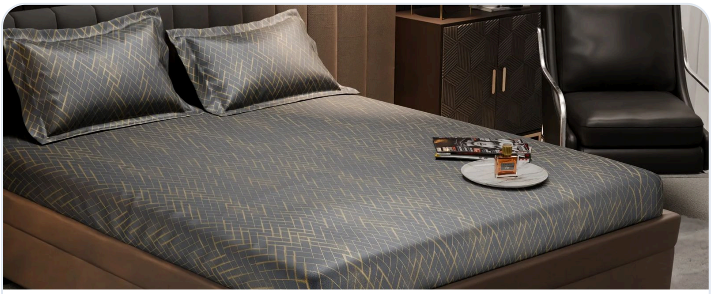
Flagship luxury home textiles brand engineered around skin and hair sleep wellness and designed for bold fashion aesthetics. Formulated with proprietary Ultra Satin™ technology that reduces friction during sleep, with bold fashionable designs, commanding premium price points and exceptional repeat purchase rates.



Fashion Finale Bedsheet Set
Ultra Satin™ · Baroque Collection · Bold Sculptural Aesthetic



Primal Elegance Bedsheet Set
Enriched Cotton · Untamed Collection · Natural Breathability

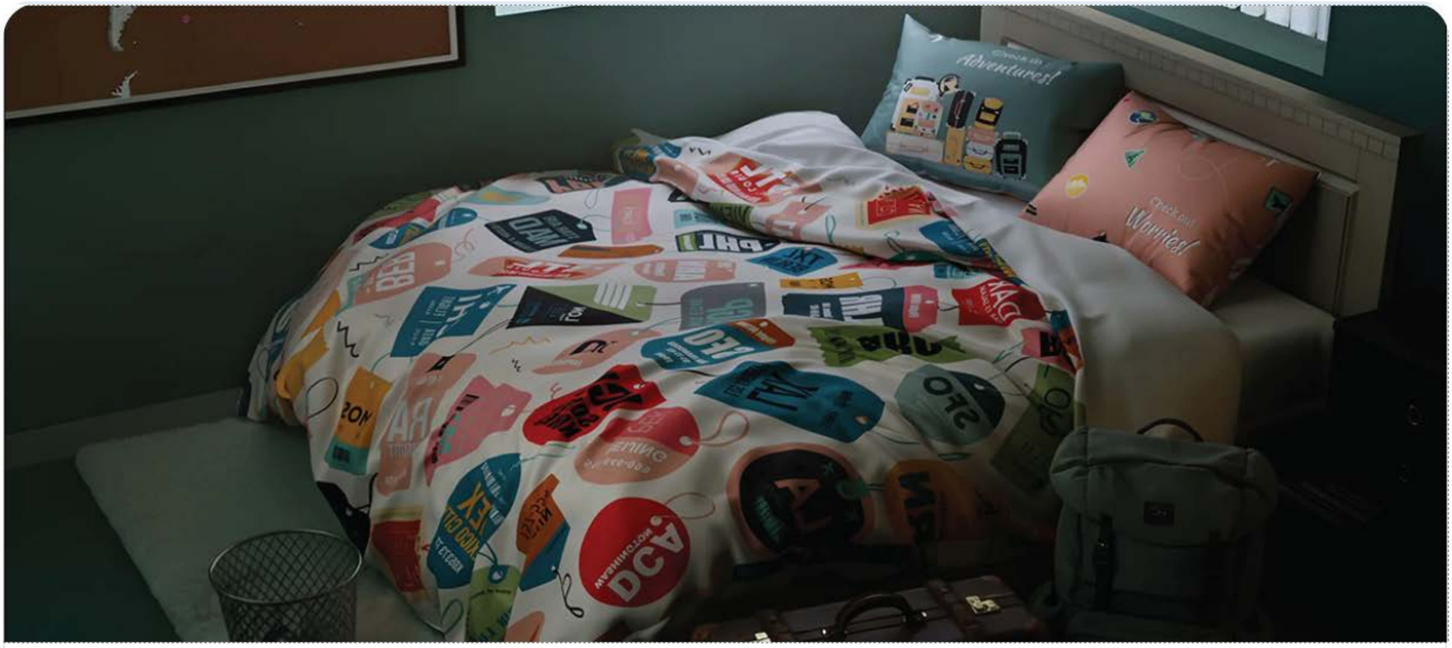


Twilight in Saint-Tropez
Ultra Satin™ Fitted Sheet · Skin & Hair Sleep Wellness

Baroque Collection
Campaign featuring Karan Johar

Channels: stoaparis.com, Amazon, Myntra, and leading high-street retail stores

Storefront: stoaparis.com



CULTURE & STATEMENT LIVING

QuirkLoom

Contemporary home textiles engineered for Gen-Z and millennial homeowners. Translates music, sports, travel, and regional pop-culture into expressive bed linens and throws via rapid agile drops produced at Bhiwandi.

PyJAM Session

Pop-Culture Statement Bed Linen

Slam Dunk Series

Athletic Fandom Graphic Accent

Anime & Pop Culture Bedsheet

Bold Youth Living · Microfibre Statement Bedding

Abstract Maximalist Bed Linen

Curated Statement Accent Living & Pop Décor

Channels: quirkloom.com, Marketplaces, Gifting

Storefront: quirkloom.com

CHEF-CRAFTED CONDIMENTS

Small Batch

Clean-label gourmet culinary brand offering slow-confit cooking sauces, artisanal dips, and chili marinades. Recipes developed by professional chefs without preservatives or artificial stabilisers, and produced in specialised partner kitchens.

Roasted Garlic & Basil
Slow-Simmered Marinara Sauce

Aglio e Olio Confit
Extra Virgin Olive Oil & Herb Infusion

Fiery Roasted Red Pepper
Slow-Simmered Arrabbiata Sauce

Truffle-Infused Chilli Oil
Artisanal Crispy Chilli & Dark Truffle

Channels: smallbatch.co.in, Quick Commerce, Modern Trade

Storefront: smallbatch.co.in

MACRO HEADWINDS TO TAILWINDS

Home & Living Opportunity in India

India's Home & Living and Gourmet Food sectors are being driven by rapidly rising aspirations, growing disposable incomes, nuclear household formation, and a sharper consumer focus on elevated living.

CHANNEL ARCHITECTURE

Our Multi-Channel Distribution Model

CHANNEL	ROLE IN OUR GROWTH MODEL
D2C Platforms	Direct consumer engagement, stronger brand experience and access to first-party consumer insights.
Marketplaces	Wider reach, consumer discovery and scalable sales across established digital platforms (Amazon, Myntra).
Quick Commerce	Convenience-led access and increased visibility for relevant, high-frequency categories (Blinkit, Zepto, Instamart).
Modern Trade	Enhanced physical presence and access to organised retail consumers in top-tier metro clusters.
Offline Retail	Brand discovery, tactile customer experience and incremental market reach.

Building a Scalable Growth Engine

• **Expand Reach:** Strengthen brand presence across relevant digital and physical consumer touchpoints.

• **Optimise Channels:** Align assortment, pricing and promotions with the requirements of each channel.

• **Strengthen Availability:** Improve inventory planning and execution to enhance product availability and consumer experience.

• **Scale Efficiently:** Build a flexible operating platform capable of supporting multiple brands, categories and channels.

• **Deepen Consumer Connect:** Leverage channel and consumer insights to continuously refine products, positioning and go-to-market strategies.

PUBLIC MARKET DEBUT

12 December 2025: NSE SME Listing

On 12 December 2025, Encompass Design India Limited was admitted to trading on the NSE SME (Emerge) platform, completing a 100% fresh equity capital raise.

₹40.21 Cr GROSS CAPITAL RAISED 37,58,400 fresh equity shares issued.	**2.10×** ISSUE SUBSCRIPTION Robust participation across retail & HNI tranches.
₹107.00 ISSUE PRICE Face value ₹10 + ₹97 Securities Premium.	**₹203.30** NSE LISTING OPENING +90.00% listing day premium.

The IPO represented a structural inflection point in the Company's 15-year history. Initiated as a privately funded Mumbai trading enterprise in 2010, the Company's transition into the public markets provides institutional governance standards, enhanced counterparty credibility with corporate vendors, and dedicated growth capital to expand owned brands.

NSE Emerge Bell Ringing Ceremony

NSE Listing Day Felicitation

CAPITAL ACCOUNTABILITY

Utilisation of IPO Proceeds

The Company has deployed capital strictly in adherence to the Objects of the Issue outlined in the Prospectus.

PURPOSE / OBJECT OF THE ISSUE	PROSPECTUS ALLOCATION	DEPLOYMENT STATUS AS OF 31-MAR-2026
Office Purchase & Refurbishment	₹11.49 Cr	Corporate headquarters acquired; ₹1.23 Cr renovation CWIP active.
Debt Repayment / Prepayment	₹11.00 Cr	Term debts retired; Debt-to-Equity reduced to 0.16×.
Working Capital Augmentation	₹7.29 Cr	Allocated to raw fabric procurement & inventory buffer.
Issue Expenses	₹4.84 Cr	Merchant banker, legal, registrar & underwriting fees absorbed.
General Corporate Purposes	₹5.59 Cr	Software IP (₹6.16 Cr CWIP) & strategic brand growth.
Total Gross Proceeds	**₹40.21 Cr**	**100% Tracked & Governed by Audit Committee**

REALISATION

100%

₹40.21 Cr gross equity capital deployed per Prospectus.

DE-LEVERAGING

0.16×

Debt-to-Equity compressed via ₹11.00 Cr term loan retirement.

HEADQUARTERS

₹11.49 Cr

Permanent corporate office asset secured at Goregaon, Mumbai.

AUDITED FINANCIALS

Financial Performance Summary

Strong top-line and bottom-line expansion achieved during our inaugural year as a publicly listed entity.

FINANCIAL METRIC	FY 2025-26 (₹ LAKHS)	FY 2024-25 (₹ LAKHS)	YOY GROWTH
Revenue from Operations	**6,812.01**	5,464.94	**+24.65%**
Other Income	26.03	36.25	-28.19%
Total Income	**6,838.04**	5,501.19	**+24.30%**
Operating Expenses (excl. Fin & Depr)	4,736.44	3,778.50	+25.35%
Finance Costs	180.37	31.63	+470.25%
Depreciation & Amortisation	286.36	227.73	+25.75%
Profit Before Tax (PBT)	**1,634.87**	1,463.32	**+11.72%**
Tax Expense (Current + Deferred)	332.96	383.94	-13.28%
Profit After Tax (PAT)	**1,301.91**	1,079.38	**+20.62%**
Basic & Diluted EPS (₹)*	**₹11.15**	₹276.96*	—

*Note: EPS for FY 2024-25 was computed on pre-IPO base of 3,89,663 shares; FY 2025-26 EPS is calculated on expanded capital of 1,41,83,544 shares following bonus issue (25.75:1) and IPO allotment.

STRUCTURAL RESILIENCE

Balance Sheet Highlights & Ratios

₹81.79 Cr

SHAREHOLDERS' NET WORTH

Up 151% YoY (vs ₹32.58 Cr in FY25).

₹9.42 Cr

OPERATING CASH FLOW

+98.85% YoY (vs ₹4.74 Cr in FY25).

KEY FINANCIAL & OPERATIONAL RATIO	FY 2025–26	FY 2024–25	OPERATIONAL SIGNIFICANCE
Net Profit Margin (NPM)	**19.11%**	19.75%	High margin profile maintained through Bhiwandi manufacturing.
Return on Equity (ROE)	**15.92%**	33.13%	Moderated due to 2.5x net worth expansion post-IPO proceeds.
Debt-to-Equity Ratio	**0.16x**	0.72x	Significant de-leveraging via ₹11 Cr IPO debt repayment.
Cash & Liquid Bank Balance	**₹15.16 Cr**	₹2.67 Cr	Substantial liquidity buffer supporting strategic initiatives.
Capital Work-in-Progress (CWIP)	**₹7.39 Cr**	₹0.15 Cr	Office renovation (₹1.23 Cr) & Asset Management App (₹6.16 Cr).

Revenue Stream Distribution: Sale of Products accounted for **₹62.29 Cr (91.43%)**—comprising Domestic Sales of ₹21.83 Cr, Trading Sales of ₹39.82 Cr, and Direct Exports of ₹0.63 Cr. Sale of High-Margin Digital Commerce Services accounted for **₹5.83 Cr (8.57%)**.

EXECUTIVE PERSPECTIVE

Chairman & Managing Director's Statement

Amit Rajendraprasad Dalmia
The Wharton School | Promoter, Chairman & Managing Director

> *"Listing is not an exit; it is an institutional beginning. It provides your Company with permanent public scrutiny and growth capital to scale our bet on brands for affluent India."*

Dear Shareholders,

12th December 2025 was a historic milestone for your Company, Encompass Design India Limited, as we were admitted to trading on the National Stock Exchange of India (NSE Emerge platform). The Initial Public Offering of ₹40.21 crore was subscribed 2.10 times, and the equity shares commenced trading at ₹203.30 against an issue price of ₹107.00—representing a listing day premium of 90.00%.

Those figures reflect the confidence of the market on a single morning in the premiumisation story of India. What underpins them, however, is fifteen years of disciplined institution building: a Mumbai fabric-trading enterprise established in 2010 that systematically integrated manufacturing, developed specialised consumer brands, created a high-margin digital commerce infrastructure, and did so almost entirely through internal accruals without external venture equity. The listing represents neither a finish line nor an exit. It represents a transition into a public institution, providing your Company with growth capital and an enduring standard of public accountability. This inaugural annual report as a listed entity is presented to that standard.

The Macroeconomic Canvas & The Affluent Consumption Thesis: FY 2025-26 unfolded against an encouraging macroeconomic backdrop. The Indian economy demonstrated remarkable resilience, sustaining a ~7% gross domestic product expansion amidst global volatility. Softening headline inflation, an accommodative interest rate cycle, goods and services tax rationalisation, and record public capital expenditure in multi-modal expressways and dedicated freight corridors have created the physical foundation required to manufacture quality products and distribute them nationwide with decreasing friction.

Yet beneath these headline aggregates lies a structural bifurcation in consumer spending. Mass-market consumption remained price-sensitive and promotionally dependent. In contrast, the premium segment across home living, gourmet food, and lifestyle products accelerated sharply. India is minting affluent households faster than the creation of credible, design-forward brands to serve them.

These households—projected to surpass 100 million individuals over the coming decade—have travelled internationally, possess refined aesthetics and are restless for high-quality, innovative products. They actively reject commoditised mass products or culturally alienated global brands and instead seek out authentic, specialised homegrown brands. Legacy fast-moving consumer goods conglomerates were built for uniform mass distribution and cannot cater to this discerning aesthetic. Global luxury imports, conversely, remain priced for overseas cost structures. The vast value pool in the middle belongs to domestic brands that control their product engineering and understand the cultural context of modern India. The founding thesis of your Company—that building specialised, premium brands for affluent India would yield outsized economic returns—is now visibly playing out.

A House of Brands on One Shared Operating Spine: Your Company's revenue from operations reached ₹68.12 crore (+24.65% YoY), while profit after tax grew to ₹13.02 crore (+20.62% YoY), with operating cash flows almost doubling to ₹9.42 crore. Central to this performance is your Company's House of Brands architecture. Premium brand equity requires sharp specificity. A customer who trusts a brand for European hotel-grade sleep wellness will not purchase artisanal pasta sauces under that same banner. Stretching a single brand across disparate categories inevitably thins its pricing power.

Your Company therefore maintains distinct, sharply positioned brands: **Stoa Paris** commands high repeat purchases in design-led premium sleep wellness through bold fashion designs and its proprietary Ultra Satin™ formulation, where comfort is proven over fifty home wash cycles rather than lost to synthetic surface treatments. **QuirkLoom** addresses design-conscious younger homeowners seeking cultural identity via rapid, low-inventory drops. **Small Batch** proves that affluent urban kitchens will gladly pay a premium for chef-crafted condiments made from clean-label ingredients without chemical additives.

