

To
The Partners
Sabyasachi Calcutta LLP
Ground and 1st Floor,
41 Kanak Building, Chowringhee Road,
Russel Street, Kolkata,
West Bengal, India, 700071

Report on the Audit of the Fit for Consolidation Financial Statements of Sabyasachi Inc. (incorporated in the State of Delaware, United States of America)

Opinion

We have audited the accompanying fit for consolidation financial statements of Sabyasachi Inc. ('the Company'), expressed in Indian Rupees ('INR'), which comprise the Balance sheet as at March 31 2026, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Fit for Consolidation financial statements, including a summary of material accounting policies and other explanatory information for the year ended on that date. The financial statements of the Company, which were prepared in its functional currency "US Dollars" as per the accounting principles applicable to its local jurisdiction ("US GAAP") that are relevant to its operation, have been converted in INR (converted financial statement referred as "fit for consolidation financial statements") by the management of Sabyasachi Calcutta LLP ('the Parent' or 'the LLP') as per the requirements of Indian Accounting Standards ("IND AS") which is in conformity with the group accounting policies followed by the LLP and M/s Aditya Birla Fashion & Retail Limited ("ABFRL" or "Ultimate Holding Company"). We have signed these fit for consolidation financial statements under the reference of our audit as above.

In our opinion and to the best of our information and according to the explanations given to us, read with 'Other Matter' paragraph given below, the aforesaid Fit for Consolidation financial statements ("FFC") prepared in accordance with the recognition and measurement principles as per Indian Accounting Standard -21 "The effects of changes in the Foreign Exchange Rates", give the information required in the manner so required in conformity with IND AS along with other recognized accounting practices and policies as applicable to the LLP and Ultimate Holding Company, of the state of affairs of the Company as at March 31, 2026, and its profit (including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial information in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India ("ICAI"). 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 LLP and its subsidiary in accordance with the 'Code of Ethics' issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with these requirements as per the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for the Fit for Consolidation financial statements

These fit for consolidation financial statements, which is the responsibility of LLP's management has been approved by the Designated Partners of the LLP, has been converted in accordance with the applicable Indian Accounting Standards and other accounting principles generally accepted in India and in compliance with the provisions of the Companies Act, 2013 to enable their incorporation in the consolidated financial statements of the Ultimate Holding Company pursuant to Ind As 110 – Consolidation Financial Statements – as notified under Companies (Indian Accounting Standard) Rules 2015. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies that are consistent with the recognition and measurement criteria of the Ind-AS and making accounting estimates that are reasonable in the circumstances.

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

The LLP's management is also responsible for overseeing the Company's financial reporting process.



Auditor's Responsibility for the Fit for Consolidation financial statements

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

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

- Identify and assess the risks of material misstatement of the Fit for Consolidation financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the Fit for Consolidation financial statements represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Other Matter

The financial statements of the company as at and for the year ended March 31, 2026 ("US GAAP financial statements") have been audited as per the local law of the respective country of incorporation on which an unmodified opinion has been issued by its local statutory auditor vide their audit report dated April 23, 2026 which have been provided to us by the management of the LLP. The US GAAP financial statements have been converted by the management of the LLP in accordance with the recognition and measurement principles as per IND AS-21 "The effects of changes in the Foreign Exchange Rates" along with other applicable IND AS and accounting policies as applicable to the LLP and Ultimate Holding Company. Our opinion on the fit for consolidation financial statement is based solely on audited accounts as per the respective local laws which has been converted into Ind AS by the LLP's management and audited by us.

Our opinion on the FFC above is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor/ financial information as certified by the management.



Restriction on Use and Distribution

The Fit for Consolidation financial statements dealt with by this report, have been prepared only to enable Sabyasachi Calcutta LLP ('Parent') to prepare its fit for consolidation financial statements for onward submission to M/s Aditya Birla Fashion & Retail Limited ("Ultimate Holding Company") and not to report on the company as a separate entity. These Fit for Consolidation financial statements of the company incorporated outside India and this report should not be treated as the statutory audit report under any Indian or Foreign legislation. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any third parties to whom this report is shown, or into whose hands it may come, save where expressly agreed by our prior consent in writing.

For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E

Ankit Dhelia

Ankit Dhelia
Partner
Membership No.069178
UDIN: 26069178 TMYAU2 8940

Place: Kolkata
Dated: May 05, 2026



(Amount in Rs.)

Particulars	Note No.	31st March 2026	31st March 2025
ASSETS			
Non-current assets			
Property Plant Equipment	1	40,81,79,375	46,30,51,407
Right of Use Asset	2	7,60,83,754	9,60,34,795
Financial Assets			
(i) Security Deposit	3	22,80,093	19,22,898
Deferred Tax Asset	4	13,82,22,380	12,49,73,349
Other Non-Current Asset	5	-	-
		62,47,65,602	68,59,82,449
Current assets			
Inventories	6	11,832	83,442
Financial assets			
(i) Security Deposit	7	54,89,949	49,63,721
(ii) Trade Receivables	8	9,15,37,263	1,07,96,091
(iii) Cash and cash equivalents	9	4,27,03,799	12,67,14,298
(iv) Other Financial Assets	10	43,13,929	1,02,16,135
Other current assets	11	18,47,07,909	4,54,56,843
		32,87,64,681	19,82,30,530
TOTAL ASSETS		95,35,30,283	88,42,12,979
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	12	95,42,91,530	69,75,51,530
(b) Other equity	13	(41,04,78,521)	(48,50,86,987)
		54,38,13,009	21,24,64,543
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	-	6,81,97,679
(ii) Lease Liabilities	15	6,72,26,395	9,39,48,838
		6,72,26,395	16,21,46,517
Current liabilities			
(a) Financial Liabilities			
(i) Short Term Borrowings	16	7,54,27,645	9,09,30,238
(ii) Lease Liabilities	15	3,66,82,416	2,93,60,668
(iii) Trade Payables	17	-	-
- Dues to Micro & Small Enterprises		-	-
- Dues to other than Micro & Small Enterprises		20,01,11,762	35,54,53,380
(iv) Other liabilities	18	20,66,389	45,85,174
(b) Other Current Liabilities	19	2,47,95,113	2,92,72,458
(c) Liability for Current Tax	20	34,07,555	-
		34,24,90,880	50,96,01,918
TOTAL EQUITY & LIABILITIES		95,35,30,283	88,42,12,979

For Singhi & Co.
Chartered Accountant
Firm Reg. No. 302049E

Ankit Dhelia

(Ankit Dhelia)

Partner

Membership no.: 069178

Place: Kolkata

Date: 5th May 2026



For Sabyasachi Inc.

(Mr. Manish Chopra)

Director

(Mr. Sunny Kr. Jain)

Director

Sabyasachi Inc.
3524 Silverside Road, Suite 35B, Wilmington, Delaware - 19810-4929
Statement of Profit & Loss for the year ended 31st March, 2026

		(Amount in Rs.)	
Particulars	Note No.	For the Year 1st Apr'25 to 31st March'26	For the Year 1st Apr'24 to 31st March'25
I Revenue from operations	21	31,30,13,619	19,82,29,488
II Other income	22	13,24,41,388	1,14,36,777
III Total Income (I+II)		<u>44,54,55,007</u>	<u>20,96,66,265</u>
IV Expenses			
Purchases of Stock In Trade		46,95,784	2,03,712
Changes in inventories of finished goods and work in Progress	23	74,396	4,29,194
Employee benefits expense	24	13,91,58,076	11,80,53,671
Finance costs	25	1,94,08,855	2,93,57,211
Depreciation and amortisation expense	26	12,52,64,965	12,14,76,493
Other expenses	27	11,31,90,179	13,47,87,484
Total Expenses (IV)		<u>40,17,92,255</u>	<u>40,43,07,765</u>
V Profit/(Loss) before Exceptional items & Tax (III-IV)		<u>4,36,62,752</u>	<u>(19,46,41,500)</u>
VI Exceptional Items		-	-
VII Profit/(Loss) Before Tax (V-VI)		<u>4,36,62,752</u>	<u>(19,46,41,500)</u>
VIII Tax expense			
a) Current tax (Including Earlier year Tax)		47,87,755	-
b) Deferred tax		7,61,035	14,99,373
IX Profit for the year (VII- VIII)		<u>3,81,13,962</u>	<u>(19,61,40,873)</u>
X Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss			
-Cash Flow Hedge Reserve		(18,29,576)	(43,32,009)
-Foreign Currency Translation Reserve		3,75,63,045	40,39,957
(ii) Income tax relating to items that will be reclassified to profit or loss		7,61,035	14,99,373
XI Other Comprehensive Income for the period [(A(i-ii) + B(i-ii))]		<u>3,64,94,504</u>	<u>12,07,321</u>
XII Total Comprehensive Income for the period (IX+XI)		<u>7,46,08,466</u>	<u>(19,49,33,552)</u>
Earnings per Share			
Basic & Diluted Earnings per Share of USD 1 each (not annualised)		0.04	(0.33)
Basis of Accounting	II		
Material accounting policies	III		
Significant Judgements and key estimates	IV		

