



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Annual Report

Part-A

Corporate Overview

Our Business and Industry Overview

Our Journey & Way Forward

Corporate information

Board of Director's Profile

Managing Director's Communique

Performance Indicators

Part-B

Statutory Reports

Notice of Meeting

Director's Report

Annexure to Director's Report

Independent Auditors

Balance Sheet

Statement of Profit and Loss

Cash Flow Statement

Notes to Financial Statement



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Industry Overview...

- ✧ With the increasing use of chemicals in various industrial processes, the need for the same has increased manifolds. Arunaya Organics Ltd has evolved itself as a major manufacturer and exporter of Acid Dyes & Intermediates.
- ✧ India is the world leader in dye manufacturing, accounting for 16%-18% of global dyestuff exports. The Indian Dye is exported to 90+ countries.
- ✧ India is among the top chemical exporting countries in the world. India exports inorganic and organic chemicals, tanning and dyes, agrochemicals, plastics, synthetic rubber, filaments, etc. In FY23, exports of major chemicals and petrochemical products stood at US\$ 23.8 billion. The surge in chemical exports has been achieved because of sustained efforts on the part of the Department of Commerce & Industry and Indian member exporters. CHEMEXCIL, India's chemical exports promotion council, has also made major efforts by using grants in aid under the market access initiative scheme, organizing B2B exhibitions in different countries, exploring new potential markets through product-specific marketing campaigns with the active involvement of Indian embassies, providing financial aid in statutory compliance in overseas product registration, etc. This export growth has been achieved despite issues like high freight rates and container shortages which has benefitted small and medium exporters from key states like Gujarat, Maharashtra, Karnataka, Tamil Nadu, and Andhra Pradesh.
- ✧ In FY24 (Until August 2023), the exports of major chemicals and petrochemicals stood at US\$ 8.4 billion. In FY22, India's total chemical products exports were valued at US\$ 24.31 billion, an increase of 38.67% YoY. The export growth of chemicals has been achieved because of a surge in shipments of organic, and inorganic chemicals, agrochemicals, dyes and dye intermediates and speciality chemicals.
- ✧ China is a major importer of dye intermediates and castor oils from India. The USA remained the largest importer of dyes, inorganic chemicals, organic chemicals, agrochemicals, and essential oils from India.



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Business Overview...

- ✧ Our Company started its operation in dye industry in the year 2010. We engage in trading and manufacturing activities of different types of dyes and its intermediaries. A significant portion of our revenue is generated from outsourcing our key function i.e. manufacturing of our finished product from our group company Chinmay Chemicals Private Limited.
- ✧ Our manufacturing facility is located at C-8, GIDC Estate, Naroda, Ahmedabad-382330, Gujarat, India. It is equipped with the essential infrastructure for raw material storage, product manufacturing, and finished goods storage, all supported by quality control measures.

➤ **Business Segments**

Through Manufacturing:

The manufacturing segment of the company focuses on producing a range of dye products, including Acid, Basic, Intermediate, Reactive, Solvent and Direct Dyes, primarily for the textile and paper industries. The company operates at the manufacturing facility that is located at C-8, GIDC Estate, Naroda, Ahmedabad- 382330, Gujarat, India with the installed capacity of 30 metric ton per annum. The manufacturing process comprises of several key stages, including Material Procurement, Material Inspection, Inputting, Synthesis, Process Inspection, Drying, Blending, Final Inspection, Packaging, Storage, and Delivery.

Through Trading:

The trading business of dye products encompasses the sourcing, selling, and transporting of dyes to industries such as textiles and paper manufacturing. The product offerings primarily include Acid, Basic, Reactive, Solvent Dyes, and Direct Dyes, and Intermediate used in the textile industry. A central component of this business is the establishment of supplier relationships, both domestically and internationally, to ensure the availability of quality products at



competitive prices. Maintaining an inventory system is necessary to meet the demands of the paper and textile sectors, which represent the largest consumers of dyes.

Through Job Work:

Our Company has entered into a Job Work Agreement with Chinmay Chemical Private Limited (Chinmay Chemicals), a group company, on May 15, 2024. Under this agreement, our Company supplies raw materials like metaphenylene diamine (MPD), Amino C Acid, Alpha Naphthyl Amine, Mixed Cleves Acid, Soda Ash etc. in bulk, along with specific manufacturing instructions tailored to meet the requirements of our clients. Chinmay Chemicals processes these materials according to the provided specifications, including inputting and synthesizing, and delivering the semi-finished products back to our company. The Chinmay Chemicals is responsible for 70% to 75% of the total manufacturing process.

Upon receipt of the semi-finished products, our Company undertakes the standardization process like drying, blending and packing to convert the materials into finished goods that meet the required quality and performance standards. Following the standardization, the finished products are packaged as per the client's specifications and prepared for delivery. For its role in the production process, Chinmay Chemicals charges our Company a job work processing fee, which is agreed upon in the terms of the Job Work Agreement.



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

QUANTIFYING STANDALONE

March 31, 2025 (in ₹ Lakhs)

OUR

IMPACT

–

8,265.96

Revenue from operations

731.17

EBITDA

422.09

Profit after Tax

1,692.17

Net Worth



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Incorporation of the
Company with
name Style
'Arunaya Organics
Private Limit'.

← 2010

2012 →

Setting up of Unit-I,
situated at C-8, GIDC
Phase-II Naroda,
Ahmedabad- 382330,
Gujarat, India.

Company was
awarded '**One Star
Export House**' by
Government of
India.

← 2015

2019 →

Receipt of **ISO 14001:**
2015 certification in
respect of Manufacture,
Supply and Export of
Dyestuffs and
Intermediaries.



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Receipt of **ISO 9001: 2015 certification** in respect of Manufacture, Supply and Export of Dyestuffs

← 2020

2021 →

The topline of our company crossed ₹ 50 Crore

Conversion of Company from Private Limited to Public Limited Company and Intermediaries.

← 2024

2025 →

Company come up with the **IPO on NSE SME** Platform in May 7, 2025



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Corporate Information...

Registered Office: C-8, GIDC Phase-II Naroda, Ahmedabad, 382330, Gujarat.

Address at which the books of account are to be maintained: 102 first floor shoppers plaza v, opp municipal market c g road navrangpura, Ambawadi Ahmedabad, 380006, Gujarat.

Board of Directors:

Mr. Vinod Brijmohandas
Agrawal
(Chairman & Managing
Director)

Mrs. Shivali Vinod Agrawal
(Executive Director)

Mr. Ashokbhai Divanchand
Agrawal
(Non-Executive Director)

Mr. Umesh Krishnankutty
Menon
(Non-Executive Independent
Director)

Mrs. Amita Chhaganbhai
Pragada
(Non-Executive Independent
Director)

Statutory Auditor:

M/s. Abhishek Kumar &
Associates
(FRN:130052W)

Secretarial Auditor:

M/s. G R Shah & Associates
(Mem No.: F12870)

Internal Auditor:

M/s. Painter & Associates,
(FRN.: 0123969W)

Audit Committee:

Mr. Umesh Krishnankutty Menon
(Chairman)

Mrs. Amita Chhaganbhai Pragada
(Member)

Mr. Vinod Brijmohandas Agrawal
(Member)

Nomination & Remuneration Committee:

Mr. Umesh Krishnankutty Menon
(Chairman)

Ms. Amita Chhaganbhai Pragada
(Member)

Mr. Ashokbhai Divanchand Agrawal
(Member)

Stakeholder Relationship Committee:

Mr. Ashokbhai Divanchand Agrawal
(Chairman)

Mr. Umesh Krishnankutty Menon
(Member)

Mrs. Amita Chhaganbhai Pragada
(Member)

Registrar & Share Transfer Agent:

Bigshare Services Private Limited

Add: E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri,
Mumbai-400072

BOARD OF DIRECTOR'S PROFILE



VINOD AGRAWAL
(DIN: 02763617)
Managing Director

Is the Promoter, Chairman, and Managing Director of our company. He has been associated with the company since its inception. He holds a Bachelor of Science (Chemistry) from St. Xavier's College and Post Graduate Diploma in Business Entrepreneurship and Management with specialization in New Enterprise Creation from Entrepreneurship Development Institute of India. He holds a life membership with the Association of Chemical Technologies (India) based in Ahmedabad. In 2022, he received the Business Icon's Award for his significant contributions to both business and society, presented by Divya Bhaskar. Since 2022, he has been serving on the committee of Startup Srujan Seed Support, a flagship initiative under Startup and Innovation Policy 2.0 launched by the Honourable Chief Minister of Gujarat on January 05, 2022. He has over a decade of experience in the dye industry. Before incorporating Arunaya he worked as a resident director of Asiatic Colour-Chem Industries Limited for market development of Dyes and intermediaries in China, South-East Asia and some parts of Europe from October 2000 to May 2011, where he looked after the market analysis, product development and customer engagement. At Arunaya, he oversees the entire company's operations and sets its strategic direction. His responsibilities include establishing business objectives, devising growth strategies, and ensuring the production of high-quality dyes for the paper, leather, and textile sectors and the other sectors.



SHIVALI AGRAWAL
(DIN: 03210478)

Executive Director

Is the promoter and Executive Director of our company. She has been associated with our company as Executive Director since August 16, 2010 and was handling administrative functions of the Company. She holds a Bachelor of Commerce degree from C.C. Sheth Commerce College, followed by Bachelor of Laws (General and Special) from L.A. Shah Law College, and eventually pursued her Master of Law from I. M. Nanavati Law College.



ASHOKBHAI AGRAWAL
(DIN: 10405599)

Non-Executive Director

Is Non-Executive Director of our company. He holds Diploma in Mechanical Engineering*. He is associated with our company since December 04, 2023 as additional Non- Executive Director, he was re-designated as Non- Executive Director on May 10, 2024. He is the proprietor of Varun Fastners that has been engaged in Nuts and Bolts since 2011.



UMESH MENON
(DIN: 00086971)

Non-Executive Independent Director

Is the Non- Executive Independent Director of our company. He has been associated with our company w.e.f. May 10, 2024. He has a Bachelor of Commerce from L.J. Commerce College, Master of Commerce degree from Gujarat University, Master of Business Administration in Finance from Gujarat University, Ph.D. in Management from Calorx Teacher's University. He is also a Fellow Cost Accountant, enrolled with the Institute of Cost and Works Accountants of India.



AMITA PRAGADA
(DIN: 09578592)

Non-Executive Director

Is the Non-Executive Independent Director of our Company. She has been associated with our company w.e.f. May 10, 2024. She holds Bachelor of Commerce degree from J. H. Bhalodia Mahila Arts and Commerce College, Bachelor of Laws from Maneklal Nanavati Law College and she is an associate member of the Institute of Companies Secretaries of India.



MANAGING DIRECTOR'S COMMUNIQUE

Dear Stakeholder,

It gives me immense pleasure to present to you the performance review and key developments of our Company for the financial year ended March 31, 2025. Over the years, we have navigated a journey of resilience, innovation, and steady progress, growing from a modest trading business in dyes and intermediaries to becoming a recognised manufacturer with a footprint in domestic and international markets.

During FY 2024-25, our Company achieved a revenue of ₹8,265.96 lakhs, reflecting our continued presence in the dyes and intermediaries segment despite a challenging market environment. We reported an EBITDA of ₹731.17 lakhs, a notable improvement over the previous year, supported by improved operational efficiencies and prudent cost management. The Profit after Tax stood at ₹422.09 lakhs, reflecting the impact of a competitive pricing environment, rising input costs, and fluctuations in export demand.

This year marked yet another important chapter in our journey as we successfully launched our Initial Public Offering (IPO) on the NSE SME Platform on May 7, 2025. This milestone underscores our commitment to enhanced transparency, improved corporate governance, and sustainable growth. Over the years, we have strengthened our foundation through ISO certifications, Government recognition as a One Star Export House, and a consistent focus on quality and compliance.

Looking ahead, our focus will remain on expanding our manufacturing capabilities, enhancing product innovation, and deepening our presence in global markets while maintaining robust risk management practices. We aim to leverage our strengthened capital structure and market visibility post-IPO to pursue sustainable growth and generate long-term value for our shareholders.

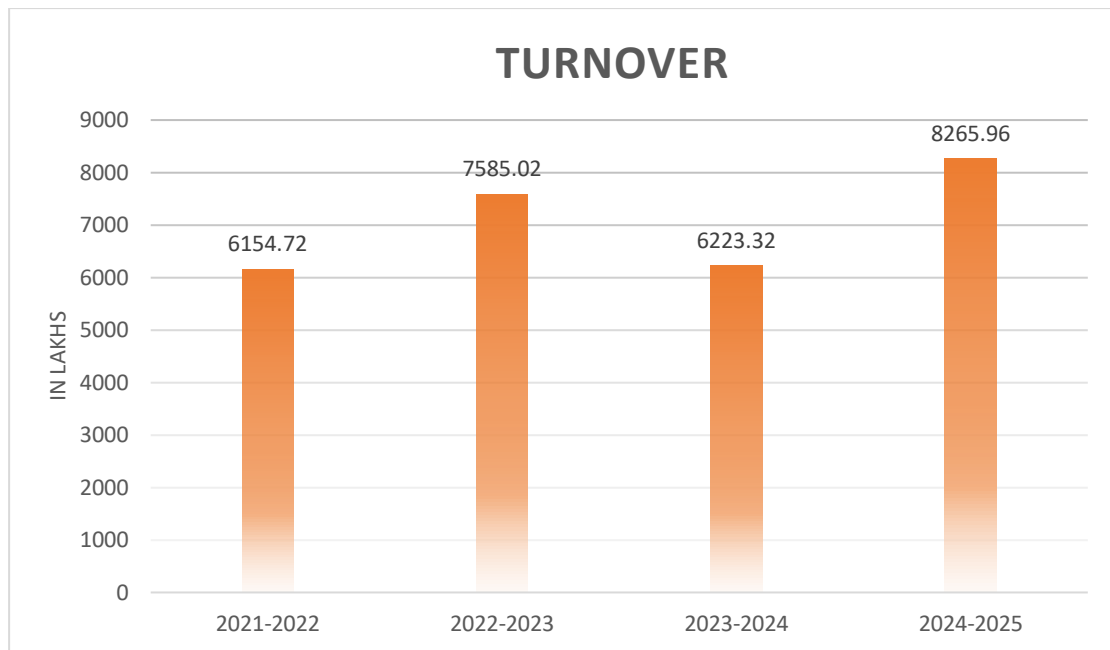
I take this opportunity to express my heartfelt gratitude to our employees, customers, business associates, and shareholders for their unwavering trust and support. Together, we are confident of building a stronger and more resilient future for our Company.

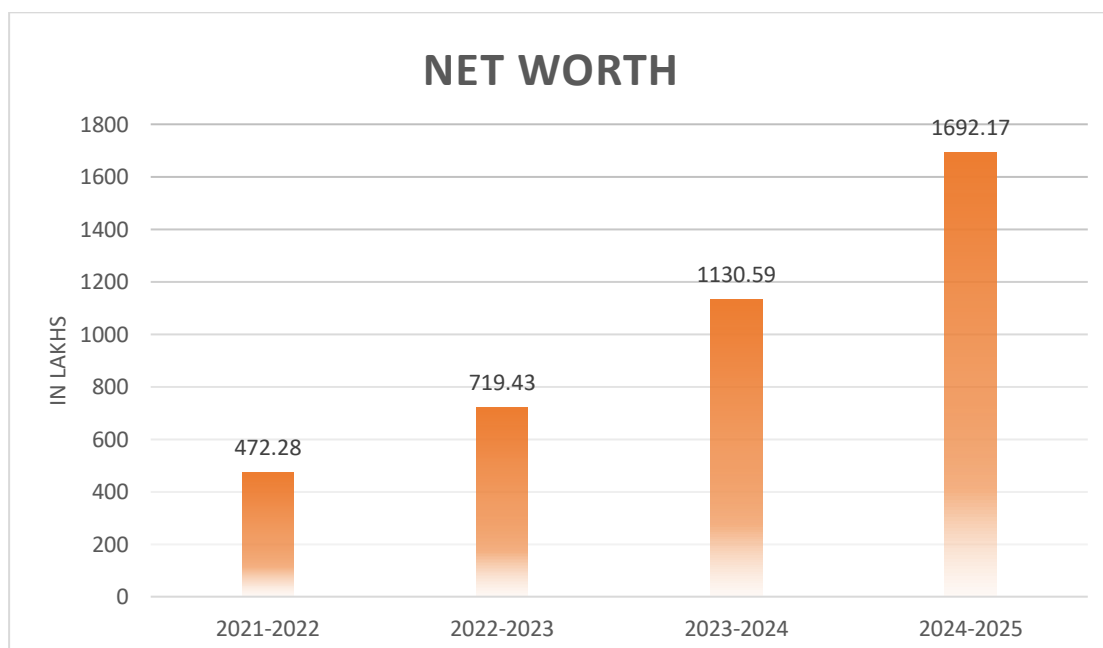
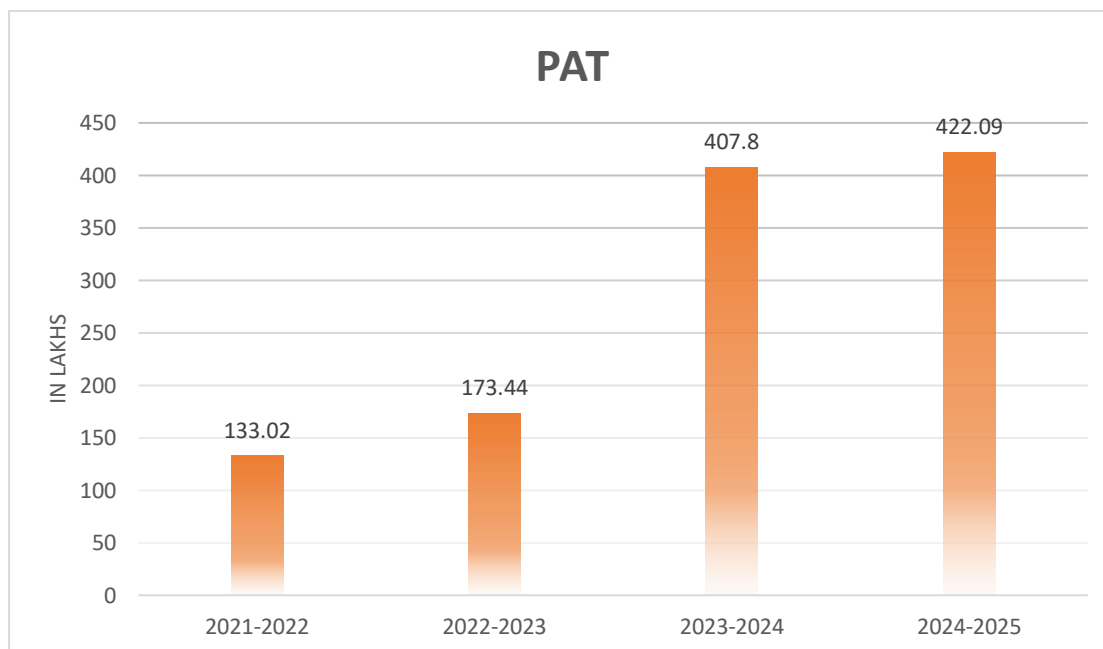


II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

PERFORMANCE INDICATORS







Notice to Annual General Meeting

NOTICE is hereby given that the 15th Annual General Meeting (“AGM”) of the members of M/s. Arunaya Organics Limited (Formally Known as Arunaya Organics Private Limited) will be held on Tuesday, September 30, 2025 at 01.00 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2025 comprising of the Balance Sheet as at March 31, 2025, Statement of Profit & Loss Account and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors’ and Auditors’ thereon.
2. To appoint a director in place of Mr. Vinod Brijmohandas Agrawal [DIN: 02763617] who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve Related Party Transaction with M/s. Chinmay Chemical Private Limited for Contract/Agreement:

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(a) of the Companies Act, 2013(“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, , as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

of the Company to enter into contract(s)/ arrangement(s)/transaction(s) of purchase, sale or supply of goods or services with M/s. Chinmay Chemical Private Limited, in which Director of the Company, Mr. Vinod Brijmohandas Agrawal, Managing Director and Mrs. Shivali Vinod Agrawal, Director of the company are interested directly or through his relative being a related party within the meaning of Section 2(76) of the Act provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of Director or Key Managerial Personnel who is related
1.	M/s. Chinmay Chemical Private Limited Mr. Vinod Brijmohandas Agrawal and Mrs. Shivali Vinod Agrawal are Directors of M/s. Chinmay Chemical Private Limited and they are also having stakes in the said company.	Purchase, Sale or supply of Goods or services.	Not more than Rs.100 Crore (Rupees One Hundred Crore Only)	Mr. Vinod Brijmohandas Agrawal and Mrs. Shivali Vinod Agrawal

RESOLVED FURTHER THAT, the total value of contracts/arrangement/transactions of Purchase, sale or supply of goods or services with M/s. Chinmay Chemical Private Limited (Company) in any financial year should not exceed Rs. 100 Crore.