While each brand preserves its distinct consumer identity, everything behind the brand is unified into a single operating spine: centralised in-house manufacturing at Bhiwandi, consolidated raw material procurement, an integrated digital marketing engine, and unified logistics. This shared spine means each incremental brand launched leverages existing facilities and software rails, lowering launch CapEx, compressing payback periods, and driving superior return on invested capital.

Operational Candour & Commitments for FY 2026–27: Public capital demands candid stewardship. Your Company's ₹40.21 crore IPO proceeds have been deployed transparently—retiring high-cost debt to bring Debt-to-Equity down to 0.16×, acquiring our corporate offices, and funding working capital. Our forward priorities are clear: omnichannel retail expansion for Stoa Paris, quick-commerce scaling for Small Batch, a 35% throughput expansion at Bhiwandi, and uncompromising capital discipline.

Gratitude is owed to our shareholders who partnered with us on the public markets; to fellow Promoters; to our Board; and to our highly committed team across locations who relentlessly execute the vision daily, across all functions.

Amit Rajendraprasad Dalmia
Promoter, Chairman & Managing Director
Encompass Design India Limited

Mumbai, Maharashtra
Annual General Meeting 2026

LONG-TERM NORTH STAR

Our Vision

"To build EDIL into a leading multi-brand consumer company, creating and nurturing distinctive brands across diverse consumer and lifestyle segments."

We aspire to develop a portfolio of brands that address evolving consumer needs while offering differentiated products, experiences and value.

Our vision is to create a scalable and sustainable brand ecosystem driven by innovation, quality, design and deep consumer understanding. Through continuous improvement and expansion across multiple channels and markets, we aim to build enduring brands and create long-term value for our customers, stakeholders and shareholders.

We strive to be a platform for building the next generation of consumer brands, combining creativity, technology and operational excellence to achieve sustainable growth.

Brand Ecosystem
Scalable home, lifestyle and culinary brands.

Shared Spine
Bhiwandi facility, logistics and digital stack.

Long-Term Value
Capital discipline and compounding ROIC.

GUIDING PRINCIPLES

Our Mission

1. Create with Purpose
Develop thoughtfully designed products that enhance everyday living and meet evolving consumer needs.

2. Build Strong Brands
Establish distinctive, trusted and aspirational brands across home, lifestyle and food categories.

3. Deliver Quality
Maintain high standards of quality, innovation and customer experience across every touchpoint.

4. Embrace Innovation
Leverage technology, consumer insights and new ideas to continuously improve our products and operations.

5. Expand Responsibly
Grow across D2C, offline, modern trade and international markets while maintaining operational excellence.

6. Act Sustainably
Promote responsible sourcing, sustainable practices and efficient use of resources.

7. Create Stakeholder Value
Deliver sustainable long-term value for customers, employees, business partners, shareholders and the communities we operate in.

SUSTAINABLE STEWARDSHIP

Renewable Energy at Khatu Shyam Dham

100 KW Rooftop Solar Power Plant installed at Shree Shyam Satsang Mandal, Rajasthan.

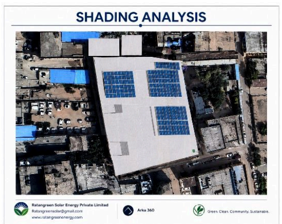
As part of its commitment towards sustainable development and environmental stewardship, Encompass Design India Limited contributed CSR funds to Shree Shyam Satsang Mandal, Mumbai, a registered CSR implementing agency (CSR Registration No. CSR00025519). The contribution was utilised towards the installation of a 100 KW Rooftop Solar Power Plant at the Mandal's premises in Khatu Shyam Ji, Rajasthan.

Shree Shyam Satsang Mandal operates extensive charitable facilities, including accommodation for pilgrims, free medical assistance, educational support, food distribution (annakshetra), and community welfare programs. The solar project was undertaken to transition the complex toward clean, renewable energy while driving long-term sustainability.

With an installed capacity of approximately 100 KWp and estimated annual generation of ~1.43 lakh kWh, the plant delivers immediate operational cost savings and significant carbon footprint reduction—enabling the Mandal to channel greater financial resources toward charitable community initiatives.

Key Impact Highlights

- **Clean Energy Generation:** 100 KWp rooftop solar capacity delivering ~1.43 lakh kWh annually.
- **Carbon Abatement:** Measurable mitigation of greenhouse gas emissions across the institution.
- **Community Dividend:** Substantial recurring power savings redirected to pilgrim and community welfare.
- **Alignment with SDGs:** Direct contribution towards national renewable energy and climate action targets.



100 KWp
SOLAR PLANT CAPACITY
Rooftop installation completed & commissioned.

~1.43 Lakh
KWH CLEAN ENERGY / YEAR
Estimated annual carbon emission reduction.

₹15.25 Lakh
ACTUAL CSR EXPENDITURE
100% disbursed to registered agency.

₹15.24 Lakh
STATUTORY OBLIGATION
2% average net profits under Section 135.

CSR Committee Governance

- **Amit Dalmia** — Chairman (Promoter, Chairman & Managing Director)
- **Susmita Dalmia** — Member (Promoter & Whole-Time Director)
- **Mr. Saahil Prakash Dugar** — Member (Independent Director)

EXECUTIVE LEADERSHIP & PROMOTERS

Board of Directors & Promoters

A balanced leadership team combining founding promoters, operational leadership, and long-term brand strategy.

Amit Rajendraprasad Dalmia

Promoter, Chairman & Managing Director

Alumnus of The Wharton School with 27+ years of experience in digital commerce, technology, and brand development. Founded EDIL in 2010; leads innovation, product formulation, capital allocation, and group corporate strategy.

Susmita Amit Dalmia

Promoter & Whole-Time Director

Master's in Business IT from Middlesex University, UK; 20+ years experience in commerce and design. Leads product design, textile development, and merchandising across Stoa Paris and QuirkLoom since 2013.

Ruman Kailash Agarwal

Promoter & Whole-Time Director

19+ years experience in digital marketing, e-commerce operations, and performance scaling. Oversees marketing infrastructure, marketplace growth, and technology stack optimisation across all brands.

Yogendra Vashishta

Promoter & Chief Strategy Officer

MBA from IMSAR with 38+ years of experience across business strategy, branding, and marketing at Reliance, DDB Mudra, and VIP Industries. Leads brand strategy, creative direction, and operating integration across all digital consumer brands as Co-Founder & CSO since 2022.

GOVERNANCE & EXECUTIVE BENCH

Board Governance & Management

Tejpal Singh

Non-Executive Director

Appointed 19 May 2025. A Non-Executive Director bringing external perspective and governance rigour to the Board with over 25 years of experience across industrial operations, business management, and finance.

Himanshi Tiwari

Independent Director

Appointed 30 May 2025. Brings independent judgment and a commitment to board diversity. Her appointment strengthens gender representation at the board level and provides oversight on governance, compliance, and stakeholder management matters.

Saahil Prakash Dugar

Independent Director

Appointed 30 May 2025. Brings independent judgment and a commitment to fiscal integrity. Provides professional oversight on corporate governance and audit matters at the Board level.

Tarak Amrutlal Nagda

Chief Financial Officer (KMP)

Appointed 6 June 2025. Leads EDIL's financial management, reporting, treasury, and investor relations functions. Oversees capital allocation, working capital management, and financial reporting standards.

Nikita Dinesh Chandak

Company Secretary & Compliance Officer (KMP)

Appointed 30 May 2025. Responsible for all regulatory filings, SEBI compliance, NSE Emerge listing obligations, board secretarial functions, and shareholder communications. Ensures EDIL meets its statutory obligations with diligence and precision.

NOTICE FOR SIXTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the 16th Annual General Meeting (AGM) of the company will be held on Wednesday, 30th September, 2026 at 05:00 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESSES:

1. **To receive consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon.**

   To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mrs. Susmita Amit Dalmia (DIN: 02401290), who retires by rotation and being eligible, offers herself for re-appointment:**

   To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Susmita Amit Dalmia (DIN:02401290), who retire by rotation at this meeting, be and is hereby appointed as a Director of the Company and her position be restated as Whole-Time Director of the company."

By order of the Board of Directors
Encompass Design India Limited

Sd/-
Amit Rajendraprasad Dalmia
Managing Director
DIN: 00210919
Regd. Office: Shop No. A-101, Virwani Indl Estate, Opp. Western Express Highway, Goregaon (East), Mumbai 400063

Date: 07 September 2026 **Place:** Mumbai

NOTES TO THE NOTICE:

1.The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020,Circular No. 20/2020 dated 5th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No. 19/2021 dated 08th December 2021, Circular No.21/2021 dated 14th December 2021 and Circular No. 2/2022 dated 5th May 2022 and General Circular No. 10/2022 and 11/2022 dated 28th December 2022 and Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated 19th September, 2024 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Master Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and earlier circulars issued in this regards (collectively referred to as "SEBI Circulars") have permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the 16th Annual General Meeting of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue.

2.In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at "Virwani Indl Estate, Shop No. A-101, Opp. Western Exp Highway, Goregaon(E), Mumbai, Maharashtra, India, 400063" which shall be the deemed venue of the AGM.

3.Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting, provided that the first holder has not already cast his vote by remote e-voting.

4.Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are advised to consolidate their holdings in single Demat account/ Folio.

5.Pursuant to the provisions of the Companies Act, 2013(Act), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

6.Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members and other non- individual intending to participate in the AGM can authorize their representatives to participate and vote at the meeting and are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM.

Further, HUF members shall participate through Karta or any other member of HUF duly authorized by the Karta by way of authority letter.

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

8.**SCRUTINISER FOR E-VOTING:** The Board has appointed Mr. Shanu Bhagwandas Mata, proprietor of M/s Shanu Mata & Associates, Practicing Company Secretary (Membership No. FCS 12161, COP 17999) as the Scrutiniser to scrutinise the Remote e-voting process and e- voting at AGM in a fair and transparent manner.

9.Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutiniser by e-mail through its registered e-mail address to csshanumata@gmail.com with a copy marked to evoting@nsdl.com.

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

11. At the Fourteenth AGM held on September 30, 2024 the Members approved appointment of M/s. V.K. Beswal & associate, Chartered Accountants, (Firm Registration No. 101083W) as Statutory Auditors of the Company to hold office for a period of Five Years from the conclusion 14th AGM till the conclusion of 18th AGM of the Company going to be held in the F.Y 2028-2029. Since the requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Registers of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for electronic inspection by the members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM. Members seeking to inspect such documents may send an email to cs@edipl.in. mentioning their Name and Folio Number / DP ID and Client ID.

13. Brief profile of the Director and other additional information pursuant to Regulation 36 (3) of the Listing Obligations and Disclosure Requirement, 2015" Listing Regulations" and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors seeking reappointment at the AGM, is furnished as Annexure to the Notice.

14. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to the Depository Participants ("DPs") with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank.

15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

16. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

18. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is Wednesday, 23rd September, 2026. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is caste by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

19. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-of date i.e. Wednesday, 23rd September, 2026. may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

20. Pursuant to the provision u/s 72 of the Companies act, 2013, Shareholders are entitled to make nomination in respect of shares held in Physical form. Shareholder desires of making nominations are requested to send their request in Form No. SH-13 (which will be made available on request) to the Registrar and Share Transfer Agents.

21. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year ended on 31st March, 2026 is being sent only through Electronic Mode to those Members whose name appear on the Register of Members/List of Beneficial Owners as on Saturday, 29th August, 2026 and whose email addresses are registered with the Company/Depository Participant(s) for communication. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at https://edipl.in/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the same is also available on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

22. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Board after the completion of the scrutiny of the e-Voting (votes cast before/during the AGM), within two working days from the conclusion of the AGM. The results declared along with the Scrutiniser's Report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and will also be displayed on the Company's website https://edipl.in/.

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

The remote e-voting period begins on Sunday, 27th September, 2026 at 09:00 A.M. and ends on Tuesday, 29th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 23rd September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, beingWednesday, 23rd September, 2026,

How do I Vote electronically using NSDL e-Voting system

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

Step 1: Access to NSDL e-Voting system

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

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

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp.** You will have to enter your 8-digit DPID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click a **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 4. Visit the **e-Voting website of NSDL**. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you wil be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B) LOGIN METHOD FOR E-VOTING AND OINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

HOW TO LOG-IN TO NSDL EVOTING WEBSITE:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

A. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
AGM Notice 6707

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

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

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

How to cast your vote electronically and join general meeting on nsdl e-voting system

1. After successful login at step 1, you will be able to see all the companies “even” in which you are holding shares and whose voting cycle and general meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the general meeting. for joining virtual meeting, you need to click on “VC/OAVM” link placed under “join meeting”.

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

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

5. Upon confirmation, the message “vote cast successfully” will be displayed.

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

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

General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (pdf/jpg format) of the relevant board resolution/ authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by email to csshanumata@gmail.com with a copy marked to evoting@nsdl.com. institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their board resolution / power of attorney / authority letter etc. by clicking on "upload board resolution / authority letter" displayed under "e-voting" tab in their login.

2. it is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. in such an event, you will need to go through the “forgot user details/password?” or “physical user reset password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the frequently asked questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to national securities depository limited (nsdl) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@edipl.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@edipl.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

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

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

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

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

6. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@edipl.in. These queries will be replied to by the company suitably by email.

Please find below information about the Director proposed to be re-appointed.

Name of the Director	Susmita Amit Dalmia
Director Identification Number (DIN)	02401290
Designation/category of the Director	Whole-time director
Age	47 years
Date of Birth	14/10/1978
Date of the first appointment	16th March, 2013
Qualifications	She holds a Master's degree in Business Information Technology from Middlesex University, UK, and has over two decades of experience working at the intersection of technology, design, and commerce.
Profile, Experience and Expertise in specific functional areas	She began her career at Creative Global Services, where she was actively involved in programming and website development initiatives while managing cross-functional teams. Her strong technical grounding allowed her to play a pivotal role in launching and scaling numerous digital projects across publishing, logistics, and e-commerce. Since 2013, Susmita has been a driving force at Encompass Design India, where she is involved in product development and design, with a sharp focus on merchandising. In 2017, she also briefly helmed UI/UX design at OTH Online, contributing to the early product evolution of OliveTheory.com. Her creative vision, combined with her grounding in business technology, has made her instrumental in shaping consumer-facing brands that are design-first, intuitive, and digitally native.
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	Creative Global Services Private Limited OTH Online Private Limited
Memberships/Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	2
Name of listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Wife of Amit Rajendraprasad Dalmia
Shareholding in the Company including shareholding as a beneficial owner	1.41%
No. of board meetings attended during the year	17
Details of Remuneration sought to be paid	24,00,000

Remuneration last drawn (FY 2024-2025)	24,00,000
Terms and Conditions of appointment/reappointment	Susmita Amit Dalmia shall be liable to retire by rotation and all other applicable terms & conditions as mentioned under the Companies Act, 2013, SEBI (Depositories & Participants) Regulations, 2018 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, shall be applicable to her. Except Mrs. Susmita Amit Dalmia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 The Board of Directors recommends the Ordinary Resolution set out at item No. 2 of the Notice for approval by Member .

By order of the Board of Directors
Encompass Design India Limited

Sd/-
Amit Rajendraprasad Dalmia
Managing Director
DIN: 00210919
Regd. Office:
Shop No. A-101, Virwani Indl Estate, Opp. Western Express Highway, Goregaon (East), Mumbai 400063
Date:07 September 2026 Place: Mumbai

DIRECTORS' REPORT

To Dear Members,

ENCOMPASS DESIGN INDIA LIMITED

(Formerly known as Encompass Design India Private Limited) Your directors have pleasure in presenting 16th Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March 2026.