The notes are the integral part of these financial statements

For Singhi & Co.
Chartered Accountant
Firm Reg. No. 302049E

Ankit Dhelia

(Ankit Dhelia)
Partner
Membership no.: 069178
Place: Kolkata
Date: 5th May 2026



For Sabyasachi Inc.

(Mr. Manish Chopra) (Mr. Sunny Kr. Jain)
Director Director

A. EQUITY SHARE CAPITAL

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Balance at beginning of the year	69,75,51,530	58,47,98,155
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the year	69,75,51,530	58,47,98,155
Changes in Equity Share Capital during the year	25,67,40,000	11,27,53,375
Balance at the end of the year	95,42,91,530	69,75,51,530

B. OTHER EQUITY

Particulars	Year ended 31-Mar-26			Total
	Retained Earnings	Items of Other Comprehensive Income		
		Foreign Currency	Effective Cash	
		Transalation Reserve	Flow Hedge on Hedging Instruments	
Balance at beginning of the year	(49,56,10,179)	91,95,394	13,27,798	(48,50,86,987)
Restated balance at the beginning of the year (a)	(49,56,10,179)	91,95,394	13,27,798	(48,50,86,987)
Profit / (loss) for the year (b)	3,81,13,962	-	-	3,81,13,962
Other Comprehensive Income for the year, net of tax (c)	-	3,75,63,045	(10,68,541)	3,64,94,504
Total Comprehensive Income/(Loss) for the year (d)= (b+c)	3,81,13,962	3,75,63,045	(10,68,541)	7,46,08,467
Balance at end of the year (c)=(a+d)	(45,74,96,217)	4,67,58,439	2,59,257	(41,04,78,521)

Particulars	Year ended 31-Mar-25			Total
	Retained Earnings	Items of Other Comprehensive Income		
		Foreign Currency	Effective Cash	
		Transalation Reserve	Flow Hedge on Hedging Instruments	
Balance at beginning of the year	(29,94,69,306)	51,55,437	41,60,434	(29,01,53,435)
Restated balance at the beginning of the year (a)	(29,94,69,306)	51,55,437	41,60,434	(29,01,53,435)
Profit / (loss) for the year (b)	(19,61,40,873)	-	-	(19,61,40,873)
Other Comprehensive Income for the year, net of tax (c)	-	40,39,957	(28,32,636)	12,07,320
Total Comprehensive Income/(Loss) for the year (d)= (b+c)	(19,61,40,873)	40,39,957	(28,32,636)	(19,49,33,552)
Balance at end of the year (e)=(a+d)	(49,56,10,179)	91,95,394	13,27,798	(48,50,86,987)

Basis of Accounting	II
Material accounting policies	III
Significant Judgements and key estimates	IV

The notes are the integral part of these financial statements

For Singhi & Co.
Chartered Accountant
Firm Reg. No. 302049E

Ankit Dhelia

(Ankit Dhelia)
Partner
Membership no.: 069178
Place: Kolkata
Date: 5th May, 2026



For Sabyasachi Inc.

(Mr. Manish Chopra)
Director

(Mr. Sunny Kr. Jain)
Director

Sabyasachi Inc.
3524 Silverside Road, Suite 35B, Wilmington, Delaware - 19810-4929
Statement of Cash Flow for the year ended 31st March, 2026

Particulars	For the Period 1st April 2025 to 31 March 26	For the Period 1st April 2024 to 31 March 25
Net profit before tax as per statement of profit and loss	4,36,62,752	(19,46,41,500)
<u>Adjustments for:</u>		
Depreciation and amortisation expense	12,52,64,965	12,14,76,493
Interest income	(34,435)	(1,67,676)
Unwinding of interest on security deposit	(1,43,281)	(1,37,034)
Bad Debt written off	30,711	18,74,520
Finance costs	1,94,08,855	2,93,57,211
Liabilities / provision written back	(47,00,896)	(57,42,727)
Foreign Exchange Gain/(Loss)	(1,61,59,447)	(1,16,80,859)
Operating profit before working capital changes	16,73,29,224	(5,96,61,572)
<u>Adjustments for:</u>		
(Increase)/decrease in inventories	71,610	4,33,476
(Increase)/decrease in trade receivables	(8,07,71,883)	10,65,28,378
(Increase)/decrease in security deposit	(8,83,423)	(3,12,776)
(Increase)/decrease in other financial assets	38,40,628	3,05,55,910
(Increase)/decrease in other non financial assets	(13,92,51,066)	(4,16,82,977)
Increase/(decrease) in trade payables	(15,06,40,720)	(70,06,358)
Increase/(decrease) in other financial liabilities	(25,18,785)	(77,51,852)
Increase/(decrease) in other liabilities	(44,77,345)	(1,22,51,107)
Cash generated from operations	(20,73,01,760)	88,51,121
Direct taxes paid (net of refund)	-	-
A. Net cash from operating activities	(20,73,01,760)	88,51,121
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of PPE and other intangible assets (including changes in capital work-in-progress, capital advances/ creditors)	-	(3,57,208)
Interest received	34,435	1,67,676
B. Net cash (used in) investing activities	34,435	(1,89,532)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital Introduction (Refer Note 11 e)	25,67,40,000	11,27,53,375
Repayment of non-current borrowings	(8,37,00,272)	(8,44,80,197)
Payment of lease liabilities	(4,00,45,192)	(3,71,79,534)
Interest and other finance charges paid	(97,37,710)	(1,77,72,055)
C. Net cash (used in) financing activities	12,32,56,826	(2,66,78,411)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(8,40,10,499)	(1,80,16,821)
Add: Cash and cash equivalents (opening balance)	12,67,14,298	14,47,31,119
Cash and cash equivalents (closing balance)	4,27,03,799	12,67,14,298



Notes:

- 1 The above cash flow statement has been prepared under 'Indirect Method' as set out in Ind AS - 7, "Statement of Cash Flows".
- 2 Cash and cash equivalents (Refer Note - 9) included in the cash flow statement comprise the following balance sheet amounts:

Particulars	As at 31st March 2026	As at 31st March 2025
Cash on hand	6,29,360	3,97,871
Balances with banks		
- in current accounts	4,20,74,439	12,63,16,427
Cash and cash equivalents (Closing Balance)	4,27,03,799	12,67,14,298

3 **Statement of reconciliation of financing activities :**

Particulars	As at 31st March 2026	As at 31st March 2025
Opening Balance as at 1st April	15,91,27,917	24,36,08,114
Cash flow (net)	(8,37,00,272)	(8,44,80,197)
Non-cash changes		
- Fair value changes	-	-
Interest expense	79,00,176	1,49,92,687
Interest paid	(79,00,176)	(1,49,92,687)
Closing Balance as at 31st March	7,54,27,645	15,91,27,917

Balances include Non-Current & Current Borrowings, Current Maturities and interest accrued on borrowings

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

As per our report of even date

For Singhi & Co.

Chartered Accountant

Firm Reg. No. 302049E

Ankit Dhelia

(Ankit Dhelia)

Partner

Membership no.: 069178



For Sabysachi Inc.

