

**BOARD'S REPORT**

Dear Members,

Your Directors have pleasure in presenting the Directors' report together with the Audited Statement of Accounts of your Company for the Year ended March 31, 2025.

**1. FINANCIAL SUMMARY:**

The Company's financial performance for the year under review, as per the audited financial statements, is summarised below:

<b>NET LOSS: (2,82,405)</b>
-----------------------------

<b>Particulars</b>	<b>For the year ended 31<sup>st</sup> March 2025</b>	<b>For the year ended 31<sup>st</sup> March 2024</b>
Revenue from Operations	-	-
Other Income	2,14,960	6,56,239
<b>Total Income</b>	<b>2,14,960</b>	<b>6,56,239</b>
Total Expenses	4,97,365	9,34,500

<b>Loss before Tax</b>	<b>(2,82,405)</b>	<b>(2,78,261)</b>
Less: Current Tax	-	
Less: Deferred Tax	-	
Dividend (including Interim if any and final)	-	
Loss of the year	<b>(2,82,405)</b>	<b>(2,78,261)</b>
Amount transferred to General Reserve	-	-
Balance carried to Balance Sheet	<b>(19,46,594)</b>	<b>(16,64,589)</b>

Figures are rounded off to the nearest rupee.

**2. STATE OF AFFAIRS / HIGHLIGHTS**

The Company is engaged in agricultural and allied activities in accordance with its objects as a Producer Company registered under Chapter XXIA of the Companies Act, 2013.

During the year under review, the Company incurred a loss of ₹2,82,405. The losses were primarily due to operational constraints and limited scale of activities. The management is taking necessary steps to improve operational efficiency and expects improved performance in the coming years.

**3. WEB LINK OF ANNUAL RETURN, IF ANY:**

As the Company does not have a website, the requirement of placing the Annual Return on the website pursuant to Section 92(3) of the Companies Act, 2013 does not arise.

**4. MEETINGS OF BOARD OF DIRECTORS:**

The following persons are the present directors of the company:

<b>Name of Directors</b>	<b>Number of Meetings attended/ Total Meetings held for FY ending March, 2025</b>
OMANA	4
ANEESH JOHN	4
SUBHASH MALAMPURATHU GOPALAN	4
ANCHU JOSEPH	4
RAJAN	4
VENKATESAPERUMAL	4
ANISH GOPI	4
KURIYILAMKATTIL NARAYANAN SREENIVASAN	4
KANIYAPARAMBIL RAMAKRISHNAN NAIR ASHOKKUMAR	4
KIRAN CHOOZHICKARAYIL SARNGADHARAN	4
VENUKUMAR	4

Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
		Number of directors attended	% of attendance
02.04.2024	11	11	100%
23.07.2024	11	11	100%
22.11.2024	11	11	100%
21.02.2025	11	11	100%

#### 5. DETAILS IN RESPECT OF FRAUD:

During the year under review, the Statutory Auditor has not reported any instance of fraud committed in the Company by its officers or employees under Section 143(12) of the Companies Act, 2013.

#### 6. BOARD'S COMMENT ON THE AUDITORS' REPORT:

The Auditors' Report for the financial year ended 31 March 2025 contains a modified reporting in accordance with Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

Board's Explanation:

The Auditors have reported that although the accounting software used by the Company has an audit trail (edit log) feature, the same was not enabled for Property, Plant and Equipment (PPE) and payroll records during the financial year.

The Board states that the Company is in the process of upgrading the relevant software modules to ensure that the audit trail facility is enabled and maintained for all records, including PPE and payroll, in compliance with the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014. The Company is committed to ensuring full compliance in the ensuing financial year.

#### 7. OPERATIONS AND BUSINESS

During the year under review, the Company reported a net loss of ₹ 2,82,405/-. The Company remains committed to strengthening its financial position and will continue to strive for higher profitability in the coming years.

#### 8. MATERIAL CHANGES AND COMMITMENTS:

There have been no material changes or commitments between the end of the financial year to which the financial statements relate and the date of this report which affect the financial position of the Company.

#### 9. CHANGE IN DIRECTORSHIP:

During the year under review, there is no change in directorship in the Company.

#### 10. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

During the year under review, no significant and material order has been passed by the regulators, courts, or tribunals impacting the going concern status or the company's operations in the future.

## **11. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

During the financial year under review, the Company did not have any related parties as defined under Section 2(76) of the Companies Act, 2013. Accordingly, the Company has not entered into any contracts or arrangements with related parties and the disclosure of particulars in Form AOC-2 is not applicable.

## **12. MATERIAL COMPLIANCE WITH SECRETARIAL STANDARD:**

The Company has complied with the applicable Secretarial Standards (as amended from time to time) on Meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

## **13. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT:**

During the year under review, the Company has not made any investments, given guarantees, and provided securities during the financial year under review. Therefore, there is no need to do any compliance under Section 186 of the Companies Act, 2013.

## **14. STATUTORY AUDITORS:**

Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and pursuant to the approval of the members at the Third Annual General Meeting held during the financial year 2022–2023, CA Arvind Thomas, Associate Partner of M/s. Arvind Thomas and Associates, Chartered Accountants (Firm Registration No. 025340S), having office at Room No. 107, Second Floor, KJP Tower, Opp. T. K. Ramakrishnan Municipal Mall, Tripunithura, Ernakulam – 682301, was appointed as the Statutory Auditor of the Company for a term of five (5) consecutive years, commencing from the conclusion of the Third Annual General Meeting and holding office till the conclusion of the Eighth Annual General Meeting of the Company to be held in the year 2028.

## **15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

No disclosure is required in respect of the details relating to conservation of energy, technology absorption and foreign exchange earnings and outgo under Rule 8(3) of the Companies (Accounts) Rules, 2014.

## **16. RISK MANAGEMENT POLICY:**

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its

## letterhead

mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

### **17. DEPOSITS**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made thereunder. No amount has been received by the Company which is considered as a deposit during the financial year under review.

### **18. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE [“POSH”]:**

The Company has adopted a policy on prevention of sexual harassment at the workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been duly constituted as required under the said Act.

During the financial year under review, the Company has complied with the provisions of the Act and the rules framed thereunder. No complaints were received or pending as at the end of the financial year.

### **19. PATRONAGE BONUS / LIMITED RETURN**

In accordance with the provisions applicable to Producer Companies under the Companies Act, 2013, **no Patronage Bonus or Limited Return was declared during the financial year under review.**

### **20. DIRECTOR’S RESPONSIBILITY STATEMENT:**

The Directors confirm that:

a) In the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards read with the requirements set out under Schedule III to the Act have been followed along with proper explanation relating to material departures, if any.

b) The Directors have selected such accounting policies, applied them consistently, and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended March 31, 2025.

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.

d) The Directors have prepared the annual accounts on a going concern basis.

e) The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively during the financial year.

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

letterhead

For and on behalf of the Board of Directors

**M/S AARAVALLI SPICES PRODUCER COMPANY LIMITED**



**VENUKUMAR**  
**(DIN: 09543779)**



**KURIYILAMKATTIL NARAYANAN SREENIVASAN**  
**(DIN: 09543776)**



DATED: 30.09.2025

PLACE: Idukki