1. FINANCIAL SUMMARY

(Amount in Lakhs)

PARTICULARS	31ST MARCH, 2026	31ST MARCH, 2025
Revenue from Operations	6812.01	5464.94
Other Income	26.03	36.25
Total Revenue	6838.04	5501.19
Total Expenditure	5203.17	4037.86
Profit before exceptional and extraordinary items and tax	1634.87	1463.32
Less: Extraordinary Items	-	-
Profit Before Tax	1634.87	1463.32
Less: Tax Expenses – Current Tax	354.46	368.65
Deferred Tax	(21.50)	15.29
Income Tax Adjustment of Earlier years	-	-
Profit/loss (after tax)	1301.91	1,079.38
Add: Balance B/F from the Previous Year	1253.20	173.82
Add: Share Premium Account balance	5611.12	1965.47
Less: Bonus Shares issued during the year	(1003.54)	-
Less: Share Issue Expenses	(402.13)	
Reserves & Surplus for the year	**6760.56**	**3,218.68**

2. STATE OF COMPANY'S AFFAIRS / OPERATIONS

The Company has reported total Income of Rs. 6838.04 (in lakhs) and total Expenses of Rs. 5203.17 (in lakhs) for the current year as compared to total Income Rs. 5501.19 (in lakhs) and total Expenses of Rs. 4037.86 (in lakhs)/- in the previous year. Further, net profit for the year under review amounted to Rs. 1301.91 (in lakhs) in the current year as compared to net profit of Rs. 1,079.38 (in lakhs) in the previous year.

3. RESERVES & SURPLUS

As per Standalone financials, the reserves & surplus of the Company as on March 31st, 2026 are as follows:

SR.NO	PARTICULARS	31.03.2026
1.	Balance at the beginning of the year	1253.20
2.	Current Year's Profit / Loss	1301.91
3.	Amount of Securities Premium and other Reserves	4205.45
4.	Capitalization on account of issue of bonus shares	-

4. DIVIDEND

The Board of Directors of the Company do not recommend any dividend to the Equity Shareholders for the year under review.

5. SHARE CAPITAL

The Authorised Capital of the Company as on 31st March 2026 is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.The Issued, Subscribed and Paid-up Equity Share Capital of the Company as on 31st March 2026 stood at Rs. 14,18,35,440 (Rupees Fourteen Crore Eighteen lakhs Thirty five Thousand Four Hundred and Forty only) consisting of the 1,41,83,544 (one crore forty one lakhs eighty three thousand five hundred and forty four only) Equity Shares of Rs.10/- (Rupees Ten Only) each.

The Company has increased its paid-up share capital as mentioned below during the period under review:

SR. NO	NO. OF SHARES INCREASE FROM	NO. OF SHARES INCREASE TO	NO. OF SHARES ALLOTTED	ISSUE TYPE	DATE OF BOARD MEETING
1.	3,89,725	1,04,25,144	10035419	Bonus issue	05th April, 2025
2.	1,04,25,144	1,41,83,544	3758400	Public issue	09th June, 2025

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

During the financial year ended 31st March, 2026:

1. Initial Public Offer and Listing

During the year under review, the Company completed its Initial Public Offer ("IPO") of 37,58,400 Equity Shares of face value of ₹10 each at an issue price of ₹107 per Equity Share, aggregating to ₹4,021.48 lakh. The Equity Shares of the Company were listed on the NSE Emerge Platform of National Stock Exchange of India Limited ("NSE") with effect from 12th December, 2025. Consequently, the paid-up share capital of the Company increased from 1,04,25,144 to 1,41,83,544 Equity Shares of ₹10 each.

2. Variation in Terms of Objects of the IPO

During the year under review, the Members of the Company, by way of a Special Resolution passed on 30th March 2026, approved the variation in the terms of the objects of the IPO pursuant to Sections 13(8) and 27 of the Companies Act, 2013 and applicable SEBI regulations.

As on 28th February 2026, ₹3,516.91 lakh, representing 87.45% of the gross IPO proceeds of ₹4,021.48 lakh, had been utilised.

The Members approved the reallocation of the unutilised amount of ₹115.57 lakh towards the working capital requirements of the Company, as the relevant original objects had been achieved/substantially fulfilled.

3. Incorporation of Subsidiary

During the year under review, the Board of Directors approved the proposal for incorporation of The Longevity Plan Private Limited, a subsidiary of the Company.

Subsequent to the financial year ended 31st March, 2026, the Company incorporated The Longevity Plan Private Limited on 8th July, 2026. The Company subscribed to 4,000 Equity Shares of ₹10 each, aggregating to ₹40,000, towards its initial subscribed share capital.

Accordingly, as at the date of this Report, The Longevity Plan Private Limited is a subsidiary of the Company.

Subsequent to the financial year ended 31st March, 2026 and up to the date of this Report:

4. Incorporation of Wholly-Owned Subsidiaries

The Board of Directors, at its meeting held on 16th April, 2026, approved the incorporation of wholly-owned subsidiaries in Delaware, United States of America, and Dubai, United Arab Emirates, respectively, to support the Company's international business expansion, subject to applicable statutory and regulatory requirements.

5. Preferential Issue of Equity Shares

The Board of Directors, at its meeting held on 22nd July, 2026, approved the proposed issue of up to 38,10,000 Equity Shares of face value of ₹10 each at an issue price of ₹250 per Equity Share, including a premium of ₹240 per Equity Share, on a preferential basis. The proposal was subsequently approved by the Members at the Extra-Ordinary General Meeting held on 17th August, 2026, subject to receipt of requisite regulatory approvals and completion of applicable formalities.

6. STATEMENT OF DEVIATION/VARIATION AND UTILISATION OF IPO PROCEEDS

The Statement of Deviation/Variation in utilisation of IPO proceeds for the half year ended 31st March, 2026 was reviewed by the Audit Committee and the Board of Directors and submitted to the Stock Exchange in accordance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company also submitted the Monitoring Agency Report on utilisation of IPO proceeds to the National Stock Exchange of India Limited, as applicable.

Accordingly, the Board approved the re-allocation of the unutilised amount, representing 2.87% of the total funds raised, towards meeting the working capital requirements of the Company. The said variation was subsequently approved by the shareholders at the Extra-Ordinary General Meeting held on 30th March, 2026 at 4:00 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

7. STATEMENT OF UTILIZATION OF FUNDS RAISED THROUGH PUBLIC ISSUE

During the period under review, the Company came up with Public Issue of 37,58,400 Equity shares each having face value of ₹10/- at an issue price ₹107 each (including a premium of ₹97).

Pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 262 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Statement of Deviation and Variation for the half year ended 31st March, 2026 was reviewed by the Audit Committee and the Board of Directors and was subsequently filed with the Stock Exchange.

Further, pursuant to Regulation 262(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company has also submitted to the National Stock Exchange of India Limited the Monitoring Agency Report on the utilization of the proceeds raised through the public issue of equity shares, along with the Statement of Deviation and Variation for the half year ended 31st March, 2026.

8. CHANGE IN THE NATURE OF BUSINESS

During the year under review, there were no material changes in the nature of business of the company.

9. REMUNERATION POLICY AND COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178

Pursuant to the Provisions of section 178 of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has duly constituted Nomination and Remuneration Committee (NRC) with composition of Independent Directors and Non-Executive Director.

The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, at https://edipl.in/

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company presents all related party transactions before the Board specifying the nature, value, and terms and conditions of the transaction. Transactions with related parties are conducted in a transparent manner with the interest of the Company and Stakeholders as utmost priority and Company generally enters into transactions, which are at arm's length and in the ordinary course of business.

During the year under review, all transactions entered into with related parties were approved by the Audit Committee of the Board of Directors. Certain transactions, which were repetitive in nature, were approved through omnibus route. The details of such transactions are given in form AOC-2, Attached with this report as **'Annexure A'**, which forms part of this Integrated Annual Report. The disclosure of transactions with related party for the year, as per Accounting Standard -18 Related Party Disclosures is given in Note - 31 to the Balance Sheet as on March 31st, 2026 forming part of this Annual Report.

As per Regulation 23 of the SEBI LODR, the Board has adopted a 'Policy on Materiality of Related Party Transactions' which may be accessed on the Company's website i.e https://edipl.in/

11. 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 any such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

12. AUDITORS

A. Statutory Auditor

Pursuant to the provision of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. V. K. BESWAL & ASSOCIATES, Chartered Accountants having Firm Registration No. 101083W, were appointed as the Statutory Auditors of the Company for a period of Five Years from the conclusion of 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting for the Financial Year 2028-29, on such terms and conditions and at remuneration as mutually agreed.

B. Internal Auditor

Pursuant to the provision of Section 138 of the Companies Act, 2013, read with rule 13 of the Companies (Accounts) Rules, 2014, M/s. P R Agarwal & Awasthi, is appointed as an Internal Auditor of the Company, for the term of 5 Years commencing from the Financial Year 2025-26 till the Financial Year 2029-30.

C. Secretarial Auditors' Report

The secretarial auditor has not made any remarks/observations/qualifications in the secretarial audit report for the year ended 31st March, 2026. Hence, there is no explanation required for the same. The Secretarial Auditors' Report is enclosed as **Annexure B** to the Board's report, which forms part of this Integrated Annual Report.

13. EXPLANATION TO AUDITOR'S REMARK

The auditors of the company have not made any observations and/or qualifications in their audit report issued on the financial statements of the company of the financial year ended 31st March, 2026. The report of the Statutory Auditors on the Financial Statements forms a part of this Integrated Annual Report. There are no specifications, reservations, adverse remarks on disclosure by the Statutory Auditors in their report.

14. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There were no frauds as reported by the Statutory Auditors under sub-section 12 of Section 143 of the Companies Act, 2013 along with Rules made there-under other than those which are reportable to the Central Government.

15. DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

During the Year, the company has no subsidiaries, joint ventures or associate Companies.

However, subsequent to the end of the financial year, the Company incorporated a subsidiary, The Longevity Plan Private Limited, on July 8, 2026. Accordingly, the said company became a subsidiary of the Company after the close of the financial year.

16. DECLARATION OF INDEPENDENT DIRECTOR

Ms. Himanshi Tiwari (DIN: 10545195) and Mr. Saahil Prakash Dugar (DIN: 01186726) Independent Directors of the Company have confirmed to the Board that they meet the criteria of Independence as specified under Section 149(6) of the Companies Act, 2013 and they qualify to be Independent Director. They have also confirmed that they meet the requirements of Independent Director as mentioned under Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The confirmation was noted by the Board.

17. SECRETARIAL STANDARDS

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

18. CORPORATE GOVERNANCE

The Company is committed to conducting its business in accordance with the highest standards of ethical conduct and governance. It fosters a culture built on strong core values and sound ethical practices, with a consistent focus on transparency, accountability, and integrity across all levels of the organization.

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is noted that companies listed on the SME Exchange are exempted from the requirement to comply with the Corporate Governance provisions as prescribed under the said Regulations.

During the financial year 2025-2026, the Company successfully listed its specified securities on the EMERGE Platform of the National Stock Exchange of India Limited (NSE), which is classified as an SME Exchange. Accordingly, in line with Regulation 15 of the SEBI (LODR) Regulations, 2015, the provisions relating to Corporate Governance — including Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46, and paras C, D, and E of Schedule V — are not applicable to the Company.

In view of the above, the Corporate Governance Report does not form part of this Annual Report.

However, the Company remains fully committed to maintaining high standards of governance and continues to voluntarily follow ethical and transparent business practices in the best interests of its stakeholders.

19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report in pursuance of requirement of Para B of Schedule V SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **'Annexure – C'** and forms the part of this Annual Report.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, required to be furnished pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are as under:

(i) Part A and B of the Rules, pertaining to conservation of energy and technology absorption, are not applicable to the Company.

(ii) Foreign Exchange Earnings and Outgo:

Foreign Exchange Earned – Rs. 63.25 (in Lakhs). Foreign Exchange Used – Rs. 75.45 (in Lakhs).

21. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed and there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

22. REMUNERATION RATIO AND OTHER DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of Directors/KMP of the Company is enclosed as **'Annexure – E'** and forms the part of this Annual Report.

23. DISCLOSURES OF COMMITTEE OF THE BOARD

The Company has constituted several committees which have been established as part of best corporate governance practices and comply with the requirements of the relevant provisions of applicable laws and statutes.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compositions of the Committees are as follows:

(i) Audit Committee

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 ("the Act"). The composition of the Audit Committee is in conformity with the provisions of the said section:

S.NO.	NAME OF THE DIRECTOR	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP
1.	Saahil Prakash Dugar	Chairman	Independent Director
2.	Himanshi Tiwari	Member	Independent Director
3.	Ruman Kailash Agarwal	Member	Whole-Time Director

(ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Directors was constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act:

S.NO.	NAME OF THE DIRECTOR	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP
1.	Himanshi Tiwari	Chairman	Independent Director
2.	Saahil Prakash Dugar	Member	Independent Director
3.	Tejpal Singh	Member	Non-Executive Director

(iii) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted in accordance with Section 178 of the Companies Act, 2013:

S.NO.	NAME OF THE DIRECTOR	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP
1.	Himanshi Tiwari	Chairman	Independent Director
2.	Amit Dalmia	Member	Chairman & Managing Director
3.	Susmita Dalmia	Member	Whole-Time Director

(iv) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by the Board of Directors in accordance with Section 135 of the Companies Act, 2013:

S.NO.	NAME OF THE DIRECTOR	STATUS IN COMMITTEE	NATURE OF DIRECTORSHIP
1.	Amit Dalmia	Chairman	Chairman & Managing Director
2.	Susmita Dalmia	Member	Whole-Time Director
3.	Saahil Prakash Dugar	Member	Independent Director

In accordance with the provisions of Section 135 of the Companies Act, 2013 and the Rules framed thereunder, the Company has adopted a Policy on Corporate Social Responsibility ("CSR") and the Board has constituted a CSR Committee for implementing and monitoring CSR activities. The CSR Committee comprises of three (3) Directors as at 31st March, 2026 viz. Mr. Amit Dalmia (Chairman), Mrs. Susmita Dalmia and Mr. Saahil Prakash Dugar. During the financial year under review, the Committee met twice, and all meetings were held with the presence of the requisite quorum. The CSR Policy of the Company, formulated in line with Schedule VII of the Act, lays down the activities to be undertaken by the Company. A detailed report on CSR activities, as required under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed hereto as **"Annexure D"**.

The CSR Policy is also available on the Company's website at: https://edipl.in/.

24. FINANCIAL STATEMENTS

The financial statements of the company has 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 the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

25. RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

Your Company's internal control systems are commensurate with the nature of its business and the size and its operations.

The Company has robust and comprehensive Internal Financial Control system over financial reporting commensurate with the size scale and complexity of its operations. The system encompasses the major processes to ensure reliability of financial reporting, Compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

26. COST RECORDS

Maintenance of cost records as specified by Central Government under sub section (1) of Section 148 of the Companies Act, 2013, is not applicable to the Company.

27. SEXUAL HARASSMENT

The Company has always been committed to providing a safe, secure, and conducive work environment to its employees. In line with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"), the Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace. The Policy is available on the Company's website at https://edipl.in/.

The Company has constituted Internal Committee(s) ("ICs") to redress and resolve any complaints arising under the POSH Act. Your Directors further state that during the financial year under review, no cases were filed under the POSH Act.

In accordance with the requirements of the MCA Circular dated May 30, 2025, the details of complaints under the POSH Act are as follows:

- Number of sexual harassment complaints received: NIL
- Number of sexual harassment complaints disposed of: NIL
- Number of sexual harassment complaints pending beyond 90 days: NIL

28. COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961

During the year under review, the Company was in compliance with provisions of the Maternity Benefit Act, 1961.

29. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

The Board is duly constituted according to the provisions of the Companies Act, 2013. The Directors on the Board have submitted notice of interest under Section 184(1), intimation under Section 164(2) of the Companies Act, 2013 and declaration as to compliance with the Code of Conduct of the Company. At the year ended March 31, 2026, the Board of Directors comprised of Three Executive Directors and Two Independent Directors and One Non-Independent Non-Executive Director including one Woman Director. The Company has one Chief Financial Officer and a Company Secretary.