Manish Chopra *Sunny Kr. Jain*

(Mr. Manish Chopra)

(Mr. Sunny Kr. Jain)

Director

Director

Place: Kolkata

Date: 5th May, 2026

Sabyasachi Inc.

3524 Silverside Road, Suite 35B, Wilmington, Delaware - 19810-4929

Notes to the Fit for consolidation financial statements as at and for the year ended 31-March-26

(Amount in Rs)

1. Property, plant and equipment

Particulars	Plant & Equipment	Office Equipment	Paintings	Leasehold Improvements	Computers	Furniture and Fixtures	Total
As at March 31, 2024	1,30,96,274	22,42,851	63,17,824	46,57,49,405	1,69,08,144	17,81,68,737	68,24,83,235
Additions	-	-	-	-	-	4,66,910	4,66,910
Disposals	-	-	-	-	-	-	-
Exchange Differences	2,93,560	42,854	1,31,568	96,99,076	2,84,506	40,43,861	1,44,95,425
As at March 31, 2025	1,33,89,834	22,85,705	64,49,392	47,54,48,481	1,71,92,650	18,26,79,509	69,74,45,570
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
Exchange Differences	10,57,399	1,29,782	4,63,301	3,24,82,587	7,42,097	1,42,15,164	4,90,90,330
As at March 31, 2026	1,44,47,233	24,15,487	69,12,693	50,79,31,068	1,79,34,747	19,68,94,673	74,65,35,900
Depreciation							
As at March 31, 2024	20,08,981	6,24,403	13,48,711	9,94,31,160	61,62,915	2,88,83,315	13,84,59,485
Charge for the year	13,78,380	4,28,338	7,14,049	6,89,76,030	39,48,536	1,91,19,742	9,45,65,075
Disposals	-	-	-	-	-	-	-
Exchange Differences	28,391	8,780	16,479	12,03,900	81,259	30,794	13,69,603
As at March 31, 2025	34,15,752	10,61,521	20,79,239	16,96,11,090	1,01,92,710	4,80,33,851	23,43,94,163
Charge for the year	14,53,846	4,51,790	94,488	7,19,51,515	41,64,721	1,89,93,027	9,71,09,387
Disposals	-	-	-	-	-	-	-
Exchange Differences	1,02,063	31,717	6,624	50,51,153	2,92,371	13,69,047	68,52,975
As at March 31, 2026	49,71,661	15,45,028	21,80,351	24,66,13,758	1,46,49,802	6,83,95,925	33,83,56,525
Net Block							
As at March 31, 2025	99,74,082	12,24,185	43,70,153	30,58,37,391	69,99,940	13,46,45,657	46,30,51,407
As at March 31, 2026	94,75,572	8,70,459	47,32,342	26,13,17,310	32,84,945	12,84,98,748	40,81,79,375

Note 1.1: The Company has revised the useful life of Furniture excluding certain category of Furniture & Fittings (Antiques and Decorative items) lying at INC Store prospectively w.e.f January 1, 2026. Resultant Impact on the Statement of Profit & Loss is that depreciation on PPE for the year ended March 31, 2026 is lower by Rs. 7,33,246/-

2. Right of Use Assets

(Amount in Rs)

Particulars	Buildings	Total
As at 31st March, 2024	19,97,23,928	19,97,23,928
Additions	-	-
Disposals	-	-
Exchange Differences	37,49,502	37,49,502
As at 31st March, 2025	20,34,73,430	20,34,73,430
Additions	-	-
Disposals	-	-
Exchange Differences	86,12,744	86,12,744
As at 31st March, 2026	21,20,86,174	21,20,86,174
Depreciation		
As at March 31, 2024	7,96,25,108	7,96,25,108
Charge for the year	2,69,11,418	2,69,11,418
Disposals	-	-
Exchange Differences	9,02,109	9,02,109
As at March 31, 2025	10,74,38,635	10,74,38,635
Charge for the year	2,81,55,578	2,81,55,578
Disposals	-	-
Exchange Differences	4,08,207	4,08,207
As at March 31, 2026	13,60,02,420	13,60,02,420
Net Right of Use Assets		
As at March 31, 2025	9,60,34,795	9,60,34,795
As at March 31, 2026	7,60,83,754	7,60,83,754



Sabyasachi Inc.

3524 Silverside Road, Suite 35B, Wilmington, Delaware - 19810-4929

Notes to the Fit for consolidation financial statements as at and for the year ended 31-March-2026

Particulars	31st March 2026	31st March 2025
3. Security Deposit		
(Unsecured, considered good)		
Security Deposit on Warehouse	22,80,093	19,22,898
	22,80,093	19,22,898

Particulars	31st March 2026	31st March 2025
4. Deferred Tax Assets (Net)		
Property, Plant & Equipment & Intangible Assets		
ROU & Lease Liabilities	97,50,434	88,15,826
Brought forward loss and Unabsorbed depreciation	12,85,68,102	11,69,54,615
'Deferred Tax Liability on Effective Cash Flow Hedge	(96,156)	(7,97,092)
	13,82,22,380	12,49,73,349

Note 4.1: The company has assessed the status of Deferred Tax Assets (net) as at the reporting date and in absence of reasonable certainty has not recognised Deferred tax asset in current financial year on grounds of prudence. However, based on business plans and future profitability projections, the company is reasonably certain of utilising the Deferred Tax Assets (net) amounting of Rs.12,49,73,349/- lakhs recognised till 31st March, 2024 and accordingly, management has decided to carry forward the same.

Particulars	As at March 31, 2025	Statement of Profit & Loss	Other Comprehensive Income	Exchange Differences	As at March 31, 2026
ROU & Lease Liabilities	88,15,826		-	9,34,608	97,50,434
Brought forward loss and Unabsorbed depreciation	11,69,54,615	(7,61,035)	-	1,23,74,522	12,85,68,102
'Deferred Tax Liability on Effective Cash Flow Hedge	(7,97,092)	-	7,61,035	(60,099)	(96,156)
	12,49,73,349	(7,61,035)	7,61,035	1,32,49,031	13,82,22,380

Particulars	As at March 31, 2024	Statement of Profit & Loss	Other Comprehensive Income	Exchange Differences	As at March 31, 2025
ROU & Lease Liabilities	85,88,429	-		2,27,397	88,15,826
Brought forward loss and Unabsorbed depreciation	11,53,04,592	(14,99,373)		31,49,396	11,69,54,615
'Deferred Tax Liability on Effective Cash Flow Hedge	(21,43,255)	-	14,99,373	(1,53,210)	(7,97,092)
	12,17,49,766	(14,99,373)	14,99,373	32,23,583	12,49,73,349

Particulars	31st March 2026	31st March 2025
5. Other Non-Current Assets	-	-

Particulars	31st March 2026	31st March 2025
6. Inventories		
Stock of Eye wear	11,832	83,442
	11,832	83,442

Particulars	31st March 2026	31st March 2025
7. Security Deposit		
(Unsecured, considered good)		
Security deposits	54,89,949	49,63,721
	54,89,949	49,63,721



Particulars	31st March 2026	31st March 2025
8. Trade Receivable		
Trade Receivables		
Unsecured, Considered Good	9,15,37,263	1,07,96,091
Trade Receivables which have significant increase in credit risk	-	-
Credit impaired	-	-
	<u>9,15,37,263</u>	<u>1,07,96,091</u>
<u>Less: Allowance for doubtful debts</u>		
Impairment Allowance	-	-
Credit impaired	-	-
Total Receivables	<u>9,15,37,263</u>	<u>1,07,96,091</u>
Non-Current portion	-	-
Current portion	9,15,37,263	1,07,96,091
	<u>9,15,37,263</u>	<u>1,07,96,091</u>

8A. Trade receivables Ageing Schedule

Particulars	Outstanding for due date of payment as at 31 March, 2026						Total
	Not due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
Considered good	9,00,12,106	-	72,788	-	14,52,369	-	9,15,37,263
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Disputed							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Less: Loss allowance	-	-	-	-	-	-	-
Total	9,00,12,106	-	72,788	-	14,52,369	-	9,15,37,263

Particulars	Outstanding for due date of payment as at 31 March, 2025						Total
	Not due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
Considered good	-	94,82,936	13,13,155	-	-	-	1,07,96,091
increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Disputed							
Considered good	-	-	-	-	-	-	-
increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Less: Loss allowance	-	-	-	-	-	-	-
Total	-	94,82,936	13,13,155	-	-	-	1,07,96,091

8.1: No trade or other receivables is due from KMP either severally or jointly with any other person.