RESOLVED FURTHER THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit Committee.



RESOLVED FURTHER THAT any of the Director and company secretary of the Company be and are hereby authorized to perform and execute all such acts, deeds, matters and thing including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

PLACE: Ahmedabad
DATE: 06/09/2025

By Order of the Board
For, ARUNAYA ORGANICS LIMITED
(Formerly Known as Arunaya Organics
Private Limited)
Sd/-

Tanvi Patel
Company Secretary and Compliance Officer
Mem. No.: A58543

Regd. Office: - M/S. C-8, GIDC Phase-II Naroda,
Ahmedabad, 382330, Gujarat.
Website: www.arunayaorganics.com
CIN: L24100GJ2010PLC061794



NOTES:

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item No. 3 & 4 given above as Special Business in the forthcoming AGM.

The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circular No. 09/2023 dated September 25, 2023, General Circular Nos. 2/2022 dated May 05, 2022, 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020 (collectively referred to as "MCA Circulars") permitted holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without physical presence of the Members at a common venue, upto September 30, 2025. Further, the Securities and Exchange Board of India ("SEBI"), vide its circulars dated May 12, 2020, and subsequent circulars issued in this regard, the latest being October 3, 2024 (collectively referred to as 'SEBI Circulars'), has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the applicable provisions of the Companies Act, 2013 ('Act'), the Listing Regulations, MCA Circulars, SEBI Circulars and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), the 15th AGM of the Company is being held through VC/OAVM on 30th September, 2025, in accordance with the requirement provided in this Circular. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice.

Details of the Directors seeking appointment/re-appointment at the 15th Annual General Meeting are provided as annexure to the AGM notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.



The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Tuesday, September 23, 2025 to Tuesday, September 30, 2025 (both days inclusive).

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 23, 2025.

Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the records of the Registrars and Transfer Agents which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.

Members whose shareholding is in physical form are requested to inform change in address or bank mandate to the Registrar and Transfer Agent i.e. Bigshare Services Private Limited or the Company Secretary of the Company by a written request duly signed by the Member for receiving all communication in future.

Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH-13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to



the date of AGM. Members seeking to inspect such documents can send an e-mail to **info@arunyaorganics.com**.

Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.

VOTING THROUGH ELECTRONIC MEANS (EVSN: 250904083)
PURSUANT TO THE PROVISIONS OF THE ACT A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with MCA Circulars and SEBI Circulars, the Company is providing (i) facility of remote e-voting for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the business to be transacted at the AGM to be held through VC/OAVM.

The Company has engaged the services of Central Depository Services (India) Limited, as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/ during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.

Members attending the AGM through VC/ OAVM, who have not cast their votes by remote e-voting shall be able to exercise their vote through e-voting during the AGM. Members, who have cast their vote by remote e-voting prior to the AGM, may attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again.



Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice. The deemed venue for the 15th AGM shall be the Registered Office of the Company.

Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

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

Shareholders who would like to speak during the meeting must register their request with the company on or before the cut-off date i.e., 2025.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In line with the aforesaid MCA Circulars and SEBI Circular, the Notice of AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company at www.arunayaorganics.com The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of Central Depository Services (India) Limited (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

The Company has appointed Mr. Gaurang R Shah (CPN. 14446), Practicing Company Secretary, to act as the scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner.



The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than 2 working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited at www.nseindia.com.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.arunayaorganics.com and on the website of Central Depository Services (India) Limited (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com. in immediately after the declaration of Results by the Chairman or a person authorized by him.

This Notice is being sent to all the Members whose names appear as on Friday, 29th August, 2025, in the Register of Members or in the List of Beneficial Owners as received from Bigshare Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company.

A person whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on 23rd September, 2025, ("Cut-Off date") only shall be entitled to avail the facility of remote e-voting. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off date.

In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-Voting, i.e., 23rd September, 2025 such person may obtain the User ID and Password from CDSL by e-mail request on www.evotingindia.com for all future communication members.

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

The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00



P.M (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence on Saturday, 27th September, 2025 at 9:00 A.M. IST and will ends on Monday, 29th September, 2025 at 5:00 P.M. IST. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by CDSL.

Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Saturday, 27th September, 2025 at 9:00 A.M. IST and ends on 29th September, 2025 at 5:00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under



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

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
----------------------	--------------



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Individual
Shareholders
holding
securities in
Demat mode
with **CDSL**
Depository

- 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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.
- 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.



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Individual
Shareholders
holding
securities in
demat mode
with **NSDL
Depository**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS” “Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 4) For OTP based login you can click on



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

	https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000



Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.



OR Date of Birth (DOB)	• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
--	--

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish



to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of



the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@arunayaorganics.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast ____ **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance ____ **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository**



Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3: TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. CHINMAY CHEMICAL PRIVATE LIMITED FOR CONTRACT/AGREEMENT:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 1st April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary (ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

To ensure stability of business activities, the Company proposes to enter into contract or transaction(s) with M/s. Chinmay Chemical Private Limited (Company), involving purchase, sale or supply of goods or services. All the transactions with M/s. Chinmay Chemical Private Limited (Company) will be based on arm's length price. The total value from M/s. Chinmay Chemical Private Limited (Company) could reach up to maximum Rs. 100 Crore.

The Members are apprised that pursuant to the Section 188 of the Companies Act, 2013 and applicable Rules framed there under any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with M/s. Chinmay Chemical Private Limited (Company) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act.



Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Chinmay Chemical Private Limited (Company).

Particulars of the transaction(s) with M/s. Chinmay Chemical Private Limited is as follows:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	M/s. Chinmay Chemical Private Limited
2.	Type of transaction	Purchase, sale or supply of goods or services
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s)
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Mr. Vinod Brijmohandas Agrawal and Mrs. Shivali Vinod Agrawal are directors of M/s. Chinmay Chemical Private Limited.
5.	Tenure of the Proposed transaction	The proposed transaction may be undertaken in any financial year, subject to applicable laws and approvals.
6.	Value of the proposed transaction (not to exceed)	Rs. 100 Crore
7.	Value of RPT as % of Company's audited annual standalone turnover of Rs. 8,265.96 Lakhs for the financial year 2024-25	15.00%
8.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of financial indebtedness	Not Applicable Not Applicable



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

	ii) Incurred Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
9.	Justification as to why the RPT is in the interest of the Company.	The Board considers that the proposed related party transactions are in ordinary course of business and at arm's length basis and play a vital role in the growth of business of the entity.
10.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11.	Any other information relevant or important for the members to take a decision on the proposed resolution	None



The Board recommends the said resolution to be passed as an Ordinary Resolution.

PLACE: Ahmedabad
DATE: 06/09/2025

By Order of the Board
For, ARUNAYA ORGANICS LIMITED
(Formerly Known as Arunaya Organics
Private Limited)
Sd/-

Tanvi Patel
Company Secretary and Compliance Officer
Mem. No.: A58543

Regd. Office: - M/S. C-8, GIDC Phase-II Naroda,
Ahmedabad, 382330, Gujarat.
Website: www.arunayaorganics.com
CIN: L24100GJ2010PLC061794



**II Arunaya II
Organics Limited**

Formally known as Arunaya Organics Private Limited

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE
15TH ANNUAL GENERAL MEETING
(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015
and Secretarial Standard-2)**

Particulars	Mr. Vinod Brijmohandas Agrawal
DIN	02763617
Date of Birth and Age	18/01/1978
Date of Appointment	30/07/2010
Qualifications	He holds a Bachelor of Science (Chemistry) from St. Xavier's College and Post Graduate Diploma in Business Entrepreneurship and Management with specialization in New Enterprise Creation.
Expertise in specific functional areas	Mr. Vinod Brijmohandas Agrawal has a long association with the Company and he has a very good experience in Administration and management. He looked after the entire company's operations and sets its strategic direction of the company.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships / Chairmanships of committees of other public companies	NIL
Number of shares held in the Company	85,85,315 (48.95%) Equity Shares
Inter-se Relationship between Directors	He is Husband of Mrs. Shivali Vinod Agrawal.



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

BOARD'S REPORT

Dear Members,

The Directors have pleasure to present their 15th Annual Report of the Company covering the operating and financial performance together with the Audited Financial Statements and the Auditors' Report thereon for the Financial Year ended on March 31, 2025.

FINANCIAL RESULTS AND OPERATIONS REVIEW

Your Company's performance during the year as compared with that during the previous year is summarized below:

(Amount in Lakh's)

Particulars	Financial Year 2024-25	Financial Year 2023-24
Revenue from operations (Net)	8265.96	6223.32
Other income	19.64	56.13
Total Revenue	8285.60	6279.45
Profit/loss before depreciation, Finance, Costs, Exceptional items and Tax Expense	731.17	754.93
Less: Depreciation expense	19.22	21.67
Profit/loss before Finance, Costs, Exceptional items and Tax Expense	711.95	733.26
Less: Finance costs	157.21	172.43
Profit/Loss before Exceptional Items, Extraordinary Items and Tax Expense	554.74	560.83
Less: Exceptional Items	0	0
Profit/Loss before Extraordinary Items	554.74	560.83
Less: Extraordinary Items	0	0



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Profit/ (Loss) before tax	554.73	560.83
Less: Tax expense:		
(a) Current tax expense	143.32	153.13
(b) Deferred tax	(10.67)	(0.10)
Profit / (Loss) for the year	422.09	407.80

During the year under review on the basis of Financial Statement the Company's revenue from operations during the financial year ended 31st March, 2025 were ₹ **8265.96/-** (in lakhs) as against ₹ **6223.32/-** (in lakhs) of the previous year representing Increase of approximately about **32.82%** over the corresponding period of the previous year with total expenses of ₹ **7730.86/-** (in lakhs) {previous year of ₹ **5718.62/-** (in lakhs)}. The Company has made Net Profit of ₹ **422.09/-** (in lakhs) as against ₹ **407.80/-** (in lakhs) of the previous year representing increase of approximately about **3.50%** over the corresponding period of the previous year.

The EPS of the Company for the year 2024-25 is ₹ **3.48/-**.

DIVIDEND

Considering the capital requirement for expansion and growth of business operations and to augment working capital requirements, the Board of Directors do not recommend any dividend on the Equity shares for the financial year 2024-25.

To bring transparency in the matter of declaration of dividend and protect the interests of investors, the company had adopted a Dividend Policy since listing of its shares. The policy has been displayed on the Company's website www.arunayaorganics.com.

TRANSFER TO RESERVES

There is no amount proposed to be transferred to reserves during the year under review.



SHARE CAPITAL

During the year under review the Company has made changes in the paid-up share capital as on 31st March, 2025. The details of the same are mentioned below:

Authorized Share Capital:

The Authorized Share Capital of the Company as on 31st March, 2025 stood at ₹ 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- (Rupees Ten Only) each. There were During the year under review, the Company has not made any changes in its the Authorized share capital.

Paid Up Share Capital:

The issued capital as on March 31, 2025 stood at ₹12,27,84,320 (Rupees Twelve Crore Twenty-Seven Lakhs Eighty-Four Thousand Three Hundred Twenty Only) comprising of 1,22,78,432 (One Crore Twenty-Two Lakhs Seventy-Eight Thousand Four Hundred Twenty-Tow Only) equity shares of ₹10/- (Rupees Ten Only).

The movements in the Paid up Capital during the year are as follow:

Bonus Issue

During the year under review, the Company issued bonus shares in the ratio of 1,114 equity shares for every 100 equity shares held, resulting in the allotment of 94,29,553 fully paid-up equity shares of ₹ 10/- each, by capitalising the Company's reserves. Consequent to this allotment, the paid-up share capital of the Company increased from ₹ 84,64,590/- divided into 8,46,459 equity shares of ₹ 10/- each to ₹ 10,27,60,120/- divided into 1,02,76,012 equity shares of ₹ 10/- each.

Right Issue

Further, Pursuant to the approval of the Board of Directors at its meeting held on April 27, 2024, the Company made an allotment of 20,02,420 equity shares of ₹ 10/- each under a rights issue to the existing shareholders. The rights issue was made in accordance with the provisions of the Companies Act, 2013 and other applicable laws, and the proceeds were utilised for the purposes approved by the Board. Consequent to this allotment, the paid-up share capital of the Company increased from ₹ 10,27,60,120/- divided into 1,02,76,012



equity shares of ₹ 10/- each to ₹ 12,27,84,320/- divided into 1,22,78,432 equity shares.

No further changes were made to the Paid-Up Share Capital of the Company for the financial year ended March 31, 2025.

Subsequent to the financial year ended March 31, 2025, the Company successfully completed its Initial Public Offer (IPO) during the financial year 2025-26.

Details of such issue are disclosure as under:

Initial Public Offer (IPO):

During the Current year i.e, 2025-26 under review, the Company has successfully completed the Initial Public Offer (IPO). The offer to the public consisted of fresh issue of shares to the tune of 52,60,000 equity shares and Offer for Sales up to 6,00,000 equity shares. The public issue was opened on April 29, 2025 and closed on May 07, 2025 for Retail Individual Investor and Non-Institutional Investor and Market Maker. The Company raised Rs. 287.90/- lakhs from the Fresh Issue, and Rs.348.00/- lakhs from Offer for sale through IPO wherein 58,60,000 equity shares of Rs. 10/- each at a premium of Rs. 48/- per share was offered to the public for subscription. The issue was oversubscribed by 2.53 times. The equity shares of the company got listed on 07th May, 2025 on the SME Platform of National Stock Exchange of India Limited viz., NSE Emerge.

Proceeds from Initial Public Offering

The Company had raised funds through Initial Public Offer (IPO) during Current year I.e, 2025-26 where the equity shares are listed on EMERGE Platform of National Stock Exchange of India Ltd. The proceeds of aforesaid issue is being utilized, for the purpose for which it was raised by the Company in accordance with the terms of the issue. The details of the proceeds of the Fresh Issue are set forth below:

Particulars	Amount (in Lakhs)
Gross Proceeds of the Issue	3,050.80 /-
(less) Issue related Expenses	298.98/-
Net Proceeds of the Issue	2,751.82/-



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

The change in paid-up share capital during the year was as under:

(in Lakhs)

Particulars	No. of Securities Allotted	Cumulative Paid-up Share Capital
Capital at the beginning of the year i.e. on April 01, 2024	-	84.64
Allotment of 94,29,553 equity shares of Rs. 10/- each fully paid up pursuant to Bonus Issue on 18 th April, 2024	94.29	1027.60
Allotment of 20,02,420 equity shares of Rs. 10/- each fully paid up pursuant to Right Issue on 27 th April, 2024	20.02	1227.84
Allotment of 52,60,000 equity shares of Rs. 10/- each fully paid up pursuant to Initial Public Offer (IPO) on 07 th May, 2025	52.6	1753.84
Capital at present	-	1753.84

ALTERATION OF MEMORANDUM OF ASSOCIATION

During the year under review, there is no alteration made in Memorandum of Association (MOA) of the Company.

ALTERATION OF ARTICLES OF ASSOCIATION

During the year under review, there is no alteration made in Article of Association (AOA) of the Company.



DETAILS OF UTILISATION OF FUNDS & STATEMENT OF DEVIATION(S) OR VARIATION(S)

Pursuant to Regulation 32 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations/LODR') read with SEBI circular no. CIR/CFD /CMD1/162/2019 dated December 24, 2019, The companies are required to file such disclosure related to Deviation/variation in utilization of funds raised through Initial Public offer from the objects stated in the Prospectus in director report.

The company got listed at NSE Emerge Platform on 07th May, 2025, till date there was no deviation/variation in the utilization of proceeds as mentioned in the objects stated in the Prospectus dated May 03, 2025, in respect of the Initial Public Offering of the Company.

STATE OF COMPANY AFFAIRS

During the year under review, company made Total Income of ₹ 8,285.60/- (in Lakhs) as against ₹ 6279.45/- (in Lakhs) in the previous year. The company has made Profit before depreciation, Finance, Costs, Exceptional items and Tax Expense of ₹ 731.17/- (in Lakhs) as against profit of ₹ 754.93/- (in Lakhs) in the previous year in the financial statement.