The present directors and key managerial personnel of the company are as follows:

SR. NO.	NAME	DESIGNATION	DIN/PAN
1.	Amit Rajendraprasad Dalmia	Chairman & Managing Director	00210919
2.	Susmita Amit Dalmia	Whole-Time Director	02401290

SR. NO.	NAME	DESIGNATION	DIN/PAN
3.	Ruman Kailash Agarwal	Whole-Time Director	11004779
4.	Tarak Amrutlal Nagda	CFO	AFPPN9871C
5.	Himanshi Tiwari	Independent Director	10545195
6.	Saahil Prakash Dugar	Independent Director	01186726
7.	Nikita Dinesh Chandak	Company Secretary	BVWPR4189P
8.	Tejpal Singh	Director	11111989

Appointments and Cessations: During the period under review, there were no changes in the Board/KMP. Subsequent to the end of the reporting financial year ended 31st March, 2026, all regulatory filings have been completed.

30. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return as of March 31, 2026, on its website at https://edipl.in/

31. NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2025-26, the Board of Directors met 17 (Seventeen) times in total, physically/virtually and the intervening gap between two meetings was within the prescribed statutory period.

32. POLICIES AND DISCLOSURE REQUIREMENTS

In terms of provisions of the Companies Act, 2013, the Company has adopted all required policies which are available on https://edipl.in/.

33. PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the period under review, no application has been filed or proceeding is pending against the Company under IBC, 2016.

34. DETAILS OF ONE TIME SETTLEMENT WITH THE BANKS

During the period under review, the Company has not made any one-time settlement with any Banks or Financial Institutions.

35. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, the Board of Directors confirm that:

(i) In the preparation of the annual accounts, applicable accounting standards have been followed with no material departures;
(ii) Accounting policies were selected and applied consistently with prudent judgments to give a true and fair view of the state of affairs and profit for the period;
(iii) Proper and sufficient care has been taken for maintenance of adequate accounting records for safeguarding assets and preventing/detecting fraud;
(iv) Annual accounts have been prepared on a going concern basis;
(v) Internal financial controls laid down by the Company are adequate and operating effectively; and
(vi) Proper systems devised to ensure compliance with all applicable laws were adequate and operating effectively.

36. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your Company is committed to the highest standards of ethical conduct. In compliance with Section 177(10) of the Companies Act, 2013, the Board has formulated a Whistle Blower Policy providing a framework for raising concerns against discrimination, harassment, or unfair practices. The policy is available at https://edipl.in/.

37. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has a robust Internal Financial Control system commensurate with its size, scale, and complexity, ensuring reliability of financial reporting, compliance with policies, procedures, and laws, safeguarding of assets, and efficient resource use. Internal Auditors and Management continuously monitor efficacy, reporting regularly to the Audit Committee and Board.

38. BOARD EVALUATION

The Nomination and Remuneration Committee laid down criteria for performance evaluation of the Board, its Committees, and individual Directors (including Independent Directors) covering composition, culture, execution, and governance. Pursuant to the Companies Act, 2013 and Regulation 17 of Listing Regulations, the Board evaluated its own performance, Committees, and Directors across engagement, independence, and shareholder protection, expressing full satisfaction.

39. GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Neither the Managing Director nor the Whole-Time Directors of the Company receive any commission.
- Particulars of Loan, Guarantees or Investment U/s. 186.
- Separate Section containing a Report on performance and Financial Position of each of Subsidiaries, Associated & Joint Ventures included in the Consolidated Financial Statement of the Company.
- Voluntary revision as per Section 131 of the Companies Act, 2013.

40. ACKNOWLEDGEMENTS

Your directors would like to express their sincere appreciation for the co-operation and assistance received from various department of Central and State Government, the Bankers, Regulatory Bodies, Stakeholders including Financial Institutions, Suppliers, Customers and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executives, officers and sta ff at all levels of the Company. We look forward for the continued support of every stakeholder in the future.

For and on behalf of the Board of Directors of
Encompass Design India Limited

Sd/-
Amit Rajendraprasad Dalmia
Chairman & Managing Director
DIN: 00210919

Sd/-
Susmita Amit Dalmia
Whole-Time Director
DIN: 02401290

Place: Mumbai

Date: 07 September 2026

Annexure – A

Form No. AOC-2 (Pursuant to Clause (h) of sub section (3) of section 134 of the act and Rule 8/2 of the Companies Accounts Rules, 2014)

DETAILS REGARDING RELATED PARTY TRANSACTIONS (AS PER SECTION 188)

1. DETAILS OF CONTRACTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS

NAME(S) OF RELATED PARTY & NATURE OF RELATIONSHIP	NATURE OF CONTRACTS / ARRANGEMENTS	DURATION	SALIENT TERMS	JUSTIFICATION	DATE OF BOARD APPROVAL	AMOUNT PAID AS ADVANCES	DATE OF SPECIAL RESOLUTION
NIL							

2. DETAILS OF MATERIAL CONTRACTS OR TRANSACTIONS AT ARM'S LENGTH BASIS

NAME(S) OF RELATED PARTY & NATURE OF RELATIONSHIP	NATURE OF CONTRACTS / ARRANGEMENTS	DURATION	AMOUNT (₹ LAKHS)	SALIENT TERMS	DATE OF BOARD APPROVAL	AMOUNT PAID AS ADVANCES	DATE OF SPECIAL RESOLUTION
Mr. Amit Dalmia (Managing Director)	Loan Liability	One Year	119.00	Unsecured loan at prevailing terms	05/04/2025	Nil	N.A.
Mr. Amit Dalmia (Managing Director)	Loan Repaid	One Year	169.00	Principal repayment	05/04/2025	Nil	N.A.
Ms. Mamta Nagda (Relative of KMP)	Professional Fees	One Year	4.80	Professional consultancy services	05/04/2025	Nil	N.A.

For and on behalf of the Board of Directors of
Encompass Design India Limited

Sd/-
Amit Rajendraprasad Dalmia
Chairman & Managing Director
DIN: 00210919

Sd/-
Susmita Amit Dalmia
Whole-Time Director
DIN: 02401290

Date: 07 September 2026

Place: Mumbai

ANNEXURE – B

FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31st, 2026
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s. Encompass Design India Limited
Virwani Indl Estate, Shop No. A-101,
Opp. Western Exp Highway, Goregaon (E),
Mumbai, Maharashtra, India, 400063

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Encompass Design India Limited having CIN: L74210MH2010PLC200672(Hereinafter called “The Company”). Secretarial Audit was conducted in a manner that provided to me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

i. The Companies Act, 2013 (the ‘Act’) and the rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): —

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

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

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

   d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not applicable as there was no reportable event during the financial year under review

   e. The Securities and Exchange Board of India (Depositaries and Participants) Regulations, 2018;

   f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable as there was no reportable event during the financial year under review

   g. 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;

   h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - Not applicable as there was no reportable event during the financial year under review

   i. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 - Not applicable as there was no reportable event during the financial year under review

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

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by theCompany for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/ groups of Acts, Laws and Regulations as applicable to the Company is given in **Annexure I**.

I have also examined compliance with the applicable clauses of the following:
(i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by ICSI under the provisions of the Companies Act, 2013;
(ii) The Listing Agreements entered into by the Company with NSE Limited;

I report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards mentioned above.

I further report that:
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. Changes during the period were carried out in compliance with the Act.
- Adequate notices were given to all directors to schedule Board and Committee Meetings, along with agenda and detailed notes at least seven days in advance (except meetings convened at shorter notice).
- A system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation.
- All decisions at Board and Committee Meetings were carried out unanimously as recorded in minutes, with interested directors abstaining from discussion and voting where applicable.

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 the compliance by the Company for the applicable Financial Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, quarterly financial results under Regulation 33 of SEBI (LODR) Regulations, 2015 and the annual financial statements, Cost Records has not been reviewed in this audit report, since the same have been subject to the statutory financial audit/cost audit by other designated professionals.

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

I further report that during the audit period:

The Company successfully completed its Initial PublicOffer (“IPO”) of **37,58,400** equity shares of **₹10/-** each, aggregating to **₹4,021.48 lakhs,** pursuant to the approvals of the Board and Members. Consequent to the IPO, the paid-up share capital increased from **₹10,42,51,440/-** to **₹14,18,35,440/-**. The equity shares of the Company were successfully listed and admitted to dealings on the EMERGE Platform of NSE with effect from 12th December 2025.

For Shanu Mata & Associates
Practicing Company Secretaries

Sd/-
Shanu Bhagwandas Mata
Proprietor | FCS No: 12161 | CP No: 17999 | Peer Review No: 2888/2023

Date: 02 September 2026 Place: Mumbai

'Annexure I'

List of applicable laws to the Company Under the Major Group and Head are as follows: -

A. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis, wherever applicable as related to wages, gratuity, provident fund, ESIC, compensation etc.;

B. Acts as prescribed under Direct tax and Indirect Tax;

C. Labour welfare Act of respective States;

D. Trade Marks Act, 1999;

E. Acts as prescribed under Shop and Establishment Act of various local authorities.;

F. Industry laws and regulations such as The Legal Metrology Act, 2009 ("Legal Metrology Act") and Legal Metrology (Packaged Commodities) Rules, 2011, Bureau of Indian Standards Act, 2016, The Micro, Small and Medium Enterprises Development Act, 2006, Transfer of Property Act, 1882, Sale of Goods Act, 1930, The Registration Act, 1908, Kerala Panchayath Raj Act 1994;

G. Environmental laws such as The Environment (Protection) Act, 1986, Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, Noise Pollution (Regulation and Control) Rules, 2000;

H. The Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder;

I. General Corporate and other Allied Laws:

Apart from the above list of laws which is inclusive in nature and not exhaustive – general laws like the Indian Contract Act, 1872, Specific Relief Act, 1963, Negotiable Instruments Act, 1881, Consumer Protection Act, 2019, Competition

(Amendment) Act, 2023 and corporate Acts namely Companies Act, 2013.

Place: Mumbai Date: 02.09.2026

For Shanu Mata & Associates
Practicing Company Secretaries

Sd/-
Shanu Bhagwandas Mata
Proprietor | FCS No: 12161 | CP No: 17999 | Peer Review No: 2888/2023

Date: 02 September 2026 **Place:** Mumbai

'Annexure II'

To,
The Members,
M/s. Encompass Design India Limited
Virwani Indl Estate, Shop No. A-101,
Opp. Western Exp Highway, Goregaon (E),
Mumbai, Maharashtra, India, 400063

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.

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

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

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

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

For Shanu Mata & Associates
Practicing Company Secretaries

Sd/-
Shanu Bhagwandas Mata
Proprietor | FCS No: 12161 | CP No: 17999 | Peer Review No: 2888/2023

Date: 02 September 2026 **Place:** Mumbai

ANNEXURE – C

09 MANAGEMENT DISCUSSION AND ANALYSIS REPORT

For the Financial Year ended 31 March 2026 The following discussion and analysis of our financial condition and results of operations for the Financial Years ended March 31, 2026 and March 31, 2025 is based on, and should be read in conjunction with, the audited Financial Statements of the Company, including the schedules, notes and significant accounting policies thereto. The Financial Statements have been prepared in accordance with the applicable provisions of the Companies Act, 2013 and the Accounting Standards prescribed under the Companies (Accounting Standards) Rules, 2006, as applicable to the Company.

You should read the following discussion of our financial condition and results of operations together with our financial statements for the Financial Years ended March 31, 2026 and March 31, 2025, including the notes and significant accounting policies thereto and the reports thereon, which form part of this Annual Report. You should also refer to the sections of this Annual Report discussing various factors and contingencies that could impact our financial condition and results of operations. Our fiscal year ends on March 31 of each year, and accordingly, all references to a particular financial year are to the financial year ended March 31 of that year.

The financial statements of the Company have been prepared in accordance with the applicable provisions of the Companies Act, 2013 and the Accounting Standards applicable to the Company, together with the relevant rules and regulations prescribed thereunder. The financial statements should be read together with the notes forming part thereof and the significant accounting policies followed by the Company.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be Forward Looking statement within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

BUSINESS OVERVIEW

Our Company was originally incorporated as Encompass Design India Private Limited a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated March 09, 2010 issued by Registrar of Companies, Mumbai. Further, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated March 31, 2025 and consequently, the name of our Company was changed from Encompass Design India Private Limited to Encompass Design India Limited and a fresh certificate of incorporation dated May 05, 2025 was issued to our Company by the Registrar of Companies, Central Processing Centre.

The Corporate Identification Number of our Company is U74210MH2010PLC200672.

Our Company is based in Mumbai, Maharashtra. The registered office is located at Shop No. A-101, Virwani Industrial Estate, Opposite Western Express Highway, Goregaon (East), Mumbai 400063. The manufacturing unit of the Company is located at Gala No. 7 to 10, 1st Floor, Building No. I-09, Shree Arihant Compound, Bhiwandi, Thane 421302, Maharashtra.

Encompass Design India Limited (EDIL), operating under the brand name ScaleSauce, is engaged in building and scaling consumer brands in India, with a focus on the home & living and food segments tailored to the modern urban Indian consumer. The Company was incorporated in 2011 as a trading enterprise. In response to emerging market opportunities, we subsequently expanded our operations to include e-commerce support services, which we operated alongside our trading activities.

The Company's core business activities include the manufacturing of home and lifestyle products, such as bed sheets, curtains, comforters, table linens, and pillow covers, as well as food products, with a primary focus on sauces, marketed under its own brands. In addition to its manufacturing operations, the Company is also involved in the trading of agro-based products, cotton, and fabrics. It further undertakes the sale of various other goods, primarily through Gated market platforms, enabling access to niche buyers. In addition to our product-based operations, the Company offers a comprehensive range of digital and e-commerce support services designed to enable the growth of consumer brands in the online space. These services provide end-to-end solutions across marketing, technology, and operations, catering to both direct-to-consumer (D2C) businesses and corporate clients. Through these offerings, we assist brands in enhancing visibility, expanding their digital presence, and driving sales growth.

Our company is promoted by Mr. Amit Rajendraprasad Dalmia, Mrs. Susmita Amit Dalmia, Mr. Ruman Kailash Agarwal and Mr. Yogendra Vashishta. In addition to their roles as promoters, they are actively involved in the company's management, providing strategic guidance and contributing significantly to key areas such as marketing, branding, operations, and overall business strategy. For Further details, refer to the section titled.

ECONOMIC TRENDS

The Indian economy continues to demonstrate resilience, supported by domestic consumption, increasing digital adoption, urbanization and continued investment in infrastructure and technology. Rising household incomes, changing consumer preferences and the growing penetration of e-commerce are contributing to the expansion of the consumer goods, home and lifestyle, and food segments.

The continued growth of digital commerce, direct-to-consumer ("D2C") platforms and organised retail is creating new opportunities for consumer brands to reach customers across geographies. At the same time, businesses are required to respond to changing consumer preferences, competitive pricing, evolving distribution channels and increasing expectations relating to product quality and customer experience.

Global economic conditions, inflationary pressures, fluctuations in commodity and raw material prices, foreign exchange movements, interest rates and changes in Government policies and regulations may have an impact on consumer demand, input costs and operating margins. The Company continues to monitor these developments and remains focused on maintaining operational efficiency, strengthening its product portfolio and expanding its presence across relevant sales channels.

INDUSTRY DYNAMICS

The Indian home and lifestyle and food industries are undergoing significant transformation, driven by changing consumer lifestyles, increasing disposable incomes, urbanisation and growing awareness of branded and quality products. Consumers are increasingly seeking products that offer a combination of quality, convenience, functionality, design and value for money.

The rapid expansion of e-commerce and D2C channels has further changed the consumer buying environment by providing brands with wider market access and enabling direct engagement with customers. Marketplaces, quick-commerce platforms, modern retail and digital marketing are increasingly becoming important channels for product discovery, customer acquisition and sales.