Particulars	31st March 2026	31st March 2025
9. Cash and cash equivalents		
Cash in hand	6,29,360	3,97,871
Balances with banks		
Current accounts	4,20,74,439	12,63,16,427
	<u>4,27,03,799</u>	<u>12,67,14,298</u>



Particulars	31st March 2026	31st March 2025
10. Other Financial Assets		
MTM Gain Receivable on Hedging Instrument	2,82,812	23,44,389
Other Receivables [Refer Note 10.1 below]	40,31,117	78,71,746
	43,13,929	1,02,16,135

Notes on Other Receivables:

10.1 Other Receivables represent receivable from Parent on account of reimbursement of custom duty / marketing expense incurred on behalf of parent as per Consignment Agreement dated 15th July 2022 and other expenses paid on behalf of Parent.

Particulars	31st March 2026	31st March 2025
11. Other Current Assets		
Prepaid Expenses	22,96,317	31,29,367
Advance to Parent Co.	14,04,09,372	-
Sales Tax Receivables	4,14,640	3,74,895
Import Duty receivables (from US Customs)	4,15,87,580	4,19,52,581
	18,47,07,909	4,54,56,843

Particulars	31st March 2026		31st March 2025	
	No. of Shares	Amount	No. of Shares	Amount
12. Equity share capital				
Authorised share capital				
Equity shares of \$ 1/- each	1,25,00,000	1,25,00,000	85,00,000	85,00,000
	1,25,00,000	1,25,00,000	85,00,000	85,00,000
Issued share capital				
Equity shares of \$ 1/- each	1,25,00,000	1,25,00,000	85,00,000	85,00,000
	1,25,00,000	1,25,00,000	85,00,000	85,00,000
Subscribed & Paid-up share capital				
Equity shares of \$ 1/- each	1,15,00,000	95,42,91,530	85,00,000	69,75,51,530
	1,15,00,000	95,42,91,530	85,00,000	69,75,51,530

a) Details of shareholders holding more than 5% shares in the Company

Particulars	31st Mar 2026		31st Mar 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Sabyasachi Calcutta LLP	1,15,00,000	100%	85,00,000	100%

b) Reconciliation of the number of shares at the beginning and at the end of the year

Particulars	31st Mar 2026		31st Mar 2025	
	No. of Shares	Amount (USD)	No. of Shares	Amount (USD)
Balance at the Beginning of the year	85,00,000	85,00,000	72,00,000	72,00,000
Add : No of Shares Issued during the year	30,00,000	30,00,000	13,00,000	13,00,000
Balance at the end of the year	1,15,00,000	1,15,00,000	85,00,000	85,00,000

c) Terms/ Rights attached to Equity Shares :

The Company has only one class of equity shares having a par value of \$ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupee. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.



d) Shares held by Parent

Name	31st Mar 2026		31st Mar 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Sabyasachi Calcutta LLP	1,15,00,000	100%	85,00,000	100%

e) Note on Share Conversion during the year from Loan

During the previous year 2022-23 the total outstanding loan of \$4.20 million was converted into 42,00,000 Equity Shares at a par value of \$1 each.

Particulars	31st March 2026	31st March 2025
13. Other Equity		
Retained earnings	(45,74,96,217)	(49,56,10,179)
Other Comprehensive Income	4,70,17,696	1,05,23,192
	(41,04,78,521)	(48,50,86,987)

Retained Earnings	31st March 2026	31st March 2025
Opening balance	(49,56,10,179)	(29,94,69,306)
Add: Profit/ (Loss) for the year	3,81,13,962	(19,61,40,873)
Closing Balance	(45,74,96,217)	(49,56,10,179)

OCI : Foreign Currency Translation Reserve	31st March 2026	31st March 2025
Opening Balance	91,95,394	51,55,437
Add: Changes during the year	3,75,63,045	40,39,957
Closing Balance	4,67,58,439	91,95,394

OCI : Cash Flow Hedge Reserve	31st March 2026	31st March 2025
Opening Balance	13,27,798	41,60,434
Add: Changes during the year	(10,68,541)	(28,32,636)
Closing Balance	2,59,257	13,27,798

Particulars	Non-Current	Current	Non-Current	Current
	31st March 2026	31st March 2026	31st March 2025	31st March 2025
14. Non-Current Borrowings				
Secured				
Foreign Currency Term Loan from Bank	-	7,54,27,645	6,81,97,679	9,09,30,238
	-	7,54,27,645	6,81,97,679	9,09,30,238
Less: Transferred to Current Borrowings (Refer Note 17)	-	7,54,27,645	-	9,09,30,238
	-	-	6,81,97,679	-

Terms & Conditions of Borrowings

14.1 Term Loan from Bank is secured by an irrevocable Standby Letter of Credit backed by Parent and charge over all moveable & immovable fixed assets of the Company. The loan is repayable in 16 equal quarterly installments starting from 31 Mar 2023 and the rate of Interest payable per annum is Reference Rate plus 1.90% .

14.2 As per Board Resolution dated July 28, 2022 and November 01, 2022 of Parent, the total outstanding unsecured loan from Parent Company is fully converted into Equity Share Capital and the Interest Accrued till date @ 6 months USD Libor plus 300 basis points has been paid as on the reporting date.

Particulars	Non-Current	Current	Non-Current	Current
	31st March 2026	31st March 2026	31st March 2025	31st March 2025
15. Lease Liabilities				
Lease Liabilities	6,72,26,395	3,66,82,416	9,39,48,838	2,93,60,668
	6,72,26,395	3,66,82,416	9,39,48,838	2,93,60,668



Movement in Lease Liabilities

Particulars	31st March 2026	31st March 2025
Opening Balance	12,33,09,506	14,53,58,925
Add: Additions during the period	-	-
Add: Additions during the period on account of Lease Modification [Refer Note 2]	-	-
Add: Finance Cost accrued during the period	96,71,145	1,15,85,156
Less: Payment of Lease Liabilities	4,00,45,192	3,71,79,534
Add: Exchange Differences	1,09,73,352	35,44,959
Closing Balance	10,39,08,811	12,33,09,506
Current	3,66,82,416	2,93,60,668
Non-Current	6,72,26,395	9,39,48,838
Total	10,39,08,811	12,33,09,506

Particulars	Current 31st March 2026	Current 31st March 2025
16. Current Borrowings		
Secured		
Current Maturities of Long term borrowings (Refer Note No. 14)	7,54,27,645	9,09,30,238
	7,54,27,645	9,09,30,238

Particulars	Current 31st March 2026	Current 31st March 2025
17. Trade Payables		
Trade Payable for goods & services		
- Dues to Micro & Small Enterprises	-	-
- Dues to other than Micro & Small Enterprises	20,01,11,762	35,54,53,380
	20,01,11,762	35,54,53,380

17.A. Trade Payables Ageing Schedule - Based on the requirements of Amended Schedule III

Particulars	Outstanding as on March 31, 2026 from due date of payment						
	Unbilled Due	Not due	Upto 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	31,17,617	17,22,225	15,36,84,340	4,15,87,580	-	-	20,01,11,762
Disputed dues of micro enterprises and small	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	31,17,617	17,22,225	15,36,84,340	4,15,87,580	-	-	20,01,11,762



Particulars	Outstanding as on March 31, 2025 from due date of payment						Total
	Unbilled Due	Not due	Upto 1 year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	30,78,774	42,12,416	34,81,62,191	-	-	-	35,54,53,380
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	30,78,774	42,12,416	34,81,62,191	-	-	-	35,54,53,380

Particulars	Current 31st March 2026	Current 31st March 2025
18. Other Financial Liabilities		
Gaurantee Commission payable to Parent	19,67,627	-
Payable to Employees	98,762	45,85,174
	20,66,389	45,85,174
	31st March 2026	31st March 2025
19. Other Current Liabilities		
Advance from Customers	1,67,23,395	2,73,48,105
Advance from Vendors	74,02,552	-
Sales Tax Payable	6,69,166	19,24,353
	2,47,95,113	2,92,72,458
20. Liability for Current Tax		
Income Tax Payable	34,07,555	-
	34,07,555	-



Sabyasachi Inc.