The Company made net profit of ₹ 422.09/- (in Lakhs) as against ₹ 407.80/- (in Lakhs) in the previous year in the financial statement.

CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company in the Financial Year under review.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

The Company entered into the capital market with its Initial Public Offering (IPO) and allotted in aggregate 54,60,000 equity shares of face value of Rs.10/- each, for the issue price of Rs. 58/- each (including premium of Rs. 48/- each) on May 7, 2025 on NSE Emerge Platform.



The Company received approval on May 7, 2025 for listing. Apart from the above, there have been no other material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

REGISTRAR AND TRANSFER AGENT (RTA)

During the year as part of listing, the Company appointed Bigshare Services Private Limited as its RTA. As required under Regulation 7(3) of the Listing Regulations, the Company files, on annual basis, certificate issued by RTA and compliance officer of the Company certifying that all activities in relation to share transfer facility are maintained by RTA registered with SEBI. The Equity shares of the Company have the electronic connectivity under ISIN **INEOS2E01016**.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the Section 124 applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all the unpaid or unclaimed dividends are required to be transferred to the IEPF established by the Central Government, upon completion of seven (7) years.

Further, according to the Investor Education & Protection Fund ("IEPF") Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for seven (7) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

In the absence of any declaration of dividend in the past, the Company does not have any unpaid/unclaimed dividend coming under the purview of Section 124(5) of the Act to be transferred to Investors Education and Protection Fund ("IEPF") of the Central Government.

DEPOSITS

The Company has not accepted any deposits from public falling within the ambit of section 73 and Section 76 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014. Hence, no



disclosure is required under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.

SUBSIDIARY, JOINT VENTURE (JV) AND ASSOCIATES COMPANIES

Your Company does not have any Holding, Subsidiary, Joint venture or Associate Company as on March 31, 2025. During the Financial Year under review, there are no companies which has become or ceased to be Subsidiary, Joint Venture/ Associate Companies.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNELS

Present Composition of Board of Directors:

As on the date of the report, the Board of Directors of the Company comprises of total Five (5) directors. The Composition of the Board of Directors is as under:

Sr. No.	Name of Director	DIN	Designation
1.	Mr. Vinod Brijmohandas Agrawal	02763617	Managing Director
2.	Mrs. Shivali Vinod Agrawal	03210478	Executive Director
3.	Mr. Ashokbhai Divanchand Agrawal	10405599	Non-Executive Director Non-Independent Director
4.	Mr. Umesh Krishnankutty Menon	00086971	Non-Executive Independent Director
5.	Mrs. Amita Chhaganbhai Pragada	09578592	Non-Executive Independent Director



Appointment/ Re-Appointment:

During the year under review, the Company has appointed Mr. Umesh Menon (DIN: 00086971) and Mrs. Amita Chhaganbhai Pragada (DIN: 09578592) as Non-Executive Independent Director on 10th May, 2024.

Further Mr. Bikash Tarafdar was appointed as Chief Financial Officer on 09th May, 2024. Our Company has appointed Ms. Tanvi Mafatlal Patel as Company Secretary and Compliance Officer of the Company on 09th May, 2024.

Retire by Rotation

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Vinod Brijmohandas Agrawal (DIN: 02763617) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Your directors recommended his re-appointment on recommendation made by the Nomination and Remuneration Committee.

Cessation

During the year under review, there is no cessation of director from the Board.

Independent Directors

Mr. Umesh Menon (DIN: 00086971), holds office as a Non-Executive Independent Director of the Company with effect from 10th May, 2024 for the period of 5 years who is not liable for retire by rotation.

Mrs. Amita Chhaganbhai Pragada (DIN: 09578592), holds office as a Non-Executive Independent Director of the Company with effect from 10th May, 2024 for the period of 5 years who is not liable for retire by rotation.

Key Managerial Personnel

Mr. Vinod Brijmohandas Agrawal	Chairman & Managing Director
Mr. Bikash Tarafdar	Chief Financial Officer
Ms. Tanvi Mafatlal Patel	Company Secretary and Compliance Officer



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Number of Meetings of the Board

The Board of Directors duly met Seventeen times at regular intervals during the mentioned financial year and in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The intervening gap between the two meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations. The dates on which meetings were held are as follows:

Date of Meeting	Name of the Directors				
	Vinod Brijmohan das Agrawal	Shivali Vinod Agrawal	Ashokbhai Divanchand Agrawal	Umesh Krishna nkutty Menon	Amita Chhaganbhai Pragada
06/04/2024	Yes	Yes	Yes	NA	NA
12/04/2024	Yes	Yes	Yes	NA	NA
18/04/2024	Yes	Yes	Yes	NA	NA
19/04/2024	Yes	Yes	Yes	NA	NA
27/04/2024	Yes	Yes	Yes	NA	NA
09/05/2024	Yes	Yes	Yes	NA	NA
31/05/2024	Yes	Yes	Yes	Yes	Yes
03/06/2024	Yes	Yes	Yes	Yes	Yes
13/06/2024	Yes	Yes	Yes	Yes	Yes
17/06/2024	Yes	Yes	Yes	Yes	Yes
26/06/2024	Yes	Yes	Yes	Yes	Yes
24/08/2024	Yes	Yes	Yes	Yes	Yes
30/08/2024	Yes	Yes	Yes	Yes	Yes



06/09/2024	Yes	Yes	Yes	Yes	Yes
05/12/2024	Yes	Yes	Yes	Yes	Yes
25/02/2025	Yes	Yes	Yes	Yes	Yes
27/03/2025	Yes	Yes	Yes	Yes	Yes
No of Board Meeting attended	17/17	17/17	17/17	11/11	11/11

** During the year under review Five Extra Ordinary General Meeting were held on 15th April, 2024, 10th May, 2024, 01st June, 2024, 07th June, 2024 and 18th June, 2024.

Separate Meeting of Independent Directors

In terms of the provisions of the Schedule IV of the Companies Act, 2013, the Independent Directors of the Company shall meet at least once in a year, without the presence of Non-Independent Directors and members of Management. During the financial year, the Meetings of Independent Directors was held on 01st March, 2025 to discuss and review the following matters in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole;
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors;
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Both the Independent Directors were present at the meeting.

DECLARATIONS OF INDEPENDENT DIRECTORS

The Independent Directors have confirmed that they meet the criteria of independence laid down under Section 149(6) read with Schedule IV of



the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The board of directors have taken on record the declaration and confirmation submitted by the independent directors after undertaking due assessment of the veracity of the same and is of the opinion that they fulfil the conditions specified in the Act and the Listing Regulations and that they are independent of the management.

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company www.arunayaorganics.com.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors have been updated with their roles, rights and responsibilities in the Company by specifying them in their appointment letter along with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

The Company endeavors, through presentations at regular intervals to familiarize the Independent Directors with the strategy, operations and functioning of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors to the best of its knowledge and ability, confirm that:

(a) In the preparation of the annual accounts for the financial year ended on March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of



the Company at the end of the financial year March 31, 2025 and of the profit of the Company for that period;

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

(d) They have prepared the annual accounts on a going concern basis;

(e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

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

AUDIT COMMITTEE

The Audit Committee was constituted vide Board resolution dated June 03, 2024 pursuant to Section 177 of the Companies Act, 2013. The board of directors has entrusted the Audit Committee with the responsibility to supervise these processes and ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting.

The Company Secretary acts as the Secretary to the Committee. The internal auditor reports functionally to the Audit Committee. The Chief Financial Officer of the Company also attends the meetings as invitee.

Composition of Audit Committee:

Sr. No.	Name of Director	Designation	Nature of Directorship
1.	Mr. Umesh Krishnankutty Menon	Chairman	Non-Executive Independent Director
2.	Mrs. Amita Chhaganbhai Pragada	Member	Non-Executive Independent Director
3.	Mr. Vinod Brijmohandas Agrawal	Member	Managing Director

Audit Committee Meeting

Proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. During the financial year, the Meetings of Audit committee were held in following manner:

Date of Meeting	Name of Director		
	Umesh Krishnankutty Menon	Amita Chhaganbhai Pragada	Mr. Vinod Brijmohandas Agrawal
17/06/2024	Yes	Yes	Yes
24/08/2024	Yes	Yes	Yes
06/09/2024	Yes	Yes	Yes
05/12/2024	Yes	Yes	Yes
03/03/2025	Yes	Yes	Yes
No. of Audit Committee Meetings attended during the year	05/05	05/05	05/05

Financial Reporting and Related Processes:

- ◆ The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ◆ Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- ◆ Examination of the financial statement and the auditors' report thereon;
- ◆ Approval or any subsequent modification of transactions of the company with related parties;
- ◆ Scrutiny of inter-corporate loans and investments;
- ◆ Valuation of undertakings or assets of the company, wherever it is necessary;
- ◆ Evaluation of internal financial controls and risk management systems;
- ◆ Monitoring the end use of funds raised through public offers and related matters.

All the Members of the Audit Committee have the requisite qualification for appointment on the Committee and possess



sound knowledge of finance, accounting practices and internal controls.

The board of directors has accepted all recommendations of the Audit Committee during the year.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) consist majority of Independent Directors. The Nomination and Remuneration Committee has been constituted by the Board on June 03, 2024 in compliance with the requirements of Section 178 of the Companies Act, 2013. The board of directors has entrusted the Nomination and Remuneration Committee with the responsibility to formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel.

Composition of Nomination and Remuneration Committee:

Sr. No.	Name of Director	Designation	Nature of Directorship
1.	Mr. Umesh Krishnankutty Menon	Chairman	Non-Executive Independent Director
2.	Mrs. Amita Chhaganbhai Pragada	Member	Non-Executive Director
3.	Mr. Ashokbhai Agrawal	Member	Non-Executive Independent Director

Nomination and Remuneration Committee Meeting:

Proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. During the financial year, the Meetings of Nomination and Remuneration Committee were held in following manner:

Date of Meeting	Name of Director
------------------------	-------------------------



	Umesh Krishnankutty Menon	Amita Chhaganbhai Pragada	Vinod Brijmohandas Agrawal
06/09/2024	Yes	Yes	Yes
No. of Nomination & Remuneration Committee Meetings attended during the year	01/01	01/01	01/01

The terms of reference of the Committee inter alia, include the following:

- ◆ Succession planning of the Board of Directors and Senior Management Employees;
- ◆ Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- ◆ Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- ◆ Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- ◆ Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

STAKEHOLDER'S RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee ("SRC") considers and resolves the grievances of our shareholders, including complaints relating to non-receipt of annual report, transfer and transmission of securities, non-receipt of dividends/interests and such other grievances as may be raised by the security holders from time to time.

Composition of Stakeholders' Relationship Committee:

Sr. No.	Name of Director	Designation	Nature of Directorship
1.	Mr. Ashokbhai Divanchand Agrawal	Chairman	Non-Executive Director
2.	Mr. Umesh Krishnankutty Menon	Member	Non-Executive Independent



			Director
3.	Mrs. Amita Chhaganbhai Pragada	Member	Non-Executive Independent Director

Stakeholders' Relationship Committee Meeting:

The Stakeholders' Relationship Committee of the Company met once in a year and in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. During the financial year, the Meetings of Stakeholders' Relationship Committee was held in following manner:

Date of Meeting	Name of Director		
	Ashokbhai Divanchand Agrawal	Umesh Krishnankutty Menon	Amita Chhaganbhai Pragada
06/09/2024	Yes	Yes	Yes
No. of Stakeholders' Relationship Committee Meetings attended during the year	01/01	01/01	01/01

The terms of reference of the Committee are:

- ◆ Transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- ◆ Issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- ◆ Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- ◆ To approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- ◆ To authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of



- declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- ◆ Monitoring expeditious redressal of investors / stakeholders grievances;
 - ◆ All other matters incidental or related to shares, debenture.

The Company had no share transfers pending as on March 31, 2025.

Ms. Tanvi Mafatlal Patel, Company Secretary of the Company is the Compliance Officer.

CORPORATE SOCIAL RESPONSIBILITY

The objective of the Company's Corporate Social Responsibility ('CSR') initiatives is to improve the quality of life of communities through long-term value creation for all stakeholders. The Company's CSR policy provides guidelines to conduct CSR activities of the Company. The salient features of the Policy forms part of the Annual Report on CSR activities annexed to the Board's Report as Annexure V. The Directors of the Company have certified that CSR funds so disbursed for the projects have been utilized for the purposes and in the manner as recommended by the CSR Committee which approved by the Board.

The Company recognizes its obligations to act responsibly, ethically and with integrity in its dealings with employees, community, customers and the environment as a whole. At Arunaya, we know that corporate responsibility is essential to our current and future success as a business. The Company believes it has the greatest opportunity to drive values through CSR initiatives in areas pertaining to Health, Education, Environmental sustainability, Rural development and has committed to improving the quality of life in communities in many years. The CSR Committee confirms that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The Terms of reference of Corporate Social Responsibility Committee shall, inter-alia, include the following:

- To formulate and recommend to the Board, a corporate social responsibility policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013;



- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- To monitor the corporate social responsibility policy of the Company from time to time;
- Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time pursuant to the provisions of Section 135 of the Companies Act and rules in relation thereto, as amended from time to time.

The Company Secretary to the Company shall act as Secretary to the Corporate Social Responsibility Committee.

Composition of CSR Committee:

Sr. No.	Name of Director	Designation	Nature of Directorship
1.	Mr. Umesh Krishnankutty Menon	Chairman	Non-Executive Independent Director
2.	Mr. Vinod Brijmohandas Agrawal	Member	Managing Director
3.	Mrs. Shivali Vinod Agrawal	Member	Executive Director

CSR Committee Meeting:

The CSR Committee of the Company met once in a year and in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. During the financial year, the Meetings of CSR Committee was held in following manner:

Date of Meeting	Name of Director		
	Umesh Krishnankutty Menon	Vinod Brijmohandas Agrawal	Shivali Vinod Agrawal
05/09/2024	Yes	Yes	Yes
No. of Stakeholders' Relationship Committee Meetings attended during the	01/01	01/01	01/01



year			
------	--	--	--

DETAILS OF FRAUD REPORTING BY AUDITOR

During the year under review, there were no frauds reported by the auditors to the Board under section 143(12) of the Companies Act, 2013.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has formed Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013 which has framed Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees which sets out criteria for the remuneration of Directors, Key Managerial Personal ('KMP') and other employees so as to attract, retain and reward talent who will contribute to our long-term success and thereby build value for the shareholders. The Committee reviews and recommend to the Board of Directors about remuneration for Directors and Key Managerial Personnel and other employee up to one level below of Key Managerial Personnel. The Company does not pay any remuneration to the Independent Directors of the Company other than sitting fee for attending the Meetings of the Board of Directors and Committees of the Board. Remuneration to Non-Independent Directors is governed under the relevant provisions of the Act and approvals.

The Company has devised the Nomination and Remuneration Policy for the appointment, re-appointment and remuneration of Directors, Key Managerial. The Nomination and Remuneration Policy is also available on the website of the Company <http://arunayaorganics.com/investors> in the head of Policies.

For Board of Directors and Senior Management Group, the Board of Directors of the Company has laid down a code of conduct for all the Board Members and Senior Management Group of the Company. The main object of the Code is to set a benchmark for the Company's commitment to values and ethical business conduct and practices. Its purpose is to conduct the business of the Company in accordance with its value systems, fair and ethical practices, applicable laws, rules and regulations. Further, the Code provides for the highest standard of professional integrity while discharging the duties and to promote and demonstrate professionalism in the Company.

Commitment to ethical professional conduct is a must for every employee, including Board members and senior management personnel of the company. The duties of Directors including duties as an Independent Director as laid down in the Act also forms part of the Code of Conduct. All Board members and senior management personnel affirm compliance with the Code of Conduct annually. A declaration signed by the Chairman & Managing Director to this effect is attached as a part of this Annual Report. The code of conduct is also available on the website of the Company www.arunayaorganics.com.

CODE FOR PREVENTION OF INSIDER TRADING

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has in place the following: -

- ◆ Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI).
- ◆ Policy and procedures for inquiry in case of leak of UPSI/ suspected leak of UPSI.

All compliances relating to Code of Conduct for Prevention of Insider Trading which includes maintenance of structural digital data base (SDD) are being managed through a software installed by the Company in-house including maintenance structural digital data base (SDD). This code lays down guidelines advising the designated employees and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of the company, and while handling any unpublished price sensitive information. The code of conduct to regulate, monitor and report trading by insiders is also available on the website of the Company www.arunayaorganics.com.

VIGIL MECHANISM AND WHISTLE BLOWING POLICY

The Company has put in place a Vigil Mechanism / Whistle-Blower Policy in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations. The policy reflects the Company's commitment to uphold the highest standards of professional integrity, ethical conduct, and transparency in all aspects of its operations.



The Vigil Mechanism provides a secure and confidential channel for directors and employees to report genuine concerns regarding unethical behavior, suspected fraud, violation of the Company's Code of Conduct, or any other matter covered under the scope of the policy. The mechanism includes adequate safeguards against victimization of whistle-blowers who raise such concerns in good faith. It also enables direct access to the Chairperson of the Audit Committee, in appropriate or exceptional cases.

The Company affirms that no individual has been denied access to the Audit Committee under this mechanism during the year under review. The Compliance Officer, along with the Audit Committee, is designated to receive and handle all complaints reported under the policy. An update on the functioning of the Vigil Mechanism is presented annually to the Board.

The Whistle-Blower Policy is available on the Company's website at www.arunayaorganics.com. The policy assures full protection to whistle-blowers and enforce zero-tolerance approach to retaliation or any form of unfair treatment against individuals reporting concerns under the mechanism.

Further, during the year under review, the Company did not receive any complaint related to fraud, misfeasance, or any reportable unethical practices. The Whistle-Blower Policy has also been amended to include procedures for reporting and investigating leakage of Unpublished Price Sensitive Information (UPSI), thereby reinforcing compliance with SEBI (Prohibition of Insider Trading) Regulations.

BOARD EVALUATION

Pursuant to applicable provisions of the Companies Act, 2013 the Board, in consultation with its Nomination and Remuneration Committee, has formulated a framework containing, inter alia, the criteria for performance evaluation of the entire Board of the Company, its committees and individual directors, including Independent Directors. The Board evaluated the effectiveness of its functioning, that of the Committees and of individual Directors.

