# AARNAV FASHIONS LIMITED
# CIN: L17100GJ1983PLC028990

# 43rd ANNUAL REPORT 2025-2026

**AARNAV FASHIONS LIMITED**
**CIN: L17100GJ1983PLC028990**

**Regd. Office: - Survey No. 302-305, Isanpur,Narol-Vatva Road, Ahmedabad – 382405 (India).**

# COMPANY INFORMATION

| | | |
|---|---|---|
| **BOARD OF DIRECTORS** | MR. CHAMPALAL GOPIRAM AGARWAL | WHOLE TIME DIRECTOR & CHAIRMAN |
| | MR. SUMIT CHAMPALAL AGARWAL | MANAGING DIRECTOR |
| | MR. MADHUR MURARI TODI | INDEPENDENT DIRECTOR |
| | MR. SOURABH VIJAY PATAWARI | INDEPENDENT DIRECTOR |
| | MR. KULDEEP ASHOKBHAI SHAH | INDEPENDENT DIRECTOR |
| | MS. NIDHI AGGRAWAL | NON-EXECUTIVE DIRECTOR |
| **COMPANY SECRETARY & COMPLIANCE OFFICER** | MS. MILEE CHANDRESH KAMDAR | |
| **CHIEF FINANCIAL OFFICER** | MR. RADHAKISHAN LEKHARAM SHARMA | |
| **SECRETARIAL AUDITOR:** | RAVI KAPOOR & ASSOCIATES<br>COMPANY SECRETARY IN PRACTICE | **INTERNAL AUDITORS**<br>M/S B MAYUR & ASSOCIATES<br>CHARTERED ACCOUNTANTS |
| **STATUTORY AUDITORS** | M/S. NAHTA JAIN & ASSOCIATES<br>CHARTERED ACCOUNTANTS | **COST AUDITORS**<br>M/S KIRAN J. MEHTA & CO<br>COST ACCOUNTANTS |
| **SHARE REGISTRARS & TRANSFER AGENT** | MCS SHARE TRANSFER AGENT LIMITED<br>101, SHATDAL COMPLEX,<br>OPP. BATA SHOW ROOM,<br>ASHRAM ROAD,<br>AHMEDABAD-380009 | |
| **REGISTERED OFFICE & WORKS** | SURVEY NO. 302-305, ISANPUR,<br>GOPI COMPOUND, NAROL - VATVA ROAD,<br>NAROL, AHMEDABAD-382405<br>EMAIL: aarnavfashions@gmail.com | |
| **BANKERS** | **PUNJAB NATIONAL BANK**<br>LARGE CORPORATE BRANCH,<br>S. G. HIGHWAY, SATELLITE,<br>AHMEDABAD – 380015.<br><br>**STATE BANK OF INDIA,**<br>OVERSEAS BRANCH,<br>S. G. HIGHWAY, SATELLITE,<br>AHMEDABAD – 380015. | |
| **WEBSITE** | www.aarnavgroup.com | |
| **CIN** | L17100GJ1983PLC028990 | |

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# NOTICE

Notice is hereby given that the 43rd Annual General Meeting of **AARNAV FASHIONS LIMITED** will be held on Wednesday, 30th day of September, 2026 at Survey No. 302-305, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405 at 03.00 P.M.

**ORDINARY BUSINESS:**

**ITEM NO.: 1 - ADOPTION OF AUDITED FINANCIAL STATEMENTS:**

To receive, consider and adopt (a) the Audited financial statement of the Company for the Financial Year ended on March 31, 2026 and the report of the Board of Directors and Auditors thereon; in this regard,

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

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

**ITEM NO.: 2 - TO APPOINT A DIRECTOR IN PLACE OF MS. NIDHI SANJAYKUMAR AGGRAWAL, DIRECTOR (DIN: 08364168), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.**

**"RESOLVED THAT** in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Ms. Nidhi Sanjaykumar Agarwal, (DIN: 08364168), who retires by rotation at this meeting and being eligible, offers herself for reappointment, be and is hereby appointed as a Non-Executive Director of the Company."

**SPECIAL BUSINESS:**

**ITEM NO.: 3 - TO RATIFY THE REMUNERATION PAYABLE TO M/S. KIRAN J. MEHTA & CO, COST ACCOUNTANTS COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2027**

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as approved by the Board of Directors of the Company, remuneration of 55,000/- (Rupees Fifty Five Thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad appointed by the Board of Directors of the Company for carrying out Cost Audit of the Company for Financial Year 2026-2027, be and is hereby approved and ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

**ITEM NO.: 4 - APPROVAL OF APPOINTMENT OF RAVI KAPOOR & ASSOCIATES AS SECRETARIAL AUDITOR OF THE COMPANY**

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 Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and upon recommendation of the Audit & Compliance Committee and the Board of Directors, the appointment of Ravi Kapoor & Associates, a Peer Reviewed Firm of Company Secretaries in Practice, having Registration No. F2407, as the Secretarial Auditor of the Company, for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting of the Company (i.e. 43rd AGM) till the conclusion of 48th Annual General Meeting of the Company, be and is hereby approved to conduct the Secretarial Audit of the Company for a period of five consecutive financial years (i.e. from FY 2026-27 to FY 2030-31), in compliance with applicable laws."

**"RESOLVED FURTHER THAT** the shareholders of the Company hereby approve the fixation of a maximum cap on remuneration payable to the Secretarial Auditor, Ravi Kapoor & Associates, for a period of five consecutive financial years commencing from FY 2026-27 to FY 2030-31, at such remuneration including applicable taxes and out-of pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as may be mutually agreed between the Board of Directors and the Secretarial Auditors from time-to-time."

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**
**AARNAV FASHIONS LIMITED**

**Sd/-**
**CHAMPALAL GOPIRAM AGARWAL**
**CHAIRMAN & WHOLE TIME DIRECTOR**
**DIN: 01716421**

**AHMEDABAD**
**SEPTEMBER 07, 2026**

**REGISTERED OFFICE:**

Survey No. 302-305, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405
WEBSITE: www.aarnavgroup.com
EMAIL: aarnavfashions@gmail.com

**NOTES:**

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the Special Business if any, to be transacted at the Annual General Meeting ("AGM"/ "Meeting") is annexed hereto.

2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. The proxy holder shall prove his identity at the time of attending the Meeting. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

3. Body Corporates whose Authorized Representatives are intending to attend the Meeting are requested to send to the scrutinizer on the Email Id: ravi@ravics.com, certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through e-voting with a copy marked to helpdesk.evoting@cdslindia.com. Such authorization shall contain necessary authority in favour of its authorized representative(s).

4. In compliance with the Ministry of Corporate Affairs ("MCA") Circulars and SEBI Circulars, on receiving various representations, the Securities and Exchange Board of India ('SEBI') also issued Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11,2023 providing relaxation from requirements under Regulation 36(1)(b) of Listing Regulations up to September 30, 2023 in respect to sending hard copies of Annual Reports to the shareholders Notice of the AGM along with the Annual Report 2024-2025 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants (DPs). Members may note that the Notice and Annual Report 2025-2026 will also be available on the Company's website at www.aarnavgroup.com and websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

5. Members are requested to register their Email Ids with their DP or with the RTA of the Company, to receive documents / notices electronically from the Company. Please note that, in case you have already registered your Email Id, you are not required to re- register unless there is any change in your Email Id. Members holding shares in physical form are requested to send Email at mcsstaahmd@gmail.com to update their Email Ids.

6. Those Members whose Email Id are not registered can get their Email Id registered as follows:

a. Members holding shares in demat form can get their Email Id registered / updated by contacting their respective Depository Participant (DP).

b. Members holding shares in the physical form can get their Email Id registered by contacting our Registrar & Share Transfer Agent M/s. MCS Share Transfer Agent Limited ("RTA"), 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009 (E-mail:- mcsstaahmd@gmail.com; Tel: (079)26580461 / 62 / 63) or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their Email Id: mcsstaahmd@gmail.com

7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, read with Rule 10 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, the Register of members and share transfer books of the Company will remain closed from Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive) A person who is not a Member as on the Cut-off Date, i.e. Wednesday, September 23, 2026, should treat the Notice for information purpose only.

8. Members / Proxies / Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report.

9. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

10. Members of the Company as on the record date i.e. September 04, 2026 will receive the Annual Report along with Notice through Email whose Email IDs are registered with the Depository or Company and it's also be available on the Company's website at https://aarnavgroup.com/annual-report-annual-returns/ and on the website of registrar and Transfer Agent.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and other documents as referred in the Notice are available for inspection by the Members at Survey No. 302-305, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405, during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the AGM.

12. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) / Real Time Gross Settlement (RTGS) / Direct Credit / IMPS / NEFT etc.

    In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to RTA / Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, Email Id and MobileNo(s). Members holding shares in physical form may communicate these details to the RTA MCS Share Transfer Agent Limited, 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009 (E-mail:- mcsstaahmd@gmail.com; Tel: (079)26580461 / 62 / 63), by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

    This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of Email-ids and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any changeof bank particulars. Such changes are to be intimated only to the DPs of the Members. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, Email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to MCS ShareTransfer Agent Limited, 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009 (E-mail:- mcsstaahmd@gmail.com; Tel: (079)26580461 / 62 / 63), in case the shares are held by them in physical form.

14. Shareholders who have not yet en-cashed their dividend warrant(s) for any financial year, are requested to submit their claim to the R&T Agent of the Company immediately to avoid transferring of their unpaid dividend amount to IEPF A/c after 7 years underapplicable provisions.

    Members are further requested to note that pursuant to the provisions of Section 124 and 125 of Companies Act, 2013, the dividends if not en-cashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF) and the shares in respect of which dividends remain unclaimed for seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority and no claim with the Company shall lie in respect thereof. In view of this, Members are requested to claim their dividends from the Company,within the stipulated timeline. The Members, whose unclaimed dividends /shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 available on www.iepf.gov.in.

15. The information regarding the Director(s) who is / are proposed to be re-appointed, as required to be provided under Listing Regulations and Secretarial Standard on General Meetings issued, is annexed hereto.

16. Members desiring any information as regards to Accounts are requested to send an Email to aarnavfashions@gmail.com, 14 days in advance before the date of the AGM to enable the Management to keep full information ready on the date of AGM

17. The business set out in the Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice.

18. If any of the members are holding shares in the same name or in the same order of names under different folios, then members are requested to notify the same to the RTA for consolidation of their shareholding into a single folio.

19. As per Securities and Exchange Board of India (SEBI) Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. With the said changes which came into effect from April 1, 2019, Equity Shares of the Company shall be eligible for transfer only in dematerialized form. Therefore, the Members are requested to take action to dematerialize their physical Equity Shares of the Company promptly. The detailed procedure of conversion of physical shares into dematerialization form is available on the website of Central Depository Services (India) Limited (CDSL) i.e. www.cdslindia.com, National Securities Depository Limited (NSDL) i.e. www.nsdl.co.in.

20. Members are informed that as an ongoing measure to enhance ease of doing business for investors in dealing in securities markets by investors, SEBI vide its Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 has made applicable Common and Simplified Norms for processing investor's service request by RTAs and norms for mandatory furnishing PAN, KYC details and Nomination through various Forms.

    ***<u>For shares held in dematerialized form:</u>*** to their Depository Participants (DPs)

    ***<u>For shares held in physical form:</u>*** to the Company / RTA in prescribed Form ISR-1 and in other such applicable forms in accordancewith the above-mentioned SEBI Circular.

    The downloadable version of such Forms are available on the website of the Company. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, and transposition. Accordingly, members are requested to make such service requests by submitting a duly filled and signed Form ISR – 4, the downloadable version of such Form is available on the website of the Company and RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

    As a part of compliance of afore stated circulars, the Company had also intimated the physical shareholders about the compliance requirement by sending the notices to the concerned physical shareholders of the Company.

    Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file (a) nomination in the prescribed Form SH-13 (b) for cancellation / variations in nomination in the prescribed Form SH-14 and (c) for opting out of Nomination in prescribed Form ISR - 3 with the RTA of the Company. The said forms can be downloaded from the website of the Company i.e. www.aarnavgroup.com. Members are requested to submit the said details to their Depository Participants (DP) in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form. Further SEBI vide Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 had mandated providing choice of nomination details, i.e., either furnishing of nomination or declaration for opting out of nomination for investors opening new trading and or demat account(s) on or after October 1, 2021 and for all existing eligible trading and demat account holders latest by September 30, 2024 failing which the trading accounts shall be frozen for trading and demat account shall be frozen for debits

21. The Company has designated Email Id: aarnavfashions@gmail.com for redressal of shareholders' / Investors complaints / grievances. In case a shareholders have any queries / complaints / grievances, they may write at

aarnavfashions@gmail.com from their registered Email Id mentioning their names and folio numbers / demat account numbers.

22. Non-Resident Members: Non-Resident Indian Members are requested to inform Registrar and Transfer Agents/ their respective Depository Participants immediately of:

    a. Change in their residential status on return to India for permanent settlement.
    b. Particulars of their Bank Account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No., and address of the bank, if not furnished earlier, to enable the Company to remit dividend to the Bank Account directly.

23. Tax Deduction at Source (TDS) on Dividend: Pursuant to the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income became taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the Depository Participants (if shares held in dematerialized form) and the Company (if shares are held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by Email to RTA / Company. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by Email to RTA / Company.

    Members are requested to quote their Folio No. or DP Id / Client Id, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / RTA.

**24. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**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 Sunday, September 27, 2026 at 9:00 a.m. and ends on Tuesday, September 29, 2026 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, September 23, 2026, 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 **for Individual shareholders holding securities in Demat modeCDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholdersholding 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 & My Easi New (Token) Tab.<br><br>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.<br><br>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 & My Easi New (Token) Tab and then click on registration option.<br><br>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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| 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.<br><br>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<br><br>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 Depositorysite 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.<br><br>4) For OTP based login you can click on 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. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password optionavailable 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 inDemat 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 inDemat 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.

**(v)** Login method for Remote e-Voting 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 anycompany, 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 shareholdersas well as physical shareholders)<br><br>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 **OR** Date of Birth (DOB) | 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.<br><br>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. |

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in thisNotice.

(ix) Click on the EVSN for the relevant <**AARNAV FASHIONS LIMITED**> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select theoption 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) 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 favor of theCustodian, 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; aarnavfashions@gmail.com, if they have voted from individual tab & not uploaded same inthe CDSL e-voting system for the scrutinizer to verify the same.

**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 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 22 55 33

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 at toll free no. 1800 21 09911

## EXPLANATORY STATEMENT

## (Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

**ITEM NO.: 3 - TO RATIFY THE REMUNERATION PAYABLE TO M/S. KIRAN J. MEHTA & CO, COST ACCOUNTANTS COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026: ORDINARY RESOLUTION**

The Board of Directors of the Company at their meeting held on May 30, 2026 has, on recommendation of the Audit Committee, appointed M/s Kiran J. Mehta & Co., as Cost Auditors of the Company for the Financial Year 2026-2027 at a remuneration of Rs. 55,000/- excluding out of pocket expenses and applicable Goods and Service tax.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be subsequently ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in this item of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-2027.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members of the Company.

**ITEM NO 4: Appointment of Secretarial Auditor and to fix their remuneration**

Appointment of Secretarial Auditor and to fix their remuneration Pursuant to Regulation 24A of Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the appointment or reappointment of Secretarial Auditor is required to be approved by the Shareholders of the Company at the Annual General Meeting. Accordingly, in terms of the aforesaid requirement and provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company upon the recommendation of the Audit Committee approved the appointment of Ravi Kapoor & Associates, a peer reviewed firm of Practicing Company Secretaries, (Firm Registration No. 2407) as Secretarial Auditor of the Company for a period of 5 (Five) years beginning from FY 2026-27, in respect of Secretarial Audit to be undertaken for the FY 2025-26. The remuneration for the subsequent financial years during the tenure of their appointment, shall be decided by the Audit Committee/ Board. M/s Ravi Kapoor & Associates, a Peer Reviewed Firm of Practicing Company Secretaries is a Company Secretaries firm registered with Institute of Company Secretaries of India (ICSI). This firm specializes in providing high quality services and solving complexity relating to various Corporate Laws Matters. Their existence for over a decade in the Indian professional arena supplements the technical proficiency of the client service teams to create powerful business solution tailored to the client's need. They are a multi-skilled, multidisciplined firm, offering clients a wide range of industry focused business solutions.