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Notes to the Fit for consolidation financial statements as at and for the year ended 31-March-26

Particulars	For the Year 1st Apr'25 to 31st Mar'26	For the Year 1st Apr'24 to 31st Mar'25
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21. Revenue from Operations

Operating Income

Margin Income on Consignment Sale	31,10,86,498	19,59,75,117
Income from Sales of Goods - Eyewear	7,85,006	22,54,371

Service Income

Stitching & Alteration Service Income	11,42,115	-
	31,30,13,619	19,82,29,488

22. Other Income

Minimum Guarantee Income	8,63,55,391	-
Marketing / Experience Center Function Support fees	3,92,36,550	-
Interest on Fair Value of Security Deposit	1,43,281	1,37,034
Liabilities no longer required written back	47,00,896	57,42,727
Income from Hedging Instrument	19,70,835	51,29,148
Redemption Rewards	-	2,60,192
Interest on Sales Tax refund	34,435	1,67,676
	13,24,41,388	1,14,36,777

Particulars	For the Year 1st Apr'25 to 31st Mar'26	For the Year 1st Apr'24 to 31st Mar'25
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23. Change in Inventories

Opening stock	83,442	5,16,918
Less : Closing Stock	11,832	83,442
Less: Foreign Exchange Fluctuation	(2,786)	4,282
Change in Inventories	74,396	4,29,194

Particulars	For the Year 1st Apr'25 to 31st Mar'26	For the Year 1st Apr'24 to 31st Mar'25
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24. Employee Benefit Expenses

Salary	9,97,88,991	9,09,49,834
Payroll Tax Expenses	2,55,18,950	2,01,15,337
Staff Welfare	13,38,899	12,30,121
Sales Incentive	1,25,11,236	57,58,379
	13,91,58,076	11,80,53,671

Particulars	For the Year 1st Apr'25 to 31st Mar'26	For the Year 1st Apr'24 to 31st Mar'25
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25. Finance Cost

Interest on Term Loan	79,00,176	1,49,92,687
Guarantee Commission	18,37,534	27,79,368
Interest on Lease Liabilities	96,71,145	1,15,85,156
	1,94,08,855	2,93,57,211



Particulars	For the Year 1st Apr'25 to 31st Mar'26	For the Year 1st Apr'24 to 31st Mar'25
26. Depreciation and amortisation expense		
Depreciation on Property Plant and Equipment	9,71,09,387	9,45,65,075
Depreciation of Right of Use - Asset	2,81,55,578	2,69,11,418
	12,52,64,965	12,14,76,493

Particulars	For the Year 1st Apr'25 to 31st Mar'26	For the Year 1st Apr'24 to 31st Mar'25
27. Other Expenses		
Insurance Expenses	1,07,20,771	1,04,14,529
Advertisement & sales promotion	1,32,37,895	2,32,44,427
Housekeeping Charges	1,18,23,788	1,13,01,276
Repair and maintenance	1,07,26,746	95,65,709
Legal Fees & Professional Expenses	47,18,472	1,39,28,858
Audit Fees	24,50,113	22,34,162
Commission on Sales	-	12,62,050
Travelling & Conveyance	13,07,976	17,24,242
Bank Charges	33,57,389	46,44,051
Telephone, Internet Charges & Website Expenses	52,87,859	40,74,135
Printing & Stationary	47,975	12,855
Power, fuel and water charges	61,43,393	56,91,868
Security Services	95,37,021	93,72,479
Rounding Off	-	(223)
Transportation and Courier	82,76,349	77,03,136
Rates & Taxes	6,46,570	32,31,950
Bad Debts	30,711	18,74,520
Miscellaneous Expense	2,48,77,151	2,45,07,460
	11,31,90,179	13,47,87,484



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Notes to the Fit for consolidation financial statements as at and for the year ended 31-March-26

(Amount in Rs)

28 COMMITMENTS AND CONTINGENCIES

a) Leases

Lease commitments as lessee .

The Co. has entered into agreements for store premises and warehouse on lease and licence basis. The lease term is for a period of 9 years (extendable upto 15 years) for store and 5 years for Warehouse, on fixed rental basis.with escalation clauses in the lease agreements.

i) Expenses/ Income recognised in the Statement of Profit and Loss:

Particulars	For the year	For the year
	1st Apr to 31st March 2026	1st Apr to 31st March 2025
Finance cost		
Interest expense on lease liabilities	96,71,145	1,15,85,156
Depreciation		
Depreciation on right-of-use assets	2,81,55,578	2,69,11,418

ii) Contractual maturities of lease liabilities

The below table provides details regarding the contractual maturities of lease liabilities on undiscounted basis:

Particulars	As at	As at
	31-Mar-26	31-Mar-25
Within one year	4,41,01,077	3,87,37,726
After one year but not more than five years	7,33,79,524	10,62,19,731
More than five years	-	-
Total	11,74,80,601	14,49,57,457

iii) Lease commitments for leases not considered in measurement of lease liabilities is NIL.

b) Capital Commitments

Particulars	As at	As at
	31-Mar-26	31-Mar-25
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	NIL	NIL

c) Contingent Liabilities

Particulars	As at	As at
	31-Mar-26	31-Mar-25
Commercial taxes, & other indirect taxes	-	-
Income Tax	-	-
Bank Gaurateee	-	-
Total	-	-



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Notes to the Fit for consolidation financial statements as at and for the year ended 31-March-26

(Amount in Rs)

29 Related Party Transactions

I. Related parties with whom transactions have taken place during the year

A Holding Entity

B Key Management Personnel

Sabyasachi Calcutta LLP

Ms. Sumati Mattu, Director (till 30.07.2024)

Mr.Sunny Kumar Jain, Director (w.e.f. 22.08.2022)

Mr. Rajesh Annamalai, Director (till 03.11.2025)

Mr. Manish Chopra, Director (w.e.f 03.11.2025)

Ms. Dolly Roy (till 01.04.2025)

II. Transactions during the year:

Particulars	1st April 2025 to 31st March, 2026		1st April 2024 to 31st March, 2025	
	Holding co.	Key Management Personnel	Holding co.	Key Management Personnel
Introduction of Capital [Refer Note Below]	25,67,40,000	-	11,27,53,375	-
Guarantee Commission	18,37,534	-	27,79,368	-
Reimbursement of Expenses (Custom duty, Marketing Exp and other expenses)	22,21,27,695	-	10,80,46,180	-
Purchase of Goods and other items	28,88,66,818	-	53,37,17,276	-
Bank charges	6,78,416	-	11,04,101	-

Note: The Introduction of Capital by Parent is on account of infusion of Equity Share Capital by parent company in current financial year.

Balance Outstanding :

Particulars	As on 31st March 2026		As on 31st March 2025	
	Holding co.	Key Management Personnel	Holding co.	Key Management Personnel
Trade Payable	19,00,91,603	-	34,64,06,746	-
Guarantee Commission Payable	19,67,627	-	-	-
Trade / Other Receivables	9,31,55,808	-	78,71,746	-
Advances Paid	14,04,09,372	-	-	-
Advances Received	74,02,552	-	-	-

Note: The transactions for the year reported above has been considered at USD transactions converted at average exchange rate of USD/INR and the balances outstanding as on 31-Mar-2026 has been considered at USD outstanding converted as closing exchange rate of USD/INR.

29.1 The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Amount owed to and by related parties are unsecured and settlement occurs in cash.