The Board sought the feedback of Directors on various parameters including:

- ◆ Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- ◆ Structure, composition, and role clarity of the Board and Committees;
- ◆ Extent of co-ordination and cohesiveness between the Board and its Committees;
- ◆ Effectiveness of the deliberations and process management;
- ◆ Board/Committee culture and dynamics; and
- ◆ Quality of relationship between Board Members and the Management.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 05, 2017.

The Nomination and Remuneration Committee reviewed the performance of the individual directors and the Board as a whole.

In the Board meeting that followed the meeting of the independent directors and the meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was discussed.

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and the Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management, and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities and fiduciary duties.

The Board carried out an annual performance evaluation of its own performance and that of its committees and individual directors as per the formal mechanism for such evaluation adopted by the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee.

The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board &



committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board by way of individual feedback from directors.

The evaluation frameworks were the following key areas:

For Non-Executive & Independent Directors:

- ◆ Knowledge
- ◆ Professional Conduct
- ◆ Comply with Secretarial Standard issued by ICSI Duties,
- ◆ Role and functions

For Executive Directors:

- ◆ Performance as leader
- ◆ Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- ◆ Key set investment goal
- ◆ Professional conduct and integrity
- ◆ Sharing of information with Board
- ◆ Adherence applicable government law

RISK MANAGEMENT POLICY

The Company has well laid out risk management policy, which periodically assess the threats and opportunities that will impact the objectives set for the Company as a whole. The policy is designed to provide the categorization of risks into threats and its causes, impact, treatment and control measures which is also available on our website www.arunayaorganics.com. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same. As a part of the Risk Management Policy, the relevant parameters for protection of environment, safety of operations

and health of people at work especially those working in food value chain are monitored regularly.

COMPLIANCE TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013 READ WITH THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) RULES, 2013.

The Company has zero tolerance for sexual harassment at workplace and has a mechanism in place for prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company is committed to provide equal opportunities without regard to their race, caste, sex, religion, colour, nationality, disability, etc. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. All employees (permanent, contractual, temporary, trainees) are covered.

The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). An Internal Complaints Committee ("ICC") has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

Sr No	Particulars	Number of Complaints
1.	Number of complaints of Sexual Harassment received in the Year	Nil
2.	Number of Complaints disposed off during the year	Nil
3.	Number of cases pending for more than ninety days	Nil



During the year under review, Company has not received any complaints on sexual harassment and hence there are no complaints pending as on the end of the Financial Year 2024-25 on sexual harassment.

MATERNITY BENEFIT ACT 1961:

The Company has complied with all the provisions of the Maternity Benefit Act, 1961.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors and their Report:

In the 14th Annual General Meeting (AGM) held on September 30, 2024 M/s. Abhishek Kumar & Associates, Chartered Accountants, (Firm Registration Number 130052W), were appointed as statutory auditors of the Company to hold office for a term of 5 (five) consecutive years until the conclusion of the Annual General Meeting of the Company in the year 2029. The Company has received letter from M/s Abhishek Kumar & Associates, Chartered Accountants, to the effect that their appointments, if made would be within the prescribed limits of Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013.

M/s. Abhishek Kumar & Associates, Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the FY 2024-25, which forms part of the Annual Report 2024- 25.

The following observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in the Audit Reports issued by them which call for any explanation/comment from the Board of Directors:

During the course of our audit, we have observed that certain payments in respect of import transactions undertaken by the Company have remained outstanding for a period exceeding six months from the date they became due for payment. Similarly, we have noted that receivables from export transactions have also remained unpaid for a period exceeding six months from the due date of receipt.



The existence of such long-outstanding import payables and export receivables may have implications on the Company's compliance with the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed thereunder. It also reflects on the Company's working capital management and may potentially impact its creditworthiness and business relationships with overseas suppliers and customers.

Director Comment:

The Management has expressed their views that the impact of the export payment and receivable for a period exceeding six months didn't impact on the financial results of the Company for the year ended 31st March, 2025. As the Company believe in the good corporate governance and strictly followed the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed thereunder. In future, if any circumstances will be raised under the FEMA then the company is bound to follow the provisions of applicable law.

Internal Auditor:

In terms of Section 138 of the Companies Act, 2013, Our Company is not required to appoint internal auditor for the year ended 2024-25, Further We have appointed M/s. Painter & Associates, Chartered Accountants (FRN:0123969W) on 30th May, 2025 as the internal auditor of the company for the Financial Year 2025-26 and continues until resolved further. Internal Auditor is appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a half yearly basis. The scope of internal audit is approved by the Audit Committee.

Secretarial Auditor:

Pursuant to Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. G R Shah & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for the financial year ended on March 31, 2025. The Secretarial Audit Report submitted by them for the said financial year in the prescribed



Form MR-3 pursuant to the provisions of Section 204 of the Act is annexed as **Annexure II** to this report.

The report of the Secretarial auditor have not made any adverse remarks in their Audit Report except:

- a) The Company has not spent the amount prescribed under Section 135 of the Companies for its Corporate Social Responsibility activities in the Financial Year 2024-2025.

Reply: The Company will spend the required amount as per Section 135 of the Companies Act, 2013 in the near future.

- b) The Company has not filed Form CSR-2 in respect of its Corporate Social Responsibility activities for the Financial Year 2023-2024."

Reply: The non-filing Form CSR-2 for the Financial Year 2023-2024 was inadvertent and occurred due to procedural oversight.

SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively issued by the Institute of Company Secretaries of India ('ICSI') and approved by the Central Government under Section 118 (10) of the Act for the Financial Year ended 2024-25.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company as on 31st March, 2025 is available on the Company's website and can be accessed at www.arunayaorganics.com.

CORPORATE GOVERNANCE REPORT

The Equity Shares of the Company are listed on the SME platform (NSE-emerge) of NSE Limited. Pursuant to Regulation 15(2) SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the



compliance with the Corporate Governance provision as specified in Regulation 17 to 27 and clause (b) to (i) of sub regulations (2) of regulation 46 and par as C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 shall not apply.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) read with Schedule V Part B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") is annexed herewith as **Annexure I**.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENT

During the year under the review, Company has not advanced any loan and provided security or guarantee under Section 186 of the Companies Act, 2013.

Details relating to the investment of the company are form part of the notes to the financial Statement (Please refer to Note 10, 12 and 16 to the standalone financial statement).

LOANS FROM DIRECTOR/ RELATIVE OF DIRECTOR

The balances of monies accepted by the Company from Directors/ relatives of Directors at the beginning of the year were ₹ 158.73/- (in Lakhs) and at the close of year was ₹ 392.94/- (in Lakhs).

The Funds has been given out of Directors own Funds and is not being given out of funds acquired by borrowing from others.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions that were entered during the financial year ended on 31st March, 2025 were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act. There were Related Party Transactions made by the Company during the year that required shareholders' approval.



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

The Company has entered into related party transactions which fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC 2 are given in **Annexure III** of this Director Report for the F.Y 2024-25.

The Company has adopted a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions which is uploaded on the website of the Company www.arunayaorganics.com.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has put in place an effective internal control system to synchronise its business processes, operations, financial reporting, fraud control, and compliance with extant regulatory guidelines and compliance parameters. The Company ensures that a standard and effective internal control framework operates throughout the organisation, providing assurance about the safekeeping of the assets and the execution of transactions as per the authorisation in compliance with the internal control policies of the Company.

The internal control system is supplemented by extensive internal audits, regular reviews by the management, and guidelines that ensure the reliability of financial and all other records. The management periodically reviews the framework, efficacy, and operating effectiveness of the Internal Financial Controls of the Company.

The Internal Audit reports are periodically reviewed by the Audit Committee. The Company has, in material respects, adequate internal financial control over financial reporting, and such controls are operating effectively. Internal Audits are carried out to review the adequacy of the internal control systems and compliance with policies and procedures. Internal Audit areas are planned based on inherent risk assessment, risk score, and other factors such as probability, impact, significance, and strength of the control environment. Its adequacy was assessed, and the operating effectiveness was also tested.



PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

Name	Ratio to median remuneration	% increase in remuneration in the financial year
Vinod Brijmohandas Agrawal	11.11	-
Shivali Vinod Agrawal	8.33	50
Ashokbhai Divanchand Agrawal	-	-
Bikash Tarafdar	4.44	-
Tanvi Mafatlal Patel	2.22	-

2. The percentage increase in the median remuneration of employees in the financial year: 30.10%
3. The number of permanent employees on the rolls of Company: 23 as on 31st March, 2025
4. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase in the salary of employees other than the managerial personnel in the last financial year is 30.82% in comparison with Managerial remuneration



increased by 50% due to their individual performance, internal parity and market competitiveness.

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

The statement containing names of top five employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in **Annexure IV** to this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall impact the going concern status and Company's operations in future.

INVESTOR GRIEVANCE REDRESSAL

During the financial year 2024-25, there were no complaints received from the investors. The designated email id for Investor complaint is cs@arunayaorganics.com.

SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance.

INDUSTRIAL RELATIONS



The Directors are pleased to report that the relations between the employees and the management continued to remain cordial during the year under review. The Company continued its thrust on Human Resources Development.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report pursuant to Regulation 34(2) (f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company for the financial year ended on 31st March, 2025.

INSOLVENCY AND BANKRUPTCY CODE

The Company has not made any application or no proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the Financial Year and hence not being commented upon.

ACKNOWLEDGMENTS

The Board of Directors would like to express their sincere appreciation for the assistance and cooperation received from the government and regulatory authorities, stock exchange, financial institutions, banks, business associates, customers, vendors, members, for their co-operation and support and looks forward to their continued support in future.

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company.

Date: 06/09/2025
Place: Ahmedabad

By Order of the Board of Directors
For Arunaya Organics Limited
(Formerly Known as Arunaya
Organics Private Limited)

Sd/-
Vinod Brijmohandas Agrawal
DIN: 02763617
Managing Director

Sd/-
Shivali Vinod Suvagiya
DIN: 03210478
Director

Registered Office: C-8, GIDC Phase-II Naroda, Ahmedabad, 382330



**II Arunaya II
Organics Limited**

Formally known as Arunaya Organics Private Limited

***Management
Discussion and
Analysis Report***

ANNEXURE TO DIRECTOR REPORT

ANNEXURE I

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your director's have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2025.

Global Economy

Following an unprecedented series of shocks in the preceding years, global growth was stable yet underwhelming through 2024, However, the landscape has changed as governments around the world reorder policy priorities. a series of new tariff measures by the United States and countermeasures by its trading partners have been announced and implemented, ending up in near-universal US tariffs on April 2 and bringing effective tariff rates to levels not seen in a century. This on its own is a major negative shock to growth. The unpredictability with which these measures have been unfolding also has a negative impact on economic activity and the outlook and, at the same time, makes it more difficult than usual to make assumptions that would constitute a basis for an internally consistent and timely set of projections.

The swift escalation of trade tensions and extremely high levels of policy uncertainty are expected to have a significant impact on global economic activity. Under the reference forecast that incorporates information as of April 4, global growth is projected to drop to 2.8 percent in 2025 and 3 percent in 2026—down from 3.3 percent for both years in the January 2025, corresponding to a cumulative downgrade of 0.8 percentage point, and much below the historical (2000–19) average of 3.7 percent.

In the reference forecast, growth in advanced economies is projected to be 1.4 percent in 2025. Growth in the United States is expected to slow to 1.8 percent, a pace that is 0.9 percentage point lower on account of greater policy uncertainty, trade tensions, and softer demand momentum, whereas growth in the euro area at 0.8 percent is expected to slow by 0.2 percentage point. In emerging market and developing economies, growth is expected to slow down to 3.7 percent in 2025 and 3.9 percent in 2026, with significant downgrades for

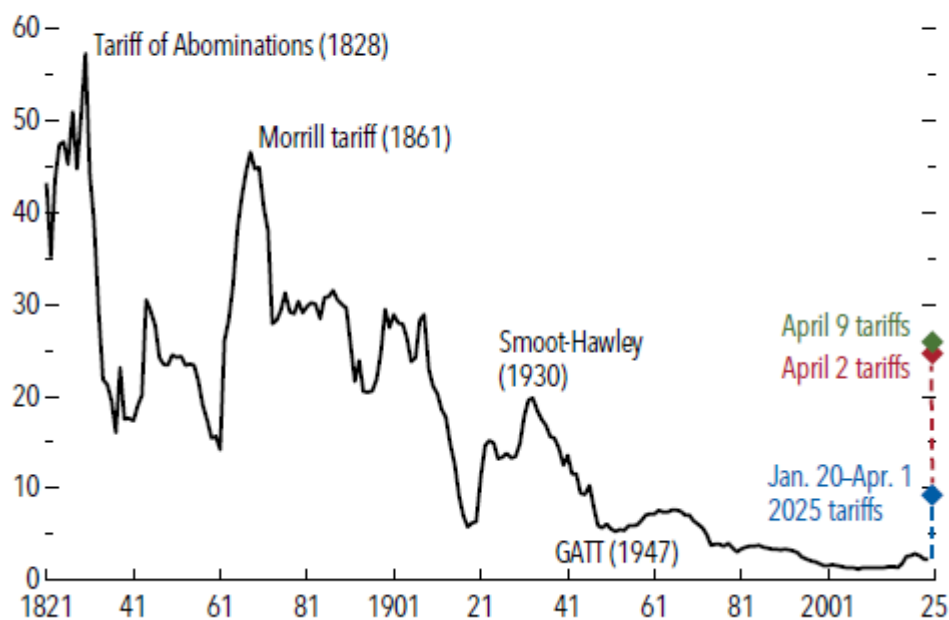


II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

countries affected most by recent trade measures, such as China. Global headline inflation is expected to decline at a pace that is slightly slower than what was expected in January, reaching 4.3 percent in 2025 and 3.6 percent in 2026, with notable upward revisions for advanced economies and slight downward revisions for emerging market and developing economies in 2025.

Figure ES.1. US Effective Tariff Rates on All Imports
(Percent)



(<https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025>)



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

India Economy

Despite global uncertainty, India has displayed steady economic growth. India's real GDP growth of 6.4 per cent in FY25 remains close to the decadal average. From an aggregate demand perspective, private final consumption expenditure at constant prices is estimated to grow by 7.3 per cent, driven by a rebound in rural demand. Notes that agriculture growth remained steady in first half of FY25, with Q2 recording a growth rate of 3.5 per cent, marking an improvement over the previous four quarters. Industrial sector grew by 6 per cent in first half of FY25, and is estimated to grow by 6.2 per cent in FY25. Q1 saw a strong growth of 8.3 per cent, but growth moderated in Q2 due to three key factors. First, manufacturing exports slowed significantly due to weak demand from destination countries, and aggressive trade and industrial policies in major trading nations. Second, the above average monsoon had mixed effects - while it replenished reservoirs and supported agriculture, it also disrupted sectors like mining, construction, and, to some extent, manufacturing. Third, the variation in the timing of festivities between September and October in the previous and current years led to a modest growth slowdown in Q2 FY25.

Despite various challenges, India continues to register the fastest growth in manufacturing PMI, stated the Survey. The latest Manufacturing PMI for December 2024 remained well within the expansionary zone, driven by new business gains, robust demand, and advertising efforts.

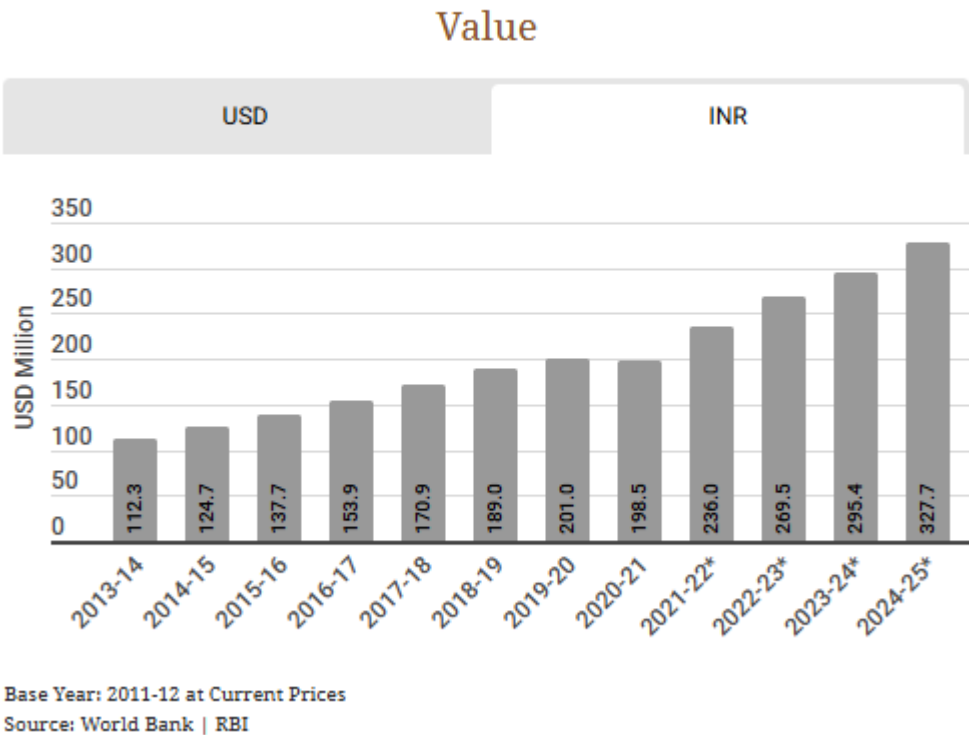
The services sector continues to perform well in FY25, A notable growth in Q1 and Q2 resulted in 7.1 per cent growth in first half of FY25. Across sub-categories, all the sub-sectors have performed well. India's services export growth surged to 12.8 per cent during April–November FY25, up from 5.7 per cent in FY24.

Gross Foreign Direct Investment inflows recorded a revival in FY25, increasing from USD 47.2 billion in the first eight months of FY24 to USD 55.6 billion in the same period of FY25, a YoY growth of 17.9 per cent, Foreign portfolio investment (FPI) flows have been volatile in the second half of 2024, primarily on account of global geopolitical and monetary policy developments.

As a result of stable capital flows, India’s foreign exchange reserves increased from USD 616.7 billion at the end of January 2024 to USD 704.9 billion in September 2024 before moderating to USD 634.6 billion as on 3 January 2025. India’s forex reserves are sufficient to cover 90 per cent of external debt and provide an import cover of more than ten months, thereby safeguarding against external vulnerabilities.