The home and lifestyle segment continues to benefit from increasing consumer preference for aesthetically appealing and functional products, while the food segment is witnessing growing demand for differentiated, convenient and branded products, including sauces and other value-added food offerings. The agro-based and textile-related trading markets also offer opportunities for structured and quality-driven operations.

The Company continues to evaluate market trends and consumer preferences and intends to strengthen its product portfolio, expand its distribution network and leverage digital and modern retail channels to support sustainable business growth.

1. FINANCIAL PERFORMANCE

The following table presents the financial performance of the Company for FY 2025–26 compared with FY 2024–25. Amounts are in ₹ Lakhs.

PARTICULARS	FY 2025–26	FY 2024–25	INCREASE / (DECREASE)	% CHANGE
Revenue from Operations	6,812.01	5,464.94	1,347.07	24.65%
Other Income	26.03	36.25	-10.22	-28.20%
Total Income	6,838.04	5,501.19	1,336.86	24.30%
Cost of Materials Consumed	824.89	534.16	2,927.78	548.11%
Purchase of Stock in Trade	2,637.08	1,907.85	-1,907.83	-100.00%
Change in Inventories	-277.83	83.19	-361.03	-433.95%
Employee Benefits Expense	499.17	466.83	32.35	6.93%
Finance Costs	180.37	31.63	148.75	470.33%
Depreciation & Amortisation	286.36	227.73	58.63	25.75%

PARTICULARS (CONTD.)	FY 2025–26	FY 2024–25	INCREASE / (DECREASE)	% CHANGE
Other Expenses	1,053.13	786.48	266.65	33.90%
Total Expenses	5,203.17	4,037.86	1,165.30	28.86%
Profit Before Tax (PBT)	1,634.87	1,463.32	171.55	11.72%
Current Tax	354.46	368.65	-14.19	-3.85%
Deferred Tax	-21.50	15.29	-36.78	-240.63%
Profit After Tax (PAT)	1,301.91	1,079.38	222.53	20.62%

2. KEY PROFITABILITY INDICATORS

PARTICULARS	FY 2025-26	FY 2024-25	CHANGE	% CHANGE
EBITDA	1732.02	1,322.90	409.12	23.08%
EBITDA Margin	25.43%	24.21%	1.22 pp	—
PAT Margin	19.11%	19.75%	-0.64 pp	—

3. FINANCIAL POSITION

The following table summarises the major components of the Balance Sheet as at 31 March 2026 compared with 31 March 2025. Amounts are in ₹ Lakhs.

PARTICULARS	31-MAR-2026	31-MAR-2025	INCREASE / (DECREASE)	% CHANGE
Share Capital	1,418.35	38.97	1,379.38	3,539.37%
Reserves & Surplus	6,760.56	3,218.68	3,541.88	110.04%
Long-Term Borrowings	240.17	308.69	-68.52	-22.20%
Deferred Tax Liabilities	82.95	104.45	-21.50	-20.58%
Long-Term Provisions	35.87	21.23	14.64	68.96%
Short-Term Borrowings	1,063.70	1,117.25	-53.55	-4.79%
Trade Payables	66.76	90.74	-23.98	-26.43%
Other Current Liabilities	558.64	439.28	119.35	27.17%
Short-Term Provisions	8.34	5.26	3.07	58.42%
Total Equity & Liabilities	10,235.34	5,344.55	4,890.79	91.51%
Property, Plant & Equipment	2,206.02	152.52	2,053.50	1,346.37%
Intangible Assets	2,305.62	1,700.80	604.82	35.56%
Capital Work-in- Progress	739.20	0.00	739.20	N/A
Other Non-Current Assets	28.87	37.15	-8.28	-22.30%
Inventories	1,628.32	1,086.87	541.45	49.82%
Trade Receivables	1,212.16	894.25	317.91	35.55%

PARTICULARS (CONTD.)	31-MAR-2026	31-MAR-2025	INCREASE / (DECREASE)	% CHANGE
Cash & Cash Equivalents	1,516.35	1,251.07	265.28	21.20%
Short-Term Loans & Advances	169.33	15.78	153.55	973.33%
Other Current Assets	429.47	206.01	223.47	108.47%
Total Assets	10,235.34	5,344.55	4,890.79	91.51%

4. KEY FINANCIAL RATIOS

RATIO	FY 2025–26	FY 2024–25	CHANGE	% CHANGE
Current Ratio (times)	2.92	2.09	0.83	39.68%
Debt Equity Ratio (times)	0.16	0.44	-0.28	-63.58%
Debt Service Coverage Ratio (times)	119.65	119.49	0.16	0.13%
Return on Equity (%)	22.77	50.26	-27.49	-54.70%
Inventory Turnover Ratio (times)	2.35	3.32	-0.98	-29.44%
Trade Receivables Turnover Ratio (times)	6.47	7.97	-1.50	-18.86%
Trade Payables Turnover Ratio (times)	46.83	26.77	20.05	74.90%
Net Capital Turnover Ratio (times)	4.18	6.07	-1.89	-31.08%
Net Profit Ratio (%)	19.11	19.75	-0.64	-3.24%
Return on Capital Employed (%)	24.73	40.49	-15.76	-38.92%

5. MANAGEMENT ANALYSIS OF MATERIAL MOVEMENTS

- Revenue from operations increased from ₹5,464.94 lakhs in FY 2024–25 to ₹6,812.01 lakhs in FY 2025–26, an increase of 24.65%.
- Profit before tax increased from ₹1,463.32 lakhs to ₹1,634.87 lakhs, an increase of 11.72%. Profit after tax increased from ₹1,079.38 lakhs to ₹1,301.91 lakhs, an increase of 20.62%.
- Finance costs increased from ₹31.63 lakhs to ₹180.37 lakhs, while depreciation and amortisation increased from ₹227.73 lakhs to ₹286.36 lakhs.
- Inventories increased from ₹1,086.87 lakhs to ₹1,628.32 lakhs. Trade receivables increased from ₹894.25 lakhs to ₹1,212.16 lakhs.
- Share capital increased from ₹38.97 lakhs to ₹1,418.35 lakhs, and reserves and surplus increased from ₹3,218.68 lakhs to ₹6,760.56 lakhs.
- Long-term borrowings decreased from ₹308.69 lakhs to ₹240.17 lakhs, while short-term borrowings decreased from ₹1,117.25 lakhs to ₹1,063.70 lakhs.

6. LIQUIDITY AND CASH FLOW

The financial report shows cash generated from operations of ₹609.20 lakhs in FY 2025–26 compared with ₹89.87 lakhs in FY 2024–25. Cash and cash equivalents at year-end stood at ₹1,516.35 lakhs compared with ₹1,251.07 lakhs in the previous year.

7. BUSINESS AND OPERATIONAL OVERVIEW

The Company operates in the home and lifestyle products and food segments, including manufacturing, trading and related consumer-brand activities. The Company also undertakes e-commerce and digital support activities. The operational discussion should be read together with the financial results and schedules contained in the financial statements.

8. RISKS AND CONCERNS

Key risks include changes in market demand, competition, pricing and input costs, working-capital requirements, inventory management, receivable collection, regulatory changes, technology-related developments and other business and economic conditions affecting the Company's operations.

9. INTERNAL CONTROL SYSTEMS

TThe Company's financial statements and supporting schedules are subject to management review and statutory audit. The Company maintains accounting records and financial controls for recording transactions, monitoring liabilities and assets, and preparing periodic financial information.

10. OUTLOOK

Management will continue to focus on revenue growth, operating efficiency, working-capital management, inventory optimisation and strengthening the Company's consumer brands and distribution channels.

11. CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing objectives, expectations, estimates or predictions may constitute forward-looking statements. Actual results may differ materially due to economic conditions, market demand, competition, changes in laws and regulations, costs, availability of resources and other risks and uncertainties.

ANNEXURE –D

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2025-26

[Pursuant to Section 135 of the Companies Act, 2013 ('the Act') & Rules made thereunder]

1. Brief outline on CSR Policy of the Company:

The Company constantly aware of its role in society, as that of a mentor and a builder of the lives of the children of our society, and therefore, its future. Hence, as a corporate entity, we strive at every stage to integrate the larger economic, environmental and social objectives with our core operations and growth. We endeavour to evolve our relationship with all our stakeholders for the common good, and validate our commitment in this regard by adopting appropriate business processes and strategies.

2. Composition of CSR Committee:

SL. NO.	NAME OF DIRECTOR	DESIGNATION/NATURE OF DIRECTORSHIP	NUMBER OF MEETINGS OF CSR COMMITTEE HELD DURING THE YEAR	NUMBER OF MEETINGS OF CSR COMMITTEE ATTENDED DURING THE YEAR
1.	Mr. Amit Dalmia	Chairperson and Executive Director	2	2
2.	Mrs. Susmita Dalmia	Member and Whole-Time Director	2	2
3.	Saahil Prakash Dugar	Member and Independent Director	2	2

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: https://edipl.in/

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **Not Applicable**

5.

a) Average net profit of the company as per sub-section (5) of section 135:**Rs. 7,66,33,054/-**

b) Two percent of average net profit of the company as per sub-section (5) of section 135 :- Rs. 15,32,661

c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: NIL

d) Amount required to be set-off for the financial year, if any:- Rs. 8272/-

e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs**. 15,24,389/-**

6.

(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Rs.15,25,000/-**

(b) Amount spent in Administrative Overheads. :- NIL

(c) Amount spent on Impact Assessment, if applicable:-NIL

(d) Total amount spent for the Financial Year [(a) + (b)+(c)]:**Rs.15,25,000/-**

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

TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR. (IN RS.)	AMOUNT UNSPENT (IN RS.)				
	Total Amount transferred to Unspent CSR Account as per sub-Section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
15,25,000/-	NA	NA	NA	NA	NA

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

SL. NO.	PARTICULAR	AMOUNT (IN RS.)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	15,24,389
(ii)	Total amount spent for the Financial Year	15,25,000
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	611
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	611

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
1	FY-1	NA	NA	NA	NA	NA		
2	FY-2	NA	NA	NA	NA	NA		
3	FY-3	NA	NA	NA	NA	NA		

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

If yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility Amount spent in the Financial Year:

Sl. No.	**Short particulars of the property or asset(s) [including complete address and location of the property]**	**Pincode of the property or asset(s)**	**Date of creation**	**Amount of CSR Amount spent**	**Details of entity/ Authority/ beneficiary of the registered owner**		
NA	NA	NA	NA	NA	**CSR Registration Number, if applicable**	**Name**	**Registered address**
NA							
NA	NA	NA	NA	NA	NA	NA	NA

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

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

For and on behalf of the Board of Directors of
Encompass Design India Limited

Sd/-
Amit Rajendraprasad Dalmia
Chairman & Managing Director
DIN: 00210919

Sd/-
Susmita Amit Dalmia
Whole-Time Director
DIN: 02401290

Date: 07 September 2026

Place: Mumbai

ANNEXURE – E

(DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014)

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of Directors/ KMP of the Company are furnished as follows:

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2025-26 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Rs in Lakhs

NAME OF DIRECTOR/KMP	DESIGNATION	REMUNERATION FOR F.Y. 2025-26	REMUNERATION FOR F.Y. 2024-25	RATIO OF REMUNERATION OF DIRECTOR TO MEDIAN REMUNERATION OF EMPLOYEES	% INCREASE IN REMUNERATION FROM PREVIOUS YEAR
Mr. Amit Dalmia	Chairman and Managing Director	12.00	12.00	NA	NA
Mrs. Susmita Dalmia	Whole-Time Director	24.00	24.00	NA	NA
Mr Ruman Agarwal	Whole-Time Director	26.78	26.78	NA	NA
Mr Tarak Nagda	CFO	30.06	30.06	NA	NA
Mrs Nikita Dinesh Chandak	Company Secretary	4.66	-	NA	NA
Tejpal Singh	Director	0.50	-	NA	NA
Saahil Prakash Dugar	Independent Director	0.70	-	NA	NA
Himanshi Tiwari	Independent Director	0.70	-	NA	NA

Mrs Nikita Dinesh Chandak appointed as the Company Secretary w.e.f 05th April, 2025. Hence, % increase in remuneration is not comparable/ not applicable.

1. The median remuneration of employees other than the Whole-Time Directors/Managerial Personnel of the Company during the financial year was Rs 5,05,332 /-p.a.

2. In the financial year, there was 22.64% increase in the median remuneration of employees other than the Wholetime directors/Managerial Personnel;

3. There were 93 permanent employees on the rolls of Company as on March 31st, 2026;

4. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees;

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

6. Details of top ten employees of the Company:

Details of employees under Rule 5 (2) of the Companies (Appointment and Remuneration) Rules, 2014 as amended from time to time:

SR. NO.	NAME OF THE EMPLOYEE	DESIGNATION OF THE EMPLOYEE	REMUNERATION RECEIVED ANNUALLY (RS.)	NATURE OF EMPLOYMENT, WHETHER CONTRACTUAL OR OTHERWISE	QUALIFICATIONS AND EXPERIENCE OF THE EMPLOYEE
1	Amit Dalmia	Chairman & MD	12,00,000	Full-Time	Bachelor of Business Administrati on (B.B.A)
2	Susmita Dalmia	Whole-Time Director	24,00,000	Full-Time	Masters Degree in Business information technology
3	Ruman Agarwal	Whole-Time Director	26,78,400	Full-Time	Bachelor of Science in Business Administrati on
4	Yogendra Vashishta	Chief Strategy Officer	6,00,000	Full-Time	Master of Business Administrati on (MBA)

SR. NO.	NAME OF THE EMPLOYEE	DESIGNATION	REMUNERATION RECEIVED (₹)	NATURE OF EMPLOYMENT	QUALIFICATIONS & EXPERIENCE
5	Tarak Nagda	CFO	30,06,080	Full-Time	Bachelor of Commerce degree and has completed CA (Inter)
6	Nikita Chandak	CS	4,73,866	Full-Time	ICSI
7	Shreyash Jain	CHRO	19,92,333	Full-Time	Bachelor of Commerce (B. Com)
8	Sai Nagesh	Director - Gated Markets	23,50,962	Full-Time	Post Graduate Diploma in Digital Business (Columbia Business School)
9	Sonia Nigam	Business Head – Home Furnishing	9,33,421	Full-Time	Master of Business Administration (Operations & Project Mgmt)
10	Prerna Bhatia	Brand Manager	7,44,530	Full-Time	PGDM from MICA

SR.	NAME OF EMPLOYEE	JOINING DATE	AGE	PREVIOUS EMPLOYMENT	% EQUITY HELD	RELATIVE OF DIRECTOR
1	Amit Dalmia	01–12–2013	48	OTH ONLINE PRIVATE LIMITED	51.18%	YES
2	Susmita Dalmia	01–11–2021	47	OTH ONLINE PRIVATE LIMITED	1.41%	YES
3	Ruman Agarwal	01–07–2022	42	OTH ONLINE PRIVATE LIMITED	3.17%	NO
4	Yogendra Vashishta	01–04–2025	64	OTH ONLINE PRIVATE LIMITED	3.17%	NO
5	Tarak Nagda	01–07–2022	42	OTH ONLINE PRIVATE LIMITED	0.00%	NO
6	Nikita Chandak	07–04–2025	34	—	0.00%	NO
7	Shreyash Jain	20–Dec–2023	30	Constellation blu Advisory Pvt Ltd	0.00%	NO
8	Sai Nagesh	01–Jun–2024	60	Rootdrive Private Limited (Founder)	0.00%	NO
9	Sonia Nigam	05–Jan–2026	39	Indo Count Industries Limited	0.00%	NO
10	Prerna Bhatia	15–Dec–2025	29	More Retail Private Limited	0.00%	NO

No Directors/Managerial Personnel in the Company have been paid remuneration in excess of the limits prescribed under section 197 of The Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board of Directors of
Encompass Design India Limited

Sd/-
Amit Rajendraprasad Dalmia
Chairman & Managing Director
DIN: 00210919

Sd/-
Susmita Amit Dalmia
Whole-Time Director
DIN: 02401290

Date: 07 September 2026

Place: Mumbai

ANNEXURE - F

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) To, The Members, M/s Encompass Design India Limited Virwani Indl Estate, Shop No. A-101, Opp. Western Exp Highway, Goregaon(E), Mumbai, Maharashtra, India, 400063.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Encompass Design India Limited having CIN: L74210MH2010PLC200672 and having registered office at Virwani Indl Estate, Shop No. A-101, Opp. Western Exp Highway, Goregaon(E), Mumbai, Maharashtra, India, 400063 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10 sub clause (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

SR.NO	NAME OF DIRECTOR	DIN
1	Amit Rajendraprasad Dalmia	00210919
2	Susmita Amit Dalmia	02401290
3	Ruman Kailash Agarwal	11004779
4	Tejpal Singh	11111989
5	Saahil Prakash Dugar	01186726
6	Himanshi Tiwari	10545195

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

For Shanu Mata & Associates
Practicing Company Secretaries

Sd/-
Shanu Bhagwandas Mata
Proprietor | FCS No: 12161 | CP No: 17999 | Peer Review No: 2888/2023

Date: 02 September 2026 **Place:** Mumbai

UDIN: F012161H001354975

ANNEXURE – G

CFO CERTIFICATION

Pursuant to the requirements of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), 2015, I, Tarak Amrutlal Nagda, Chief Financial Officer, of the Company, certify that:

A. I have reviewed financial statements and the cash flow statement for the year ended March 31, 2026 and that to the best of my knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity 's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity 's code of conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

D. I have indicated to the auditors and the Audit committee.

1) significant changes, if any, in internal control over financial reporting during the year;

2) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.