29.2 The Closing Stock worth Rs.44,74,79,088 (PY 60,57,57,201) was sent by Parent to the company on Consignment Sales basis which are lying at New York Location but the ownership of which lies with Parent.



30 FINANCIAL INSTRUMENTS: FAIR VALUE, RISK MANAGEMENT OBJECTIVES AND POLICIES**30.1 Accounting classification and fair values**

The carrying value and fair value of financial instruments by categories as at March 31, 2026 are as follows:

As at March 31, 2026	FVTPL	FTVOCI	Amortised Cost	Total carrying Value	Fair Value		
					Level 1	Level 2	Level 3
Financial Assets							
Cash and cash equivalents	-		4,27,03,799	4,27,03,799	-	-	-
Security Deposit	-		77,70,043	77,70,043	-	-	-
Trade Receivables	-		9,15,37,263	9,15,37,263	-	-	-
Other Financial Assets	-	2,82,812	40,31,117	43,13,929	2,82,812	-	-
Total	-	2,82,812	14,60,42,222	14,63,25,034	2,82,812	-	-
Financial Liabilities							
Current maturities of long-term-borrowings	-	-	7,54,27,645	7,54,27,645	-	-	-
Lease liabilities	-	-	10,39,08,811	10,39,08,811	-	-	-
Trade Payables	-	-	20,01,11,762	20,01,11,762	-	-	-
Other Financial Liabilities	-	-	20,66,389	20,66,389	-	-	-
Total	-	-	38,15,14,607	38,15,14,607	-	-	-

* Carrying value of financial instruments measured at amortised cost equals to the fair value.

As at March 31, 2025	FVTPL	FTVOCI	Amortised Cost	Total carrying Value	Fair Value		
					Level 1	Level 2	Level 3
Financial Assets							
Cash and cash equivalents	-	-	12,67,14,298	12,67,14,298	-	-	-
Security Deposit	-	-	68,86,619	68,86,619	-	-	-
Trade Receivables	-	-	1,07,96,091	1,07,96,091	-	-	-
Other Financial Assets	-	23,44,389	78,71,746	1,02,16,135	23,44,389	-	-
Total	-	23,44,389	15,22,68,754	15,46,13,143	23,44,389	-	-
Financial Liabilities							
Non-current borrowings	-	-	6,81,97,679	6,81,97,679	-	-	-
Current maturities of long-term-borrowings	-	-	9,09,30,238	9,09,30,238	-	-	-
Lease liabilities	-	-	12,33,09,506	12,33,09,506	-	-	-
Trade Payables	-	-	35,54,53,380	35,54,53,380	-	-	-
Other Financial Liabilities	-	-	45,85,174	45,85,174	-	-	-
Total	-	-	64,24,75,977	64,24,75,977	-	-	-

* Carrying value of financial instruments measured at amortised cost equals to the fair value.

30.2 Risk management objectives and policies

The Company's principal financial liabilities, comprises loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company for construction of its store premises and to make ready for commencing the operations. The Company's principal financial assets include cash and cash equivalents that is required directly its construction activity.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks. The management reviews and agrees policies for managing each of these risks, which are summarised below:

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings, trade receivable and trade payable.

(i) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. Such interest rate risk is actively evaluated and is managed through portfolio diversification and exercise of prepayment/refinancing options where considered necessary.

The Company is also exposed to interest rate risk on surplus funds parked in banks. To manage such risks, such investments are done mainly for short durations, in line with the expected business requirements for such funds.

a) Exposure to interest rate risk

Particulars	31-Mar-26	31-Mar-25
Variable Rate Instruments		
Financial Assets	-	-
Financial Liabilities	7,54,27,645	15,91,27,917



(b) **Interest rate Sensitivity:** A change in 50 basis points in the interest rate would have following impact on profit before tax and other equity

Particulars	Sensitivity Analysis	March 31, 2026 Impact on Profit before Tax*
Interest rate increase by	0.50%	-
Interest rate decrease by	0.50%	-

The Company has entered into Derivative contracts with ICICI Bank against the outstanding loan of \$1.86 million. The Company has hedged the SOFR in Interest Rate payable to ICICI Bank as the SOFR is rising. The company will pay a fixed rate of interest and the Bank will pay the floating rate of Interest. If the daily compounded SOFR fixes below 2.84% for \$2.25 million or 2.43% for \$2.0 million on any fixing date then the company will incur a loss to the extent of difference between Actual Rate and SOFR Rate and vice-a-versa. Accordingly, there would not be any impact on Profit before Tax because of Interest Rate Sensitivity.

(ii) **Foreign Currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company does not have significant foreign currency exposure and accordingly does not hedge its transactions using foreign currency forward contracts.

a) **Unhedged Foreign Currency Exposure**

The company operates in US Dollars and does not have any other foreign currency exposure as on 31-Mar-2026 and accordingly does not possess any unhedged foreign currency exposure. The transaction between the Company and the Parent is also in USD Dollar.

B. Credit Risk

The credit risk is the risk of financial loss arising from counter party failing to discharge an obligation. The credit risk is controlled by analysing credit limits and credit worthiness of customers on continuous basis to whom the credit has been granted, obtaining necessary approvals for credit. The company is exposed to credit risk from its operating activities, primarily trade receivables.

C. Liquidity risk

The Company commenced its commercial operation w.e.f October 14, 2022. The Company determines its liquidity requirement in the short term and long term. The Company manage its liquidity risk in a manner so as to meet its financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis.

The below tables summarises the maturity profile of the Company's financial liabilities based on contractual payments.

As at March 31, 2026

Particulars	Less Than 1 year	1 to 5 year	More Than 5 Years	Total
Borrowings	7,54,27,645	-	-	7,54,27,645
Lease liabilities	3,66,82,416	6,72,26,395	-	10,39,08,811
Trade payables	15,85,24,182	4,15,87,580	-	20,01,11,762
Other financial liabilities	20,66,389	-	-	20,66,389
Total	27,27,00,632	10,88,13,975	-	38,15,14,607

As at March 31, 2025

Particulars	Less Than 1 year	1 to 5 year	More Than 5 Years	Total
Borrowings	9,09,30,238	6,81,97,679	-	15,91,27,917
Lease liabilities	2,93,60,668	9,39,48,838	-	12,33,09,506
Trade payables	35,54,53,380	-	-	35,54,53,380
Other financial liabilities	45,85,174	-	-	45,85,174
Total	48,03,29,460	16,21,46,517	-	64,24,75,977

31 CAPITAL MANAGEMENT

The Company's objective is to maintain a strong capital base to ensure sustained growth in business. The capital management focuses to maintain an optimal structure that balances growth and maximizes shareholder's value. The Company is predominantly financed by its shareholders capital and loans from Parent & Banks. Further, the company has sufficient cash and cash equivalents and financial assets which are liquid to meet the debts.

The following table summarises the capital of the Company (debts excludes lease liabilities):

Particulars	As At 31st March 2026	As At 31st March 2025
Short-term debts (including current maturities of long-term borrowings)	7,54,27,645	9,09,30,238
Long Term Debts	-	6,81,97,679
Less: Cash & Cash Equivalents	(4,27,03,799)	(12,67,14,298)
Total Debt	3,27,23,846	3,24,13,619
Total Equity	54,38,13,009	21,24,64,543
Debt-Equity ratio	0.06	0.15

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings. The Company has not defaulted on any loans payable, and there has been no breach of any loan covenants. No changes were made in the objectives, policies or processes for managing capital during the period ended March 31, 2026.



32 SEGMENT INFORMATION

32.1 Business Segment

Operating segments are reported in a manner consistent with the internal reporting to the chief operating decision maker (CODM). The Company is principally engaged in a single business segment viz., Consignment Agent for sale of apparels, accessories and jewellery under the brand name "Sabyasachi". Hence, disclosure requirements as required by Ind AS - 108 are not applicable in respect of business segment.

32.2 Geographical Segment

The company operates predominantly in United States of America. Accordingly, the company has single geographical segment. Hence disclosure in respect of geographical segment is not applicable to the company.