The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditor. M/s Ravi Kapoor & Associates has given its consent to act as the Secretarial Auditor and confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditor. Accordingly, approval of the members is being sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for appointment of M/s Ravi Kapoor & Associates as Secretarial Auditor of the Company for a period of 5 (Five) years.

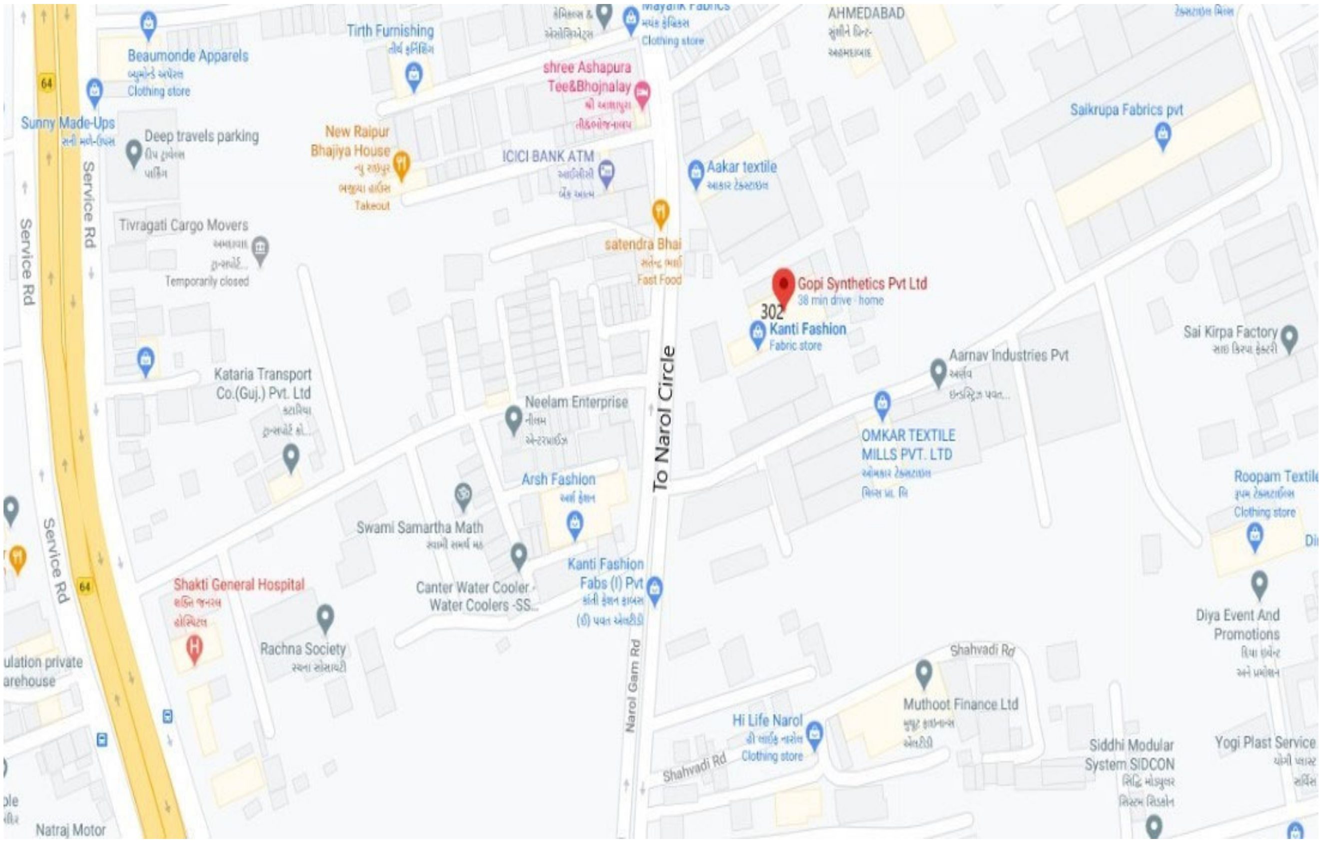
None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**
**AARNAV FASHIONS LIMITED**

**Sd/-**
**CHAMPALAL GOPIRAM AGARWAL**
**CHAIRMAN & WHOLE TIME DIRECTOR**
**DIN: 0171642**

**AHMEDABAD**
**SEPTEMBER 07, 2026**

**ROUTE MAP OF THE MEETING**



Details for re-appointment of Directors {Disclosure under Regulation 36(3) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is as per details mentioned below:**

| Name of Director | Ms. Nidhi Sanjaykumar Aggrawal |
|---|---|
| DIN | 08364168 |
| Date of Birth | 21-09-1993 |
| Age | 33 |
| Experience | 10 years |
| Date of Appointment/Re-appointment | February 21, 2019 |
| Terms and conditions of appointment | Appointed as Non-Executive Director, liable to retire by rotation. |
| Remuneration paid | - |
| Qualification | B. Com, L.LB, C.S. |
| Designation | Non-Executive Director |
| Expertise in Specific Functional Areas | Compliance, Merchant Banking and Company law |
| Disclosure of relationships between directors inter-se and with Manager and Key Managerial Personnel of the Company | N.A. |
| Names of listed entities in which person holds Directorship and the membership of the committees of the Board* | - |
| Director of another Company** | - |
| Number of shares held in the Company | - |
| No. of Meetings of the Board attended during the year | 8 |
| Memberships / chairmanship of committee of public company (including listed company) | - |
| Names of companies along with listedentities in which person has resigned in the past three years. | N.A. |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | N.A. |
| Justification for appointment of Independent Director | N.A |

*Excluding Aarnav Fashions Limited
** Excluding Listed Companies

# DIRECTORS REPORT

**To**
**The Members,**
**AARNAV FASHIONS LIMITED**

The Board of Directors is delighted to present the 43rd report of the business and operations of Aarnav Fashions Limited ("the Company"), along with the Summary of Audited Financial Statements, for the Financial Year ended on March 31, 2026.

**1. FINANCIAL RESULTS:**

**(Amount in Lakh)**

| PARTICULARS | 2025-2026 | 2024-2025 |
|---|---|---|
| Revenue from Operations | 46240.44 | 37908.37 |
| Other Income | 67.59 | 95.31 |
| **Total Income** | **46308.03** | **38003.68** |
| Profit/(Loss) before Finance Cost, Depreciation & Tax | 3074.02 | 3010.58 |
| Less: Depreciation /Amortization/Impairment | 817.48 | 801.84 |
| Less: Finance Costs | 943.43 | 1019.00 |
| Profit/(Loss) Exceptional items and Tax Expense | 1313.11 | 1225.87 |
| **Profit/(Loss) before Tax** | **1313.11** | **1225.87** |
| Provision for Taxation - Current Tax | 385.00 | 370.00 |
| Deferred Tax | (91.49) | (82.28) |
| Excess provision for Tax expense for earlier years | 84.97 | 14.20 |
| **Profit for the year** | **934.64** | **923.94** |
| **Total Comprehensive Income/Loss** | **1010.16** | **962.20** |

**2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:**

During the year under review, Company has earned total income of Rs. 46308.03 Lakh as against the total income of Rs. 38003.68 Lakh of previous year. The total income of the company was up by 21.85% over previous year. Further, Profit before Tax in the financial year 2025-2026 stood at Rs. 1313.11 Lakh as compared to Rs 1225.87 Lakh of last year and Net Profit after Tax stood at Rs. 934.64 Lakh compared to profit of Rs. 923.94 Lakhs for previous year. The profit of the Company increased about 1.16% as compared to previous financial year.

**3. CHANGE IN NATURE OF BUSINESS:**

During the year, the Company has not changed its business or object and continues to be in the same line of business as per the main object of the Company.

**4. DIRECT LISTING OF SECURITIES AT NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE):**

The Shares of the Company were listed on National Stock Exchange of India Limited (NSE) without any public offer or further issue of share, via approval of National Stock Exchange of India Limited (NSE) on February 23, 2026

**5. CHANGE IN THE REGISTERED OFFICE:**

During the year under review, the Registered Office of the Company was changed from 1, New Cloth Market, O/s, Raipur Gate, Raipur, Ahmedabad-380002 Gujarat, India to Survey No. 302-305, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405.

**6. TRANSFER TO RESERVES:**

During the year, the Company has not apportioned any amount to other reserve. Total amount of net profit is carried to the Reserves & Surplus as shown in the Balance Sheet of the Company.

## 7. DIVIDEND:

In order to plough back the profits for the activities of the company and strategy of growth in the business through enhancing manufacturing capacity, your directors do not recommend any dividend for the financial year.

## 8. BOARD MEETING

During the year under review, Board of Directors of the Company met 8 (Eight) times. The dates of the meetings of the Board and attendance of Directors are mentioned in the Corporate Governance Report as enclosed with this report.

| Sr. No | Date of Meeting |
|---|---|
| 1 | 15-04-2025 |
| 2 | 30-05-2025 |
| 3 | 07-08-2025 |
| 4 | 06-09-2025 |
| 5 | 13-11-2025 |
| 6 | 12-12-2025 |
| 7 | 10-02-2026 |
| 8 | 21-03-2026 |

All the meetings were conducted through Physical mode.

## 9. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Ms. Nidhi Sanjaykumar Agarwal, (DIN: 08364168) Non-executive Director of the Company will retire by rotation at the ensuing 43rd Annual General Meeting and being eligible offers himself for reappointment.

None of the directors of the company is disqualified under the provisions of the company Act, 2013 or under the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

## 10. DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received statements from all the Independent Directors confirming their alignment with the independence criteria as stipulated under sub-section (6) of Section 149 of the Companies Act, 2013, as well as under Regulation 16(1)(b) in conjunction with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In adherence to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Non-Executive Independent Directors of the Company have duly registered themselves with the Indian Institute of Corporate Affairs (IICA), Manesar. Furthermore, they have successfully included their names in the database for Independent Directors within the statutory timeline.

The Independent Directors have also affirmed their compliance with Schedule IV of the Companies Act and the Company's established Code of Conduct.

Pursuant to Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors have validated that they possess no knowledge of any circumstances or situations, either current or potential, that could hinder or influence their capacity to fulfil their responsibilities with impartial and objective judgment, free from external influences.

Throughout the year, the Independent Directors of the Company maintained a lack of pecuniary relationships or transactions with the Company, apart from receiving sitting fees, commissions, and reimbursements for expenses related to their participation in meetings of the Board of Directors and its Committees.

## 11. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The Company's Board Members have been given opportunities to acquaint themselves with the Company, its management, and operations. Directors receive necessary documents to enhance their understanding of the Company, its operations, and the industry.

Independent Directors are informed of their roles and responsibilities upon appointment through a formal letter, including engagement terms. Executive Directors and Senior Management provide insights into operations, Company values, and structure for new Non-Executive Directors. This encompasses committee constitution, board procedures, risk management strategies, etc.

Senior management periodically presents on Company operations, plans, strategy, risks, and new initiatives, seeking the Board's input. Directors are briefed on evolving responsibilities and duties. The Board receives summaries of critical regulatory changes.

Weblink for the same is https://aarnavgroup.com/wp-content/uploads/2020/12/Click-here-to-download-26.pdf.

**12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND CRITERIA FOR INDEPENDENT DIRECTORS**

Board Members are selected and appointed based on a comprehensive set of criteria, including ethical standards, personal and professional standing, domain expertise, gender diversity, and specific qualifications pertinent to the role. The evaluation process also incorporates the independence criteria defined in Section 149(6) of the Companies Act, 2013, and Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Following the guidance of the Nomination and Remuneration Committee and in compliance with Section 178(3) of the Companies Act, 2013, and Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has formulated a remuneration policy for Directors, Key Management Personnel (KMPs), and Senior Management.

We affirm that the compensation provided to Directors aligns with the stipulations outlined in the Company's Nomination and Remuneration Policy. Web link for the same is https://aarnavgroup.com/wp-content/uploads/2020/12/Click-here-to-download-25.pdf.

**13. VIGIL MECHANISM:**

The Company has instituted a vigil mechanism, also known as the Whistleblower Policy. This policy empowers employees to bring forth instances of unethical behavior, suspected or actual fraud, or breaches of the Company's Code of Conduct to the attention of management. The adopted mechanism actively encourages individuals to report genuine concerns or grievances. It also ensures protection against any form of retaliation for those utilizing the mechanism. In extraordinary situations, direct access to the Chairman of the Audit Committee is facilitated.

The functionality of this vigil mechanism undergoes periodic reviews by the Audit Committee. It's noteworthy that none of the individuals who have acted as whistleblowers have encountered obstacles in accessing the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company. The weblink for the same is https://aarnavgroup.com/wp-content/uploads/2020/12/Click-here-to-download-17.pdf.

**14. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm and state that

i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

ii. the Directors had 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 and of the profit of the company for that period;

iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv. the Directors had prepared the annual accounts on a 'going concern' basis;

v. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**15. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

In terms of Section 134(5)(e) of the Act, the term Internal Financial Control means the policies and procedures adopted by a company for ensuring orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

Internal Control over Financial Reporting (ICFR) remains an important component to foster confidence in a company's financial reporting, and ultimately, streamlining the process to adopt best practices. Your Company through Internal Audit Program is regularly conducting test of effectiveness of various controls. The ineffective and unsatisfactory controls are reviewed and remedial actions are taken immediately. The internal audit plan is also aligned to the business objectives of the Company which is reviewed and approved by the Audit Committee. Further, the Audit Committee monitors the adequacy and effectiveness of your Company's internal control framework. Adequate internal financial controls are in place which ensures the reliability of financial and operational information. The regulatory and statutory compliances are also ensured.

**16. ANNUAL RETURN**

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return as at March 31, 2025 on its website at www.aarnavgroup.com. By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report. The weblink of Annual Return is https://aarnavgroup.com/wp-content/uploads/2021/09/Click-here-to-download.pdf

**17. SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES / JOINT VENTURE:**

Since the company does not have any Subsidiary / Joint Ventures / Associate Concerns, no financial position of such concern(s) are required to be included in the financial statement.

**18. AUDITORS:**

**a) Statutory Auditors**

As per the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. Nahta Jain & Associates, Chartered Accountants, Ahmedabad (ICAI Registration No. 106801W) were appointed as Statutory Auditorsof the Company for a period of five years from the conclusion of the 41st AGM to the conclusion of the 46stAGM to be heldin 2029

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The report given by the Statutory Auditors on the financial statements of the Company is a part of this Annual Report. There were no qualifications, reservations, and adverse remark or Disclaimer given by the Statutory Auditors in their Report.

**Statutory Auditors Report**
The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the financial year ended on March 31, 2025 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the coming

years.

**b) SECRETARIAL AUDIT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S Ravi Kapoor & Associates, a firm of Company Secretaries in practice, to conduct the Secretarial Audit of the Company for the financial year 2025-2026.

**Secretarial Audit Report**
The Board has duly reviewed the Secretarial Audit Report for the year ended March 31, 2026 on the Compliances according to the provisions of Section 204 of the Companies Act, 2013 and has noted that during the year, the Company does not have any reservation, qualification or adverse remarks. The secretarial Audit Report is attached in **Annexure- A** of this Annual Report.

**Annual Secretarial Compliance Report**
The Company has filed the Annual Secretarial Compliance Report for the year 2025-2026 with the BSE Ltd. The report was received from a Practicing Company Secretary and filed within the stipulated time as specified under Regulation 24A of the SEBI (LODR) Regulations.

**c) INTERNAL AUDITOR**
Pursuant to provision of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and section 179 read with Rule 8(4) of the Companies (Meeting of Board and its Power) rules, 2014 the Company had appointed M/s Mayur B Parikh (Firm Regn. No. 137505W) Chartered Accountants as Internal auditor of the Company for the Financial Year 2025-2026.

**d) COST AUDITORS**
Your Company maintained the required cost records as specified by the Central Government under sub-section (1) of section 148 of the Act. On the recommendation of the Audit Committee, the Board of Directors appointed M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as Cost Auditors of the Company for financial year ended on 31st March 2026.