3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/-
Tarak Amrutlal Nagda
Chief Financial Officer

Date: September 07, 2026
Place: Mumbai

DECLARATION

I hereby confirm that the Company has received from all the members of the Board and Senior Management, for the financial year ended March 31, 2026, a confirmation that they are in compliance with the Company's Code of Conduct.

Sd/-
Tarak Amrutlal Nagda
Chief Financial Officer

Date: September 07, 2026
Place: Mumbai

FINANCIALS — INDEPENDENT AUDITORS' REPORT

To The Members of ENCOMPASS DESIGN INDIA LIMITED (Formerly Encompass Design India Private Limited)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

1. Opinion

We have audited the accompanying financial statements of M/s. ENCOMPASS DESIGN INDIA LIMITED (Formerly Encompass Design India Private Limited) ("the Company"), which comprise the Balance Sheet as at 31st March 2026, and the Statement of Profit and Loss, the statement of Cash Flows for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by 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 financial performance for the year ended on that date.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Key Audit Matters

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

KAM 1: REVENUE RECOGNITION AND COMPLETENESS ACROSS CHANNELS

The Company recorded total revenue from operations of Rs. 6,812.01 lakhs for the year ended 31st March 2026, comprising Sale of Products (Domestic and Export), Trading Sales, and Sale of Services. Given the complexity of multiple channels — domestic sales, trading sales, export sales, marketplace platforms (Amazon, Myntra, Flipkart, Nykaa, Blinkit, etc.) and service revenue — revenue recognition was identified as a key area of audit focus.

Auditor's Response: Our procedures included: (i) Assessing the design and operating effectiveness of key internal controls over revenue recognition and customer invoicing; (ii) Testing end-to-end reconciliation between orders, dispatch notes, electronic marketplace settlement reports, and collections; (iii) Performing analytical review of channel-level realization trends; (iv) Verifying cut-off procedures around 31 March 2026; and (v) Reconciling sales in the books of accounts with GST returns and bank receipts. We found revenue to be appropriately recognized.

KAM 2: VALUATION AND EXISTENCE OF INTANGIBLE ASSETS (BRANDS)

As at 31st March 2026, the net carrying value of Intangible Assets is Rs. 2,305.62 lakhs, primarily comprising Brand assets (Bed Bath More Brands) of Rs. 2,291.94 lakhs. Given the significant materiality of the balance and the management judgments involved in assessing the economic useful life and testing for impairment, this was identified as a key audit matter.

Auditor's Response: Our audit procedures included: (i) Reviewing the Management Resolution Letter (MRL) and board approvals for capitalization of Brand expenses; (ii) Verifying the underlying acquisition agreements, trademark assignment deeds, and proof of legal title; (iii) Evaluating management's annual impairment assessment, including projected revenue streams and brand contribution margins; (iv) Verifying that amortisation is computed on a straight-line basis over the estimated 10-year useful life in accordance with AS 26. We found the valuation and disclosures to be appropriate.

4. OTHER INFORMATION & MANAGEMENT'S RESPONSIBILITIES

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors' Report and Management Discussion & Analysis, but does not include the financial statements and our auditor's report thereon. Our opinion does not cover the other information and we do not express any form of assurance conclusion thereon.

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation 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 accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

5. AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

STATUTORY AUDIT ANNEXURE

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report to the Members of Encompass Design India Limited of even date

On the basis of such checks as we considered appropriate and according to information and explanations given to us:

(i) Property, Plant & Equipment and Intangible Assets: (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment. (B) The Company has maintained proper records showing full particulars of intangible assets. (b) All PPE have been physically verified by management in accordance with a phased programme. No material discrepancies were noticed. (c) Title deeds of immovable properties are held in the name of the Company. (d) No revaluation of PPE or intangible assets was conducted during the year. (e) No proceedings are initiated or pending against the Company for holding benami property.

(ii) Inventory: (a) The inventory has been physically verified during the year by management at reasonable intervals. In our opinion, coverage and procedure of such verification is appropriate. Discrepancies noticed were less than 10% in aggregate and have been properly dealt with in books. (b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores from banks on the basis of security of current assets; quarterly statements filed with banks are in agreement with books of accounts.

(iii) Investments, Guarantees & Loans: The Company has not made investments in, provided any guarantee or security, or granted any advances in the nature of loans to companies, firms, LLPs or other parties during the year.

(iv) Compliance with Sections 185 & 186: In respect of loans, investments, guarantees and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(v) Public Deposits: The Company has not accepted any deposits or amounts which are deemed to be deposits under sections 73 to 76 of the Act.

(vi) Cost Records: Maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Act for any of the products of the Company.

(vii) Statutory Dues: (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, and other statutory dues. No undisputed arrears were outstanding as on 31 March 2026 for a period exceeding six months. (b) There are no dues of income tax, sales tax, GST, or customs duty that have not been deposited on account of any dispute.

(viii) Unrecorded Income: No transactions have been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961.

(ix) Default in Repayment: The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(x) IPO Proceeds Utilisation: The Company raised Rs. 40.21 crores through Initial Public Offer of 37,58,400 equity shares during the year. The funds raised have been applied for the purposes for which they were raised, with no deviations or variations.

STATUTORY AUDIT ANNEXURE

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls with reference to financial statements of ENCOMPASS DESIGN INDIA LIMITED as of 31st March 2026 in conjunction with our audit of the standalone 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 with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY & INHERENT LIMITATIONS

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

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 with reference to financial statements were operating effectively as at 31st March 2026, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V.K. BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS | Firm Regn. No. 101083W

Sd/- CA Kunal V. Beswal (Partner) | Membership No. 131054
Place: Mumbai | Date: 20/05/2026 | UDIN: 26131054JSKWHJ5079

ENCOMPASS DESIGN INDIA LIMITED

(Formerly Encompass Design India Private. Limited) | CIN: L74210MH2010PLC200672

BALANCE SHEET AS AT 31ST MARCH, 2026

Rs. in Lakhs

PARTICULARS	NOTE	AS AT 31-MAR-2026	AS AT 31-MAR-2025
I. EQUITY AND LIABILITIES			
1) Shareholders' Funds			
a) Share Capital	2	1,418.35	38.97
b) Reserves and Surplus	3	6,760.56	3,218.68
Sub-total: Shareholders' Funds		**8,178.91**	**3,257.65**
2) Non-Current Liabilities			
a) Long-term borrowings	4	240.17	308.69
b) Deferred Tax Liabilities (Net)	5	82.95	104.45
c) Long Term Provisions	6	35.87	21.23
Sub-total: Non-Current Liabilities		**358.99**	**434.37**
3) Current Liabilities			
a) Short-Term Borrowings	7	1,063.70	1,117.25
b) Trade Payables	8		
- Total outstanding dues of MSME		22.88	14.61
- Total outstanding dues of creditors other than MSME		43.88	76.12
c) Other Current Liabilities	9	558.64	439.28
d) Short Term Provisions	10	8.34	5.26
Sub-total: Current Liabilities		**1,697.44**	**1,652.53**
TOTAL EQUITY AND LIABILITIES		**10,235.34**	**5,344.55**

BALANCE SHEET AS AT 31ST MARCH, 2026 (CONTD.)

Rs. in Lakhs

PARTICULARS	NOTE	AS AT 31-MAR-2026	AS AT 31-MAR-2025
II. ASSETS			
1. Non-Current Assets			
a) Property, Plants & Equipments			
i) Property, Plants & Equipments	11A	2,206.02	152.52
ii) Intangible assets	11B	2,305.62	1,700.80
b) Capital Work-in-Progress	11C	739.20	-
c) Non-current investments	12	-	0.10
d) Other non-current assets	13	28.87	37.15
Sub-total: Non-Current Assets		**5,279.71**	**1,890.57**
2. Current Assets			
a) Inventories	14	1,628.32	1,086.87
b) Trade Receivables	15	1,212.16	894.25
c) Cash and cash equivalents	16	1,516.35	1,251.07
d) Short-Term Loans and Advances	17	169.33	15.78
e) Other Current Assets	18	429.47	206.01
Sub-total: Current Assets		**4,955.63**	**3,453.98**
TOTAL ASSETS		**10,235.34**	**5,344.55**

Significant Accounting Policies (Note 1) and Accompanying Notes form an integral part of Financial Statements.
As per our report of even date attached:

For V K BESWAL & ASSOCIATES,
Chartered Accountants (Firm No. 101083W)

Sd/-
CA Kunal V. Beswal
(Partner, M No. 131054) | UDIN: 26131054JSKWHJ5079
Place: Mumbai | Date: 20/05/2026

For and on behalf of the Board of Directors:
ENCOMPASS DESIGN INDIA LIMITED

Sd/-
Amit Rajendrapasad Dalmia
(Managing Director, DIN 00210919)

Sd/-
Susmita Amit Dalmia
(Whole-Time Director, DIN 02401290)

Sd/-
Ruman Kailash Agarwal
(Whole-Time Director, DIN 11004779)

Sd/-
Tarak Amrutlal Nagda
(CFO)

Sd/-
Nikita Dinesh Chandak
(Company Secretary, M No. 55327)

ENCOMPASS DESIGN INDIA LIMITED

CIN: L74210MH2010PLC200672

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

Rs. in Lakhs

PARTICULARS	NOTE	YEAR ENDED 31-MAR-2026	YEAR ENDED 31-MAR-2025
Income:			
I. Revenue from operations	19	6,812.01	5,464.94
II. Other Income	20	26.03	36.25
III. Total Income (I + II)		**6,838.04**	**5,501.19**
IV. Expenses:			
Cost of materials consumed	21A	824.89	534.16
Purchase of stock in trade	21B	2,637.08	1,907.85
Increase/(Decrease) in Inventories	21C	(277.83)	83.19
Employee Benefits Expense	22	499.17	466.83
Finance Costs	23	180.37	31.63
Depreciation and Amortization	11 (A&B)	286.36	227.73
Other Expenses	24	1,053.13	786.48
Total expenses (IV)		**5,203.17**	**4,037.86**
Profit/(Loss) before exceptional items and tax		**1,634.87**	**1,463.32**
- Exceptional Item		-	-
V. Profit before tax		**1,634.87**	**1,463.32**
VI. Tax expense:			
1) Current Tax		354.46	368.65
2) Deferred Tax		(21.50)	15.29
Profit for the year (PAT)		**1,301.91**	**1,079.38**
Earnings per share (Par value Rs. 10 per share)			
Basic (Rs.)	33	11.15	276.96
Diluted (Rs.)	33	11.15	276.96

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

Rs. in Lakhs

PARTICULARS	AS AT 31-MAR-2026	AS AT 31-MAR-2025
A. Cash flows from operating Activities		
Net Profit before taxation and extraordinary items	1,634.87	1,463.32
Adjustments for Non cash & Non Operating Expenses:		
Depreciation	286.36	227.73
Interest and Finance Charges	180.37	31.63
Operating profit before Working Capital Changes	**2,101.59**	**1,722.67**
Adjustments for changes in working capital:		
Inventories	(541.45)	(577.50)
Trade Receivables	(317.91)	(452.31)
Short Term Loans and Advances	(153.55)	2.70
Trade Payables	(23.98)	(50.31)
Other Current Assets	(223.47)	(49.23)
Other liabilities and provisions	(232.03)	(506.15)
Cash generated from Operations	609.20	89.87
Income taxes paid	332.96	383.94
Net Cash Flow from Operating Activities (A)	**942.16**	**473.81**
B. Cash flows from Investing Activities		
Changes in fixed assets / CWIP	(3,683.87)	(990.48)
Changes in Investment	0.10	(0.10)
Change in Share Capital / Premium	3,286.40	1,140.79
Changes in Long-Term Loans and Advances	8.28	(0.70)
Net Cash Flow from Investing Activities (B)	**(389.09)**	**149.51**
C. Cash flows from financing Activities		
Increase/(Decrease) in Short-term borrowings	(53.55)	905.11
Increase/(Decrease) in Long-term borrowings	(68.52)	(284.57)
Increase/ (Decrease) in Other Long term Liabilities	14.65	8.33
Interest and Finance Charges	(180.37)	(31.63)
Net cash generated from financing Activities (C)	**(287.79)**	**597.24**
Net increase/(decrease) in cash & cash equivalents (A+B+C)	**265.28**	**1,220.56**
Cash and cash equivalents at the beginning of the year	1,251.07	30.51
Cash and cash equivalents at the end of the year	**1,516.35**	**1,251.07**

Auditor: For V.K. BESWAL & ASSOCIATES, Chartered Accountants (CA Kunal V. Beswal, Partner, M No. 131054) | **UDIN: 26131054JSKWHJ5079**

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

A. CORPORATE INFORMATION

The Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of "Encompass Design India Private Limited" bearing Corporate Identification Number U74210MH2010PLC200672 dated March 09, 2010 issued by the Registrar of Companies, Mumbai. Subsequently, the Company was converted into a public limited company and the name of the Company was changed to "Encompass Design India Limited" pursuant to a fresh certificate of incorporation issued on March 25, 2025 by the Registrar of Companies, Central Processing Centre. The Company completed its Initial Public Offering and its shares were listed on the SME Platform of National Stock Exchange of India Limited (NSE Emerge) on December 12, 2025.

The Company is in the business of designing, manufacturing, trading and marketing of consumer lifestyle products across bed linen, home furnishing, apparel and gourmet food products under its owned brand portfolio (Stoa Paris, QuirkLoom, Small Batch) as well as providing end-to-end e-commerce solutions.

B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

C. CURRENT VERSUS NON-CURRENT CLASSIFICATION

An asset is classified as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for trading, or expected to be realised within 12 months after the reporting period. All other assets are classified as non-current. All liabilities are similarly classified based on the Company's 12-month operating cycle.

D. PROPERTY, PLANT & EQUIPMENT AND DEPRECIATION

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price, non-refundable taxes, and directly attributable costs of bringing the asset to its working condition. Depreciation is provided on Straight Line Method (SLM) based on useful lives specified in Schedule II to the Companies Act, 2013: Office Building: 60 years; Furniture and Fixtures: 10 years; Interior: 10 years; Office Equipment: 5 years; Motor Cars: 8 years; Plant & Machinery: 15 years.