33 These fit for consolidation financial statements for the period April 1, 2025 to March 31, 2026 have been prepared in accordance with the recognition and measurement principles of the Indian Accounting Standards and in conformity with the accounting policies followed by the M/s. Aditya Birla Fashion and Retail Ltd. (being 51% holding of Sabyasachi Calcutta LLP), being the ultimate holding company of the company. These Fit for Consolidation Financial statements have been specifically prepared to enable the Ultimate Holding Co. to prepare its consolidated financial statements pursuant to the requirements of the Companies Act, 2013 and the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

34 Previous year figures have been regrouped / rearranged / reclassified wherever considered necessary.

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

As per our report of even date

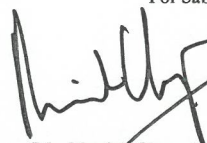
For Singhi & Co.
Chartered Accountant
Firm Reg. No. 302049E



(Ankit Dhelia)
Partner
Membership no.: 069178
Place: Kolkata
Date: 5th May 2026



For Sabyasachi Inc.


(Mr. Manish Chopra)
Director


(Mr. Sunny Kr. Jain)
Director

Notes to the Fit for consolidation financial statements
as for the period 01-Apr-25 to 31-March-26

Particulars	YTD Mar'26				
	Debit	Credit	Net	Conversion Rate	INR Value
Income					
4002 Income from Consignment Sale	-	68,11,416.00	-68,11,416.00		-59,52,57,531.74
4004 Income from Sales	-	8,829.00	-8,829.00		-7,85,006.11
Stitching & Alteration Service Income	-	13,115.00	-13,115.00		-11,42,115.27
4005.01 Other Service Income : Minimum Guarantee I	-	9,41,581.00	-9,41,581.00		-8,63,55,390.88
4005.02 Other Service Income : Marketing / Experience Center Function Support fees	-	4,13,844.00	-4,13,844.00		-3,92,36,549.64
	-	-	-		-
Expense	-	-	-		-
5002 Cost of Goods Sold- Consignment	32,64,811.80	-	32,64,811.80		28,41,71,033.69
Purchases of Finished Goods	53,651.00	-	53,651.00		46,95,784.10
Change in Inventory	2,020.00	-	2,020.00		1,78,734.92
	-	-	-		-
6100.01 Commission Expenses	-	-	-		-
	-	-	-		-
6200.01 Salary	11,29,336.93	-	11,29,336.93		9,97,88,990.55
6200.02 Staff Welfare Expenses	1,596.09	-	1,596.09		1,39,697.19
6200.03 Recruitment Expenses	31,800.00	-	31,800.00		27,78,264.88
6200.04 Payroll Taxes	-	-	-		-
6200.07 Intern Pay	-	-	-		-
6200.08 Sales Incentive	1,41,747.65	-	1,41,747.65		1,25,11,236.24
6200.09 Uniform Expenses	13,695.17	-	13,695.17		11,99,202.17
6200.10 Employees Insurance Expenses	1,59,908.56	-	1,59,908.56		1,41,80,175.13
6250.01 Employer Service Fees	20,351.95	-	20,351.95		17,84,856.44
6250.02 Employer Social Security Tax	78,941.80	-	78,941.80		69,74,438.22
6250.03 Employer Medicare Tax	18,462.14	-	18,462.14		16,31,113.87
6250.04 Employer Federal Unemployment Tax (FUTA)	699.68	-	699.68		63,394.43
6250.05 Employer State Unemployment Insurance Tax (S	9,701.37	-	9,701.37		8,84,972.38
6300 Insurance	1,21,129.66	-	1,21,129.66		1,07,20,770.80
6400.01 Rent Expense	3,31,096.32	-	3,31,096.32		2,92,92,539.26
Warehouse Rent	1,21,545.60	-	1,21,545.60		1,07,52,655.80
6500.02 Accounting Charges	1,800.00	-	1,800.00		1,59,201.49
6500.02 Legal Fees	27,600.00	-	27,600.00		24,37,008.14
6500.03 Professional Fees	79,673.04	86,027.17	-6,354.13		-6,56,002.76
6500.04 Consultant Fees	-	-	-		-
6500.05 Audit Fees	27,000.00	-	27,000.00		24,50,112.65
6600.01 Advertising/Promotional	12,441.57	10,612.00	1,829.57		1,56,510.25
6600.02 Marketing Expenses	12,55,098.86	11,05,735.17	1,49,363.69		1,30,81,384.34
6600.03 Alteration/Repair charges	7,800.00	-	7,800.00		6,95,593.21
6620.01 Local Transportation	12,102.25	-	12,102.25		10,65,569.12
6620.02 Lodging	101.77	-	101.77		9,075.71
6620.03 Travel Meals	1,646.60	-	1,646.60		1,45,806.99
6620.04 Airfare	1,000.00	-	1,000.00		87,524.63
6620.05 Other Travel Expenses	-	-	-		-
6700.01 Bank Charges	37,949.74	-	37,949.74		33,57,389.00
6700.02 Office Supplies	36,234.49	-	36,234.49		31,91,202.01
6700.03 Telephone & Internet Charges	21,056.12	-	21,056.12		18,64,511.75
6700.04 Storage Expenses	-	-	-		-
6700.08 Packing Material Expense	29,041.41	-	29,041.41		25,13,999.70
6700.09 Software & Web services	38,637.57	-	38,637.57		34,23,347.56
6700.10 Miscellaneous Expense	20,255.13	17,522.00	2,733.13		2,39,894.98
6700.12 Printing & Stationary	562.00	-	562.00		47,974.93
6700.14 Import Duty	8,34,691.08	8,33,731.77	959.31		85,549.94
6700.15 Maintenance Charges	1,13,576.59	299.41	1,13,277.18		1,00,08,451.20