The government of India’s efforts to boost renewable energy in the country and green investments through schemes, policies, financial incentives and regulatory measures such as PM - Surya Ghar: Muft Bijli Yojana, National Bioenergy Programme, National Green Hydrogen Mission and PM-KUSUM. The capacity addition in solar and wind power has lead to a 15.8 per cent year-on-year increase in renewable energy capacity by December 2024.

GDP (CURRENT PRICES)



Global Dyes Industry

Textile dyes are chemical products used to color fabrics across industries such as apparel, home furnishings, technical textiles, and automobile upholstery. Historically, the market has focused on synthetic dye formulations derived from petrochemicals. However, the industry is undergoing significant change, driven by the adoption of sustainable and environmentally friendly practices. These changes include the shift towards naturally sourced, low-impact reactive dyes, plant-based dyes, and waterless dyeing processes. Growth in textile production, evolving environmental attitudes, and stringent government regulations regarding wastewater effluents and chemical leachates are accelerating this transition.

The textile dyestuffs sector has further growth potential in dyes with advanced performance characteristics, including higher fixation rates, better colorfastness, and reduced water and energy consumption. Several dye categories have experienced growth and continued innovation as a result of strong product development efforts.

The Asia Pacific region held the largest textile dyestuffs market Share, with China, India, and Bangladesh ranking among the top textile manufacturing countries. Major leaders in textile and apparel production have emerged in these regions due to the availability of raw materials, strong industrial infrastructure, and the east-to-west flow of raw materials for textile products and services.

Low cost of manufacturing in the Asia Pacific countries to drive the growth of the textile Dyestuff Market Growth.

The manufacturing sector is considered to be central to a country's economic development. Low-cost manufacturing played a huge role in making China the second-largest economy in the world. Since then, China's transition from low-cost manufacturer to high-tech product manufacturer has encouraged other countries to move into low-cost production.

Textiles is one of the most important industries in terms of the manufacturing of end-products. Any changes in external factors, such as production cost, in this industry directly impact the textile dyes



market. Trend of shifting production units from the Western region to the Asia Pacific to achieve a lower cost of production. It is expected to drive the market for textile dyes in the Asia Pacific countries.

India Dyes Industry

In 2023, the India dyes and pigments market reached a valuation of USD 66 billion. The market is primarily driven by the country's strong textile industry, which contributes 2% to India's GDP. Additionally, rising demand for automotive coatings and industrial applications has bolstered growth. Factors like increasing exports of Indian textiles and expanding domestic production capacity have further fueled the market.

The cities of Ahmedabad, Vadodara, and Mumbai dominate India's dyes and pigments market. Ahmedabad and Vadodara in Gujarat are hubs due to the presence of major manufacturing facilities and easy access to raw materials like chemicals. Mumbai serves as a major commercial center, with strong financial backing and an extensive export network.



FINANCIAL PERFORMANCE

Standalone Financial Statements

Total Revenue increased from ₹6,279.45 Lakhs in FY24 to ₹8,285.60 Lakhs in FY25. This rise was primarily driven by a boost in sales, which benefited from improved pricing of raw materials as the year progressed.

Expenditure grew from ₹5,718.62 Lakhs in FY24 to ₹7,730.86 Lakhs in FY25. This increase was attributed to higher inventory purchase costs.

Finance Cost dropped from ₹172.43 Lakhs to ₹157.21 Lakhs compared to FY 24 due to decrease in bank charges in FY25.

Net Profit/Loss: While revenue increased, it was sufficient to balance out the significant rise in expenses, resulting in a increase in profit margin for the year. The Company's profit increase from ₹407.80 Lakhs in the previous year to ₹422.09 Lakhs in the current year.

Non-Current Liabilities: The non-current liabilities have increased from ₹351.62 Lakhs as on March 31, 2024 to ₹579.28 Lakhs as on March 31, 2025. This increase is primarily in long-term borrowing, which is payable in the next financial year.

Current Liabilities: The current liabilities have increased from ₹3,023.89 Lakhs as on March 31, 2024 to ₹3,842.42 Lakhs as on March 31, 2025. This increase is primarily due to trades payables and advance received from customers, which is payable in the next financial year.

Non-Current Assets: The non-current assets have increased from ₹586.45 Lakhs as on March 31, 2024 to ₹855.40 Lakhs as on March 31, 2025. The increase in total non-current assets is due to a increase in a net block of assets such as property, plant, and equipment and long term advances granted to the related parties.

Current Assets: The current assets increased marginally from ₹3,919.65 Lakhs as on March 31, 2024 to ₹5,258.48 Lakhs as on March 31, 2025. This jump was owing to a marginal increase in inventory and advance to supplier.



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

DETAILS OF KEY FINANCIAL RATIOS

In compliance with the requirement of the listing regulations, the key financial ratios were examined and the ratios with significant changes of 25% or more as compared to the immediately previous financial year have been provided hereunder along with the explanation for the changes, if any.

Key Financial Ratios	FY 2024-25	FY 2023-24	Reason for Significant Change, if any
Current Ratio	1.37	1.36	Due to high credit days
Debt-Equity Ratio	0.87	1.18	Due to increase in Equity, results decrease in ratio
Debt Service Coverage Ratio	3.41	2.53	Due to less external loan, interest cost reduced compared to previous year
Return on Equity Ratio	29.91	44.01	Due to increase in share capital
Inventory turnover ratio (in times)	2.84	3.81	Due to huge orders, company have to maintained higher stock
Trade Receivables turnover ratio (in times)	4.70	2.82	Due to excess credit days
Trade payables turnover ratio (in times)	4.14	3.29	Due to excess credit days
Net capital turnover ratio (in times)	7.15	7.42	Due to increase in Average working capital
Net profit ratio	5.11	6.55	Due to Cost of material consumption



			are rising faster than revenue.
Return on Capital employed	36.54	53.53	Due to increase in Share Capital and Long term debt
Return on investment.	22.56	31.90	Due to increase in Share Capital and Long term debt

INTERNAL CONTROL SYSTEMS

The Company's internal control systems are effective and robust, ensuring efficient use and protection of resources and compliance with policies, procedures, financial reporting, and statutory requirements. They are commensurate with the size of the Company and the nature of its business activities. There are also proper systems in place to safeguard the Company's interests by reviewing audit controls and making changes in the scope of the audit committee when necessary.

Auditing standards conduct internal audits to review the design effectiveness of internal control systems and procedures to manage risks, operate monitoring controls, ensure compliance with relevant policies and procedures, and recommend improvements in processes and procedures.

The Audit Committee regularly reviews the adequacy and effectiveness of internal audit systems. It monitors the implementation of internal audit recommendations, including those relating to strengthening the Company's risk management policies and systems. The systems are regularly updated and enhanced to face changing business requirements.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES

The Company's Human Resource Development strategy is rooted in relevance, continuity and equity. It steadfastly pursues investments in human capital and talent management processes, characterised by



various initiatives tailored to engage the workforce, particularly the younger generation, while ensuring a harmonious alignment between organisational objectives and individual aspirations.

The HR department remains firmly committed to synchronising its strategic interventions and operational procedures with a forward-looking vision to generate enduring value for the Company and its stakeholders. This steadfast dedication stands as a cornerstone in augmenting overall business performance. The Company has diligently fostered positive employee relations throughout the year, prioritising training and skill development opportunities to equip them with the capabilities needed to thrive in an evolving work landscape.

MANAGEMENT OUTLOOK

The dyes and chemicals industry faced a mixed environment during FY 2024–25, marked by slow demand recovery in certain regions, fluctuating raw material prices, high energy costs, and persistent inflationary pressures in key export markets such as the USA and EU.

Despite these macroeconomic challenges, the Indian dyes sector exhibited moderate growth driven by improved export demand, technological advancements, and a gradual shift toward sustainable practices.

Looking forward, the Company remains focused on sustaining revenue growth by diversifying its product mix, strengthening export opportunities, and optimizing its operational structure. Considering the sufficient capacity in the chemical segment and evolving market dynamics.

RISKS AND CONCERNS

The Company has a risk management system that looks at the different risks in its business. This system is made based on the size and type of risks and the rules for each business area. Because of the current global and domestic challenges, the Company is keeping a closer watch on outside factors that may affect its operations.

Risk management is an important part of how the Company works. The Board is involved in looking at risks and uses internal controls to



protect the Company from possible problems. This helps the Company stay stable and plan better for the future.

SEGMENT-WISE PRODUCT-WISE PERFORMANCE

Through Manufacturing:

The manufacturing segment of the company focuses on producing a range of dye products, including Acid, Basic, Intermediate, Reactive, Solvent and Direct Dyes, primarily for the textile and paper industries. The company operates at the manufacturing facility that is located at C-8, GIDC Estate, Naroda, Ahmedabad-382330, Gujarat, India with the installed capacity of 30 metric ton per annum. The manufacturing process comprises of several key stages, including Material Procurement, Material Inspection, Inputting, Synthesis, Process Inspection, Drying, Blending, Final Inspection, Packaging, Storage, and Delivery.

Through Trading:

The trading business of dye products encompasses the sourcing, selling, and transporting of dyes to industries such as textiles and paper manufacturing. The product offerings primarily include Acid, Basic, Reactive, Solvent Dyes, and Direct Dyes, and Intermediate used in the textile industry. A central component of this business is the establishment of supplier relationships, both domestically and internationally, to ensure the availability of quality products at competitive prices. Maintaining an inventory system is necessary to meet the demands of the paper and textile sectors, which represent the largest consumers of dyes. The company majorly sources its products for trading from suppliers in Gujarat and China. For trading, these regions serve as our key hubs for the company's procurement activities. Additionally, it mainly sells these products to the customers located in Gujarat, Brazil, and China. The business involves selling to both large entities and manufacturers, thereby accessing a diverse customer base, including niche markets.

Through Job Work:



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Our Company has entered into a Job Work Agreement with Chinmay Chemical Private Limited (Chinmay Chemicals), a group company, on May 15, 2024. Under this agreement, our Company supplies raw materials like metaphenylene diamine (MPD), Amino C Acid, Alpha Naphthyl Amine, Mixed Cleves Acid, Soda Ash etc. in bulk, along with specific manufacturing instructions tailored to meet the requirements of our clients. Chinmay Chemicals processes these materials according to the provided specifications, including inputting and synthesizing, and delivering the semi-finished products back to our company. The Chinmay Chemicals is responsible for 70% to 75% of the total manufacturing process.

Upon receipt of the semi-finished products, our Company undertakes the standardization process like drying, blending and packing to convert the materials into finished goods that meet the required quality and performance standards. Following the standardization, the finished products are packaged as per the client's specifications and prepared for delivery. For its role in the production process, Chinmay Chemicals charges our Company a job work processing fee, which is agreed upon in the terms of the Job Work Agreement.



ANNEXURE II

MR-3

SECRETARIAL AUDIT REPORT

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

To,
The Members,
ARUNAYA ORGANICS LIMITED
(Formerly known as Arunaya Organics Private Limited)
C-8, GIDC Phase-II Naroda, Ahmedabad, 382330

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Arunaya Organics Limited (Formerly known as Arunaya Organics Private Limited) [CIN: L24100GJ2010PLC061794] (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided 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, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025, generally 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, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 and made available to me according to the provisions of:

- i) The Companies Act, 2013 (“the Act”) and the rules made there under as applicable;

- 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; **Not applicable to the company for the financial year ended March 31, 2025**
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable to the company for the financial year ended March 31, 2025**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the company for the financial year ended March 31, 2025**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable to the company for the financial year ended March 31, 2025**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable to the company for the financial year ended March 31, 2025; and

i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India;
- b) The Uniform Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE).

I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the provisions of The Factories Act, 1948 and rules made thereunder, as is specifically applicable to the Company.

During the period under review, the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) The Company has not spent the amount prescribed under Section 135 of the Companies for its Corporate Social Responsibility activities in the Financial Year 2023-2024.

I further report that:

- a) The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and

Independent Directors. The changes if any in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- d) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

The following event has occurred during the year which has a major bearing on the company's affairs in pursuance of the Laws, Rules, Regulations, Guidelines Standards etc. referred to above:

The Company entered into the capital market with its Initial Public Offering (IPO) and allotted in aggregate 54,60,000 equity shares of face value of Rs.10/- each, for the issue price of Rs. 58/- each (including premium of Rs. 48/- each) on May 7, 2025 on NSE Emerge Platform.

Date: 29/08/2025
Place: Ahmedabad

For, G R Shah & Associates
Company Secretary

Sd/-
Gaurang Shah
Proprietor
Mem. No. F12870
COP: 14446
UDIN: F012870G001111275
Peer Review No.: 6653/2025

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE B' and forms an integral part of this report.

Annexure A - List of Documents Verified

1. Memorandum and Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Independent Directors Meeting along with attendance register held during the period under report.
3. Minutes of General Body meetings held during the period under report.
4. Statutory registers records under the Companies Act, 2013 and Rules made there under namely:
 - Register of the Directors and the Key Managerial Personnel
 - Register of the Directors' shareholding
 - Register of loans, guarantees and security and acquisition made by the Company
 - Register of Members.
5. Declarations received from the Directors of the Company in Form MBP-1 pursuant to the provisions of Section 184 of the Companies Act, 2013.
6. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the period under report.
7. Communications/ Letters issued to and acknowledgements received from the Independent Directors for their appointment.
8. Various policies framed by the Company from time to time as required under the Companies Act, 2013.



ANNEXURE- B

To,
The Members,
ARUNAYA ORGANICS LIMITED
(Formerly known as Arunaya Organics Private Limited)
C-8, GIDC Phase-II Naroda, Ahmedabad, 382330

My Secretarial audit report for the financial year 31st March, 2025 is to be read along with this letter.

Management's Responsibility

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

Auditor's Responsibility

2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis. My Responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that Audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.



Disclaimer

5. 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.
6. I have not verified the correctness and appropriateness of financial records and books of account of the company.

Date: 29/08/2025
Place: Ahmedabad

For, G R Shah & Associates
Company Secretary
Sd/-
Gaurang Shah
Proprietor
Mem. No. F12870
COP: 14446
UDIN: F012870G001111275
Peer Review No.: 6653/2025

ANNEXURE III

FORM NO. AOC -2

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

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

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

Arunaya Organics Limited (Formerly known as Arunaya Organics Private Limited) (the Company) has not entered into any contract/ arrangement/ transaction with its related parties, which is not in ordinary course of business or at arm's length during the financial year 2025. The Company has laid down policies and processes/ procedures so as to ensure compliance to the subject section in the Companies Act, 2013 (Act) and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Board of Directors.

- a. Name(s) of the related party and nature of relationship: Not Applicable
- b. Nature of contracts/ arrangements/ transactions: Not Applicable
- c. Duration of the contracts/arrangements/transactions: Not Applicable
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e. Justification for entering into such contracts or arrangements or transactions: Not Applicable
- f. Date(s) of approval by the Board: Not Applicable
- g. Amount paid as advances, if any: Not Applicable
- h. Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable

2. Details of contracts or arrangements or transactions at Arm's length basis.



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Name of the related party and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date of approval by the Board	Amount paid as advances, if any
M/s. Chinmay Chemical Private Limited Enterprise in which Director have Significance Influence	Purchase	01/04/2024-31/03/2025	755.62	06/04/2024	-
M/s. Chinmay Chemical Private Limited Enterprise in which Director have Significance Influence	Sales	01/04/2024-31/03/2025	371.21	06/04/2024	-
M/s. Chinmay Chemical Private	Job Work Charges	01/04/2024-31/03/2025	115.11	06/04/2024	-



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

Limited					
Enterprise in which Director have Significance Influence					
M/s. Chinmay Chemical Private Limited	Rent	01/04/202 4- 31/03/202 5	0.50	06/04/202 4	-
Enterprise in which Director have Significance Influence					
M/s. Square Internation al	Sales	01/04/202 4- 31/03/202 5	190.16	06/04/202 4	-
Enterprise in which Director have Significance Influence					
Mrs. Shivali Agrawal	Rent	01/04/202 4- 31/03/202 5	2.00	06/04/202 4	-
Director of the company					



**II Arunaya II
Organics Limited**

Formally known as Arunaya Organics Private Limited

Date: 06/09/2025

Place: Ahmedabad

By Order of the Board of Directors

For Arunaya Organics Limited
(Formerly known as Arunaya Organics
Private Limited)

Sd/-

Vinod Brijmohandas Agrawal

DIN: 02763617

Managing Director

Sd/-

Shivali Vinod Agrawal

DIN: 03210478

Director

Registered Office: C-8, GIDC Phase-II Naroda, Ahmedabad, 382330

ANNEXURE IV

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS / OUTGO

Additional particulars required under the Companies (Disclosure of Particulars in reports of Directors) Rules, 1988 forming part of the Directors report for the year ended 31st March 2025.

A. CONSERVATION OF ENERGY:

Energy conservation measures taken:

The Company has adopted the system of shutting down the electrical machinery and appliances when not in use to avoid unnecessary waste of energy and has put latest design of electrical equipment. New investments in machines are being considered with an idea to have reduction of consumption of energy. The impact of these measures on the cost of production of goods are not precisely ascertainable. The total energy consumption to the extent applicable is given here under.

POWER & FUEL CONSUMPTION:

1. Electricity	
Unit KWH	17,070
Total Amount (₹ in Lakhs)	1.46
Cost/Unit (₹)	88.62
2. Gas	
Quantity (SCM)	-
Total Amount (₹ Lakhs)	-
Rate/Unit (₹/SCM)	-
3. Oil:	-
Quantity (KG)	-
Total Amount (₹ Lakhs)	-
Rate/Unit (Rs/KG)	-

B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION:

1. The efforts made towards technology absorption: Nil
2. The benefits derived like product improvement, cost reduction, product development or import substitution: Nil



3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

- a) The details of technology imported: Nil
- b) The year of import: Nil
- c) Whether the technology been fully absorbed: Nil
- d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Nil

4. The expenditure incurred on Research and Development: Nil

C. FOREIGN EXCHANGE EARNING AND OUTGO:

The Details of Foreign Exchange Earnings and out-go are as under.