The remuneration of Cost Auditors has been approved by the Board of Directors on the recommendation of Audit Committee and in terms of the Companies Act, 2013 and Rules thereunder requisite resolution for ratification of remuneration of the Cost Auditors by the members has been set out in the Notice of the 43rd Annual General Meeting of your Company

**19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Pursuant to Section 134(3)(m) of the Companies Act, 2013 and rule 8(3) of the Companies (Accounts) Rules, 2014, the particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are as under:

**A. Conservation of Energy:**

**I. the steps taken or impact on conservation of Energy**

– The company has installed inverters / AC drives to save the power.
  - Other necessary energy conservation measures are taken on day to day basis.
  - The Company has installed various resources saving machineries i.e. Caustic Recovery Plant (CRP) for reuse of Caustic.

**II. the steps taken by the unit for utilizing alternate sources of energy**

- The company has installed hot water collector which enables the reuse of hot water.
- The company has installed power generator system from the Steam based boiler for the power generation for self consumption

**III. the capital investment on energy conservation equipment during the year:- NIL**

**B. Technology Absorption:**

**i. The efforts made towards technology absorption**

- Efforts were made to adopt new technology by installing new improved/developed machines.
- Implemented and successfully executed ERP system

**ii. the benefits derived as a result of above efforts**

- Quality of fabric processed improved by adoption of new technology
- Cost Efficient use
- Increased Productivity and Efficiency
- Data Analysis and Reporting
- Risk analysis and prepare performance reports

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

The company has imported various imported Machineries for Printing Process, Laser Engraving Work, Finishing Processes, etc during the last three years for betterment of Finished quality in terms of Design Sharpness and Brightness and also for smoother and faster cloth processing of Raw Cloth.

**iv. The expenditure incurred on Research and Development during the year: NIL**

**C. The particulars of foreign exchange earnings and outgoes:**

| Foreign Exchange Earnings: | FY 25-26 | FY 24-25 |
|---|---|---|
| FOB Value of Exports (Rs. in Lakh) | 0.00 | 249.19 |
| **Foreign Exchange Outgoes:** | | |
| **C.I.F. Value of Imports (Rs. in lakh)** | | |
| Purchase – Yarn | 3086.50 | 449.35 |
| Raw Materials –Cloth | 0.00 | 0.00 |
| Plant & Machinery | 87.92 | 0.00 |
| Stores & Spares | 145.92 | 162.10 |
| **Expenditure in Foreign Currency (Rs. in Lakh)** | | |
| Foreign Travelling | 32.01 | 15.13 |
| Machinery Repairs | 0.00 | 0.00 |

**20. PUBLIC DEPOSIT**

The company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and the Rules there under are not applicable

**21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The particulars of loans, Guarantees and investments in terms of Section 186 of the Companies Act, 2013 for the financial year under review have been provided in the Notes to Financial Statement which forms part of this Annual Report

**22. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

Except as disclosed elsewhere in this report, no other material changes and commitments which could affect the Company's financial position have occurred between the end of financial year of the Company and date of this report.

**A. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTINGTHE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No significant and material order was passed by any competent authority impacting Company Operation in future.

**23. AUTHORIZED CAPITAL:**

*The authorized share capital of the Company is Rs.69, 47,50,000/- (Rupees Sixty-Nine Crores Forty-Seven Lakhs and Fifty*

*Thousand only) divided into 6,94,75,000 (Six Crore Ninety-Four Lakh Seventy-Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each."*

***24. ISSUED, SUBSCRIBED & PAID-UP CAPITAL***

*The present Paid-up Capital of the Company is Rs. 42,23,86,280/- (Rupees Forty-Two Crore Twenty-Three Lakh Eighty-Six Thousand Two Hundred Eighty Only) divided into 4,22,38,628 (Four Crore Twenty-Two Lakh Thirty-Eight Thousand Six Hundred Twenty-Eight) Equity Shares of Rs. 10/- (Rupees Ten Only) each.*

**25. RISK MANAGEMENT:**

The Management has evaluated various risks like market risk, credit risk liquidity risk etc. The management is however, of the view that none of the above risks may threaten the existence of the Company as robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case any of these risks materialize.

**26. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of section 135 of Companies Act, 2013 are not applicable.

**27. RELATED PARTY TRANSACTIONS:**

It appears that you've provided a statement regarding a company's adherence to ethical standards, transparency, and compliance with various regulations related to related party transactions. In this statement, the company emphasizes that all contracts, arrangements, and transactions with related parties were conducted in the ordinary course of business and on an arm's length basis. They state that there were no material contracts with related parties as defined by the relevant legal provisions.

The company mentions that related party transactions are reviewed and approved by the Audit Committee as required by the law and listing regulations. They also state that they have submitted half-yearly disclosures of related party transactions to the Stock Exchanges in accordance with the listing regulations.

The company has provided a statement of particulars of contracts and arrangements with related parties as per the prescribed format (Form-AOC-2) in the Board Report.

The statement clarifies that there were no significant related party transactions with the company's promoters, directors, management, their relatives, subsidiaries, or associate companies that could potentially conflict with the interests of the company and require shareholders' approval under the Listing Regulations.

The form AOC-2 pursuant to section 134 (3)(h) of the Companies Act, 2013 read with the Rule 8(2) of the Companies (Accounts) Rules 2014 is annexed to this Report as **"Annexure – B".**

**28. FORMAL ANNUAL EVALUATION:**

The Company has established a comprehensive policy for evaluating the performance of the Board, Committees, and individual Directors, encompassing both Independent and Non-Executive Directors, as well as Executive Directors.

In accordance with this policy, the Board has conducted an annual appraisal of its own performance and that of individual Directors, including Independent Directors. Furthermore, Committees of the Board have conducted self-assessments, with the results presented to the Chairman of the Nomination and Remuneration Committee for review.

For the evaluation of Independent Directors, the entire Board, except the Director being evaluated, participated. The performance assessment of the Chairman and Non-Independent Directors was executed by the Independent Directors, who also evaluated the overall performance of the Board.

The evaluation of the Board's functionality encompassed various dimensions, including the degree to which key responsibilities were fulfilled, Board structure, composition, assignment of duties to Committees, effectiveness of Board processes, and information flow.

Directors were evaluated on factors such as their presence and contribution during Board and Committee Meetings, as well as their guidance and support to management outside these meetings. Additionally, the Chairman underwent assessment of critical aspects of their role, including setting the Board's strategic agenda and promoting active engagement among all Board Members.

Evaluation of the Board Committees encompassed the extent of fulfillment of core responsibilities, adequacy of Committee composition, and efficacy of meetings. Independent Directors were appraised based on parameters such as qualifications, experience, knowledge, competence, role fulfillment, teamwork, initiative, commitment, independence, capacity to express impartial viewpoints, attendance, adherence to the Company's Code of Conduct and applicable Code for Independent Directors, comprehension of the Company's operational environment, contribution to strategic decision-making, raising valid concerns to the Board, interpersonal relations with peers and management, impartial assessment of Board performance, unbiased opinions, safeguarding confidential information, and upholding integrity.

The details of the Policy on evaluation of Board's performance are available on the Company's website and can be accessed through the link:

The terms and conditions of appointment of Independent Directors are also available on the Company's website and can be accessed through the link: https://aarnavgroup.com/wp-content/uploads/2020/12/Click-here-to-download-25.pdf. In the opinion of the Board, the Independent Directors of the Company possess the requisite qualifications, experience (including proficiency), expertise and hold highest standards of integrity

**29. PARTICULARS OF EMPLOYEES**

Pursuant to Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the particulars of employees are annexed as **Annexure- C** to this Report.

**30. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place a policy on prevention, prohibition and redressal of Sexual Harassment at workplace in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee has been setup to redress the complaints received on the sexual harassment. All employees of the Company are covered under this policy.

The details of complaints received and disposed of during the financial year 2024-2025 is as follows

| S.No | Particulars | Remarks |
|---|---|---|
| A | Number of complaints of sexual harassment received in the year | NIL |
| B | Number of complaints disposed of during the year | NIL |
| C | Number of cases pending for more than ninety days | NIL |
| D | Number of workshops or awareness programme against sexual harassment carried out | NIL |
| E | Nature of action taken by the employer or District Officer | NIL |

**31. LISTING WITH STOCK EXCHANGE:**

The Company confirms that it has paid the Annual Listing Fees for the year 2026-2027 to BSE and NSE where the Company's Sharesare listed.

**32. INSIDER TRADING REGULATIONS AND CODE OF DISCLOSURE**

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (PIT Regulations), the Company has adopted the "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" ("the Code"). The Code is applicable to Promoters, all Directors, Designated persons and connected Persons and their immediate relatives, who are expected to have access to unpublished price sensitive information relating to the Company. The Company has also formulated a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. The aforesaid Codes are posted on the Company's website and can be accessed by using web link at and is available on our website.

**33. DETAILS OF COMPOSITION OF AUDIT COMMITTEE AND NOMINATION AND REMUNERATION COMMITTEE:**

Details of Composition of various Committees including Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and attendance of members are mentioned in Corporate Governance Report and the same is attached with this report.

**34. CORPORATE GOVERNANCE:**

Your Company has taken adequate steps to ensure compliance with the provisions of corporate governance as prescribed under the Listing Regulations. A separate section on Corporate Governance, forming a part of this Report and the requisite certificate from the practicing Company Secretary confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance as **Annexure-D**

**35. MANAGEMENT DISCUSSION ANALYSIS**

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, the Management's discussion and analysis is set out in this Annual Report as **Annexure E**.

**36. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):**

No corporate insolvency resolution processes were initiated against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

**37. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

It is not applicable to the Company, during the financial year.

**38. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHAR THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:**

During the year under review, the Auditors have not reported to the Audit Committee or the Board, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would be required to be mentioned in the Directors' Report.

**39. SECRETARIAL STANDARDS**

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

**40. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:**

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

**41. FAILURE TO IMPLEMENT CORPORATE ACTIONS:**

During the year under review, no corporate actions were done by the Company, which have failed to be implemented.

**42. CREDIT RATING**

The Company has been awarded BBB (Stable) credit rating for its long-term fund based/CC/TL and A3+ for short term fund based/CC/TL by CARE RATINGS LTD

**43. APPRECIATION:**

Your Board of Directors would like to formally acknowledge and express their gratitude for the valuable contributions made by employees across all tiers within the organization. These contributions have been instrumental in fostering the ongoing expansion and prosperity of the company. Additionally, the Board of Directors extends its sincere appreciation to the business associates, banks, other financial institutions, and shareholders of the company. Their unwavering support has been pivotal in driving the company's growth trajectory.

**PLACE: AHMEDABAD**
**DATE: 07.09.2026**

**AND ON BEHALF OF THE BOARD OF DIRECTORS OF**
**AARNAV FASHIONS LIMITED**

**SD/-**
**CHAMPALAL GOPIRAM AGARWAL**
**CHAIRMAN & WHOLE TIME DIRECTOR**
**DIN: 01716421**

# ANNEXURE – A

**Form No. MR- 3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
**AARNAV FASHIONS LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aarnav Fashions Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 and verified the provisions of the following acts and regulations and also their applicability as far as the Company is concerned during the period under audit:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent of their applicability to the Company;

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(To the extent applicable during the year)**
(d) Securities And Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(These regulations are not applicable to the Company)**
(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021; **(These regulations are not applicable to the Company)**
(f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(These regulations are not applicable to the Company)** and
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(These regulations are not applicable to the Company)**

We have also examined compliance with applicable clauses of the following

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except

1 Pursuant to Regulation 44(3) of SEBI (LODR) Regulation 2015, disclosure of voting result of the Annual General Meeting of the Company held on 30$^{th}$ September, 2025 should have been done within 2 working days. However the Company has made delay in submission of the same with the Stock exchange and thus company has not complied with the provisions s mentioned.

We further report that:

i) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. No Changes took place in the composition of the Board of Directors during the period under review.

ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.

iii) All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

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

**We further report that** during the audit period there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above except as provided in the report.

**Place: Ahmedabad**
**For, Ravi Kapoor & Associates**
**Date: 07$^{th}$ September, 2026**

**Sd/-**
**Ravi Kapoor**
**Company Secretary in practice**
**FCS No. 2587**
**C P No.: 2407**
**UDIN: F002587H001395792**

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

**Annexure A**

To,
The Members
**AARNAV FASHIONS LIMITED**

Our report of even date is to be read along with this letter.

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

2. We have followed the audit practices and process 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. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.

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

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

**Place: Ahmedabad**
**For, Ravi Kapoor & Associates**
**Date: 07th September, 2026**

**Sd/-**
**Ravi Kapoor**
**Company Secretary in practice**
**FCS No. 2587**
**C P No.: 2407**
**UDIN: F002587H001395792**

# ANNEXURE-B

### FORM NO. AOC-2

(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE COMPANIES ACT, 2013 AND RULE 8(2) OF THECOMPANIES (ACCOUNTS) RULES, 2014)

**{FOR THE FINANCIAL YEAR 2025-2026}**

**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 ARMS LENGTH TRANSACTIONS UNDER THIRD PROVISO THERETO**

1. Details of contracts or arrangements or transactions not at arm’s length basis: There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which were not at arm’s length basis.
   (a) Name(s) of the related party and nature of relationship: NA
   (b) Nature of contracts/arrangements/transactions: NA
   (c) Duration of the contracts/arrangements/transactions: NA
   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
   (e) Justification for entering into such contracts or arrangements or transactions: NA
   (f) date(s) of approval by the Board: NA
   (g) Amount paid as advances, if any: NA
   (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: NA

2. Details of material contracts or arrangement or transactions at arm’s length basis

| SR. NO. | PARTICULARS | RPT – 1 | RPT-2 | RPT-3 | RPT-4 |
|---|---|---|---|---|---|
| 1 | **Name(s) of the related party and nature of Relationship** | Aarnav Industries Pvt. Ltd. | | One World Texofab Limited | |
| 2 | **Nature of contracts/ arrangements/ transactions** | Purchase of goods | Sale of Goods | Loan taken | Loan repaid |
| 3 | **Duration of the contracts / arrangements/ Transactions** | F.Y. 2025-2026 | | | |
| 4 | **Salient terms of the contracts or arrangements or transactions including the value, if any** | All transactions entered by the Company are at Market rate and on arms’ length basis | | | |
| 5 | **Date(s) of approval by the Board** | April 15, 2025 | | | |
| 6 | **Amount of Transactions entered (Rs. In Lakhs)** | 61.76 | 143.87 | 1854.01 | 1877.17 |
| 7 | **Amount paid as advances, if any** | N.A. | | | |

Notes:

1. As defined under Regulation 23 of the SEBI (LODR) Regulations, 2015 and the Related Party Transactions Policy adopted by the Board of Directors of the Company, there was no Material Related Party Transaction entered during the Financial Year 2025-2026.

2. All transactions with related parties were in the Ordinary Course of Business and at arm’s length basis and were specifically approved by the Audit Committee and the Board of Directors of the Company.

**PLACE: AHMEDABAD**
**DATE: 07.09.2026**

**AND ON BEHALF OF THE BOARD OF DIRECTORS OF**
**AARNAV FASHIONS LIMITED**

**SD/-**
**MR. CHAMPALAL GOPIRAM AGARWAL**
**CHAIRMAN & WHOLE TIME DIRECTOR**
**DIN: 01716421**

# ANNEXURE-C

## PARTICULARS OF EMPLOYEES

(Pursuant to Section 197(12) read with Rules made thereunder)

**Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.**

**A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

**a) The ratio of remuneration of each director to the median remuneration of employees for the financial year 2025-2026**

| Sr. No. | Name | Designation | Ratio against median Employee' Remuneration |
|---|---|---|---|
| 1. | CHAMPALAL GOPIRAM AGARWAL | Chairman | 10:1 |
| 2. | SUMIT CHAMPALAL AGARWAL | Managing Director | 10:1 |
| 3. | NIDHI SANJAYKUMAR AGGRAWAL | Non-Executive Director | N.A. |
| 4. | SOURABH VIJAY PATAWARI | Independent Director | N.A |
| 5. | KULDEEP ASHOKBHAI SHAH | Independent Director | N.A |
| 6. | MADHUR MURARI TODI | Independent Director | N.A |

Note: For this purpose, sitting fees paid to the Directors have not been considered as remuneration

**b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2025-2026:**

| Sr. No. | Name | Designation | Percentage Increase as compared to Previous Year |
|---|---|---|---|
| 1. | CHAMPALAL GOPIRAM AGARWAL | Chairman | N.A |
| 2. | SUMIT CHAMPALAL AGARWAL | Managing Director | N.A. |
| 3. | NIDHI SANJAYKUMAR AGGRAWAL | Non-Executive Director | N.A. |
| 4. | SOURABH VIJAY PATAWARI | Independent Director | N.A. |
| 5. | KULDEEP ASHOKBHAI SHAH | Independent Director | N.A. |
| 6. | MADHUR MURARI TODI | Independent Director | N.A. |
| 7. | MS. MILEE KAMDAR | Company Secretary and Compliance Officer | N.A. |
| 8. | RADHAKISHAN LEKHARAM SHARMA | Chief financial officer | N.A. |

The median remuneration of the employees of the Company as on 31st March, 2026 was Rs. 3,71,698 per year

**c) During FY 2026, the percentage increased in the median remuneration of employees of the Company as compared to previous year was 0%.**

**d) The number of permanent employees during the year on the rolls of the Company:** 167 Employees

**e) Average percentile increase 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:**

There was no increase or decrease in salaries of employees during the year, so the average percentile is not applicable.