6700.16 Round off Expenses	-	-	-	-	-
6700.17 Electricity & Lighting Expenses	41,349.29	-	41,349.29	-	36,60,435.86
6700.18 Security Services	1,08,500.89	689.40	1,07,811.49	-	95,37,021.10
6700.19 Water Charges	28,145.49	-	28,145.49	-	24,82,957.21
6700.22 EDC Charges	1,74,533.58	-	1,74,533.58	-	1,53,37,712.71
6700.24 Housekeeping Charges	1,33,684.80	-	1,33,684.80	-	1,18,23,788.34
6700.25 Lost in Transit	-	-	-	-	-
6700.26 Rounding Off	-	-	-	-	-
6700.27 Repair Charges	259.37	-	259.37	-	22,701.26
6700.28 Donation	35,316.81	-	35,316.81	-	31,10,035.12
6900.01 Withholding Taxes	-	-	-	-	-
6900.02 Federal Income Tax	36,000.00	-	36,000.00	-	33,01,674.60
7000.01 General Expenses:Amortization/Depreciation:Dep	10,98,337.25	-	10,98,337.25	-	9,71,09,386.73
7100.01 Moving Expenses	96,569.26	2,998.39	93,570.87	-	82,76,348.60
7200 Non Operating Income	-	-	-	-	-
7200.01 Hedging Interest Income	-	22,492.94	-22,492.94	-	-19,70,834.58
7400.01 Interest Expense	89,895.54	-	89,895.54	-	79,00,176.05
7400.03 Guarantee Commission	20,787.53	-	20,787.53	-	18,37,534.20
7400.05 Rates & Taxes	6,293.92	-	6,293.92	-	5,61,018.88
7400.06 Interest & penalty	-	-	-	-	-
7400.07 Sales Tax Payment	-	-	-	-	-
7400.08 Corporate Tax	16,832.00	-	16,832.00	-	14,86,080.87
7400.09 Lost Items	4,143.00	-	4,143.00	-	3,79,967.72
Bad Debts	344.38	-	344.38	-	30,711.33
7400.10 License & permit	-	-	-	-	-
	-	-	-	-	-
Loss on Modification of ROU	-	-	-	-	-
Depreciation Ind AS	3,18,338.99	-	3,18,338.99	-	2,81,55,578.00
Finance Cost	1,09,568.88	-	1,09,568.88	-	96,71,144.96
Interest on FV of Security Deposit	-	1,620.00	-1,620.00	-	-1,43,281.34
Rent Reversal (IND AS 116)	-	4,52,641.88	-4,52,641.88	-	-4,00,45,191.66
Rent Income (IND AS 116)	-	-	-	-	-
Deferred Tax	-	-	-	-	-
7500 Deferred Tax Benefit	8,297.99	-	8,297.99	-	7,61,034.67
7500 Deferred Tax Benefit on OCI	-	8,297.99	-8,297.99	-	-7,61,034.67
7600 Prior Period Items	-	-	-	-	-
8000 Non Operating Income:Other Income	-	-	-	-	-
8000.01 Liabilities Written Off	-	53,710.88	-53,710.88	-	-47,00,895.74
8000.02 Income Tax Payable Written off	-	-	-	-	-
8000.03 Redemption Rewards	-	-	-	-	-
8000.04 Misc Income	-	-	-	-	-
8000.04 Interest on Sales Tax refund	-	-	-	-	-
8000.05 Income on Sales Tax refund	-	390.60	-390.60	-	-34,435.22
8100 Other Comprehensive Income	-	-	-	-	-
8100.01 MTM Gain on Derivative Contract	1,54,660.75	1,30,254.91	24,405.84	-	18,29,575.77
1000.04 Cash and Bank:Petty Cash	6,649.04	-	6,649.04	94.6543	6,29,360.23
1000.06 Check in Hand	-	-	-	94.65	-
1000.01 Cash and Bank:ICICI Bank	1,44,405.99	-	1,44,405.99	94.65	1,36,68,647.90
1000.02 Cash and Bank:Citibank	49,275.99	-	49,275.99	94.65	46,64,184.34
1000.03 Cash and Bank:Bank of America	47,824.41	-	47,824.41	94.65	45,26,786.05
1000.05 Cash and Bank: Peapack Gladstone Bank	2,02,999.98	-	2,02,999.98	94.65	1,92,14,821.01
	-	-	-	94.65	-
Right of Use Asset	8,03,806.63	-	8,03,806.63	94.65	7,60,83,753.89
Right of Use Asset on Security Deposit	-	-	-	94.65	-
1100 Accounts Receivable (A/R)	-	-	-	94.65	-
Bergdorf Goodman	0.00	-	0.00	94.65	0.00
Damas	-	-	-	94.65	-
SAKS	15,343.93	-	15,343.93	94.65	14,52,368.95
Clover.com	9,375.66	-	9,375.66	94.65	8,87,446.53
Neiman Marcus	768.66	-	768.66	94.65	72,756.97
Sabyasachi Calcutta LLP	9,41,581.00	-	9,41,581.00	94.65	8,91,24,690.45
1200 Other Current Assets	-	-	-	94.65	-

1200.03 Advance to Employees	-	-	-	94.65	-
1200.04 Advance to Vendors	15,99,975.15	-	15,99,975.15		14,04,09,372.42
1200.05 Import Duty Recoverable	9,655.06	9,655.06	-	94.65	-
1200.07 Sales Tax Receivables	4,380.57	-	4,380.57	94.65	4,14,639.79
1200.08 Import Duty receivables (US Customs)	4,90,206.76	-	4,90,206.76		4,15,87,580.00
1210.01 Prepaid Insurance	8,377.25	-	8,377.25	94.65	7,92,942.42
1210.02 Prepaid Expenses	15,882.79	-	15,882.79	94.65	15,03,374.45
1220.01 Due from LLP	68,538.45	25,950.66	42,587.79	94.65	40,31,117.45
1300 Inventory Asset	125.00	-	125.00	94.65	11,831.79
Fixed Assets	43,12,317.29	-	43,12,317.29	94.65	40,81,79,374.80
1490 Other Assets	-	-	-	94.65	-
1490.01 Other Assets: Swap Derivative Gain	4,963.07	1,975.23	2,987.84	94.65	2,82,811.90
1490.02 Security Deposit	-	-	-	94.65	-
Warehouse	24,088.64	-	24,088.64	94.65	22,80,093.36
BOA Credit Card	-	-	-	94.65	-
ADP	58,000.00	-	58,000.00	94.65	54,89,949.40
Deferred Tax Asset	13,57,275.33	-	13,57,275.33	94.65	12,84,71,946.27
Deferred Tax Asset (IND AS)	1,03,011.00	-	1,03,011.00	94.65	97,50,434.10
	-	-	-	94.65	-
1510 Capital Work In Progress	-	-	-	94.65	-
2100 Accounts Payable (A/P)	-	-	-	94.65	-
Security Deposit Payable	-	-	-	94.65	-
Others	-	(0.00)	0.00	94.65	0.00
Parent Co.	-	20,59,115.70	-20,59,115.70		(19,00,91,603.48)
Provision	-	90,612.49	-90,612.49	94.65	(85,76,861.78)
	-	-	-	94.65	-
Lease Liability	-	10,97,771.69	-10,97,771.69	94.65	(10,39,08,810.56)
	-	-	-	94.65	-
2120 Bank of America CC	-	-	-	94.65	-
2120.01 Credit Card - Kamal	-	-	-	94.65	-
2120.02 Credit Card - Sabyasachi	-	-	-	94.65	-
2120.03 Credit Card - Joshua	-	-	-	94.65	-
2120.04 Credit Card - Slava	-	15,248.13	-15,248.13	94.65	(14,43,301.07)
2200.01 Advance Received from Customer(Clover)	2,905.85	1,79,584.51	-1,76,678.66	94.65	(1,67,23,394.89)
2200.03 Advance Received from Customer(BG)	-	-	-	94.65	-
2200.04 Advance Received from Vendor	35,605.72	1,19,144.37	-83,538.65		(74,02,551.55)
2210.02 Accrued Expenses- Interest on FCTL	-	(0.00)	0.00	94.65	0.23
2210.02 Accrued Expenses- Guarantee Commission	-	20,787.51	-20,787.51	94.65	(19,67,626.79)
2210.03 Accrued Insurance	-	-	-	94.65	-
	-	-	-	94.65	-
2230 Lease Incentive Liability	-	-	-	94.65	-
	-	-	-	94.65	-
2310 Foreign Currency Term Loan	-	-	-	94.65	-
Foreign Currency Term Loan- Current Maturities	-	7,96,875.00	-7,96,875.00	94.65	(7,54,27,645.31)
	-	-	-	94.65	-
2370 Income Taxes Payable	-	-	-	94.65	-
	-	-	-	94.65	-
2540 Other Current Payables-Payable to Employees	-	1,043.40	-1,043.40	94.65	(98,762.30)
Tax Payable on Salary:	-	-	-	94.65	-
Federal Unemployment Insurance Tax	-	-	-	94.65	-
Medicare Tax	-	-	-	94.65	-
Social Security Tax	-	-	-	94.65	-
State Disability Tax	-	-	-	94.65	-
State Family Leave Insurance	-	-	-	94.65	-
State Paid Family Tax	-	-	-	94.65	-
State Unemployment Insurance Tax	-	-	-	94.65	-
2400 Taxes Payable	-	-	-	94.65	-
2400.01 Local Taxes Payable	-	-	-	94.65	-
2400.02 State Tax Payable	-	-	-	94.65	-
2400.02 State Tax Payable	-	-	-	94.65	-
2400.03 Sales tax Payable	-	7,069.58	-7,069.58	94.65	(6,69,166.15)
	-	-	-	94.65	-

2410 Taxes Payable:Federal Income Tax Payable	-	36,000.00	-36,000.00	94.65	(34,07,554.80)
	-	-	-	94.65	-
2600 • Swap Derivative Loss	-	-	-	94.65	-
			-		
3010 Paid In Capital		1,15,00,000.00	#####		-95,42,91,530.00
3020 Retained Earnings		-60,18,679.95	60,18,679.95		49,56,10,179.10
Prior Period Reserve Adj.		-	-		-
Opening FCTR			-		-91,95,393.92
Opening Cash Flow Reserve			-		-13,27,797.89
FCTR Adj			-		-
Foreign currency Transalation Reserve			-		-3,75,63,045.37
	2,08,57,962.87	2,08,57,962.87	(0.00)		-