E. INTANGIBLE ASSETS & AMORTISATION

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Intangible assets comprising Brands (Bed Bath More Brands) are amortised on a straight-line basis over their estimated useful economic life of 10 years. Computer software is amortised on a straight-line basis over 3 years.

F. REVENUE RECOGNITION

Revenue from sale of goods is recognized when significant risks and rewards of ownership have passed to the buyer, which generally coincides with delivery/dispatch, recovery of consideration is probable, associated costs can be estimated reliably, and there is no continuing managerial involvement. Sales are recognized net of sales returns, GST, and trade discounts. Service revenue from digital marketing and e-commerce management is recognized as services are rendered based on agreed contractual milestones. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

G. INVENTORIES (AS 2)

Inventories of raw materials, work-in-progress, finished goods, and stock-in-trade are valued at the lower of cost and net realizable value. Cost is determined on First-In-First-Out (FIFO) basis. Cost of raw materials includes purchase cost and other direct procurement expenses. Finished goods and WIP include direct material, direct labour, and an appropriate share of production overheads.

H. EMPLOYEE RETIREMENT BENEFITS (AS 15)

(i) Defined Contribution Plans: Provident Fund contributions are made to government-administered funds and charged to Profit and Loss. (ii) Defined Benefit Plans: Gratuity liability is provided on the basis of an actuarial valuation using the Projected Unit Credit Method at year-end. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

I. TAXES ON INCOME (AS 22)

Tax expense comprises current tax and deferred tax. Current tax is measured at the amount expected to be paid to tax authorities in accordance with the Income Tax Act, 1961. Deferred tax assets and liabilities are recognized on timing differences between taxable income and accounting income using enacted tax rates.

J. PROVISIONS, CONTINGENT LIABILITIES & COMMITMENTS (AS 29)

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation. Contingent liabilities are disclosed in notes when there is a possible obligation arising from past events whose existence will be confirmed by future uncertain events.

NOTE 2: SHARE CAPITAL

Rs. in Lakhs

PARTICULARS	AS AT 31-MAR-2026	AS AT 31-MAR-2025
Authorised Capital:		
1,98,50,000 (P.Y. 1,98,50,000) Equity Shares of Rs. 10/- each	1,985.00	1,985.00
1,50,000 (P.Y. 1,50,000) Preference Shares of Rs. 10/- each	15.00	15.00
Total Authorised Capital	**2,000.00**	**2,000.00**
Issued Capital:		
1,41,83,544 (P.Y. 3,90,248) Equity Shares of Rs. 10/- each	1,418.35	39.02
Subscribed and Fully Paid Up:		
1,41,83,544 (P.Y. 3,89,725) Equity Shares of Rs. 10/- each fully paid up	1,418.35	38.97
Total Subscribed & Paid-Up Capital	**1,418.35**	**38.97**

Note 2.1 Reconciliation of Shares: Opening: 3,89,725 shares (Rs. 38.97L) | Bonus Issue (25.75:1 on 08.05.2025): 1,00,35,419 shares (Rs. 1,003.54L) | Fresh Issue via IPO (10.12.2025): 37,58,400 shares (Rs. 375.84L) | Closing: 1,41,83,544 shares (Rs. 1,418.35L).
Note 2.2 Terms & Rights: The Company has only one class of equity shares having par value of Rs. 10/- each. Each holder is entitled to one vote per share and pro-rata dividend.

PROMOTER & SUBSTANTIAL SHAREHOLDERS (>5%) & PROMOTER SHAREHOLDING (NOTE 2.3 & 2.4)

SHAREHOLDER / PROMOTER NAME	NO. OF SHARES	% HOLDING FY26	NO. (FY25)	% HOLDING FY25	% CHANGE
Mr. Amit Dalmia (Promoter)	72,59,281	51.18%	2,71,375	69.63%	-18.45%
Mrs. Susmita Dalmia (Promoter)	2,00,598	1.41%	7,499	1.92%	-0.51%
Mr. Ruman Agarwal (Promoter)	4,49,935	3.17%	16,820	4.32%	-1.14%
Mr. Yogendra Vashishta (Promoter)	4,49,962	3.17%	16,821	4.32%	-1.14%
Public & Other Shareholders	58,23,768	41.07%	77,210	19.81%	+21.26%
Total Equity Shares	**1,41,83,544**	**100.00%**	**3,89,725**	**100.00%**	**-**

NOTE 3: RESERVES AND SURPLUS

PARTICULARS	AS AT 31-MAR-2026	AS AT 31-MAR-2025
a) Surplus in Statement of Profit and Loss:		
Opening Balance	1,253.20	173.82
Add: Net Profit for the year	1,301.91	1,079.38
Closing Balance (A)	**2,555.11**	**1,253.20**
b) Share Premium Account:		
Opening Balance	1,965.47	832.73
Add: Premium on fresh issue of equity shares via IPO (Note 3.2)	3,645.65	1,219.98
Less: Capitalised on issue of Bonus Shares	(1,003.54)	-
Less: Share Issue Expenses written off (Note 3.1)	(402.13)	(87.24)
Closing Balance (B)	**4,205.45**	**1,965.47**
Total Reserves and Surplus (A + B)	**6,760.56**	**3,218.68**

Note 3.1 Share Issue Expenses: IPO issue exp Rs. 19.98L, Professional & legal charges Rs. 382.14L, Total Rs. 402.13L (P.Y. ROC fees Rs. 68.43L, Prof. fees Rs. 18.81L, Total Rs. 87.24L).

NOTES 4 TO 10: LIABILITIES

Rs. in Lakhs

NOTE 4: LONG-TERM BORROWINGS

PARTICULARS	31-MAR-26	31-MAR-25
Loan from Director (Unsecured, interest-free)	134.39	184.39
Inter-Corporate Deposit (ICD)	80.00	80.00
Term Loan from Standard Chartered Bank	20.56	35.82
Vehicle Loan (Secured against vehicle)	5.23	8.48
Total Non-Current Borrowings	**240.17**	**308.69**

NOTE 5: DEFERRED TAX LIABILITIES (NET)

PARTICULARS	31-MAR-26	31-MAR-25
Net Block diff. (Co. Act vs IT Act: Rs. 713.46L)	179.56	111.11
Less: DTA on Gratuity & Bad Debts (Rs. 62.17L)	(15.65)	(6.67)
Less: DTA on Share Issue Exp. (Rs. 321.70L)	(80.97)	-
Net Deferred Tax Liability	**82.95**	**104.45**

Net credit of Rs. 21.50 Lakhs recognized in P&L.

NOTE 6: LONG-TERM PROVISION

PARTICULARS	31-MAR-26	31-MAR-25
Provision for Gratuity	35.87	21.23
Total Long-Term Provision	**35.87**	**21.23**

NOTE 7: SHORT-TERM BORROWINGS

PARTICULARS	31-MAR-26	31-MAR-25
Cash Credit from ICICI Bank (Secured by stock/book debts)	1.02	-
Cash Credit from HDFC Bank (Guaranteed by Directors)	1,000.00	-
Current Maturities of Long-Term Debt (NBFC / SCB)	59.61	1,114.18
Current Maturities of Vehicle Loans	3.07	3.07
Total Short-Term Borrowings	**1,063.70**	**1,117.25**

NOTE 8: TRADE PAYABLES & SCHEDULE III AGEING SCHEDULE

CATEGORY	< 1 YEAR	1-2 YEARS	2-3 YEARS	> 3 YEARS	TOTAL FY26	TOTAL FY25
(i) MSME Suppliers (Goods)	22.88	-	-	-	22.88	14.61
(ii) Others (Goods & Services)	43.88	-	-	-	43.88	76.12
(iii) Disputed Dues (MSME / Others)	-	-	-	-	-	-
Total Trade Payables	**66.76**	**-**	**-**	**-**	**66.76**	**90.74**

NOTE 9: OTHER CURRENT LIABILITIES

PARTICULARS	AS AT 31-MAR-2026	AS AT 31-MAR-2025
Advances from Customers	3.52	2.29
Creditors for Expenses	148.18	91.63
Salaries & Wages Payable	61.52	50.70
Other Payables (Operational & Admin)	13.87	2.10
Statutory Dues Payable (GST, TDS, PF, ESIC)	13.02	11.38
Other Current Liabilities	4.42	5.09
Provision for Income Tax (Net of Advance Tax & TDS: Rs. 40.35L; P.Y. Rs. 92.57L)	314.11	276.08
Total Other Current Liabilities	**558.64**	**439.28**

NOTE 10: SHORT-TERM PROVISION

PARTICULARS	31-MAR-26	31-MAR-25
Provision for Gratuity	8.34	5.26
Total Short-Term Provision	**8.34**	**5.26**

NOTE 11: SCHEDULE 11 PROPERTY, PLANT & EQUIPMENT

Rs. in Lakhs

				GROSS BLOCK	DEPRECIATION / AMORTISATION			NET BLOCK	
ASSET CLASS	01.04.25	ADDITIONS	DEDUCTIONS	31.03.26	01.04.25	FOR YEAR	31.03.26	31.03.26	31.03.25
A) Tangible Assets:									
Property / Office Building	-	2,064.93	-	2,064.93	-	5.95	5.95	2,058.98	-
Computers & IT Hardware	62.45	22.20	-	84.65	27.53	16.96	44.48	40.17	34.93
Furniture & Fixtures	127.35	3.77	-	131.12	49.66	19.69	69.35	61.76	77.69
Plant & Machinery (Bhiwandi Hub)	33.67	10.73	-	44.39	7.93	2.85	10.78	33.61	25.74
Motor Vehicles	17.84	-	-	17.84	3.67	2.68	6.35	11.49	14.17
Sub-total Tangible Assets (A)	**241.31**	**2,101.63**	**-**	**2,342.93**	**88.79**	**48.13**	**136.92**	**2,206.02**	**152.52**
B) Intangible Assets:									
Brands (Bed Bath More / ScaleSauce)	2,951.51	842.34	-	3,793.85	1,272.53	229.38	1,501.91	2,291.94	1,678.98
Computer Software	86.00	-	-	86.00	66.23	8.60	74.83	11.17	19.77
Trademarks	2.40	0.71	-	3.11	0.34	0.25	0.59	2.51	2.05
Sub-total Intangible Assets (B)	**3,039.91**	**843.05**	**-**	**3,882.96**	**1,339.11**	**238.23**	**1,577.34**	**2,305.62**	**1,700.80**
Grand Total (A + B)	**3,281.22**	**2,944.68**	**-**	**6,225.89**	**1,427.89**	**286.36**	**1,714.26**	**4,511.64**	**1,853.32**
Previous Year Grand Total	2,290.73	990.48	-	3,281.22	1,200.17	227.73	1,427.89	1,853.32	-

CAPITAL WORK-IN-PROGRESS (CWIP) SCHEDULE 11C

Movement in CWIP

PROJECT	ADDITIONS	CLOSING
Office Renovation Project	122.75	122.75
Asset Management Software	616.45	616.45
Total CWIP	**739.20**	**739.20**

CWIP Ageing Schedule

CWIP PROJECT	< 1 YEAR	TOTAL
Office Interior & Renovation	122.75	122.75
In-House Software Tool	616.45	616.45
Total CWIP	**739.20**	**739.20**

CWIP Disclosures: Office renovation represents costs towards office interiors, furniture and fit-outs pending completion, to be capitalised under Furniture & Fixtures. Software expenses pertain to an in-house asset management tool, to be capitalised under Intangibles upon implementation. Both projects are in progress with expected completion within the next financial year. No borrowing costs have been capitalised during the year.

NOTES 12 TO 18: ASSETS & RECEIVABLES

Rs. in Lakhs

NOTES 12 & 13: NON-CURRENT ASSETS

PARTICULARS	31-MAR-26	31-MAR-25
Note 12: Non-Current Investments (Shares)	0.05	0.05
Note 13: Long-Term Loans & Advances (Security Deposits)	28.87	27.02
Sub-total Non-Current Assets	**28.92**	**27.07**

NOTE 14: INVENTORIES

PARTICULARS	31-MAR-26	31-MAR-25
Raw Materials	1,235.09	1,009.74
Finished Goods	354.97	77.14
Consumables & Packing Materials	38.27	-
Total Inventories (at lower of cost/NRV)	**1,628.32**	**1,086.87**

NOTE 15: TRADE RECEIVABLES & SCHEDULE III AGEING SCHEDULE

PARTICULARS	< 6 MONTHS	6M–1 YEAR	1–2 YEARS	> 3 YEARS	TOTAL FY26	TOTAL FY25
(i) Undisputed — Considered Good	1,035.55	50.63	50.95	-	1,137.13	894.25
(ii) Disputed — Considered Good	11.58	-	-	63.45	75.03	-
Total Trade Receivables	**1,047.13**	**50.63**	**50.95**	**63.45**	**1,212.16**	**894.25**

NOTE 16: CASH & BANK BALANCES

PARTICULARS	31-MAR-26	31-MAR-25
Cash on Hand	0.07	0.51
Fixed Deposit	472.46	81.08
Balances with Banks in Current Accounts	1,043.82	495.79
In CC with Bank of Maharashtra*	-	673.69
Total Cash & Bank Balances	**1,516.35**	**1,251.07**

*[CC secured against hypothecation of Stock & Book debts.]

NOTES 17 & 18: LOANS & OTHER ASSETS

PARTICULARS	31-MAR-26	31-MAR-25
Advance to Creditors	148.30	8.54
Advance For Capital-WIP	18.90	-
Advances to others	2.13	7.23
Note 17: Short-Term Loans & Advances	**169.33**	**15.78**
Balance with Statutory Authorities	394.13	204.29
Prepaid Expenses	35.28	1.71
Other Current Assets	0.06	-
Note 18: Other Current Assets	**429.47**	**206.01**

NOTE 19: REVENUE FROM OPERATIONS

Rs. in Lakhs

PARTICULARS	NOTE	FY 2025-26	FY 2024-25
Sale of Products	19A	6,228.58	4,954.71
Sale of Services (Digital & E-commerce Solutions)	19B	583.43	510.23
Total Revenue from Operations		**6,812.01**	**5,464.94**

DETAIL OF SALES OF PRODUCTS (NOTE 19A) & SERVICES (NOTE 19B)

SALES CATEGORY	DOMESTIC	EXPORT	TOTAL FY26	TOTAL FY25
Product Sales (Stoa Paris, QuirkLoom, Small Batch)	2,183.37	63.25	2,246.62	1,400.14
Trading Sales	3,981.95	-	3,981.95	3,554.57
Sub-total Product Sales (19A)	**6,165.32**	**63.25**	**6,228.58**	**4,954.71**
Sale of Services (Consultancy & Enablement) (19B)	583.43	-	583.43	510.23
Total Operating Revenue	**6,748.75**	**63.25**	**6,812.01**	**5,464.94**

NOTE 20: OTHER INCOME

PARTICULARS	FY 2025-26	FY 2024-25
Commission Received	-	15.01
Foreign Exchange Gain	15.95	-
Interest Received	3.28	2.24
MSME Interest Reversal	-	4.55
Other Misc Income	6.80	14.44
Total Other Income	**26.03**	**36.25**

NOTE 21: MATERIALS & INVENTORY CHANGES

PARTICULARS	FY 2025-26	FY 2024-25
21A: Raw Material Consumed	824.89	534.16
21B: Purchase of Stock in Trade	2,637.08	1,907.85
21C: (Increase)/Decrease in FG	(277.83)	83.19
Total Materials & Purchases	**3,184.14**	**2,525.20**

Note 21A Break-up: Opening Raw Material Rs. 1,009.74L + Purchases Rs. 1,050.24L - Closing Stock Rs. 1,235.09L = Rs. 824.89L.
Note 21C Break-up: Opening Finished Goods Rs. 77.14L - Closing Finished Goods Rs. 354.97L = (Rs. 277.83L).