**f) The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.**

It is affirmed that the remuneration paid is as per the Nomination, Remuneration and Board Diversity Policy of the Company.

**B. Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**a) List of top ten employees in terms of remuneration drawn:**

| Name of Employee | Designation | Remuneration Received (Per Month) | Nature of Employment | Qualification & Experience | Date of Commencement of Employment | Age | Last Employment held | % of Equity shares held (As on 31.03. 2026) | Relationship with Director or Manager of the Company, if any |
|---|---|---|---|---|---|---|---|---|---|
| BAJRANGLAL KACHHAWA | MANAGER | 90000 | PERMANENT | 12 PASS | 01-09-2004 | 67 | NIL | 0.00 | NA |
| RABINDRANATH GAYEN | MANAGER | 90000 | PERMANENT | BE MECH/ELEC | 16-12-2021 | 62 | R KUMAR | 0.00 | NA |
| RAJESHKUMAR MALAVIYA | PROD. MANAGER | 90000 | PERMANENT | MA | 22-04-2024 | 54 | KANTI FASHIONS | 0.00 | NA |
| DILIPKUMAR JAGDAMBAPRASAD BAJPAYI | PROD. MANAGER | 100000 | PERMANENT | 12 PASS | 23-03-2019 | 60 | MIKESH INDUSTRIES | 0.00 | NA |
| ABHAYJEET SHITALAPD SINGH | PROD. MANAGER | 100000 | PERMANENT | MSC & 31 YEAR EXPERIENCE | 11-11-1992 | 59 | NIL | 0.00 | NA |
| RAJENDRA PATEL | PROD. MANAGER | 100000 | PERMANENT | FY BA | 20-03-2010 | 45 | MANGAL TEXTILE | 0.00 | NA |
| SEJAL REBELLO | MANAGER | 100000 | PERMANENT | MSW. DLLP | 22-11-2021 | 49 | THE SANDESH LIMITED | 0.00 | NA |
| SANTOSHKUMAR DAS | PROD. MANAGER | 100000 | PERMANENT | BSC. DTC | 01-10-2023 | 46 | CTM TEXTILE MILL | 0.00 | NA |
| SUBHASHPRASAD GOVINDBHAI PATEL | MANAGER | 100000 | PERMANENT | B.SC.-TECH (YEX CHEMISTRY) | 01-04-2020 | 63 | ASARWA MILL | 0.00 | NA |
| RAMESH G.DEORA | MANAGER | 100000 | PERMANENT | B. COM | 01-04-2020 | 53 | SELF BUSINESS | 0.00 | NA |
| DEVANDRA CHHAJED | PURCHASE HEAD | 110000 | PERMANENT | B.A | 03-10-2016 | 76 | CHIRIPAP | 0.00 | NA |
| RAJRENDRA CHOUHAN | PROD. MANAGER | 125000 | PERMANENT | GRADUATE | 22-11-2021 | 65 | HEMLINES EXPORTS | 0.00 | NA |

All above employees are on roll of the Company on permanent basis.

Note:

1. The details of remuneration drawn is on accrual basis.

**b) Employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees:**

There was no such employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees.

c) **Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:**

There was no such employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

d) **Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:**

There was no such employees employed throughout the financial year or part thereof who was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by herself or along with her spouse and dependent children, not less than two percent of the equity shares of the company.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

**PLACE: AHMEDABAD**
**DATE: 07.09.2026**

**AND ON BEHALF OF THE BOARD OF DIRECTORS OF**
**AARNAV FASHIONS LIMITED**

**SD/-**
**MR. CHAMPALAL GOPIRAM AGARWAL**
**CHAIRMAN & WHOLE TIME DIRECTOR**
**DIN: 01716421**

ANNEXURE-D

# CORPORATE GOVERNANCE REPORT

Pursuant to Schedule V (C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on CorporateGovernance for the financial year ended on March 31, 2026 is given below:

## (1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

At Aarnav Fashions Limited we believe that company's philosophy on the code of governance reflects its underlying principles and beliefs regarding how it should operate, manage its affairs, and interact with stakeholders. This philosophy serves as a guiding framework that shapes the company's approach to corporate governance, influencing its decision-making processes and setting the tone for its organizational culture.

At the heart of a company's philosophy on the code of governance is a commitment to transparency and accountability. Companies that prioritize these values recognize the importance of open communication with stakeholders, including shareholders, employees, customers, and regulatory authorities. By embracing transparency, a company demonstrates its willingness to provide accurate and timely information about its financial performance, operations, and potential risks. This not only builds trust among stakeholders but also helps in mitigating risks and preventing potential conflicts of interest.

Furthermore, a company's philosophy on governance often emphasizes the significance of ethical behavior and integrity. Organizations that adhere to a strong ethical framework prioritize fair and responsible business practices. This not only helps in avoiding legal and reputational risks but also fosters a positive work environment and enhances the company's credibility in the eyes of investors, customers, and the wider public.

Your Company ensures correct and timely intimation of disclosures and information as required to be disclosed under the applicable regulations and confirms the compliance of Corporate Governance as contained in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended.

## (2) BOARD OF DIRECTORS

The Board of Aarnav Fashions Limited boasts diversity, including seasoned individuals and experts, entrusted with managing, guiding, and evaluating the company. Acknowledging the importance of a dynamic, independent Board for robust corporate governance, Aarnav Fashions places emphasis on fiduciary duties. The Board's leadership provides strategic direction, impartial insights, and oversees the company's adherence to ethics, transparency, and disclosures. This commitment aligns with stakeholders' long-term interests and the company's sustainable growth objectives. Additionally, the Board invites special attendees when relevant. It ensures management accountability, attainment of long-term goals, and compliance with relevant regulations.

As on 31st March, 2026, the Company has Six Directors. Out of the Six Directors, 2 (two) Executive Directors and 3 (three) Non- executive Independent Directors and 1 (one) Woman Director. The composition of the Board is in conformity with Regulation 17of the Listing Regulations read with Section 149 of the Act.

In adherence to Regulation 26 of the Listing Regulations, it is ensured that none of the Directors hold membership in over 10 committees, excluding those in private limited companies, foreign companies, high-value debt listed entities, and companies under Section 8 of the Act. Furthermore, they do not serve as Chairperson for more than 5 committees across all listed entities where they are Directors. These limitations encompass only the Audit Committee and Stakeholders Relationship Committee in the calculation. Directors have provided information about their directorships, committee memberships, and chairmanships, including any updates. The count of directorships and committee roles for all Directors remains within the specified limits of theAct and Listing Regulations. Detailed information regarding the Board of Directors, as of March 31, 2026, along with their committee roles and any modifications, is provided below.

During the financial year 2025-2026 the Board of Directors met Eight times i.e .

| Sr. No | Date of Meeting |
|---|---|
| 1 | 15-04-2025 |
| 2 | 30-05-2025 |
| 3 | 07-08-2025 |
| 4 | 06-09-2025 |
| 5 | 13-11-2025 |
| 6 | 12-12-2025 |
| 7 | 10-02-2026 |
| 8 | 21-03-2026 |

The gap between two meetings did not exceed one hundred and twenty days as stipulated under Section 173(1) of the Act and Regulation 17(2) of the Listing Regulations and the Secretarial Standards on the Meeting of Board of Directors issued by The Institute of Company Secretaries of India. The necessary quorum was present for all the meetings.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the financial year 2025-2026 and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on 31st March, 2026 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1) (b) of Listing Regulations

**a. COMPOSITION:**

The following is the Composition of the Board as on 31st March, 2026.

| SR. NO | NAME OF DIRECTORS | DESIGNATION | CATEGORY |
|---|---|---|---|
| 1 | CHAMPALAL GOPIRAM AGARWAL | Chairman and Director | Promoter and Executive Director |
| 2 | SUMIT CHAMPALAL AGARWAL | Managing Director | Promoter and Executive Director |
| 3 | NIDHI AGGRAWAL | Director | Non-Executive Director |
| 4 | SOURABH VIJAY PATAWARI | Director | Independent, Non-Executive Director |
| 5 | KULDEEP ASHOKBHAI SHAH | Director | Independent, Non-Executive Director |
| 6 | MADHUR MURARI TODI | Director | Independent, Non-Executive Director |

**b. NUMBER OF BOARD MEETINGS HELD, DATES ON WHICH HELD ARE GIVEN BELOW:**

During the Financial Year 2025-2026, (Seven) Board meetings were held on the following dates.

| SR. NO. | DATE OF MEETING | BOARD STRENGTH | NO. OF DIRECTORS PRESENT |
|---|---|---|---|
| 1 | 15-04-2025 | 6 | 6 |
| 2 | 30-05-2025 | 6 | 6 |
| 3 | 07-08-2025 | 6 | 6 |
| 4 | 06-09-2025 | 6 | 6 |
| 5 | 13-11-2025 | 6 | 6 |
| 6 | 12-12-2025 | 6 | 6 |
| 7 | 10-02-2026 | 6 | 6 |
| 8 | 21-03-2026 | 6 | 6 |

**c. THE NAMES AND CATEGORIES OF THE DIRECTORS ON THE BOARD, THEIR ATTENDANCE AT BOARD MEETINGS HELD DURING THE YEAR UNDER REVIEW AND AT THE LAST ANNUAL GENERAL MEETING ("AGM") ARE GIVEN HEREIN BELOW:**

| SR.NO | NAME OF THE DIRECTOR | NO. OF BOARD MEETING HELD | | | AGM |
|---|---|---|---|---|---|
| | | HELD | ELIGIBLE TO ATTEND | ATTENDED | 30-09-2024 |
| 1 | Champalal Gopiram Agarwal | 8 | 8 | 8 | P |
| 2 | Sumit Champalal Agarwal | 8 | 8 | 8 | P |
| 3 | Nidhi Aggrawal | 8 | 8 | 8 | AB |
| 4 | Sourabh Vijay Patawari | 8 | 8 | 8 | P |
| 5 | Kuldeep Ashokbhai Shah | 8 | 8 | 8 | P |
| 6 | Madhur Murari Todi | 8 | 8 | 8 | P |

P- Attended
AB- Absent

**d. NAME OF OTHER LISTED ENTITIES IN WHICH THE DIRECTOR IS A DIRECTOR AND THE NUMBER OF DIRECTORSHIPS AND COMMITTEE CHAIRMANSHIPS/MEMBERSHIPS HELD BY THEM IN OTHER PUBLIC LIMITED COMPANIES AS ON 31ST MARCH, 2026 ARE GIVEN HEREIN BELOW:**

| NAME OF THE DIRECTORS | NUMBER OF DIRECTORSHIPS IN OTHER PUBLIC COMPANIES* | NUMBER OF COMMITTEES POSITIONS HELD IN OTHER PUBLIC COMPANIES** | | DIRECTORSHIP IN OTHER LISTED ENTITY (CATEGORY OF DIRECTORSHIP) |
|---|---|---|---|---|
| | | MEMBER | CHAIRMAN | |
| Champalal Gopiram - Agarwal | - | - | - | - |
| Sumit Champalal Agarwal | - | - | - | - |
| Nidhi Aggrawal | - | - | - | - |
| Sourabh Vijay Patawari | 2 | 1 | 1 | Chiripal Industries Limited (Independent Director) |
| Kuldeep Ashokbhai Shah | 2 | 4 | 3 | Anjani Synthetics Limited<br>Jay Jalaram Technologies Ltd.<br>(Independent Director) |
| Madhur Murari Todi | 1 | 2 | - | - |

*Number of Directorships do not include Directorships of private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013.

**Only Audit Committee & Stakeholders' Relationship Committee have been considered.

e. **DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:**

Mr. Champalal Agarwal, Director and Chairman is the father of Mr. Sumit Champalal Agarwal. Except for this, none of the other Directors of the Company are inter-se related to each other.

f. **SHARES HELD BY NON- EXECUTIVE DIRECTORS:**

Details of Share held by Non-Executive Directors in the Company as on 31st March, 2026:

| NAME | CATEGORY | NUMBER OF EQUITY SHARES |
|---|---|---|
| NIDHI AGGRAWAL | Non Executive Director | NIL |
| SOURABH VIJAY PATAWARI | Independent, Non-Executive | NIL |
| KULDEEP ASHOKBHAI SHAH | Independent, Non-Executive | NIL |
| MADHUR MURARI TODI | Independent, Non-Executive | NIL |

The company has not issued any convertible instruments.

g. **THE BOARD HAS IDENTIFIED THE FOLLOWING SKILLS/EXPERTISE/COMPETENCIES FUNDAMENTAL FOR THE EFFECTIVEFUNCTIONING OF THECOMPANY WHICH ARE CURRENTLY AVAILABLE WITH THE BOARD:**

The Board engages in regular assessments of its composition to ensure a suitable blend of skills, experience, independence, and knowledge, vital for its ongoing efficacy. A requisite criterion for Board Members involves backgrounds that, when combined, establish a diversified pool of expertise and knowledge, serving the governance and strategic needs of the Company. The Directors have exhibited experience and proficiency pertinent to the Board's supervisory role concerning business and operational matters.

As per the Listing Regulations, the Board of Directors has recognized specific skills, expertise, and competencies essential within the context of its industry and business. These attributes are deemed crucial for the Board to function optimally, considering the company's sector and requirements.

- Knowledge
- Strategic Planning
- Finance
- Risk Management
- Global Business
- Sales and Marketing
- Governance

| SR. NO. | NAME OF DIRECTORS | Knowledge | STRATEGIC PLANNING | FINANCE | RISK MANAGE-MENT | GLOBAL BUSINESS | SALES AND MARKETING | GOVERNANCE |
|---|---|---|---|---|---|---|---|---|
| 1 | CHAMPALAL GOPIRAM AGARWAL | √ | √ | √ | √ | √ | √ | √ |
| 2 | SUMIT CHAMPALAL AGARWAL | √ | √ | √ | √ | √ | √ | √ |
| 3 | NIDHI SANJAYKUMAR AGGRAWAL | √ | - | √ | √ | - | √ | √ |
| 4 | SOURABH VIJAY PATAWARI | - | √ | √ | - | √ | - | √ |
| 5 | KULDEEP ASHOKBHAI SHAH | √ | - | √ | √ | - | √ | - |
| 6 | MADHUR MURARI TODI | - | √ | √ | - | √ | - | - |

**h. BOARD PROCEDURE:**

The agenda is distributed well in advance among the Board members, accompanied by thorough background information concerning agenda items, facilitating well-informed decision-making.

The Company Secretary diligently monitors and oversees Board and Committee proceedings, ensuring adherence to Terms of Reference/Charters, accurate recording of decisions in minutes, and tracking actions based on those decisions. Regular updates and amendments are made to the Terms of Reference/Charters to align the Board and Committee functions and roles with evolving statutes.

The Board plays a pivotal role in shaping the Company's strategy. The Chairman & Managing Director presents a comprehensive overview of the Company's overall performance to the Board on a quarterly basis.