			(in lakhs)	
FOREIGN	EXCHANGE	EARNINGS AND	2025	2024
OUTGO				
a.	Foreign exchange earnings		6.81	10.99
b.	CIF Value of imports		2.60	8.14
c.	Expenditure in foreign currency		0	0

ANNEXURE V

**REPORT ON CSR ACTIVITIES
{FOR THE FINANCIAL YEAR 2023-2024}
[PURSUANT TO SECTION 135 OF THE ACT & RULES MADE
THEREUNDER]**

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and reference to the web-link to the CSR policy and projects or programmes:

The Company believes that the growth of its business is intricately linked to the overall prosperity of the communities they serve. With a deep sense of empathy and understanding, company are committed to empowering these communities by ensuring access to essential necessities by undertaking CSR initiatives according to the guidelines given in Companies Act 2013. The Company recognizes its obligations to act responsibly, ethically and with integrity in its dealings with employees, community, customers and the environment as a whole. At Arunaya, we know that corporate responsibility is essential to our current and future success as a business. The Company believes it has the greatest opportunity to drive values through CSR initiatives in areas pertaining to Health, Education, Environmental sustainability, Rural development and has committed to improving the quality of life in communities in many years. The CSR Committee confirms that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and Policy of the Company. The Company is committed to inclusive and sustainable development of its stakeholders through various welfare schemes/activities undertaken under its CSR Programme in an economically, socially and environmentally sustainable manner. Company undertakes CSR activities, as per the provisions of Schedule VII of Companies Act, 2013.

2. Composition of CSR Committee:

Sr . No	Name of Director	Committee Chairman/Member	Designation/ Nature of	Number of meeting	Number of meeting
----------------	-------------------------	----------------------------------	-------------------------------	--------------------------	--------------------------



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

.			Directorship	s of CSR Committee held during the year	s of CSR Committee attended during the year
1.	Ms. Umesh Krishnankutty Menon	Chairman	Non-Executive Independent Director	01	01
2.	Mr. Vinod Brijmohandas Agrawal	Member	Managing Director	01	01
3.	Mrs. Shivali Vinod Agrawal	Member	Non-Executive Independent Director	01	01

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:
www.arunayaorganics.com

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 section 135(5):

The profit of the Company for the last three financial years, as per Companies Act, 2013, was as under:

Profit Before Tax	INR (in Lakhs)
Financial Year 2021-2022	175.61
Financial Year 2022-2023	221.64

Financial Year 2023-2024	560.83
Average Profit of three years	958.08

(b) Two percent of average net profit of the company as per section 135(5): Rs. 6.39 (in Lakh)

(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: Nil

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 6.39 (in Lakhs)

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

Details of other than Ongoing Project

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr . N o.	Name of the Proje ct	Item from the list of activ ities in Sche dule VII to the Act.	Local Area (Yes/n o)	Location of the Project.		Amo unt spen t for the proj ect (₹ in Thou sand)	Mode of implem entatio n - Direct (Yes/No)	Mode of Implementa tion - Through Implementi ng Agency	
				State	Distri ct			Name	CSR Regi strati o n Num ber
1.	NIL								
	TOTAL								

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Not Applicable



(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: NIL

(e) CSR amount spent or unspent for the financial year: 2024-25

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in Rs.)				
	Total Amount transferred to CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to subsection (5) of section 135.		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
	NIL		NIL		

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

Sr. No	Particulars	Amount (in Lakhs)
1	Two percent of average net profit of the company as per sub-section (5) of section 135	Rs. 6.39
2	Total amount spent for the financial year 2024-25	NIL
3	Excess amount spent for the financial year [(2)-(1)]	NIL
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
5	Amount available for set off in succeeding financial years [(3)-(4)]	NIL

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

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

☐

Yes

☒

No

If Yes, enter the number of Capital assets created/ a

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

Sr. 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		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
					CSR Registration Number, if applicable	Name	Registered address



II Arunaya II Organics Limited

Formally known as Arunaya Organics Private Limited

--	--	--	--	--	--	--	--

(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 section 135(5):** The Company has not spent the required amount as it was not able find any suitable project.

Date: 06/09/2025
Place: Ahmedabad

By Order of the Board of Directors
For Arunaya Organics Limited
(Formerly known as Arunaya Organics Private Limited)

Sd/- Vinod Brijmohandas Agrawal DIN: 02763617 Managing Director	Sd/- Shivali Vinod Agrawal DIN: 03210478 Director
--	--

Registered Office: C-8, GIDC Phase-II Naroda, Ahmedabad, 382330

ARUNAYA ORGANICS LIMITED
CIN -U24100GJ2010PLC061794

ANNUAL REPORT
FINANCIAL YEAR- 2024-2025

BOARD OF DIRECTOR

VINOD BRIJMOHANDAS AGRAWAL
SHIVALI VINOD AGRAWAL
ASHOKBHAI DIVANCHAND AGRAWAL
UMESH KRISHNANKUTTY MENON
AMITA CHHAGANBHAI PRAGADA
BIKAS TARAFDAR
TANVI PATEL

MANAGING DIRECTOR
EXECUTIVE DIRECTOR
NON-EXECUTIVE DIRECTOR
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR
CHIEF FINANCIAL OFFICER
COMPANY SECRETARY

REGISTERED OFFICE

C-8, GIDC Phase-II
NARODA, Ahmedabad
Gujarat, India-382330

STATUTORY AUDITORS

ABHISHEK KUMAR & ASSOCIATES
CHARTERED ACCOUNTANTS

401, SILICON TOWER,
NR. SAMARTHESHWAR MAHADEV MARG
LAW GARDEN, ELLISBRIDGE
AHMEDABAD, 380009
GUJARAT
TEL:-079-40370886
WEBSITE: www.abhisheksagrawal.com

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ARUNAYA ORGANICS LIMITED**

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying Financial Statements of "ARUNAYA ORGANICS LIMITED" (the Company) having CIN: U24100GJ2010PLC061794, which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (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 March 31, 2025, and its profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

During the course of our audit, we have observed that certain payments in respect of import transactions undertaken by the Company have remained outstanding for a period exceeding six months from the date they became due for payment. Similarly, we have noted that receivables from export transactions have also remained unpaid for a period exceeding six months from the due date of receipt.

The existence of such long-outstanding import payables and export receivables may have implications on the Company's compliance with the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed thereunder. It also reflects on the Company's working capital management and may potentially impact its creditworthiness and business relationships with overseas suppliers and customers.

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



Key Audit Matters

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the Financial Statements of the current period. This matter was 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 this matter. We have nothing to report in this regard.

Information Other than the Financial Statements and Auditor's Report Thereon

The Board of Directors of the Company is responsible for the other information. The other information comprises the information included in the operational highlights, Directors' Report and its annexure, Management Discussion and Analysis, Business Responsibility Report, Corporate Governance and Shareholder's information and performance trend, but does not include the Financial Statements and our Auditor's Report thereon. These reports are expected to be made available to us after the date of auditor's report.

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

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

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

Management's Responsibility for the Financial Statements

The Board of Directors of the Company is responsible for the matters stated in Section 134(5) of the Act 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 the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Management is responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



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

Auditor's Responsibilities for the Audit of 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 can reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of use of the going concern basis of accounting by the Management and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.



- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the Financial Statements.

Materiality is the magnitude of misstatements in the Financial Statements that individually or in aggregate, makes 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:

- planning the scope of our audit work and in evaluating the results of our work and
- to evaluate the effect of any identified misstatements in the Financial Statements.

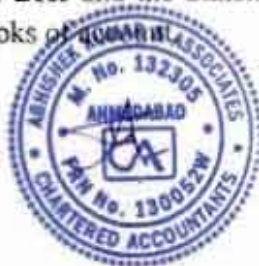
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the Order), issued by the Central Government in terms of Section 143(11) of the Act, we give in Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of



- d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended,

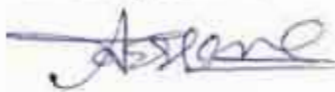
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - 1) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements- Refer Note 26 to the Financial Statements.
 - 2) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - 3) The Company is not liable to transfer any amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.
 - 4)
 - i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



- ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- 5) The Company has not declared or paid any dividend in the year and hence reporting requirement for compliance with Section 123 of the Act is not applicable.
- 6) Based on our examination which included test checks, the company has not used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

For, ABHISHEK KUMAR & ASSOCIATES
Chartered Accountants
Firm Registration Number: 130052W



ABHISHEK AGRAWAL
Proprietor
Membership Number: 132305
UDIN: 25132305BMHVYG8781
Date: May 30, 2025
Place: Ahmedabad



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph I under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of ARUNAYA ORGANICS LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

I. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

- a)
 - A. The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - B. The Company has not maintained proper records showing full particulars of intangible assets.
- b) The Company does not have a program of physical verification of Property, Plant and Equipment so to cover all the assets in a phased periodical manner, and in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us, the records examined by us, the title deed / lease deed of immovable properties included in Property Plant and Equipment are held in the name of company.
- d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

II.

- a) As explained to us, the inventories were not physically verified during the year by the Management at reasonable intervals. The coverage and procedure adopted by the Management is appropriate according to the size and scale of the Company.
- b) In our opinion and according to the information and explanations given to us, during the year, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions and the monthly statements filed by the Company with such banks or financial institutions are not in agreement with the books of accounts of the Company.



- III. In our opinion and according to the information and explanations given to us and based on records examined by us, during the year the Company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties and accordingly reporting under paragraph 3(iii) of the Order is applicable to the Company;
- IV. In our opinion and according to the information and explanations given to us, the Company has given loans, investments, guarantees, and security in pursuance of section 185 and 186 of the Companies Act, 2013 accordingly reporting under paragraphs 3 (iv) of the Order is applicable to the Company;
- a. The Company has extended a loan to an enterprise in which a director is deemed to be interested. The said transaction is in compliance with the provisions of Section 185 of the Companies Act, 2013.
- b. The Company has not extended any loans, given guarantees, or made investments exceeding the limits prescribed under Section 186 of the Companies Act, 2013.
- V. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed there under to the extent notified with regard to the deposits accepted from the public are not applicable;
- VI. According to the information and explanations given to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013.
- VII. In respect of statutory dues:
- a) In our opinion, the Company has generally been irregular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- b) There were no disputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March, 2025 for a period of more than six months from the date they became payable.



VIII. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

IX.

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- c) According to the information and explanations given to us by the management, the company has utilized funds for the purpose for which it was obtained.
- d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

X.

- a) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised money by way of initial public offer or further public offer including debt instruments. Hence the reporting requirements of clause 3(x) of the order are not applicable.
- b) Based upon the audit procedures performed and the information and explanations given by the management, the Company has made preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally



convertible) during the year. Reporting under paragraph 3(x) (b) of the Order is applicable to the Company

XI.

- a) Based upon the audit procedures performed and the information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) The Company has not received any whistle-blower complaints during the year.

XII. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

XIII. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

XIV. According to the information and explanations given to us and our audit procedures, in our opinion provision with respect to internal audit system commensurate with the size and nature of its business are not applicable to the company.

XV. In our opinion during the year the Company has entered into non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 is applicable to the Company.

- a. During the period under review, the company acquired a plant comprising land and a factory shed, which were originally purchased by a director in his personal capacity. The acquisition was affected through the director's outstanding loan balance as recorded in the company's books of account.

XVI.

- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) of the Order are not applicable.
- b) In our opinion, the Company is not a Core Investment Company and there is no Core Investment Company (CIC) within the Group as defined in the Core



Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c), (d) of the Order are not applicable.

- XVII. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- XVIII. There has been no resignation of statutory auditor during the current financial period, Accordingly, clause 3(xviii) of the Order is not applicable to the Company.
- XIX. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- XX. The Company has not spent the required amount towards Corporate Social Responsibility ("CSR") and there is unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act, or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3 (xx) of the Order is applicable for the year.
- XXI. According to information and explanation given to us, based on examination of the financial statement of the company, reporting under clause 3 (xxi) of the Order is not applicable.

For, ABHISHEK KUMAR & ASSOCIATES
Chartered Accountants
Firm Registration Number: I30052W


ABHISHEK AGRAWAL
Proprietor
Membership Number: 132305
UDIN: 25132305BMHVYG8781
Date: May 30, 2025
Place: Ahmedabad



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of ARUNAYA ORGANICS LIMITED of even date)

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

We have audited the internal financial controls over financial reporting of **ARUNAYA ORGANICS LIMITED** (the Company) as of March 31, 2025, in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Control

The Management of the Company is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) issued by the Institute of Chartered Accountants of India (THE "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the policies of the Company, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls of the Company with reference to financial statements over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements over financial reporting and their operating effectiveness. Our audit of internal financial controls with reference to financial statements over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

The internal financial control over financial reporting of a company is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with the Generally Accepted Accounting Principles. Internal financial control with reference to financial statements over financial reporting of a Company includes those policies and procedures that

- i) Pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with the Generally Accepted Accounting Principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company; and
- iii) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the assets of the Company that can have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Control over Financial Reporting

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



Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2025, based on the internal financial controls 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 (the "Guidance Note").

For, ABHISHEK KUMAR & ASSOCIATES

Chartered Accountants

Firm Registration Number: 130052W



ABHISHEK AGRAWAL

Proprietor

Membership Number: 132305

UDIN: 25132305BMHVYG8781

Date: May 30, 2025

Place: Ahmedabad



ARUNAYA ORGANICS LIMITED
CIN : U24100GJ2010PLC061794
C-8, GIDC Phase-II Naroda, Ahmedabad, Gujarat, India, 382330
Website - <https://arunayaorganics.com> ; Email: info@arunayaorganics.com
Standalone Balance Sheet as at 31st March, 2025

(Amount in Lakhs)

Particulars	Note No.	As at Year Ended 31st March, 2025	As at Year Ended 31st March, 2024
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	1	1,227.84	84.65
(b) Reserves and Surplus	2	464.33	1,045.94
(c) Money Received against Share Warrants		-	-
		1,692.17	1,130.59
2 Share Application Money Pending Allotment		-	-
3 Non-current liabilities			
(a) Long-Term Borrowings	3	567.07	351.62
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long-Term Liabilities		-	-
(b) Long-Term Provisions	4	12.22	-
		579.28	351.62
4 Current liabilities			
(a) Short-Term Borrowings	5	898.16	978.29
(b) Trade Payables	6	2,239.85	1,862.72
(A) total outstanding dues of micro enterprises and small enterprises; and		786.41	406.34
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		1,453.44	1,456.38
(c) Short-Term Provisions	7	147.54	155.64
(d) Other Current Liabilities	8	556.86	27.24
		3,842.42	3,023.89
Total		6,113.88	4,506.10
II. ASSETS			
1 Non-current assets			
(a) Property, Plant & Equipment and Intangible Assets	9	340.68	307.33
(i) Property, Plant & Equipment		340.68	307.33
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-Current Investments	10	52.52	52.52
(c) Deferred Tax Assets (Net)	11	16.95	6.28
(d) Long-Term Loans and Advances	12	445.24	220.31
(e) Other Non-Current Assets		-	-
		855.40	586.45
2 Current assets			
(a) Current Investments		-	-
(b) Inventories	13	3,210.37	1,758.04
(c) Trade Receivables	14	1,440.81	2,073.85
(d) Cash and Cash Equivalents	15	6.61	11.18
(e) Short-Term Loans and Advances	16	530.66	31.61
(f) Other Current Assets	17	70.03	44.96
		5,258.48	3,919.65
Total		6,113.88	4,506.10
Significant Accounting Policies & Notes on Financial Statements	25		

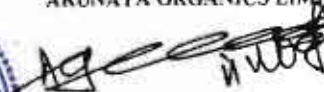
As per our Report of Even Date attached

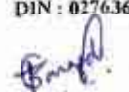
For, ABHISHEK KUMAR & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number: 130052W

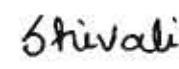

CA ABHISHEK AGARWAL
PROPRIETOR
Membership No.: 132305
UDIN: 25132305BMHVYG8781
Date: 30 May, 2025
Place: Ahmedabad

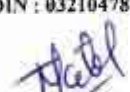


FOR & ON BEHALF OF BOARD OF DIRECTORS
ARUNAYA ORGANICS LIMITED


VINOD B AGRAWAL
MANAGING DIRECTOR
DIN : 02763617


BIKASH TARAFDAR
CHIEF FINANCIAL OFFICER


SHIVALI V AGRAWAL
DIRECTOR
DIN : 03210478


TANVI PATEL
COMPANY SECRETARY

ARUNAYA ORGANICS LIMITED

CIN : U24100GJ2010PLC061794

C-8, GIDC Phase-II Naroda, Ahmedabad, Gujarat, India, 382330

Website - <https://arunayaorganics.com> ; Email: info@arunayaorganics.com

Standalone Statement of Profit and Loss for the year ended 31st March, 2025

(Amount in Lakhs)

Particulars	Note No.	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Revenue from operations	18	8,265.96	6,223.32
Other income	19	19.64	56.13
Total Revenue..		8,285.60	6,279.45
Expenses:			
Cost of materials consumed	20	7,385.12	5,025.85
Purchase of Stock in Trade		219.93	974.14
Changes in inventories of finished goods and Stock-in-Trade	21	-555.99	-969.14
Finance costs	22	157.21	172.43
Employee benefits expense	23	161.34	128.81
Depreciation and amortization expense	9	19.22	21.67
Other expenses	24	344.04	364.87
Total expenses		7,730.86	5,718.62
Profit / (Loss) before exceptional and extraordinary items and tax		554.74	560.83
Exceptional items		-	-
Profit Before Extraordinary Items and Tax		554.74	560.83
Extraordinary Items		-	-
Profit/ (Loss) Before Tax		554.74	560.83
Tax expense:		132.65	153.03
(1) Current tax		143.32	153.13
(2) Deferred tax		(10.67)	(0.10)
(3) Tax for earlier years		-	-
Profit/ (Loss) for the Period from Continuing Operations		422.09	407.80
Profit/ (Loss) from Discontinuing Operations		-	-
Tax Expense of Discontinuing Operations		-	-
Profit/ (Loss) from Discontinuing Operations After Tax		-	-
Profit/ (Loss) for the Period		422.09	407.80
Earnings per equity share:		3.48	3.97
Basic and Diluted		3.48	3.97
Significant Accounting Policies & Notes on Financial Statements	25		

As per our Report of Even Date attached

For, ABHISHEK KUMAR & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Registration Number: 130052W



