

# OXFORD INDUSTRIES LIMITED

("OXFORD"/"TARGET COMPANY"/"TC")

(Corporate Identification No.: L17112MH1980PLC023572)

Registered Office: 136-B, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai, Maharashtra, India, 400072;

Phone No.: +919223400434; Email id: oxford\_industries@yahoo.in; Website: www.oxfordfabrics.in

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of Oxford Industries Limited ("OIL" or the "Target Company") under regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations")

Date	09.06.2026
Name of the Target Company	Oxford Industries Limited
Details of the Offer pertaining to Target Company	Open Offer to acquire up to 15,45,271 Equity Shares of Rs. 10/- each representing 26.00% of the total equity and voting share capital of the Target Company, to be acquired by the Acquirer, at a price of Rs. 5.00/- per Equity share payable in cash in terms of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011.
Name(s) of the Acquirer	Saroj Kumar Choudhury
Name of the Manager to the offer	Navigant Corporate Advisors Limited
Members of the Committee of Independent Directors ("IDC")	Chairperson: Aakansha Vaid Member: Irandee Tripathy Member: Nitin Arvind Oza
IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract/ relationship), if any	IDC Members are the Independent Directors of the Target Company. Neither Chairperson nor Member of IDC holds any equity shares in the Target Company. None of them have entered into any other contract or have other relationship with the Target Company.
Trading in the Equity shares/other securities of the Target Company by IDC Members	No trading has been done by the IDC Members in the equity shares/ other securities of the Target Company.
IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members have any relationship with the Acquirer.
Trading in the Equity shares/other securities of the acquirer by IDC Members	Not Applicable
Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	The IDC Members believes that the Open Offer is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.
Summary of reasons for recommendation	IDC recommends acceptance of the Open offer made by the Acquirer as the Offer price of Rs. 5.00/- per fully paid -up equity share is fair and reasonable based on the following reasons: 1. The Offer price appears to be reasonable considering negative book value & profitability of the Company. 2. The offer price of Rs. 5.00/- per fully paid -up equity share offered by the Acquirer is more than price to be paid by Acquirer in SPA to Sellers. 3. The offer price of Rs. 5.00/- per fully paid -up equity share offered by the Acquirer is equal to price paid by Acquirer for acquisition of equity shares during 52 weeks immediately preceding the date of PA. 4. The equity shares of the Target Company are infrequently traded shares within the meaning of explanation provided in Regulation 2(j) of SEBI (SAST) Regulations, 2011. 5. The offer price of Rs. 5.00/- per fully paid -up equity share offered by the Acquirer is more than fair value of equity share of the Target Company which is Rs. 3.70/- (Rupees Three and Paise Seventy only) as certified by CA Jay Shah, Independent Valuer, Registered Valuer - Securities or Financial Assets (Reg No: IBBI/RV/07/2022/14720), having their office situated at 702, Shah Trade Centre, Malad East, Mumbai - 400 097; Email: jashahassociates@gmail.com; Mobile: +91 96994 68404, vide valuation certificate dated March 12, 2026. (UDIN: 26175050KJMLPV8054) in accordance with Regulation 8 (16) of the SEBI (SAST) Regulations. Keeping in view above facts IDC is of opinion that Open Offer price is fair and reasonable and is in accordance with the relevant regulations prescribed in the Takeover Code and prima facie appear to be justified.
Details of Independent Advisors, if any.	None
Any other matter to be highlighted	No

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and LOF.

For Oxford Industries Limited

Sd/-

Aakansha Vaid

Chairperson -Committee of Independent Directors

DIN: 02796417

Place: Mumbai

Date: 09.06.2026