The Board conducts periodic reviews of the Company's strategy, annual business plan, and business performance. Additionally, it evaluates reports on legal compliance, Internal Financial Controls, Financial Reporting Systems, and Meeting Minutes.

The Board also scrutinizes declarations made by the Chairman & Managing Director concerning compliance with all applicable laws and regularly examines related compliance reports on a quarterly cadence. As per the requirements of Part A of Schedule II of the Listing Regulations, the necessary information is furnished to the Board for their consideration whenever applicable.

**i. CODE OF CONDUCT:**

The Company's Board of Directors has established a Code of Conduct that applies to both Board Members and Senior Management Personnel. For the fiscal year 2025-2026, both the Board Members and Senior Management personnel have affirmed their adherence to this code. The Code of Conduct in question has been made available on the Company's website, and a declaration affirming this has been included as an annex and is an integral part of this report.

Besides receiving remuneration as entitled under the Act for their roles as Non-Executive Directors and the reimbursement of expenses incurred in fulfilling their duties, none of the Non-Executive Directors maintains any significant pecuniary relationshipsor undertakes transactions of material consequence with the Company, its Promoters, Directors, Senior Management, or its Subsidiaries. The Senior Management of the Company has duly informed the Board that no material financial or commercial transactions exist between themselves and the Company that might lead to potential conflicts of interest on a larger scale within the Company.

**j. CONDUCT FOR PREVENTION OF INSIDER TRADING & CODE OF CORPORATE DISCLOSURE PRACTICES:**

The Code of Conduct governing the Regulation, Supervision, and Reporting of trades by Designated Individuals ("the Code") applies to Promoters and the Promoter's Group, Key Managerial Personnel, all Directors, and Designated Persons, including Connected Persons, who are likely to access unpublished price-sensitive information pertaining to the Company. Ms. Milee Kamdar serves as the Compliance Officer responsible for overseeing compliance with these Regulations. Throughout the reviewed financial year, full compliance with the aforementioned code has been upheld.

This above-mentioned Code is displayed on the Company’s website viz https://aarnavgroup.com/wp-content/uploads/2020/12/Click-here-to-download-24.pdf.

**k. INDEPENDENT DIRECTORS:**

The Independent Directors of the company have been appointed in accordance with the stipulations of the Companies Act, 2013, and the Listing Regulations. The company has obtained a declaration from the Independent Directors, verifying their fulfillment of the independence criteria outlined in Section 149(6) of the Act, along with Regulation 16(1)(b) of the Listing Regulations. In adherence to Regulation 25(8) of the Listing Regulations, the Independent Directors have affirmed that they possess no knowledge of any prevailing or foreseeable circumstances that could hinder their ability to perform their duties, emphasizing their independence from the management.

Throughout the year, there have been no instances of Independent Directors stepping down before the conclusion of their tenure, thereby eliminating the necessity for any related disclosures.

**l.** Separate meeting of the independent directors:

During the year under review, the Independent Directors met on February 10, 2026, without the attendance of Non-independent Directors and members of the Management for:

i) Reviewing the performance of Non-independent Directors and the Board as a whole;

ii) Reviewing the performance of Chairperson of the Company, taking into account the views of the Executive Directors and Non-executive Directors;

iii) Assessing the quality, quantity and timeliness of flow of information between the Company Management and the boardthat is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Further during the year no independent director has resigned before the expiry of his term.

**i. Familiarization Programme for Independent Directors**

The Company familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates etc., through various programmes. These include orientation programme upon induction of new Director as well as other initiatives to update the Directors on an ongoing basis.

Further, the Company also makes periodic presentations at the Board and Committee meetings on various aspects of the Company's operations including on Health and Safety, Sustainability, Performance updates of the Company, Industry scenario, Business Strategy, Internal Control and risks involved and Mitigation Plan.

The details of the Familiarization Programme for Independent Directors is disclosed on the Company's website at the web link: https://aarnavgroup.com/wp-content/uploads/2021/09/Details-of-Familiarization-Programme.pdf.

## (3) COMMITTEES OF THE BOARD:

The committees constituted by the Board play an important role on the governance structure of the Company. The committees are in line with the Listing Regulations and Companies Act, 2013.

**COMPOSITION OF COMMITTEES OF DIRECTORS AND THEIR ATTENDANCE AT THE MEETINGS:**

Company has the following Committees:

A) Audit Committee

B) Nomination and Remuneration Committee

C) Stakeholder Relationship Committee

## A. AUDIT COMMITTEE

The composition of the Audit Committee along with the details of the meetings held and attended during the financial year as on 31st March, 2026, are given below.

Meetings, Members and Attendance

The details of attendance of Members are as under:

| NAME OF MEMBER | CATEGORY | STATUS | NO OF MEETINGS | |
|---|---|---|---|---|
| | | | HELD | ATTENDED |
| Kuldeep Ashokbhai Shah | Non-Executive - Independent Director | Chairman | 5 | 5 |
| Madhur Murari Todi | Non-Executive - Independent Director | Member | 5 | 5 |

| | | | | |
|---|---|---|---|---|
| Sourabh Patawari Vijay | Non-Executive - Independent Director | Member | 5 | 5 |

During the Financial Year 2025-2026 the Committee held 5 (Five) meetings as follows:

| Sr. No | Date of Meeting |
|---|---|
| 1 | May 30, 2025 |
| 2 | August 07, 2025 |
| 3 | September 06, 2025 |
| 4 | November 13, 2025 |
| 5 | February 10, 2026 |

Ms. Milee Chandresh Kamdar, acted as Company Secretary to the Committee.

The Statutory Auditors, Company Secretary and C.F.O. are invitees to the Audit Committee Meetings. The Company Secretary is in attendance at these Meetings. All members are financially literate. Members of the Audit Committee have accounting and financial management expertise.

The Chairman of the Audit Committee attended the AGM held on September 30, 2025 to answer the shareholders queries.

**TERMS OF REFERENCE OF AUDIT COMMITTEE**

The Audit Committee of the Company performs the following functions:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that thefinancial statement is correct, sufficient and credible.
- Reviewing and recommending for approval of the Board. Business plan, corporate annual budget and revised estimates.
- Recommending to the Board, the appointment, re-appointment, replacement, remuneration, terms of appointment ofthe statutory auditor and the fixation of the audit fee.
- Reviewing with the management, the quarterly, half-yearly, annual financial statements and auditor's reports thereon, before submission to the Board for approval.
- Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions.
- Approval or any subsequent modification of transactions of Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances.
- Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal controlsystems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing andseniority, of the official heading the department, reporting structure coverage and frequency of internal audit.
- Approval of appointment of the chief financial officer after assessing the qualifications, experience, background etc.
- To have full access to the information contained in the records of the Company.
- Carrying out any other function as provided under the Act, Listing Regulations and other applicable laws.
- To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time totime.

- Review Management discussion and analysis of financial condition and result of operations. Review statement ofsignificant related party transactions.
- Review all material transactions with related parties to be disclosed every quarter along with the compliance report oncorporate governance.
- Review on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each omnibus approval given.
- Review internal audit reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the chief internal auditor.

### B. NOMINATION AND REMUNERATION COMMITTEE:

As on March 31st, 2026 the Nomination & Remuneration Committee comprises of Members as stated below. The composition ofthe Committee is in conformity with the Listing Regulations.

Meetings, Members and Attendance

During the Financial Year 2025-2026 the Committee held 1 (One) meeting

| Sr. No | Date of Meeting |
|---|---|
| 1 | September 06, 2025 |

The details of attendance of Members are as under:

| NAME OF MEMBER | CATEGORY | STATUS | NO OF MEETINGS | |
|---|---|---|---|---|
| | | | HELD | ATTENDED |
| Madhur Murari Todi | Non-Executive - Independent Director | Chairman | 1 | 1 |
| Kuldeep Ashokbhai Shah | Non-Executive - Independent Director | Member | 1 | 1 |
| Sourabh Patawari Vijay | Non-Executive - Independent Director | Member | 1 | 1 |

Ms. Milee Chandresh Kamdar, acted as Company Secretary to the Committee.

**TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE**

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors. Specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board, by the Human Resources, Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordancewith the criteria laid down and to recommend to the Board their appointment and / or removal.
- Consider extension or continue the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors.
- Recommend / review the remuneration of Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- Review information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

- Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutorynotification, amendment or modification as may be applicable.

**POLICY FOR REMUNERATION TO DIRECTOR/ KEY MANAGERIAL PERSONNEL**

The Remuneration Policy for directors and senior management are placed on the website of the Company website. The weblink for the policy is http://aarnavgroup.com/company-policies.

**Details of remuneration for the year ended on 31st March, 2026**

1. **Executive Director**

   Details of remuneration paid to the Executive Directors of the Company during the year ended March 31, 2026 are as under:

| Sr. No | Name of Director | Salary & Allowances (Amt. in Rs.) |
|---|---|---|
| 1 | Champalal Gopiram Agarwal | 42,00,000 |
| 2 | Sumit Champalal Agarwal | 48,00,000 |

2. **Non-Executive / Independent Directors:**

   During the year ended 31st March 2026, the Company has paid remuneration to Non-Executive Directors by way of sitting fees for attending meetings of Board.

| Sr. No | Name of Director | Sitting Fees (Amt. in Rs.) |
|---|---|---|
| 1 | Madhur Murari Todi | 30,000 |
| 2 | Kuldeep Ashokbhai Shah | 30,000 |
| 3 | Sourabh Patawari Vijay | 30,000 |
| 4 | Nidhi Aggrawal | 30,000 |

3. **Performance Evaluation**

   The performance evaluation criteria for Independent Directors along with the evaluation framework is determined by the Nomination and Remuneration Committee, basis which the performance of the Independent Directors is evaluated.

4. **Service Contract, Notice Period and Severance Fees.:-**

   The employment of Managing Director is contractual in nature. Notice period is Nil and Severance Fees is N.A.

5. **Stock Option details if any:- Nil**

**C. STAKEHOLDER RELATIONSHIP COMMITTEE:**

Meetings, Members and Attendance

During the Financial Year 2025-2026 the Committee held 1 (One) meeting.

| Sr. No | Date of Meeting |
|---|---|
| 1 | February 10, 2026 |

The details of attendance of Members are as under:

| NAME OF MEMBER | CATEGORY | STATUS | NO OF MEETINGS | |
|---|---|---|---|---|
| | | | HELD | ATTENDED |
| Sourabh Patawari Vijay | Non-Executive - Independent Director | Chairman | 1 | 1 |
| Kuldeep Ashokbhai Shah | Non-Executive - Independent Director | Member | 1 | 1 |
| Madhur Murari Todi | Non-Executive - Independent Director | Member | 1 | 1 |

Ms. Milee Chandresh Kamdar, acted as Company Secretary to the Committee.

## TERMS OF REFERENCE OF STAKEHOLDERS' RELATIONSHIP COMMITTEE

- Approve issue of duplicate shares / debentures certificates.
- Oversee the performance of the Company's Registrar and Share Transfer Agent.
- Consider, resolve and monitor various aspects of interest of shareholders, including the redressal of investors' / shareholders' / security holders' grievances related to transmission of securities, non-receipt of annual reports, non- receipt of declared dividend, issue new / duplicate certificates, general meetings and so on.
- Review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent and recommend methods to upgrade the service standards adopted by the Company.
- Review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.
- Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

## REMUNERATION OF DIRECTORS

- ✓ None of the directors have drawn any remuneration by way of salary or stock option except remuneration paid to Non- Executive Directors by way of sitting fees for attending meetings of Board.
- ✓ No other performance linked incentives or any other fees are paid to any of the Directors.
- ✓ The Company has not entered into any Service Contract with any of the Directors
- ✓ there is no notice period for any Directors of the Company
- ✓ The Company does not pay any severance fees to any of the Directors

Stock option details, if any and whether issued at a discount as well as the period over which accrued and over whichexercisable: Not Applicable

## COMPLIANCE OFFICER / COMPANY SECRETARY

**Ms. Milee Chandresh Kamdar**
***Company Secretary***
***Address: 1, New Cloth Market, O/s Raipur Gate, Raipur, Ahmedabad-380002, Gujarat mail: cs@aarnavgroup.com***

Complaints received and redressed by the Company during the financial year 2025-2026

| NO OF SHAREHOLDERS COMPLAINTS RECEIVED | NO. OF COMPLAINTS NOT SOLVED TO SATISFACTION OF SHAREHOLDERS | NO. COMPLAINTS SOLVED TO THE SATISFACTION OF SHAREHOLDERS | NO. OF COMPLAINTS PENDING |
|---|---|---|---|
| 0 | 0 | 0 | 0 |

**D. GENERAL BODY MEETINGS:**

DETAILS OF THE ANNUAL GENERAL MEETING HELD DURING THE PRECEDING 3 YEARS AND SPECIAL RESOLUTIONS PASSED THERE AT GIVEN BELOW

| FINANCIAL YEAR | PLACE OF MEETING | DATE OF MEETING | DETAILS OF SPECIAL RESOLUTION PASSED |
|---|---|---|---|
| 2024-2025 | Survey No. 302, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405 | 30th day of September, 2025 at 3:00 P.M. | NIL |
| 2023-2024 | Survey No. 302, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405 | 30th day of September, 2024 at 3:00 P.M. | To Reappointment of Mr. Sumit Champalal Agarwal, (DIN: 00356863), as the Managing Director of the Company and payment of Remuneration. |
| 2022-2023 | Survey No. 302, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405 | 30th day of September, 2023 at 3:00 P.M. | • Re-Appointment of Mr. Saurabh Vijay Patawari (DIN:08364509) as an Independent Director of the Company.<br>• Re-Appointment of Mr. Kuldeep Ashokbhai Shah (DIN: 08365637) as an Independent Director of the Company.<br>• Re-Appointment of Mr. Madhur Murari Todi (DIN: 02343422) as an Independent Director of the Company. |

**POSTAL BALLOT**: The Company did not conduct any business through Postal Ballot during the year under review and Company has not proposed to pass any special resolution through postal ballot in the current year.

**E. MEANS OF COMMUNICATION**

**FINANCIAL RESULTS**: The Quarterly, Half Yearly and Annual Results are regularly submitted to the BSE Limited (BSE) as well as uploaded on the Company's website and are published in newspapers, namely the Western Times (English and Gujarati). Additionally, the results and other important information are also periodically updated on the Company's website (www.aarnavgroup.com) in the "Investors" section.

**WEBSITE:** The Company's website www.aarnavgroup.com is a comprehensive reference on its leadership, management, vision, policies, corporate governance, sustainability and investor relations. The Members can access the details of the Board, the Committees, Policies, Board committee Charters, financial information, statutory filings, Shareholding information etc.

**ANNUAL REPORT:** The information regarding the performance of the Company is shared with the shareholders vide the Annual Report. The Annual Report for FY 2025-2026 is being sent to all members who had registered their email-ids for the purpose of receiving documents / communication in electronic mode with the Company and / or Depository Participants. The Annual Reports are also available in the "Investors" section on the Company's website www.aarnavgroup.com

**CORPORATE FILING**: Announcements, Quarterly Results, Shareholding Pattern etc. of the Company are regularly filed by the Company with BSE Ltd. and are also available on the website of the Company.

**ELECTRONIC COMMUNICATION:** The Company had during FY 2025-2026 sent various communications including Annual Reports, by email to those shareholders whose email addresses were registered with the Company / Depositories. In support of the 'Green Initiative' the Company encourages Members to register their email address with their Depository Participant or the Company, to receive soft copies of the Annual Report, Notices and other information disseminated by the Company, on a real- time basis without any delay.