CA ABHISHEK AGARWAL

PROPRIETOR

Membership No.: 132305

UDIN: 25132305BMHVYG8781

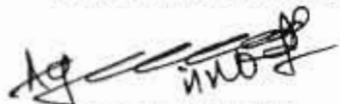
Date: 30 May, 2025

Place: Ahmedabad

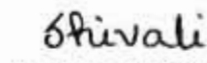


FOR & ON BEHALF OF BOARD OF DIRECTORS

ARUNAYA ORGANICS LIMITED


VINOD B AGRAWAL
MANAGING DIRECTOR
DIN : 02763617


BIKASH TARAFDAR
CHIEF FINANCIAL OFFICER


SHIVALI V AGRAWAL
DIRECTOR
DIN : 03210478


TANVI PATEL
COMPANY SECRETARY

ARUNAYA ORGANICS LIMITED
CIN : U24100GJ2010PLC061794
C-8, GIDC Phase-II Naroda, Ahmedabad, Gujarat, India, 382330
Website - <https://arunayaorganics.com> ; Email: info@arunayaorganics.com
Stand-alone Cash Flow Statement for the year ended 31st March, 2025

(Amount in Lakhs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (Loss) before tax	554.74	560.83
Adjustments for:		
Depreciation	19.22	21.67
Finance Cost	157.21	172.43
Interest Income	(0.22)	-
Operating profit before working capital changes	730.95	754.92
Movements in working capital :		
(Increase)/Decrease in Inventories	(1452.33)	(872.23)
(Increase)/Decrease in Trade Receivables	633.04	110.12
(Increase)/Decrease in Loans & Advances	(499.05)	-1.50
(Increase)/Decrease in Other Current Assets	(25.06)	129.61
Increase/(Decrease) in Trade Payables	377.13	139.74
Increase/(Decrease) in Other Current Liabilities	529.62	1.45
Increase/(Decrease) in Long Term Provisions	12.22	0.00
Increase/(Decrease) in Short Term Provisions	(8.10)	85.04
Cash generated from operations	298.44	(407.77)
Adjustment on Account of Income Tax Expense	(204.07)	(153.12)
Net cash from operating activities (A)	94.37	194.03
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale/(Purchase) of Investments	(0.00)	8.90
Interest Income	0.22	-
Sale/(Purchase) of Fixed Assets	(52.57)	(7.43)
(Increase)/Decrease in Long Term Loans & Advances	(224.93)	(47.58)
Net cash from investing activities (B)	(277.29)	(46.11)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) of Long Term Borrowings	215.45	95.43
Increase/(Decrease) in Short Term Borrowings	(80.13)	(82.38)
Proceeds From Issue of Share Capital including Premium	200.24	0.00
Interest/Other expenses paid on Borrowings	(157.21)	(172.43)
Net cash from financing activities (C)	178.35	(159.38)
Net increase in cash and cash equivalents (A+B+C)	(4.57)	(11.45)
Cash and cash equivalents at the beginning of the year	11.18	22.63
Cash and cash equivalents at the end of the year	6.61	11.18
Significant Accounting Policies & Notes on Financial Statements		

As per our Report of Even Date attached

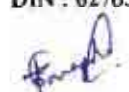
For, ABHISHEK KUMAR & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration Number: 130052W

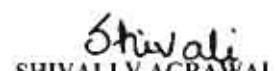


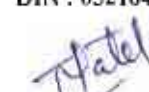
CA ABHISHEK AGARWAL
PROPRIETOR
Membership No.: 132305
UDIN: 25132305BMHVYG8781
Date: 30 May, 2025
Place: Ahmedabad

FOR & ON BEHALF OF BOARD OF DIRECTORS
ARUNAYA ORGANICS LIMITED


VINOD B AGRAWAL
MANAGING DIRECTOR
DIN : 02763617


BIKASH TARAFDAR
CHIEF FINANCIAL OFFICER


SHIVALI V AGRAWAL
DIRECTOR
DIN : 03210478


TANVI PATEL
COMPANY SECRETARY

NOTE 1

SHARE CAPITAL	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Authorised		
2,00,00,000 Equity Shares of Rs. 10 each	2000.00	200.00
(P.Y. 20,00,000 Equity Share of Rs. 10 each)	2000.00	200.00
Issued, Subscribed & Paid up		
1,22,78,432 Equity Shares of Rs. 10 each	1227.84	84.65
(P.Y. 8,46,459 Equity Share of Rs. 10 each)		
Total	1227.84	84.65

NOTE 1.1 : The reconciliation of the number of shares outstanding is set out below:

Particulars	Year Ended 31st March, 2025		Year Ended 31st March, 2024	
	Number	(Amount in Lakhs)	Number	(Amount in Lakhs)
Equity Shares outstanding at the beginning of the year	8,46,459.00	84.65	8,46,459.00	84.65
Equity Shares Issued during the year	1,14,31,973.00	1,143.20	-	-
Equity Shares bought back during the year	-	-	-	-
Equity Shares outstanding at the end of the year	1,22,78,432.00	1,227.84	8,46,459.00	84.65

NOTE 1.2 : The details of shareholders holding more than 5% shares:

Equity Shares

SR. NO.	Name of Shareholder	Year Ended 31st March, 2025		Year Ended 31st March, 2024	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Vinod Agrawal	85,85,315.00	69.92%	6,23,770.00	73.69%
2	Shivali Agrawal	26,64,596.00	21.70%	2,20,539.00	26.05%
	Total	1,12,49,911.00	91.62%	8,44,309.00	99.75%

NOTE 1.3 : The details of shares held by promoters

SR. NO.	Name of Shareholder	Year Ended 31st March, 2025		Year Ended 31st March, 2024	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Vinod Agrawal	85,85,315.00	69.92%	6,23,770.00	73.69%
2	Shivali Agrawal	26,64,596.00	21.70%	2,20,539.00	26.05%

NOTE 2

RESERVES & SURPLUS	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Reserve & Surplus		
Balance in Statement of Profit & Loss		
Opening Balance	737.83	330.04
(+) (Net loss)/Profit For The Year	422.09	407.80
(+) Transfer To Reserves	272.10	-
(-) Issue of Bonus Share	-	-
(-) Transferred to General Reserve at the end of the year	-	-
(-) Transfer From Reserves	1,432.02	-
Closing Balance	0.00	737.83
Security Premium		
Opening balance	194.68	194.68
(+) Addition during the year	-	-
(+) Transfer during the year	-	-
(-) Utilised for issuing bonus share	194.68	-
Closing Balance	0.00	194.68
General Reserve		
Opening balance	113.42	113.42
(+) Addition during the year	-	-
(+) Transfer during the year	422.09	-
(-) Utilised for issuing bonus share	71.18	-
Closing Balance	464.33	113.42
Total	464.33	1045.94



For, ARUNAYA ORGANICS LIMITED

For, ARUNAYA ORGANICS LIMITED

Shivali
DIRECTOR

[Handwritten Signature]

NOTE 3

LONG TERM BORROWINGS	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Secured Loans		
From Banks	157.40	175.16
Term Loan - IOB Bank	9.80	22.73
IOB Car Loan	21.36	27.93
Loan from GIDC	112.34	124.49
Loan from ICICI Prudential	13.90	
Unsecured Loans	409.67	176.46
From Loans from Promoters/ Directors/ Promoters Group/ Associates/ Relative of Directors/ Group Companies	392.94	158.73
Loan from NBFC	16.23	17.23
Loan from Others	0.50	0.50
Total	567.07	351.62

- Note :
- 3.1) There were no re-schedulement or default in the repayment of loans taken by the Company..
- 3.2) Secured loan (car loan) is from ICICI Bank and carry interest rate of 8.50%..
- 3.3) Term loan from IOB Bank under GECL carrying interest rate of 7.85% at monthly rent secured by mortgage of company Land & building & immovable properties of directors. Also secured by personal guarantee by directors.
- 3.4) Current Maturity of Long term debt is shown as other current liability in NOTE-5.
- 3.6) Car loan is from IOB Bank and carry interest rate of 7.55%.

NOTE 4

LONG TERM PROVISIONS	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Provision for Gratuity	12.22	-
Total	12.22	-

NOTE 5

SHORT TERM BORROWINGS	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Secured		
(i) Working Capital Loans		
From Banks	826.46	844.68
PC/PCFC - IOB	200.00	92.95
Cash credit - IOB	626.46	671.15
FBDDBP/EDUBD - IOB	0.00	80.58
Add : Current maturity of Long Term Borrowings	71.71	133.61
Unsecured		
(i) From Directors/ Promoters / Promoter Group / Associates / Relatives of Director / Group Company	-	-
(ii) From Others		
Loan from Others	-	-
Total	898.16	978.29

- Note :
- 5.1) Cash credit , PC/PCFC , FDDBP/EDUBD/RDBF/RUBF buyers credit & bill discounting facilities are secured agt hypothecation of inventories and book debts and further secured by mortgage of company Land & building & immovable property of directors of the company carrying rate of interest 9% to 13%. Also secured by director personal guaranty.
- 5.2) Payable on SME Card - IOB is unsecured and carry rate of interest 2 % to 3 % p. m..
- 5.3) Current maturity of long term debts represent term loan from IOB bank under GECL scheme and other secured loan become due in next one year
- 5.4) Unsecured loan from Udaan Capital at the rate of interest of 18% p.a shall have the paramount lien and right to set off against all other present or future monies, securities, deposits, assets, properties belonging to the Borrower's credit. The facility secured by PDC's and D P Notes.



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

NOTE 6

TRADE PAYABLES	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
(i) Micro, Small and Medium Enterprise	786.41	406.34
(ii) Other than Micro, Small and Medium Enterprise	1453.44	1456.38
Total	2,239.85	1,862.72

(i) Trade Payable ageing schedule as at 31st March, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
MSME	761.61	24.80	-	-	786.41
Others	730.71	559.16	98.52	-	1,388.39
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	2.46	62.59	-	-	65.05
Total	1,494.78	646.56	98.52	-	2,239.85

(ii) Trade Payable ageing schedule as at 31 March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
MSME	406.34	-	-	-	406.34
Others	1,456.38	-	-	-	1,456.38
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Total	1,862.72	-	-	-	1,862.72

NOTE 7

SHORT TERM PROVISIONS	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Provision for Income Tax	143.32	153.13
Provision for Gratuity	1.22	0.00
Provision for Audit Fees	3.00	2.50
Total	147.54	155.64

NOTE 8

OTHER CURRENT LIABILITIES	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Statutory Payables	159.86	3.42
Advance Received from Customer	378.49	12.10
CSR Payable	6.39	-
Expense Payable	0.79	0.86
Salary Payable	10.49	10.86
Interest Payable	0.84	-
Total	556.86	27.24



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

DIRECTOR

NOTE 9

Fixed Assets	Gross Block				Accumulated Depreciation				(Amount in Lakhs)	
	As at 1st April, 2024	Additions	Deductions	As at 31st March, 2025	As at 1st April, 2024	Depreciation charge for the Year Ended 31st March, 2025	Adjustments	On disposals	As at 31st March, 2025	As at 1st April, 2024
Tangible Assets										
Land	237.13	19.44	-	256.57	-	-	-	-	256.57	237.13
Vehicle	75.39	-	-	75.39	50.31	7.83	-	-	17.25	25.08
Factory Shed	0.48	29.36	-	29.84	0.33	1.92	-	-	27.59	0.15
Plant & Machinery	115.32	2.13	-	117.45	72.41	8.34	-	-	80.75	42.91
Office Furniture	10.70	0.70	-	11.40	9.66	0.30	-	-	36.70	1.04
Electric Fitting	0.54	-	-	0.54	0.52	-	-	-	1.44	0.02
Computer & Printer	4.92	0.94	-	5.86	3.92	0.83	-	-	0.02	1.00
Total Tangible Assets	444.48	52.57	-	497.05	137.15	19.22	-	-	156.37	307.33
Intangible Assets										
Software	2.37	-	-	2.37	2.37	-	-	-	2.37	-
Total Intangible Assets	2.37	-	-	2.37	2.37	-	-	-	2.37	-
TOTAL	446.85	52.57	-	499.42	139.52	19.22	-	-	158.74	307.33



For, ARUNAYA ORGANICS LIMITED

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

DIRECTOR

NOTE 10

NON-CURRENT INVESTMENTS	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Equity shares of Chinmay Chemical Pvt Ltd	52.52	52.52
Total	52.52	52.52

NOTE 11

DEFERRED TAX ASSET / LIABILITY	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Deferred Tax Asset	16.95	6.28
Total	16.95	6.28

NOTE 12

LONG TERM LOANS & ADVANCES	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
DEPOSITS		
Security Deposits	16.36	15.05
Long term Loans & Advances	428.88	205.26
(i) Advances to Related Parties	427.88	205.26
(ii) Advances to Others	1.00	0.00
Total	445.24	220.31

NOTE 13

INVENTORIES	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Stock Raw Material	1198.13	301.79
Stock of Finished Goods	961.16	807.87
Stock of Work in Progress	1051.08	648.38
Total	3210.37	1758.04



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

DIRECTOR

NOTE 14

TRADE RECEIVABLES	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Outstanding for a period exceeding six months (Unsecured and considered Good)	1,039.30	788.96
Outstanding for a period not exceeding six months (Unsecured and considered Good)	421.23	1,284.89
Less: Provision for Doubtful Debts	19.72	0.00
Total	1,440.81	2,073.85

(i) Trade Receivables ageing schedule as at 31 March, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade receivables-considered good	421.23	211.19	117.96	710.15	-	1,460.53
Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	421.23	211.19	117.96	710.15	-	1,460.53

(ii) Trade Receivables ageing schedule as at 31 March 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months-1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade receivables-considered good	1,284.89	788.96	-	-	-	2,073.85
Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	1,284.89	788.96	-	-	-	2,073.85

NOTE 15

CASH AND BANK BALANCES	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Cash & Cash Equivalents		
(i) Cash on hand	5.47	10.14
Bank Balances		
(i) In Current Accounts	0.04	0.04
(ii) In Deposits Accounts	1.11	1.00
Total	6.61	11.18

NOTE 16

SHORT TERM LOANS AND ADVANCES	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Advances to Suppliers	508.65	30.61
Unsecured and considered good		
(i) Loan to Others	22.01	1.00
Total	530.66	31.61

NOTE 17

OTHER CURRENT ASSETS	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Balances With Revenue Authorities	60.08	41.22
Prepaid Expenses	5.22	3.74
Preliminary Expenses	4.73	0.00
Total	70.03	44.96



For, ARUNAYA ORGANICS LIMITED

Shivale

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

DIRECTOR

ARUNAYA ORGANICS LIMITED

CIN : U24100GJ2010PLC061794

C-8, GIDC Phase-II Naroda, Ahmedabad, Gujarat, India, 382330

Website - <https://arunayaorganics.com> ; Email: info@arunayaorganics.com

Notes Forming Part of Standalone Statement of Profit and Loss for the Year ended 31st March, 2025

NOTE 18

REVENUE FROM OPERATION	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Sale of products	8243.97	6218.05
(i) Export	405.16	901.33
(ii) Domestic	7,838.81	5316.72
Other Operating Revenue	21.99	5.27
Total	8,265.96	6,223.32

NOTE 19

OTHER INCOME	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Interest Income	0.22	-
(i) Interest Income on Fixed Deposits	0.11	-
(ii) Other Interest Income	0.11	-
Other Income	19.42	-
(i) Foreign Exchange Fluctuations	19.42	56.12
(ii) Others	-	0.01
Total	19.64	56.13

NOTE 20

COST OF MATERIAL CONSUMED	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Opening Stock of Raw Material	301.79	398.70
Add: Purchases of Raw Materials During the Period	8,281.45	4,928.94
Less: Closing Stock of Raw Material	1,198.13	301.79
Total	7,385.12	5,025.85

NOTE 21

CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-TRADE	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Closing Inventories		
Finished goods	961.16	807.87
Work in progress	1051.08	648.38
Stock in Trade	-	-
Sub Total (A)	2012.24	1456.25
Opening Inventories		
Finished goods	807.87	73.71
Work in progress	648.38	393.02
Stock in Trade	-	20.38
Sub Total (B)	1456.25	487.11
Total (A-B)	(555.99)	(969.14)

NOTE 22

FINANCE COST	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Interest Expense	128.88	123.44
Loan Processing Charges	5.70	-
Bank Charges / BPL Commission	22.64	48.99
Total	157.22	172.43



For, ARUNAYA ORGANICS LIMITED

Shivale

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

DIRECTOR

NOTE 23

EMPLOYEE BENEFITS EXPENSE	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Salaries and Wages	98.97	86.69
PF/ESIC	4.19	5.11
Director Remuneration	43.68	36.00
Staff welfare expenses	1.06	1.01
Gratuity Expense (Prior Period)	11.03	
Gratuity Expense	2.41	0.00
Total	161.34	128.81

NOTE 24

OTHER EXPENSES	Year Ended 31st March, 2025	Year Ended 31st March, 2024
	(Amount in Lakhs)	(Amount in Lakhs)
Direct Expenses		
Import/ Export Charges :		
Custom Duty, Anti Dumping & Safeguard Duties	16.39	42.90
Import/ export expenses	-	17.01
Domestic Charges :		
Freight & Transport Expenses	14.19	13.58
Effluent Treatment Charges	9.34	11.34
Boiler Expense	16.71	-
Clearing and Forwarding Expenses	25.30	46.67
Jobwork Expenses	99.97	107.93
Packing Expense	10.63	19.26
Power & Fuel	6.20	11.02
Indirect Expenses		
Administrative & Selling & Distribution Expenses		
Audit Fees Expenses	2.61	2.60
Advertisement & Business Promotion Expenses	9.05	13.43
Balance Return off	4.11	-
Insurance Expenses	11.17	6.56
Legal & Professional Expenses	28.75	10.88
Other Expenses	24.70	13.99
Provision for Doubtful Debts	19.72	-
Rent, Rates & Taxes	29.66	10.43
Repair & Maintenance	9.90	8.12
Travelling Expenses	5.62	29.15
Total	344.04	364.87

SR No	AUDIT FEES	Year Ended 31st March, 2025	Year Ended 31st March, 2024
		(Amount in Lakhs)	(Amount in Lakhs)
	Payments to the auditor		
1	for audit fees;	2.61	2.60
2	for taxation matters;	0.00	0.00
3	for company law matters;	0.00	0.00
4	for management services;	0.00	0.00
5	for stock audit charges;	0.00	0.00
6	for other services;	0.00	0.00
7	for reimbursement of expenses	0.00	0.00
	Total	2.61	2.60



For, ARUNAYA ORGANICS LIMITED For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

DIRECTOR

**CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES AND
NOTES TO ACCOUNTS AS ON MARCH 31, 2025**

NOTE 25:

A. COMPANY INFORMATION

ARUNAYA ORGANICS LIMITED, was incorporated as a Public Limited Company under the provisions of the Companies Act, 2013. The Corporate Identification Number (CIN) of the Company is U24100GJ2010PLC061794 and the Permanent Account Number (PAN) of the Company is AAICA6804D. Company is engaged in manufacturing of Dyes Intermediates and Acid dyes used in industries like Textiles, Paints, Plastics, Mining.