NOTES 22 TO 24: OPERATING EXPENDITURE

Rs. in Lakhs

NOTE 22: EMPLOYEE BENEFITS EXPENSE

PARTICULARS	FY 2025-26	FY 2024-25
Salaries, Wages and Other Benefits	448.80	417.06
Employer Contribution on ESIC & PF	6.01	5.58
Gratuity Expense	20.62	12.05
Staff Welfare Expenses	23.74	32.14
Total Employee Benefits	**499.17**	**466.83**

NOTE 23: FINANCE COSTS

PARTICULARS	FY 2025-26	FY 2024-25
Bank Charges	17.33	6.28
Interest Expense	143.75	15.79
Processing Charges	19.29	9.55
Total Finance Costs	**180.37**	**31.63**

NOTE 24: OTHER EXPENSES ITEMIZED SCHEDULE

NATURE OF EXPENSE	FY 2025-26	FY 2024-25	NATURE OF EXPENSE (CONTD.)	FY 2025-26	FY 2024-25
Advertisement & Marketing Expenses	200.91	9.00	Production Expenses	42.16	15.22
Auditor Remuneration (Note 24.1)	4.00	3.13	Office Expenses	6.45	5.22
Commission & Market Place Expenses	165.81	164.00	Postage and Courier Charges	106.43	161.60
Director Sitting Fees	1.90	-	Packaging & Designing Expenses	46.77	85.86
Electricity Charges	19.73	17.10	Printing and Stationary	37.43	19.86
Foreign Exchange Loss	-	0.84	Provision for Bad Debts	17.96	-
Insurance Charges	6.56	8.63	Rent, Rates and Taxes	102.76	99.56
Legal Professional & Consultancy	80.42	37.39	CSR Expenses	15.25	5.10
Labour Charges	0.01	0.02	Repairs and Maintenance	11.21	8.28
Job Work Charges	1.29	9.21	Transport Charges	46.66	26.65
Travelling and Conveyance Expenses	23.81	25.48	Telephone Expenses	1.70	1.78
Internet Gateway & Domain charges	91.93	77.24	Miscellaneous Expenses	21.98	5.31
Total Other Expenses (Note 24)					**1,053.13 (FY25: 786.48)**

Note 24.1 Auditors Remuneration: Audit Fee: Rs. 3.50 Lakhs (P.Y. Rs. 1.75 Lakhs); Tax Audit: Rs. 0.50 Lakh (P.Y. Rs. 0.35 Lakh); Other Matters: Nil (P.Y. Rs. 1.03 Lakhs); Total: Rs. 4.00 Lakhs (P.Y. Rs. 3.13 Lakhs).

NOTE 25: RETIREMENT BENEFITS (AS 15)

Rs. in Lakhs

PRESENT VALUE OF OBLIGATION MOVEMENT

PARTICULARS	31-MAR-26	31-MAR-25
Opening Defined Benefit Obligation	26.49	17.06
Current Service Cost	5.94	4.79
Interest Cost on Obligation	1.56	1.08
Actuarial Loss / (Gain) on Obligation	12.42	3.56
Closing Defined Benefit Obligation	**46.41**	**26.49**

BALANCE SHEET RECOGNITION

PARTICULARS	31-MAR-26	31-MAR-25
Present Value of Unfunded Obligation	46.41	26.49
Less: Unrecognised Past Service Cost	(2.20)	-
Net Liability Recognized in B/S	**44.21**	**26.49**
- Long-Term Provision (Note 6)	35.87	21.23
- Short-Term Provision (Note 10)	8.34	5.26

EXPENSE RECOGNIZED IN P&L

PARTICULARS	FY 2025-26	FY 2024-25
Current Service Cost	5.94	4.79
Interest Cost	1.56	1.08
Net Actuarial Loss / (Gain) Recognized	10.22	2.78
Total Expense Recognized in P&L	**17.72**	**8.65**

ACTUARIAL ASSUMPTIONS

ASSUMPTION PARAMETER	31-MAR-26	31-MAR-25
Discount Rate	6.75%	6.55%
Salary Escalation Rate	6.00%	6.00%
Withdrawal / Attrition Rate	50% to 10%	50% to 10%
Mortality Rate Table	IALM (2012-14) Ultimate	

Experience Adjustments: On plan liabilities: Rs. 5.84 Lakhs (FY25: Rs. 5.54 Lakhs); On plan assets: Nil (unfunded plan). Estimates of future salary increases take into account inflation, seniority, promotion and other relevant factors.

NOTE 26: RELATED PARTY TRANSACTIONS (AS 18)

Rs. in Lakhs

(A) Key Management Personnel & Relatives: Mr. Amit Dalmia (MD), Mrs. Susmita Dalmia (WTD), Mr. Ruman Agarwal (WTD), Mr. Yogendra Vashishta (Promoter & Director), Mr. Tarak Nagda (CFO), Mrs. Nikita Chandak (CS), Mr. Tejpal Singh (NED), Mrs. Himanshi Tiwari (ID), Mr. Saahil Dugar (ID), Mrs. Mamta Nagda (Relative of CFO).
(B) Enterprises Influenced by KMP: Home Craft Online Pvt Ltd, OTH Online Pvt Ltd, Brand Spring Ventures LLP, M/s. Gajanan Tubes, M/s. Shree Gajanan Enterprises, Viaton Energy Pvt Ltd.

TRANSACTIONS UNDERTAKEN DURING THE YEAR

NATURE OF TRANSACTION / PARTY NAME	RELATIONSHIP	FY 2025–26	FY 2024–25
Remuneration to Key Management Personnel:			
Mr. Amit Dalmia	Chairman & Managing Director	12.00	12.00
Mrs. Susmita Dalmia	Whole-Time Director	24.00	24.00
Mr. Ruman Agarwal	Whole-Time Director (w.e.f. 04.05.2025)	26.78	-
Mr. Yogendra Vashishta	Promoter & Director	7.20	-
Mr. Tarak Nagda	Chief Financial Officer	30.06	30.06
Mrs. Nikita Dinesh Chandak	Company Secretary (w.e.f. 04.05.2025)	4.66	-
Directors' Sitting Fees:			
Mr. Tejpal Singh	Non-Executive Director	0.50	-
Mrs. Himanshi Tiwari	Independent Director	0.70	-
Mr. Saahil Dugar	Independent Director	0.70	-
Loans Taken / (Repaid) & Professional Services:			
Mr. Amit Dalmia (Unsecured Loan Taken)	Managing Director	119.00	120.30
Mr. Amit Dalmia (Unsecured Loan Repaid)	Managing Director	169.00	397.32
Mrs. Mamta Nagda (Professional Fees)	Relative of CFO	4.80	4.80
Viaton Energy / Gajanan Tubes (Sale of Goods)	KMP Associate	-	27.19

CLOSING BALANCES OUTSTANDING AS AT 31ST MARCH

RELATED PARTY NAME	NATURE OF BALANCE	31-MAR-2026	31-MAR-2025
Mr. Amit Dalmia	Unsecured Director Loan Payable	134.39	184.39
Mr. Amit Dalmia	Remuneration Payable	0.97	0.97
Mrs. Susmita Dalmia	Remuneration Payable	1.73	1.73
Mr. Ruman Agarwal	Remuneration Payable	2.23	2.23
Mr. Yogendra Vashishta	Remuneration Payable	0.59	-
Mr. Tarak Nagda	Remuneration Payable	2.51	-
Mrs. Nikita Dinesh Chandak	Remuneration Payable	0.39	-
Mrs. Mamta Nagda	Professional Fees Payable	0.36	0.36
M/s. Gajanan Tubes	Sundry Debtors	-	0.05

NOTES 27 TO 34: STATUTORY & REGULATORY DISCLOSURES

Rs. in Lakhs (except per share data)

NOTE 27: MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSME)

PARTICULARS	AS AT 31-MAR-2026	AS AT 31-MAR-2025
The principal amount remaining unpaid to any supplier as at the end of each accounting year	22.88	14.61
The interest due thereon remaining unpaid to any supplier as at the end of each accounting year	Nil	Nil
The amount of interest paid along with the amounts of the payment made beyond the appointed day	Nil	Nil
The amount of interest due and payable for the period of delay in making payment	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The amount of further interest remaining due and payable even in succeeding years	Nil	Nil

* Total payable to MSME suppliers as at 31-Mar-2026 is Rs. 22.88 Lakhs (FY25: Rs. 14.61 Lakhs), of which Nil is overdue incurring interest. Confirmations sought from suppliers regarding MSMED status.

NOTES 28 & 29: FOREIGN CURRENCY FLOWS

Note 28: Expenditure in Foreign Currency:
• Operating Expenses: Rs. 71.74 Lakhs (P.Y. Nil)
• Travelling Expenses: Rs. 3.71 Lakhs (P.Y. Nil)
Total Foreign Expenditure: Rs. 75.45 Lakhs (P.Y. Nil)

Note 29: Earning in Foreign Currency:
• Supply of Goods: Rs. 63.25 Lakhs (P.Y. Nil)
• Supply of Services: Nil (P.Y. Rs. 114.80 Lakhs)
Total Foreign Earnings: Rs. 63.25 Lakhs (P.Y. Rs. 114.80 Lakhs)

NOTES 30–32: CONTINGENT & RISK DISCLOSURES

Note 30: Contingent Liabilities (AS 29): Income Tax demand notice for AY 2024-25 of Rs. 1.53 Lakhs and AY 2025-26 under review; rectification application pending before CPC, Bangalore. Management believes Company has a strong case on merits; no provision required. Bank Guarantee issued to Customs: Rs. 45.00 Lakhs.

Note 31: Realisation of Current Assets: In Board opinion, current assets, loans & advances have a realisation value in ordinary business at least equal to Balance Sheet amounts.

Note 32: Foreign Currency Risks & Hedging: The Company has no unhedged foreign currency exposures or derivative financial instruments as on 31-Mar-2026 & 31-Mar-2025.

NOTE 33: EARNINGS PER SHARE (AS 20)

PARTICULARS	FY 2025-26	FY 2024-25
Net Profit After Tax (Rs. in Lakhs)	1,301.91	1,079.38
Weighted Avg. Number of Equity Shares (Basic)	1,16,77,944	3,89,725
Weighted Avg. Number of Equity Shares (Diluted)	1,16,77,944	3,89,725
Nominal Value Per Equity Share (Rs.)	10.00	10.00
Basic Earnings Per Share (Rs.)	**11.15**	**276.96**
Diluted Earnings Per Share (Rs.)	**11.15**	**276.96**

Calculated per AS 20. Outstanding equity shares expanded from 3,89,725 to 1,41,83,544 as at March 31, 2026 following IPO fresh issue (37,58,400 shares) and listing on NSE EMERGE on December 12, 2025.

NOTE 34: ADDITIONAL REGULATORY INFORMATION (SCHEDULE III TO COMPANIES ACT, 2013)

(a) Title Deeds & Cost Convention: Title deeds of immovable properties held under freehold ownership are in Company name. The Company has not revalued Property, Plant and Equipment or Intangible Assets and follows historical cost convention. Capital Work-in-Progress of Rs. 737.58 Lakhs at cost represents ongoing interior renovation and asset management software.
(b) Borrowings & Bank Returns: Borrowings from banks were utilised for designated purposes. Quarter-end statements filed with banks substantially agree with books (minor timing differences for warehouse stock and unbilled revenue). Bank of Maharashtra and Union Bank loans were fully repaid in Dec 2025.
(c) Regulatory Declarations: No loans or advances granted to promoters, directors, or KMPs repayable on demand; no pending charge creation or satisfaction with ROC; no transactions with struck-off companies; no proceedings under Benami Transactions (Prohibition) Act, 1988; no trading/investment in crypto or virtual currency; CSR obligations under Section 135 have been fully complied with.

NOTES 35 TO 40: RATIOS, SEGMENTS & STATUTORY SIGN-OFF

Rs. in Lakhs (except ratios and per share figures)

NOTE 35: FINANCIAL RATIO ANALYSIS (SCHEDULE III REGULATORY DISCLOSURES)

SR	RATIO NAME	NUMERATOR / DENOMINATOR	FY26	FY25	% VAR.	REASON FOR VARIANCE (> 25%)
1	Current Ratio (times)	Current Assets / Current Liabilities	2.92	2.09	+39.7%	Higher FDs from IPO proceeds, inventory & capital advances
2	Debt-Equity Ratio (times)	Total Debt / Total Shareholders' Equity	0.16	0.44	-63.6%	Equity base expanded significantly post-IPO fresh issue
3	Debt Service Coverage	EBITDA / (Principal Repayments + Finance Costs)	5.79	1.25	+363.2%	Robust operating profit expansion & lower debt service
4	Return on Equity (ROE) (%)	PAT / Average Net Worth	22.8%	46.1%	-50.6%	Substantially expanded equity base post-listing
5	Inventory Turnover (times)	Cost of Goods Sold / Average Inventory	4.18	5.03	-16.9%	Within normal operational band; seasonal buffer inventory
6	Trade Receivables Turnover	Net Credit Sales / Average Receivables	6.47	7.97	-18.8%	Consistent collection cycle across platforms (59.73 days collection period)
7	Trade Payables Turnover	Net Purchases / Average Trade Payables	86.51	60.22	+43.7%	Higher purchase volumes and prompt settlement terms
8	Net Capital Turnover	Operating Revenue / Working Capital	2.09	2.37	-11.8%	Substantial working capital expansion from IPO proceeds
9	Net Profit Ratio (%)	PAT / Revenue from Operations	19.11%	19.75%	-3.2%	Stable premium margins across operating brands
10	ROCE (%)	EBIT / Capital Employed	19.46%	44.59%	-56.4%	Capital employed expanded via fresh equity infusion
11	Return on Investment (ROI)	Mutual Funds Income / Investments	0.00%	0.00%	-	Liquid treasury investments

NOTE 36: SEGMENT REPORTING (AS 17)

BUSINESS SEGMENT	LIFESTYLE & APPARELS	FOOD PRODUCTS	GATED MARKET	TRADING & OTHERS	SERVICES	TOTAL
Segment Revenue (External)	1,891.62	355.01	1,539.26	2,442.70	583.43	6,812.01
Cost of Goods Sold / Direct Costs	465.40	87.26	1,000.52	2,384.81	43.83	3,981.82
Segment Gross Margin	**1,426.22**	**267.75**	**538.74**	**57.89**	**539.60**	**2,830.19**

Note 37: Opinion of the Board: Trade Receivables, Trade Payables, Loans and Advances are subject to confirmation, reconciliation and consequential adjustments.
Note 38: Capital Commitments & Audit Trail: Contracts remaining to be executed on capital account (Office Renovation & Software Development) net of advances: Rs. 106.50 Lakhs (P.Y. Nil). Accounting software with operational audit trail (edit log) feature operated throughout the year without tampering.
Note 39: Utilisation of IPO Proceeds: Gross IPO proceeds of Rs. 4,021.48 Lakhs (37,58,400 equity shares at Rs. 107 per share). Utilised Rs. 3,516.91 Lakhs up to 28-Feb-2026; unutilised balance of Rs. 115.57 Lakhs reallocated towards working capital per EGM approval dated March 30, 2026.
Note 40: Previous Year Figures: Previous year figures are regrouped, rearranged, and reclassified wherever necessary to conform to current year presentation.

As per our report of even date attached:

For V K BESWAL & ASSOCIATES,
Chartered Accountants (Firm No. 101083W)

Sd/-
CA Kunal V. Beswal
(Partner, M No. 131054) | UDIN: 26131054JSKWHJ5079
Place: Mumbai | Date: 20/05/2026

For and on behalf of the Board of Directors:
ENCOMPASS DESIGN INDIA LIMITED

Sd/-
Amit Rajendrapasad Dalmia
(Managing Director, DIN 00210919)

Sd/-
Susmita Amit Dalmia
(Whole-Time Director, DIN 02401290)

Sd/-
Ruman Kailash Agarwal
(Whole-Time Director, DIN 11004779)

Sd/-
Tarak Amrutlal Nagda
(CFO)

Sd/-
Nikita Dinesh Chandak
(Company Secretary, M No. 55327)