**F. GENERAL SHAREHOLDER INFORMATION:**

| | | |
|---|---|---|
| A. | **ANNUAL GENERAL MEETING (AGM) FOR FY 2025-2026** | |
| | Date | September 30, 2026 |
| | Time | 03:00 P.M. |
| | Venue | Survey No. 302-305, Isanpur Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405 at 03.00 P.M. |
| B. | **FINANCIAL CALENDAR FOR 2026-2027 (TENTATIVE)** | |
| | Financial year ending | 31st March, 2026 |
| | First Quarter Results (June, 2026) | On or before 14th August, 2026. |
| | Second Quarter Results (September, 2026) | On or before 14th November, 2026. |
| | Third Quarter Results (December, 2026) | On or before 14th February, 2027. |
| | Approval of Annual Account (2026-2027) | On or before 30th May, 2027. |
| C. | **LISTING ON STOCK EXCHANGE:** | BSE Limited<br>Phiroze Jeejeebhoy Towers<br>Dalal Street<br>Mumbai- 400001<br><br>National Stock exchange of India Limited<br>Exchange Plaza, C-1, Block -G<br>Bandra Kurla Complex,<br>Bandra (E), Mumbai -400051 |
| D. | **PAYMENT OF ANNUAL LISTING FEES** | Company has paid Annual Listing Fees for the financial year 2026-2027 |
| | (ii) Stock Code/Scrip Code | 539562 |
| | (iii) ISIN Number | INE750R01016 |
| E. | **MARKET PRICE DATA: HIGH, LOW, DURING EACH MONTH IN LAST FINANCIAL YEAR** | The high/Low market price of the shares during 2025-2026 at the BSE were as under: |

| From April 01, 2025 till March 31, 2026 | | |
|---|---|---|
| **MONTH & YEAR** | **HIGH RS.** | **LOW RS.** |
| Apr-25 | 54 | 42.3 |
| May-25 | 55.65 | 47 |
| Jun-25 | 56.8 | 43 |
| Jul-25 | 47.9 | 41.8 |
| Aug-25 | 46.4 | 37.45 |
| Sep-25 | 44 | 36.57 |
| Oct-25 | 38.19 | 33.26 |
| Nov-25 | 49.2 | 35 |
| Dec-25 | 39.9 | 29 |
| Jan-26 | 30.44 | 24.4 |
| Feb-26 | 31 | 26.53 |
| Mar-26 | 31.84 | 21 |

The Company's equity shares are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited.

| | | |
|---|---|---|
| F. | **REGISTRAR AND TRANSFER AGENTS FOR SHARES** | MCS SHARE TRANSFER AGENT LIMITED<br>Address: 101, SHATDAL COMPLEX, OPP. BATA SHOW ROOM, ASHRAM ROAD, AHMEDABAD-380009<br>Tel. No.: (079)26580461 / 62 / 63<br>E-mail: mcsstaahmd@gmail.com<br>Website: www.mcsregistrars.com |
| G. | **PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES SUCH AS BSE SENSEX** | Not Applicable |

The Annual Listing Fees for the year 2026-2027 has been paid to BSE and NSE

**G. SHARE TRANSFER SYSTEM:**

SEBI and Ministry of Corporate Affairs ('MCA') during FY 2018-19, have mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form, except in case of requests received for transmission or transposition and re-lodged transfer of securities. Therefore, necessary intimation was sent by the Company to the members regarding the restriction on transfer of securities in the physical form and members holding shares in physical form were requested to consider converting their shareholding to dematerialised form within the due date. Further SEBI vide circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue securities in dematerialised form only while processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

Now share transactions in electronic form can be affected in a much simpler and faster manner. After a confirmation of a sale/purchase transaction from the broker, shareholders should approach the Depository Participants ('DP') with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers.

Shareholders should communicate with the Company's Registrars and Transfer Agents ('RTA') quoting their folio number or Depository Participant ID ('DP ID') and Client ID number, for any queries relating to their securities at the above-mentioned addresses or at their branch offices, addresses of which are available on their website or at the Registered Office of the Company.

**H. NOMINATION**

Individual shareholders holding shares in physical form either singly or jointly can nominate a person in whose name the shares shall be transferable in case of death of the registered Shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the by-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent

**I. RECONCILIATION OF SHARE CAPITAL AUDIT:**

M/S Ravi Kapoor and Associates, Company Secretary-in-Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

**J. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2026:**

| Share Holding | No of Holders | % age | No of Shares | % age |
|---|---|---|---|---|
| Upto 500 | 22933 | 89.4004 | 2063374 | 4.8850 |
| 501 to 1000 | 1331 | 5.1887 | 1007918 | 2.3862 |
| 1001 to 2000 | 706 | 2.7522 | 1041768 | 2.4664 |
| 2001 to 3000 | 219 | 0.8537 | 553441 | 1.3103 |
| 3001 to 4000 | 96 | 0.3742 | 340942 | 0.8072 |

| | | | | |
|---|---|---|---|---|
| 4001 to 5000 | 74 | 0.2885 | 342816 | 0.8116 |
| 5001 to 10000 | 127 | 0.4951 | 937944 | 2.2206 |
| Above 10000 | 166 | 0.6471 | 35950425 | 85.1127 |
| **Grand Total** | **25652*** | **100.0000** | **42238628** | **100.0000** |

*Duplicate PAN have been merged.

**K. CATEGORY OF SHAREHOLDING AS ON 31ST MARCH, 2026:**

| SR. NO | PARTICULARS | NO OF ACCOUNTS | HOLDING | % TO CAPITAL |
|---|---|---|---|---|
| 1 | Promoter-individual | 2 | 1,87,76,427 | 44.45 |
| 2 | Promoter Group | 9 | 93,26,043 | 22.08 |
| 3 | Body Corporates | 29 | 9,06,313 | 2.15 |
| 4 | Individuals | 25882 | 11,846,520 | 28.05 |
| 5 | HUF | 161 | 5,42,276 | 1.28 |
| 6 | NRIs WITHOUT REPATRIATION BENEFITS | 20 | 13,301 | 0.03 |
| 7 | NRIs WITH REPATRIATION BENEFITS | 20 | 25,463 | 0.06 |
| 8 | Unclaimed Demat Suspense Account | 1 | 7,09,308 | 1.68 |
| 9 | Clearing Member | 4 | 92977 | 0.22 |
| **TOTAL** | | **26,128** | **42,238,628** | **100.00** |

**L. DEMATERIALISATION OF SHARES:**

The Company's Equity Shares are held in dematerialized form by National Securities Depository Ltd. (NSDL) and Central Depository Services India Ltd. (CDSL) under ISIN No. **INE750R01016**. As on 31st March, 2026, 99.92% of the total shares of the Company have been dematerialized. The shareholders holding shares in physical form are requested to dematerialize their shares as the Company's shares are required to be compulsorily traded at the stock exchanges in dematerialized form only. The shares of the Company are regularly traded at the BSE Limited.

**M. OUTSTANDING GDRS / ADRS / WARRANTS AND OTHER CONVERTIBLE INSTRUMENTS, CONVERSION DATES AND LIKELY IMPACT ON EQUITY**

The Company has not issued any GDRs / ADRs / Warrants and other Convertible instruments.

**N. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:** Not Applicable

**O. ADDRESS FOR CORRESPONDENCE**

| | |
|---|---|
| Registered Office | Survey No. 302-305, Isanpur, Narol-Vatva Road, Ahmedabad – 382405 (India). |
| Tel No. | 079-29702983 |
| Email | aarnavfashions@gmail.com |

**P. UNCLAIMED SUSPENSE ACCOUNT:**

As required by Regulation 34(3) read with Para F of Schedule V of the Listing Regulations, the details of Demat SuspenseAccount/ Unpaid Suspense Account are disclosed here:

| SR. NO. | PARTICULAR | NO. OF SHAREHOLDERS | OUTSTANDING SHARES (FACE VALUE OF `10) |
|---|---|---|---|
| 1 | Aggregate number of Shareholders and the Outstanding Shares in the Suspense Account lyingat the beginning of the year. | 8 | 709308 |
| 2 | Subsequently transferred to Demat Suspense Account. | - | - |
| 3 | Total | 8 | 709308 |

During the year no shareholder approached the company to transfer share from Demat Suspense Account.

**Q. LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY:**

Credit ratings obtained by the Company during the relevant financial year, for facilities specified in the table below are as follows:-

| NAME OF ENTITY | INSTRUMENT | RATING |
|---|---|---|
| CARE RATINGS LTD | Long term rating | BBB (Stable) |
| CARE RATINGS LTD | Short term rating | A3+ |

**R. DIVIDEND HISTORY (LAST 10 YEARS)**

| FINANCIAL YEAR | DIVIDEND PER SHARE |
|---|---|
| 2019-2020 (Final Dividend) | 0.50 |
| 2020-2021 (Final Dividend) | 0.50 |
| 2021-2022 (Interim Dividend) | 0.50 |
| 2023-2024 (Final Dividend) | 0.50 |

**(4) DISCLOSURES:**

**I. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three Financial Years**

The Company has complied with all the requirements of the Stock Exchanges as well as the regulations and guidelines of SEBI and other regulatory authorities. Consequently, no penalties were imposed or strictures passed against the Company by SEBI, Stock Exchanges.

**II. Compliance with Accounting Standards:**

In preparation of the Financial Statements, the Company has followed the Accounting standards applicable to the Company.

**III. CEO/ CFO Certification:**

The Chief Financial Officer of the Company has furnished the requisite Certificates to the Board of Directors as per Listing Regulations as **Annexure – F**.

**IV. Internal Control System and their adequacy:**

The Company has adequate internal control procedures commensurate with its size and nature of business. The Company has appointed Internal Auditors who audit the adequacy and effectiveness of the internal controls laid down by the management and suggest improvements. The Audit Committee of the Board of Directors periodically reviews the audit plans, internal audit reports and adequacy of internal controls and risk management.

**V. Related Party Transactions:**

The Company did not enter into any materially significant related party transactions, which had potential conflict with the interest of the Company at large. The related party transactions entered into with the related parties as defined under the Companies Act, 2013 and as per Listing Regulations during the financial year were in the ordinary course of business and the same have been approved by the Audit Committee/ Board of Directors. The Board of Directors has approved a policy of related party transactions which has been uploaded on the website of the Company. The weblink for the same is https://aarnavgroup.com/wp-content/uploads/2020/12/Click-here-to-download-21.pdf.

**VI. Risk Management:**

The Company recognizes that risk is an integral part of any business activity. The Company is aware of the risks associated with the business and has well defined process in place to ensure appropriate identification and treatment of risk. This will facilitate not only risk assessment and timely rectification but also help in minimization of risk associated with any strategic, operational, and financial and compliance risk across all business operations. There are no risks which in the opinion of the board threatens the existence of the company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Annual Report.

**VII. Vigil Mechanism (Whistle Blower Policy):**

The Company has a vigil mechanism called "Whistle Blower Policy" with a view to provide a mechanism for Directors and employees of the Company to raise concerns of any violations of any legal or regulatory requirement, incorrect or misrepresentation of any financial statement and reports etc. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. All employees have been provided direct access to the Audit committee. Further, the details of the policy are also posted on the website of the Company. The weblink for the same is https://aarnavgroup.com/wp-content/uploads/2020/12/Click-here-to-download-17.pdf.

**VIII.** The Company is not having commodity price risk or foreign exchange risk and not involved in hedging activities.

**IX.** The Company has no material subsidiary. The Company has fully complied with the mandatory requirements of SEBI (LODR) Regulations, 2015.

**X.** There were no circumstances where board had not accepted any recommendation of any committee of the Board during the year.

**XI.** There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule V read with Regulation 34(3) of SEBI LODR Regulations.

**XII.** The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**XIII.** A certificate from M/s Ravi Kapoor & Associates, Practicing Company Secretaries has been received stating that none of the directors on the board of the company are debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**XIV.** Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). : Not Applicable

**XV. Auditor's Fees:**

Total fees for all services paid by the listed entity, on a consolidated basis, to the statutory auditor is a part is follows:

(Amount in Lakh)

| Particulars | For the year ended on March 31, 2026 | For the year ended on March 31, 2025 |
|---|---|---|
| Payment to the Auditors comprise | | |
| (a) To Statutory auditors | 7.50 | 6.00 |
| (b) Tax Audit Fees | 1.50 | 1.50 |
| Other Matter | 0.61 | 3.00 |
| Total | 9.61 | 10.5 |

**XVI. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and Redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

Details of Complaints under the act during the financial year 2025-2026.

a. number of complaints filed during the financial year -Nil
b. number of complaints disposed of during the financial year -Nil
c. number of complaints pending as on end of the financial year –Nil

The Company has not received any complaints on sexual harassment.

The Company has complied with all the mandatory requirements specified in regulation 17 to 27 regulation 46 of Listing Regulations. The Corporate Governance Report of the Company for the year ended 31st March, 2026 are in compliance with the requirements of Corporate Governance under Listing Regulations. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies inwhich directors are interested by name and amount':

The company has not given loans to advances to any firms/companies in which directors are interested.

**XVII. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:-** N.A.

**XVIII. CERTIFICATE ON CORPORATE GOVERNANCE**

A Compliance certificate from Mr. Ravi Kapoor, Proprietor of M/s. Ravi Kapoor & Associates, Practicing Company Secretary, Ahmedabad pursuant to Schedule V of the Listing Regulations regarding compliance of conditions of Corporate Governance is attached as **Annexure – G** in this report.

**(5) THE STATUS OF ADOPTION OF THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II IS AS UNDER: -**

**SHAREHOLDERS RIGHTS:**

Extract of the Quarterly, Half Yearly and Annual Financial Results of the Company are published in the Newspaper and are also posted on Company's website www.aarnavgroup.com.The complete Annual Report is sent to each and every Shareholder of the Company whose mail id is registered with the Company.

**MODIFIED OPINION IN AUDITORS REPORT**

The Company's financial statement for the year ended 31st March, 2026 does not contain any modified Audit opinion.

**REPORTING OF INTERNAL AUDITOR:**

The Internal Auditor of the Company reports to the Audit Committee.

**PLACE: AHMEDABAD**
**DATE: 07.09.2026**

**AND ON BEHALF OF THE BOARD OF DIRECTORS OF**
**AARNAV FASHIONS LIMITED**

**Sd/-**
**MR. CHAMPALAL GOPIRAM AGARWAL**
**CHAIRMAN & WHOLE TIME DIRECTOR**
**DIN: 01716421**

Aarnav
inspiring textiles

# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**[pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,
The Members of
AARNAV FASHIONS LIMITED
Survey No. 302-305, Isanpur,
Gopi Compound, Narol - Vatva Road, Narol,
Ahmedabad-382405.

We have examined online the relevant registers, records, forms, returns and disclosures received from the Directors of AARNAV FASHIONS LIMITED having CIN L17100GJ1983PLC028990 and having registered office at Survey No. 302-305, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405, (hereinafter referred to as the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| SR. NO. | NAME OF DIRECTOR | DIN | DATE OF APPOINTMENT IN COMPANY |
|---|---|---|---|
| 1 | Sumit Champalal Agarwal | 00356863 | 08/01/2019 |
| 2 | Champalal Gopiram Agarwal | 01716421 | 08/01/2019 |
| 3 | Madhur Murari Todi | 02343422 | 16/03/2019 |
| 4 | Nidhi Sanjaykumar Aggrawal | 08364168 | 21/02/2019 |
| 5 | Sourabh Vijay Patawari | 08364509 | 21/02/2019 |
| 6. | Kuldeep Ashokbhai Shah | 08365637 | 21/02/2019 |

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

**Place: Ahmedabad**
**For, Ravi Kapoor & Associates**
**Date: 07th September, 2026**

**Sd/-**
**Ravi Kapoor**
**Company Secretary in practice**
**FCS No. 2587**
**C P No.: 2407**
**UDIN: F002587H001395847**

# ANNEXURE-E

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## Global Economy

The global economy has held up better than many expected. The IMF's latest estimates put 2025 growth at around 3.2%, easing only slightly to 3.1% in 2026, helped along by front-loaded trade activity ahead of tariff changes, softer effective tariff rates, and easier financial conditions in several major economies. Advanced economies are tracking growth of roughly 1.5–1.6%, while emerging and developing economies remain the primary growth engine at just above 4%.

The US economy has continued to show resilience, supported by steady consumer spending and a gradually easing interest rate environment, with growth expected near 2.4% in 2026. The Eurozone remains the relative laggard among major blocs, still weighed down by soft industrial demand and structural rigidities in labour and capital markets. China continues to “normalise” toward more moderate, lower single-digit growth as stress in its property sector persists.

Global headline inflation has continued to cool, estimated at around 4.1% for 2025 and projected to ease further to roughly 3.8% in 2026. That said, the path isn't perfectly smooth — geopolitical tensions, including the conflict in the Middle East, and shifting trade policy remain the key swing factors that could push growth or inflation off course. On balance, 2025-26 has been a story of cautious resilience: growth holding up better than feared, inflation trending the right way, but with real downside risk still on the table.