B. SIGNIFICANT ACCOUNTING POLICIES FOR PREPARATION OF FINANCIAL STATEMENTS

B.1 Accounting Convention

The financial statement has been prepared under the historical cost convention on the "Accrual Concept" except for certain financial instruments which are measured at fair values and Going Concern assumptions of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2021 and with the relevant provisions of the Companies Act, 2013 and rules made there under.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rs. In Lakh as per the requirement of division I of Schedule III, unless otherwise stated.

B.2 Use of Estimates and Judgements

The preparation of financial statements requires management to make estimates, judgements and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. The application of accounting policies that require critical accounting estimates, which involve complex and subjective judgments and the use of assumptions in these financial statements, have been disclosed in notes. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates and judgements are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

DIRECTOR

B.3 Current and Non - Current Classification

An asset or a liability is classified as Current when it satisfies any of the following criteria:

- i. It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle;
- ii. It is held primarily for the purpose of being traded.
- iii. It is expected to be realized / due to be settled within twelve months after the end of reporting date;
- iv. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-Current.

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

C. Basis of Preparation

1) Presentation and Disclosure of Financial Statements

These financial statements have been prepared as per "Schedule - III" notified under the Companies Act, 2013. The Company has also reclassified/ regrouped/ restated the previous year figures in accordance with the requirements applicable in the current year.

2) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition/ construction is included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects/ expansion of existing projects, expenditure incurred during construction/ preoperative period including interest and finance charge on specific/ general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective on completion of construction/ erection of the capital project/ fixed assets.



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

DIRECTOR

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as "Capital Work in Progress."

3) Depreciation

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets and depreciation rates as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to/ deletions from fixed assets made during the period is provided on pro-rata basis from/ up to the date of such addition/ deletion as the case may be.

4) Impairment of Assets

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

5) Inventories

Inventories consist of Raw Materials and Finished Goods are valued at Cost or Net Realizable Value, whichever is lower.

6) Investments

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

7) Revenue Recognition

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed.



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

The following tables summaries the components of net benefit expense recognized in the summary statement of profit or loss and the funded status and amounts recognized in the statement of assets and liabilities for the respective plans:

(Amount In Lakhs)

I. ASSUMPTIONS	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
Discount Rate	6.71% p.a.	7.21% p.a.
Expected Rate of Salary Increase	6.00% p.a.	6.00% p.a.
Attrition Rate	10%	10%
Mortality Rate	IALM (2012-14) ULT	IALM (2012-14) ULT
Retirement	60 Years	60 Years

II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATIONS	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
Defined Benefit Obligation at beginning of the year	11.03	6.79
Current Service Cost	1.89	1.28
Interest cost	0.80	0.50
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	0.43	0.14
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	0.00	0.00
Actuarial (Gains)/Losses on Obligations - Due to Change in Experience Adjustments	(0.71)	2.31
Benefits paid by the company	0.00	0.00
Defined Benefit Obligation as at end of the year	13.44	11.03

III. AMOUNT RECOGNIZED IN THE BALANCE SHEET	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
Net liability as at beginning of the year	11.03	6.79
Net expense recognized in the Statement of Profit and Loss	2.41	4.24
Expected Return on Plan Assets	0.00	0.00
Net liability as at end of the year	13.44	11.03



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

IV. EXPENSE RECOGNIZED	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
Current Service Cost	1.89	1.28
Interest Cost	0.80	0.50
Return on Plan Assets	0.00	0.00
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	0.43	0.14
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographical Assumptions	0.00	0.00
Actuarial (Gains)/Losses on Obligations - Due to Change in Experience Adjustments	(0.71)	2.31
Expense charged to the Statement of Profit and Loss	2.41	4.24

V. BALANCE SHEET RECONCILIATION	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
Opening net liability	11.03	6.79
Expense as above	2.41	4.24
Provision Related to Previous Year booked as Prior Period Items	0.00	0.00
Return on Plan Assets	0.00	0.00
Benefits Paid	0.00	0.00
Net liability/(asset) recognized in the balance sheet	13.44	11.03

10) Taxes on Income

Income tax expenses for the year comprises of current tax and deferred tax.

Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act.

Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

11) Foreign Currency Transaction

- Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end are restated at closing rate.
- Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

A. Additional Information to the Financial Statements:

Particulars	(Amount in Lakhs)	
	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
1. CIF/FOB Value of Imports (In USD)		
Raw Material	2.60	8.14
Traded Goods	-	-
Capital Goods/ Stores & Spares Parts	-	-
2. Expenditure in Foreign Currency		
-In respect of Bank Charges/Interest on Foreign Currency Loan/ Buyers Credit	-	-
-In respect of Foreign Travelling	-	-
-Container Freight	-	-
3. Earnings in Foreign Currency		
Exports (Freely Convertible Currency-USD)	6.81	10.99
Exports (In Indian Rupees to Nepal)	-	-
Total	9.41	19.13

B. Disclosure regarding derivative instruments and unhedged foreign currency exposure:

Disclosure of unhedged balances	(Amount in Lakhs)	
	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
Trade Payables (including payables for capital)		
In USD	7.68	7.56
In Euro	-	-
In INR	-	-
Trade Receivables		
In USD	12.29	12.44
In GBP	-	-
In INR	-	-

12) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities of the company as on March 31, 2025 are as follows:

Sr. No.	Financial Year	Nature of Due	(Amount in Lakhs)
			Amount involved
1.	2014-15	Income Tax	20.55
2.	2015-16	Income Tax	16.67
3.	2023-24	Income Tax	162.18
4.	2015-16	Tax Deducted at Source	0.90
	2024-25	Tax Deducted at Source	0.01
		TOTAL	200.39



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

13) Accounting for Leases

A lease is classified at the inception date as finance lease or an operating lease. A lease that transfers substantially all the risk and rewards incidental to the ownership to the Company is classified as a finance lease.

The Company as a lessee:

- i. Operating Lease: Rental payable under the operating lease is charged to the Statement of Profit and Loss on a Straight-line basis over the term of the relevant lease.
- ii. Finance Lease: Finance lease is capitalized at the commencement of the lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. Lease payments are apportioned between finance charges and the reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against the income over the period of the lease.

The Company has not provided any of its assets on the basis of operating lease or finance lease to others.

14) Cashflow

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals of past or future cash receipts and payments. The cash flows from regular operating, investing and financing activities of the company are segregated.

15) Earnings Per Share

The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, "Earnings per Share". Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such as Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED



DIRECTOR

(Amount in Lakhs)

Particulars	2024-25	2023-24
Earnings attributable to equity shareholders	422.09	407.80
Weighted average number of shares outstanding at the year end	121.41	102.76
Face value of shares	10	10
Basic/ Diluted EPS	3.48	3.97

16) Discontinuing Operations

During the year the company has not discontinued any of its operations.

17) Event after Reporting Date

On May 7, 2025, the Company issued 58,60,000 equity shares of face value ₹10 each at a premium of ₹48 per share and successfully got listed on the National Stock Exchange (NSE) SME platform. This event occurred after the balance sheet date but prior to the date of approval of the financial statements by the Board of Directors and is considered a material subsequent event in accordance with applicable accounting standards.

18) The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.

19) Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

20) Balances of Trade Payables, Trade Receivable and Loans and Advances are subject to confirmations and reconciliation if any, by the respective parties.

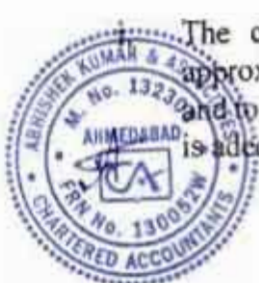
21) The account balances existing at the beginning of the period have been relied upon the audited financial statements.

22) Amounts are in lakhs except units are in actual numbers wherever required considered accordingly for respective computations.

23) Segment Reporting

Company is primarily engaged in manufacturing of Dyes Intermediates and Acid dyes used in industries like Textiles, Paints, Plastics, Mining.

24) Statement of Management



The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

- ii. Balance Sheet, Statement of Profit and Loss and Cash Flow Statement read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

25) Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended.

Name of Related Parties and description of Relationship

Particulars	Name of Related Parties	Relation
a) Key Management Personnel's / Related Party	Vinod Brijmohandas Agrawal	Managing Director
	Shivali Vinod Agrawal	Executive Director
	Ashokbhai Divanchand Agrawal	Non-Executive Director
	Bikash Tarafdar	Chief Financial Officer
	Tanvi Patel	Company Secretary
b) Associate Concerns	Chinmay Chemical Private Limited	Group Company
	Square International	Associate Concern

Transactions carried out with related parties in ordinary course of business:

		(Amount in Lakhs)
Nature Of Transactions	Name Of Related Parties	As At March 31, 2025
1. Directors Remuneration	Vinod Agarwal	26.5
	Shivali Agarwal	17.23
	Amita Pragada	0.90
	Total	44.63
2. Salary Paid to KMP / Relative of KMP	Tanvi M Patel	2.15
	Bikash Tarafdar	9.60
	Total	11.75
3. Loan Received (Paid) During the Year to Related Parties	Vinod Agarwal	
	Opening Balance	92.01
	Loan Received During the Year	184.83
	Loan Paid During the Year	96.49
	Closing Balance	180.35
	Shivali Agarwal	
	Opening Balance	66.73
	Loan Received During the Year	146.87
	Loan Paid During the Year	1.00
	Closing Balance	212.60



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

4. Advances Given During the Year to Related Parties	Chinmay Chemical Private Limited	
	Opening Balance	205.26
	Given During the Year	276.60
	Received Back During the Year	53.99
	Closing Balance	427.88
5. Sales	Chinmay Chemical Private Limited	371.21
	Square International	190.16
	Total	561.37
6. Purchase	Chinmay Chemical Private Limited	755.62
7. Job Work Charges	Chinmay Chemical Private Limited	115.11
8. Rent	Chinmay Chemical Private Limited	0.50
	Shivali Agarwal	2.00
	Total	2.50

26) Title deeds of immovable property

According to the information and explanations given to us, the records examined by us, the title deed / lease deed of immovable properties included in Property Plant and Equipment are held in the name of company.

27) Revaluation of property, plants and equipment's

The Company has not revalued its Property, Plant and Equipment for the current year.

28) Loans or Advances in the nature of loans

Loans or Advances in loans are granted to promoters, directors, KMPs and the related parties except one of subsidiaries (as defined under Companies Act, 2013,) either severally or jointly with any other person.

29) Notes forming part of accounts in relation to Micro and small enterprise

Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below:



For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

Sr. No.	Particulars	(Amount in Lakhs)			
		For the Period Ended on March 31, 2025		For the Period Ended on March 31, 2024	
		Principal	Interest	Principal	Interest
1	Amount due as at the date of Balance sheet	786.61	Nil	406.34	Nil
2	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
3	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
4	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

30) Intangible assets under development

There are no Intangible assets under development in the current year.

31) Details of Benami property held

The company does not hold any benami property under the Benami Transaction (prohibition) act, 1988 and the rules there made under. Hence any proceeding has not been initiated or pending against the company for holding any benami property under the Benami Transaction (prohibition) act, 1988 and rules made there under.

32) Deferred Tax

The major components of the deferred tax assets and liabilities as on March 31st 2023 are as below:

(Amount in Lakhs)			
Particular	DTL/ (DTA)	2024-25	2023-24
Opening Balance	DTL/ (DTA)	(6.28)	(6.18)
Depreciation	DTL/ (DTA)	(7.29)	(0.10)
Disallowed Expense	DTL/ (DTA)	(3.38)	0.00
Net Deferred Tax Liability/ (Asset)		(16.95)	(6.28)



For, ARUNAYA ORGANICS LIMITED

Shivale

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

33) Borrowings from bank or financial institution on the basis of current assets

The Company has borrowings from banks on the basis of security of current assets. The value of inventory filed by the company with banks are in agreement with the books of accounts as at March 31, 2025.

34) Willful Defaulter

The company has not been declared as willful defaulter by any bank or financial institution or government or government authority during the year reporting period.

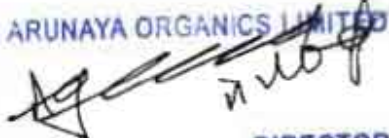
35) Relationship with struck off companies

The company does not have transaction with the struck off under section 248 of companies act, 2013 or section 560 of companies act, 1956.

36) Registration of charges or satisfaction with Registrar of companies

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

For, ARUNAYA ORGANICS LIMITED


DIRECTOR

For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR



37) Compliance with number of layers of companies

The company is in compliance with the number of layers prescribed under clause (87) of section 2 of company's act read with companies (restriction on number of layers) Rules, 2017.

38) Compliance with approved scheme of Arrangements

Company does not have made any arrangements in terms of section 230 to 237 of the Companies act 2013, and hence there is no deviation to be disclosed.

39) Utilization of borrowed funds and share premium

During the year ended on March 31, 2025, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

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

During the year ended on March 31, 2025, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

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

40) Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are promoting education, promoting gender equality by empowering women, healthcare, environment sustainability, art and culture, destitute care and rehabilitation, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

The provisions of Corporate Social Responsibility (CSR) are applicable from this financial



For, ARUNAYA ORGANICS LIMITED

Shivoli

DIRECTOR

For, ARUNAYA ORGANICS LIMITED

[Signature]

DIRECTOR

(Amount in Lakhs)

Sr. No.	Particulars	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
I.	Amount required to be spent by the Company during the year	6.39	NA
II.	Amount of Expenditure Incurred	-	NA
III.	Shortfall at the End of Year	6.39	-
IV.	Total Previous Year Shortfall	NA	NA
V.	Reason of Shortfall	Payment not made to specified funds	NA
VI.	Nature of CSR Activities	-	NA
VII.	Details of Related Party Transactions, e.g., Contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard,	NA	NA
VIII.	Where a provision is made with respect to plexity incurred by entering into a contractual	NA	NA

41) Details of crypto currency and virtual currency

The company has not traded or invested in crypto currency or virtual currency during the financial year.

42) Undisclosed income

The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the years in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme.

As per our Report of Even Date attached

For, ABHISHEK KUMAR & ASSOCIATES
CHARTERED ACCOUNTANTS

Firm Registration Number: 130052W



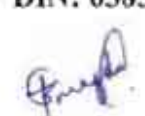
CA ABHISHEK AGARWAL
Proprietor
Membership No.: 132305
UDIN: 25132305BMHVVR1485
Date: May 30, 2025
Place: Ahmedabad



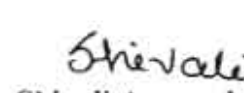
FOR & ON BEHALF OF BOARD OF DIRECTORS
ARUNAYA ORGANICS LIMITED



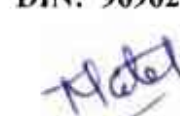
Vinod Agrawal
Director
DIN: 0383855



Bikash Tarafdar
Chief Financial Officer



Shivali Agrawal
Director
DIN: 9696242



Tanvi Patel
Company Secretary

Date: 26 May, 2025

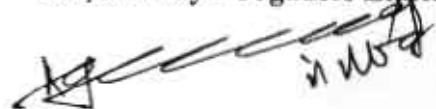
To whomsoever it may concern

Subject: Transactions carried out with related parties in ordinary course of business

(Amount in Lakhs)

Nature Of Transactions	Name Of Related Parties	As At March 31, 2025
1. Directors Remuneration	Vinod Agarwal	26.5
	Shivali Agarwal	17.23
	Amita Pragada	0.90
	Total	44.63
2. Salary Paid to KMP / Relative of KMP	Tanvi M Patel	2.15
	Bikash Tarafdar	9.60
	Total	11.75
3. Loan Received (Paid) During the Year to Related Parties	Vinod Agarwal	
	Opening Balance	92.01
	Loan Received During the Year	184.83
	Loan Paid During the Year	96.49
	Closing Balance	180.35
	Shivali Agarwal	
	Opening Balance	66.73
	Loan Received During the Year	146.87
	Loan Paid During the Year	1.00
	Closing Balance	212.60
4. Advances Given During the Year to Related Parties	Chinmay Chemical Private Limited	
	Opening Balance	205.26
	Given During the Year	276.60
	Received Back During the Year	53.99
	Closing Balance	427.88
4. Sales	Chinmay Chemical Private Limited	371.21
	Square International	190.16
	Total	561.37
5. Purchase	Chinmay Chemical Private Limited	755.62
6. Job Work Charges	Chinmay Chemical Private Limited	115.11
7. Rent	Chinmay Chemical Private Limited	0.50
	Shivali Agarwal	2.00
	Total	2.50

For, Arunaya Organics Limited



Vinod Agrawal
Managing Director

For, ARUNAYA ORGANICS LIMITED

Shivali

DIRECTOR



Date: 26 May, 2025

To whomsoever it may concern

Subject: Foreign Currency Transaction Certificate

- i. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end are restated at closing rate.
 - ii. Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account
- A. Additional Information to the Financial Statements:

(Amount in Lakhs)

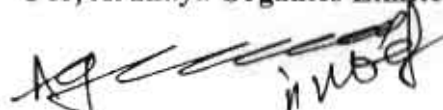
Particulars	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
1. CIF/FOB Value of Imports (In USD)		
Raw Material	2.60	8.14
Traded Goods	-	-
Capital Goods/ Stores & Spares Parts	-	-
2. Expenditure in Foreign Currency		
-In respect of Bank Charges/Interest on Foreign Currency Loan/ Buyers Credit	-	-
-In respect of Foreign Travelling	-	-
-Container Freight	-	-
3. Earnings in Foreign Currency		
Exports (Freely Convertible Currency)	6.81	10.99
Exports (In Indian Rupees to Nepal)	-	-
Total	9.41	19.13

B. Disclosure regarding derivative instruments and unhedged foreign currency exposure:

(Amount in Lakhs)

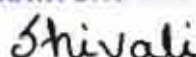
Disclosure of unhedged balances	For the Period Ended on March 31, 2025	For the Period Ended on March 31, 2024
Trade Payables (including payables for capital)		
In USD	7.68	7.56
In Euro	-	-
In INR	-	-
Trade Receivables		
In USD	12.29	12.44
In GBP	-	-
In INR	-	-

For, Arunaya Organics Limited



Vinod Agrawal
Managing Director

For, ARUNAYA ORGANICS LIMITED



DIRECTOR