## Indian Economy

India's growth story has, if anything, strengthened over the past year. Real GDP grew 7.8% in Q1 FY 2025-26 — a five-quarter high at the time — and then surprised further with 8.2% growth in Q2, comfortably ahead of the RBI's own projections. On the back of this momentum, the RBI has revised its full-year FY 2025-26 growth forecast upward more than once, moving from 6.5% to 6.8% and then to 7.3%, with some private estimates now running closer to 7.6%.

This acceleration has been driven by resilient private consumption (up nearly 7.9% in Q2), a pickup in investment activity, and tailwinds from the GST rate rationalisation effective September 2025, softer crude prices, and continued monetary easing. Manufacturing (up 9.1% in Q2) and financial, real estate and professional services (up over 10%) have been standout performers, while agriculture posted a more moderate 3.5%.

Inflation has been the other bright spot for the year — CPI inflation fell to an eight-year low of around 1.6% by mid-2025 before ticking up modestly, staying comfortably within the RBI's target band and giving the central bank room to keep policy supportive. India's external position has also improved, with the current account deficit narrowing on the back of strong services exports and record remittance inflows.

Looking ahead to FY 2026-27, growth is expected to moderate somewhat but remain robust, with RBI projections pointing to around 6.6–6.9% and the IMF's latest estimate for India at roughly 6.3–6.5%. India's ambition to sustain close to 8% annual growth on the road to its 2047 developed-economy goal remains intact, though it will continue to hinge on lifting capital formation and deepening participation in global value chains.

## Outlook — Macroeconomics

India's position as the world's fourth-largest economy, with a GDP of about USD 4 trillion, reflects real structural progress rather than a one-off cyclical bounce. The outlook for the rest of FY 2025-26 and into FY 2026-27 remains constructive, underpinned by strong domestic investment, expanding manufacturing activity, and improving trade and financial market conditions.

Several policy measures already put in place are expected to keep consumption momentum going. The revision of the income tax exemption limit to ₹12.75 lakh has added to household disposable income, and the GST rate rationalisation rolled out in September 2025 has meaningfully lowered consumer prices across a broad basket of goods. The RBI, after a cumulative 100 basis point rate cut through the first half of 2025, has kept the repo rate steady at 5.25% through 2026 under a neutral stance, balancing continued growth support with inflation vigilance. The 8th Pay Commission, constituted in November 2025, remains in the consultation stage, with the fitment factor and revised pay structure yet to be finalised — actual salary revisions are likely to take effect only over 2027-28, with arrears backdated to January 2026.

Externally, India's trade agenda has moved from negotiation to execution. The India–UK Comprehensive Economic and Trade Agreement, signed in July 2025, formally came into effect on 15 July 2026, cutting tariffs on the large majority of goods traded between the two countries and opening up better market access for Indian textiles, leather, footwear and engineering goods. Coupled with moderating inflation, this is expected to support consumer demand, broaden market access, and reinforce India's growth trajectory over the medium term.

## Industry Overview

The Indian textile and apparel sector continues to move through a period of real transformation, backed by sustained government support and favourable global demand trends. The Production Linked Incentive (PLI) scheme and the PM MITRA Parks initiative — seven integrated parks approved with a combined outlay of over ₹4,445 crore — are progressively building integrated textile hubs with shared infrastructure, common effluent treatment facilities, and accredited testing labs, giving manufacturers scale advantages that were previously out of reach for most players. Branding initiatives such as Kasturi Cotton continue to position Indian cotton as a premium, traceable global commodity.

The industry is also steadily embracing Textiles 4.0 — automation, digitisation, and data-driven production — alongside a growing emphasis on sustainable manufacturing, as global buyers place increasing weight on traceability and environmental compliance. Taken together, these developments should continue to improve productivity, sharpen competitiveness, and draw further foreign investment, positioning India to expand its role as a key global textile hub for both domestic and export demand.

### Strengths

- **Robust Domestic Market:** India's growing middle class and rising disposable incomes continue to fuel strong domestic demand for textiles and apparel, providing a stable consumption base that cushions the industry against global downturns.
- **Competitive Advantage in Cotton:** As one of the world's largest cotton producers, India enjoys raw material security and cost efficiency that supports both domestic manufacturing and exports of cotton-based textiles.
- **Government Support:** Initiatives such as the PLI scheme, PM MITRA Parks, and export incentives are building world-class infrastructure and strengthening India's positioning in global value chains.
- **Skilled Workforce:** A vast pool of skilled and semi-skilled workers in weaving, spinning and garment manufacturing gives the sector flexibility and productivity across traditional and modern setups.

### Weaknesses

- **Fragmented Industry Structure:** The predominance of small and medium enterprises limits economies of scale and bargaining power, constraining investment in technology and brand-building.
- **Technology Gaps:** Adoption of Industry 4.0 practices — automation, digitisation, advanced manufacturing — remains slower than among global peers, affecting efficiency and competitiveness in high-value markets.
- **High Dependence on Cotton:** Despite rising global demand for synthetic and blended fabrics, the industry's continued reliance on cotton limits diversification and exposes it to output and price fluctuations.
- **Compliance Challenges:** Stricter global norms on sustainability, labour, and ESG disclosure remain difficult for many smaller firms to meet, risking reputational damage and lost export opportunities.

### Opportunities

- **Global Shift to Sustainable Textiles:** Rising consumer preference for eco-friendly, organic and recyclable fabrics gives India a chance to differentiate through sustainable production and capture premium markets.
- **Rising FDI Inflows:** Foreign investment in integrated textile parks and advanced manufacturing is accelerating technology transfer and building global supply chain linkages.
- **Export Expansion:** The India–UK Comprehensive Economic and Trade Agreement, now in effect from 15 July 2026, cuts tariffs on the bulk of goods traded between the two countries and should meaningfully lift India's textile and apparel export share; further agreements under negotiation, including with the EU, add to this pipeline.
- **Textiles 4.0:** Automation, AI-driven production and digital supply chain management can materially improve productivity and cost efficiency, helping Indian firms meet global buyers' expectations on speed, transparency and traceability.

### Threats

- **Global Economic Uncertainty:** Slower growth in advanced economies and volatile consumer demand could weigh on export momentum, with any downturn in global retail and fashion markets posing risk to order volumes.
- **Geopolitical Tensions:** Trade disruptions, evolving tariff structures and currency fluctuations continue to create uncertainty for exporters, with developments in key markets affecting supply chain reliability and profitability.
- **Climate Risks:** The sector remains highly exposed to climate change, from cotton crop failures due to erratic monsoons to the pressures of water-intensive manufacturing, affecting both input costs and long-term sustainability.
- **Intense Global Competition:** Competitors such as Bangladesh and Vietnam, with lower production costs and preferential trade access, continue to press on India's market share and margins.

## Risks and Concerns

The Company has put in place a comprehensive risk management system designed not only to identify and manage the risks linked to its operations, but also to inform the decision-making that guides the Company toward its objectives. By curbing potential losses, sharpening how uncertainty is managed, and helping the Company make the most of opportunities as they arise, the framework supports the achievement of the Company's broader goals. Its core purpose remains to anticipate, assess, and mitigate risks capable of materially affecting the Company's business.

## Internal Financial Control Systems and their Adequacy

The Company maintains an internal control system that is adequate for its size and the nature of its business, aimed at ensuring operational efficiency and optimum use of resources. These controls safeguard assets, help detect and reduce fraud and error, and support the accuracy, completeness and timely preparation of financial information. Internal audits are carried out on a regular basis.

## Discussion on Financial Performance with Respect to Operational Performance

(Amount in ₹ Lakh)

| PARTICULARS | 2025-2026 | 2024-2025 |
|---|---|---|
| Revenue from Operations | 46240.44 | 37908.37 |
| Other Income | 67.59 | 95.31 |
| **Total Income** | **46308.03** | **38003.68** |
| Profit/(Loss) before Finance Cost, Depreciation & Tax | 3074.02 | 3010.58 |
| Less: Depreciation /Amortization/Impairment | 817.48 | 801.84 |
| Less: Finance Costs | 943.43 | 1019.00 |
| Profit/(Loss) Exceptional items and Tax Expense | 1313.11 | 1225.87 |
| **Profit/(Loss) before Tax** | **1313.11** | **1225.87** |
| Provision for Taxation - Current Tax | 385.00 | 370.00 |
| Deferred Tax | (91.49) | (82.28) |
| Excess provision for Tax expense for earlier years | 84.97 | 14.20 |
| **Profit for the year** | **934.64** | **923.94** |
| **Total Comprehensive Income/Loss** | **1010.16** | **962.20** |

**REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:**

During the year under review, Company has earned total income of Rs. 46308.03 Lakh as against the total income of Rs. 38003.68 Lakh of previous year. The total income of the company was up by 21.85% over previous year. Further, Profit before Tax in the financial year 2025-2026 stood at Rs. 1313.11 Lakh as compared to Rs 1225.87 Lakh of last year and Net Profit after Tax stood at Rs. 934.64 Lakh compared to profit of Rs. 923.94 Lakhs for previous year. The profit of the Company increased about 1.16% as compared to previous financial year.

## Material Developments in Human Resource / Industrial Relations, Including Number of People Employed

The Company continues to view culture and employee experience as key differentiators in an increasingly competitive landscape, and remains focused on building a workplace where people feel valued, supported and empowered to do their best work. A significant share of our business leaders have grown from within the organization, reflecting our continued emphasis on nurturing internal talent. The Company also continues to prioritise diversity and inclusion, with a particular focus on increasing the representation of women across the workforce.

## Details of Significant Changes in Key Financial Ratios, with Explanation

In line with the Listing Regulations, the key financial ratios of the Company are set out below, along with explanations for any change of 25% or more compared to the immediately preceding financial year (treated here as a 'significant change').

| Ratio | FY26 | FY25 | % Variance | Reason for Variance |
|---|---|---|---|---|
| Current ratio | 1.65 | 1.54 | 6.59% | N.A. |
| Debt-Equity ratio | 0.55 | 0.53 | 4.40% | N.A. |
| Debt-Service Coverage ratio | 2.39 | 1.49 | 60.37% | Decrease in old long-term borrowings |
| Return on Equity ratio | 4.88% | 5.06% | -3.49% | N.A. |
| Inventory Turnover ratio | 3.38 | 2.37 | 42.53% | Increase in trading sales |
| Trade Receivable Turnover ratio | 4.02 | 3.69 | 8.96% | N.A. |
| Trade Payables Turnover ratio | 8.32 | 5.80 | 43.50% | Increase in trading purchases |
| Net Capital Turnover ratio | 4.89 | 4.57 | 7.04% | N.A. |
| Net Profit ratio | 2.02 | 2.44 | -20.58% | Increase in trading sales |
| Return on Capital Employed | 6.61% | 7.12% | -7.13% | N.A. |
| Return on Investment | 0.00% | 0.05% | 0.00% | N.A. |
| Interest Coverage ratio | 3.46 | 3.06 | 12.94% | Decrease in interest expenses |

## Change in Return on Net Worth

Return on Net Worth (RoNW) has increased substantially compared to the immediately preceding financial year, primarily on account of a significant improvement in Earnings Before Depreciation, Interest and Taxes (EBDIT).

## Cautionary Statement

This section contains the Company's objectives, projections, expectations and estimates, which may constitute ‘forward-looking statements’ within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events, the accuracy or realisation of which the Company cannot assure. Actual results may differ materially from those expressed or implied on account of factors beyond the Company's control. The Company undertakes no obligation to publicly update, amend or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

# CODE OF CONDUCT DECLARATION

I hereby declare that all Board members of the Company and senior management personnel have affirmed compliance with the Code of Conduct of the Company as per Regulation 26(3) of SEBI (LODR) Regulations, 2015.

**PLACE: AHMEDABAD**
**OFDATE: 07.09.2026**

**AND ON BEHALF OF THE BOARD OF DIRECTORS**
**AARNAV FASHIONS LIMITED**

**Sd/-**
**MR. CHAMPALAL GOPIRAM AGARWAL**
**CHAIRMAN & WHOLE TIME DIRECTOR**
**DIN: 01716421**

# ANNEXURE-F

## CEO/ CFO CERTIFICATION (AS PER REGULATION 17(8) OF THE LISTING REGULATIONS)

We, Managing Director and Chief Financial Officer, certify to the Board of Directors of AARNAV FASHIONS LIMITED (the "Company") that:

a. We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2026 and that to the best of our knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statementsthat might be misleading.

ii. these statements together present a true and fair view of the Company's affairs and are in compliance with theexisting accounting standards, applicable laws and regulations.

iii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the yearwhich are fraudulent, illegal or violate of the Company's code of conduct.

b. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and wehave disclosed to the Auditors and the Audit Committee, deficiencies in the design and operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

c. We have indicated to the Auditors and the Audit Committee:

i. that there are no significant changes in internal control during the year;

ii. that there are no significant changes in accounting policies during the year other than those which have been disclosed in the notes to the financial statements; and

**ii.** that there are no instances of significant fraud of which we became aware or the involvement therein, of any member of management or an employee having a significant role in the Company's internal control system over financial reporting.

**FOR, AARNAV FASHIONS LIMITED**

**Sd/-**
**MR. SUMIT CHAMPALAL AGARWAL**
**MANAGING DIRECTOR**

**FOR, AARNAV FASHIONS LIMITED**

**Sd/-**
**MR. RADHAKISHAN LEKHARAM SHARMA**
**CFO**

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# ANNEXURE-G

## CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
**AARNAV FASHIONS LIMITED**

We have examined the Compliance Conditions of Corporate Governance by **AARNAV FASHIONS LIMITED** for the year ended on 31st March, 2026 as per Para E of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 1st April, 2025 to 31st March, 2026. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary forthe purpose of certification.

The Compliance of Conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made bythe Directors and the Management, we certify that the Company has materially complied with the conditions of Corporate Governance as stipulated in Listing Regulations except

Pursuant to Regulation 44(3) of SEBI (LODR) Regulation 2015, disclosure of voting result of the Annual General Meeting of the Company held on 30th September, 2025 should have been done within 2 working days. However the Company has made delay in submission of the same with the Stock exchange and thus company has not complied with the provisions s mentioned.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date:07th September, 2026** **Ravi Kapoor & Associates**
**Place: Ahmedabad**

**Sd/-**
**Ravi Kapoor**
**Proprietor**
**Mem. No FCS. 2587COP**
**No.: 2407**
**UDIN: F002587H001395858**

# *Independent Auditors' Report*

To the Members of
**M/s. AARNAV FASHIONS LIMITED**

**Report on the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements **of M/s. AARNAV FASHIONS LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Changes in Equity and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 Indian accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026 and its profit & total Comprehensive Income, Changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the circumstances and facts of the audit and the entity, there are no key audit matters to be communicated in our audit.

**Information other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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.

**Responsibility of Management for Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act. 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in Equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of 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 responsible 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 standalone financial statements, Board of Director is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Director either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

**Auditor's Responsibilities for the Audit of the Standalone Financial Statement**

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

A further description of the auditor's responsibilities for the audit of the standalone financial statements is included in "**Annexure-A"**. This description forms part of our auditor's report.

**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 of India in terms of sub-section (11) of section 143 of the Act, we give in the **"Annexure – B"**, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, based on our audit, 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 purpose of our audit.

b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c) The balance sheet, the statement of profit and loss including Other Comprehensive Income, statement of changes in equity and the cash flow Statement dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid standalone 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 written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure - C"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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, we report that 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, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company does not have any pending litigations for which provision have not been made which would impact its financial position.

ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any.

iii) There is no fund which is pending to be transferred to the Investor Education and Protection Fund by the Company.

iv) (a) 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;

(b) 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;

(c) 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.

v) The dividend declared and paid during the year by the Company is in compliance with the provisions of section 123 of the Companies Act, 2013.

vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 is applicable from April 1, 2023. Based on our examination which included test checks, the Company has used 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. And as informed to us, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**As per our Report of Even Date for and on Behalf of**

**Nahta Jain & Associates**
**Chartered Accountants**
**Firm Regn. No. 106801W**

**Place: Ahmedabad**
**Date: 30/05/2026**
**UDIN – 26116735IAUHOW1225**

**(CA. Gaurav Nahta)**
**Partner**
**Mem. No. 116735**

## *Annexure "A" to the Independent Auditor's Report*
## *Responsibilities for Audit of Standalone Financial Statement*

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

- Identify and assess the risks of material misstatement of the standalone 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls systems 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 management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone 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 should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**As per our Report of Even Date for and on Behalf of**
**Nahta Jain & Associates**
**Chartered Accountants**
**Firm Regn. No. 106801W**

**Place: Ahmedabad**
**Date: 30/05/2026**
**UDIN - 26116735IAUHOW1225**

**(CA. Gaurav Nahta)**
**Partner**
**Mem. No. 116735**

*Annexure "B" to the Independent Auditor's Report*

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) In respect of Property, Plant and Equipment and Intangible Assets:

a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Capital Work in Progress ('CWIP') and relevant details of Right to Use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets including those under development.

(b) According to the information and explanation given to us and the records produced to us for our verification, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified by the management at least once in every three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year and the discrepancies noticed on verification were not material and have been appropriately dealt with in the books of accounts. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) Based on our examination of documents regarding Immovable Property, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of use assets) or intangible assets does not arise. Thus, clause 3(i)(d) of the Order is not applicable.

e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder, and therefore the question of my commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise

(ii) In respect of Inventory:

(a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable. As informed to us there were no material discrepancies noticed on verification between the physical stocks and the book records and any discrepancies found has been properly dealt within the books of accounts.

(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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our Opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

(iii) In respect of the loans, secured or unsecured, granted by the company to companies, firms or other parties covered in the register maintained u/s. 189 of the Companies Act, 2013:

(1) As per the information furnished, the company has made investment in other concerns however the company has not granted any loans or advances, secured or unsecured or provided any guarantee or securities, to the

companies, firms and other parties. Accordingly, the provisions of clause (iii)(a), (b), (c) to (f) of the order are not applicable to the company.

(2) The Investments made, in our opinion, are not prejudicial to the interest of the company.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v) According to the information and explanation given to us, the company has not accepted any deposit from the public during the year. Therefore, the provisions of clause (v) of paragraph 3 of the order are not applicable to the company.

vi) The central government has prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of the certain manufacturing activities of the Company. Company has obtained cost audit report for the financial year 2024-2025 during the year. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. However, we have not carried out detailed examination of the Cost records with a view to determine its accuracy and completeness.

vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The company is generally regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Goods & Service Tax, Custom Duty, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of afore mentioned dues were outstanding as at 31$^{St}$ March, 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, details of statutory dues that have not been deposited on account of disputes are as under:-

| Sr. No. | Name of The Statute | Demand pertaining to Year | Amount (Rs. in Lakh) | Forum Where Dispute is Pending | Remark |
|---|---|---|---|---|---|
| | ------------------ **NIL** --------------------- | | | | |

(viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, which has not been recorded in the books of account.

(ix)

a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions or banks. As there are no debentures, the question of repayment does not arise.

b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

c) According to the information and explanations given to us, term loans are applied for the purpose for which the loans are obtained.

d) According to the information and explanations given to us, funds raised on short term basis have not been utilized for long term purposes.

e) According to the information and explanations given to us, Company doesn't have subsidiaries 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 the procedures performed by us, we report that the Company does not have any subsidiary, therefore reporting under clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, We report that no fraud by the Company or on the Company has been noticed or reported during the course of the Audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received any whistle- blower complaints during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi)

(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities and is not required to obtain Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(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 comes 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) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

**As per our Report of Even Date for and on Behalf of**
**Nahta Jain & Associates**
**Chartered Accountants**
**Firm Regn. No. 106801W**

**Place: Ahmedabad**
**Date: 30/05/2026**
**UDIN –26116735IAUHOW1225**

**(CA. Gaurav Nahta)**
**Partner**
**Mem. No. 116735**

# *Annexure "C" to the Auditors' Report*

**Report on the Internal Financial Controls 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 **M/s. AARNAV FASHIONS LIMITED** ("the Company"), as of 31ST March, 2026, in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to standalone 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").

**Management's and Board of Director's Responsibility for Internal Financial Controls**

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls 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 issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibility 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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards of Accounting, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls, both issued by the Institute of Chartered Accountants of India. 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 were 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding or 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 Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting 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 generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls 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 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.

**As per our Report of Even Date**
**For and on Behalf of**

**Nahta Jain & Associates**
**Chartered Accountants**
**Firm Regn. No. 106801W**

**Place: Ahmedabad**
**Date: 30/05/2026**
**UDIN- 26116735IAUHOW1225**

**(CA. Gaurav Nahta)**
**Partner**
**Mem. No. 116735**

# BALANCE SHEET AS AT 31ST MARCH, 2026

(Rs. In lacs)

| Particulars | Notes | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Assets** | | | |
| **Non-Current assets** | | | |
| a) Property, Plant and Equipment | 1 | 12041.53 | 11309.11 |
| b) Right of Use Assets | 2 | 27.63 | 55.27 |
| c) Capital work-in-progress | 3 | - | 10.78 |
| d) Goodwill | | 495.79 | 495.79 |
| e) Other Intangible Assets | 4 | 602.46 | 602.46 |
| f) Financial Assets | | | |
| i. Investments | 5 | 00.03 | 00.03 |
| g) Other Non-Current Assets | 6 | - | 1140.00 |
| **Total non-current assets** | | **13167.43** | **13613.43** |
| **Current assets** | | | |
| a) Inventories | 7 | 9669.24 | 10912.98 |
| b) Financial Assets | | | |
| (i) Investments | 5 | 1479.29 | 1386.52 |
| (i) Trade Receivables | 8 | 13098.02 | 9917.17 |
| (ii) Cash and Cash Equivalents | 9 | | |
| Cash and Cash Equivalents | | 419.03 | 35.59 |
| Bank balance other than cash and cash equivalents | | 367.81 | 368.89 |
| (iv) Loans | 10 | 49.45 | 49.75 |
| (vi) Other Financial Assets | 11 | 25.91 | 20.91 |
| c) Other Current Assets | 13 | 1531.87 | 1491.30 |
| **Total current assets** | | **26640.62** | **24183.12** |
| **Total Assets** | | **39808.05** | **37796.56** |
| **Equity and Liabilities** | | | |
| **Equity** | | | |
| a) Equity Share Capital | 14 | 4223.86 | 4223.86 |
| b) Other Equity | 15 | 15434.42 | 14424.26 |
| **Total Equity** | | **19658.28** | **18648.12** |
| **Non-Current Liabilities** | | | |
| **a) Financial Liabilities** | | | |
| (i) Borrowings | 16 | 1432.26 | 774.29 |
| (ii) Lease Liabilities | 17 | 36.63 | 68.06 |
| (iii) Other Financial Liabilities | 18 | 01.65 | 04.83 |
| b) Provisions | 22 | 62.03 | 74.00 |
| c) Deferred Tax Liabilities (net) | 19 | 2434.78 | 2500.87 |
| **Total non-current liabilities** | | **3967.36** | **3422.05** |
| | | | |

| | | | |
|---|---|---|---|
| **Current Liabilities** | | | |
| **a) Financial Liabilities** | | | |
| (i) Borrowings | 16 | 9447.96 | 9112.11 |
| (ii) Trade Payables | 20 | | |
| a) total outstansing due to Micro & Small Enterprise | | 1102.56 | 1269.23 |
| a) total outstansing due to other than Micro & Small Enterprise | | 2573.72 | 2239.83 |
| (iii) Other Financial Liabilities | 18 | 2708.14 | 2807.88 |
| b) Other current liabilities | 21 | 102.40 | 82.58 |
| c) Provisions | 22 | 75.12 | 88.39 |
| d) Current Tax Liabilities | 12 | 172.51 | 126.36 |
| **Total Current Liabilities** | | **16182.41** | **15726.38** |
| **Total Liabilities** | | **20149.77** | **19148.43** |
| **Total Equity and Liabilities** | | **39808.05** | **37796.56** |
| **Material Accounting Policies** | **B** | | |
| **See accompanying notes to the Financial Statements** | | | |

**As per our report of even date**
**FOR, NAHTA JAIN & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**FIRM REGN. NO. 106801W**

**For and on behalf of the Board of Directors**
**AARNAV FASHIONS LIMITED**

**CHAMPALAL AGARWAL**
**DIN: 01716421**
**CHAIRMAN AND DIRECTOR**

**SUMIT AGARWAL**
**DIN: 00356863**
**MANAGING DIRECTOR**

**(CA. GAURAV NAHTA)**
**PARTNER**
**MEM. NO. 116735**

**MILEE KAMDAR**
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**RADHAKISHAN SHARMA**
**CHIEF FINANCIAL OFFICER**

**PLACE: AHMEDABAD**
**DATE: 30-05-2026**

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31$^{ST}$ MARCH, 2026

**(Rs. In lacs)**

| Particulars | Notes | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|---|
| **Income** | | | |
| Revenue from Operations | 23 | 46240.44 | 37908.37 |
| Other Income | 24 | 67.59 | 95.31 |
| **Total Income** | | **46308.03** | **38003.68** |
| | | | |
| **Expenses** | | | |
| Cost of Material Consumed | 25 | 27569.85 | 27263.73 |
| Purchases of Stock in Trade | 26 | 4282.48 | 435.51 |
| Changes in inventory of finished goods, stock in trade and WIP | 27 | 2907.99 | -1715.94 |
| Employee Benefit Expenses | 28 | 895.24 | 872.72 |
| Finance Costs | 29 | 943.43 | 1019.00 |
| Depreciation and Amortization Expense | 1 & 2 | 817.48 | 801.84 |
| Other Expenses | 30 | 7578.45 | 8100.94 |
| **Total Expense** | | **44994.92** | **36777.82** |
| **Profit(Loss) before exceptional items and tax** | | 1313.11 | 1225.87 |
| Exceptional items | | | |
| **Profit(Loss) Before Tax** | | **1313.11** | **1225.87** |
| **Tax Expense:** | | | |
| Current Tax | | 385.00 | 370.00 |
| Tax charge relating to earlier periods | | 84.97 | 14.20 |
| Deferred Tax | 31 | (91.49) | -82.28 |
| **Total Tax Expenses** | | **378.48** | **301.92** |
| **Profit/(Loss) for the period from continuing operations** | (A) | **934.64** | **923.94** |
| **Profit/(loss) from discontinued operations** | | | |
| **Tax expense of discontinued operations** | | | |
| **Profit/(loss) from discontinued operations (after tax)** | | | |
| **Profit or loss for the period** | | | |
| | | | |
| **Other Comprehensive Income** | | | |
| **Items that will not be reclassified to profit or loss** | | | |
| (a) Remeasurements of defined benefit plans | | 07.91 | -13.23 |
| (b) Equity instruments through other Comprehensive Income | | 93.02 | 64.35 |
| **Income tax relating to items that will not be reclassified to profit or loss** | | | |
| (a) Remeasurements of defined benefit plans | | (01.99) | 03.33 |
| (b) Equity instruments through other Comprehensive Income | | (23.41) | -16.20 |
| | | | |
| Items that will be reclassified to profit or loss | | | - |
| Income tax relating to items that will be reclassified to profit or loss | | | - |

| | | | |
|---|---|---|---|
| | (B) | 75.52 | 38.26 |
| **Total Comprehensive (Loss) for the year** | (A)+(B) | **1010.16** | **962.20** |
| **Earnings/(Loss) per Share - (Face value of Rs. 10 each)**<br>**Basic and Diluted (in Rs. )** | 32 | **2.21** | **2.19** |
| **Material Accounting Policies** | **B** | | |
| **See accompanying notes to the Financial Statements** | | | |

**As per our report of even date**
**FOR, NAHTA JAIN & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**FIRM REGN. NO. 106801W**

**For and on behalf of the Board of Directors**
**AARNAV FASHIONS LIMITED**

**CHAMPALAL AGARWAL**
**DIN: 01716421**
**CHAIRMAN AND DIRECTOR**

**SUMIT AGARWAL**
**DIN: 00356863**
**MANAGING DIRECTOR**

**(CA. GAURAV NAHTA)**
**PARTNER**
**MEM. NO. 116735**

**MILEE KAMDAR**
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**RADHAKISHAN SHARMA**
**CHIEF FINANCIAL OFFICER**

**PLACE: AHMEDABAD**
**DATE: 30-05-2026**

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

(Rs. In lacs)

| | Particulars | Year Ended as at March 31, 2026 | Year Ended as at March 31, 2025 |
|---|---|---|---|
| A | NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS | **1313.11** | 1225.87 |
| | ADJUSTMENT FOR: | | |
| | Depreciation & Amortisation Exp | 817.48 | 801.84 |
| | Finance Expenses | 831.09 | 954.31 |
| | Change in the value of Equity Instruments | 93.02 | 64.35 |
| | Dividend Income | | - |
| | (Profit)/Loss on sale of Investments/Assets | (15.88) | -27.50 |
| | OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | **3038.82** | 3018.86 |
| | Increase/ (Decrease) Short Term Borrowings | 335.86 | 09.17 |
| | Increase/ (Decrease) Trade Payable | 167.22 | -731.68 |
| | Increase/ (Decrease) Other Current Liabilities | 19.82 | 12.18 |
| | (Increase) / Decrease Other Financials Liabilities | (102.91) | -289.59 |
| | Increase/ (Decrease) Current Tax Assets | | - |
| | (Increase) / Decrease Loans & Advances | 00.30 | -05.18 |
| | (Increase) / Decrease Trade Receivables | (3180.84) | 723.66 |
| | (Increase) / Decrease Inventory | 1243.74 | 103.16 |
| | (Increase) / Decrease Other Asset | 1099.43 | -30.09 |
| | Increase/ (Decrease) Provisions | (17.35) | 08.56 |
| | (Increase) / Decrease Other Financial Asset | (03.92) | -20.80 |
| | Increase/ (Decrease) Lease Liabilities | (31.43) | 68.06 |
| | (Increase)/ Decrease Current Tax Liability | 46.14 | 22.02 |
| | CASH IN FLOW FROM OPERATIONS | **2614.89** | 2888.34 |
| | DIRECT TAX PAID | (469.97) | -384.20 |
| | NET CASH IN FLOW FROM OPERATING ACTIVITIES | **2144.92** | 2504.13 |
| | | | |
| B | CASH OUT FLOW FROM INVESTING ACTIVITIES | | |
| | (Purchase) / Sale of Investments | (76.88) | -37.53 |
| | (Purchase) / Sale of Assets | (1522.26) | -224.39 |
| | (Addition) / Deduction of Intangible Assets/Right to use Asset/ Capital Work in Progress | 10.78 | -29.94 |
| | NET CASH OUT FLOW FROM INVESTING ACTIVITIES | **(1588.36)** | -291.87 |
| | | | |
| C | CASH IN FLOW FROM FINANCING ACTIVITIES: | | |
| | (Repayment) / Addition in Borrowings | 657.97 | -1048.36 |

| | | | |
|---|---|---|---|
| | Finance Expenses | (831.09) | -954.31 |
| | Dividend Paid | - | -211.19 |
| | NET CASH IN FLOW FROM FINANCING ACTIVITIES | **(173.12)** | -2213.86 |
| | NET INCREASE IN CASH AND CASH EQUIVALENT | **383.44** | -01.59 |
| | NET CASH AND CASH EQUIVALENT (OPENING CASH BALANCE) | **35.59** | 37.19 |
| | NET CASH AND CASH EQUIVALENT (CLOSING CASH BALANCE) | **419.03** | 35.59 |
| | | | |
| | Component of Cash and Cash Equivalents | | |
| | Cash on hand | 3.25 | 15.25 |
| | Balances with Scheduled Bank | | |
| | - On Current Accounts | 415.78 | 20.34 |
| | - Deposits with original maturity of less than three months | - | - |
| | Cash and Cash Equivalents at the end of the year / period | **419.03** | 35.59 |
| Notes: | | | |
| 1 | The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statements of Cash Flow ". | | |
| 2 | Direct Taxes Paid are treated as arising from Operating Activities without their bifurcation into Investing and Financing Activities. | | |

**As per our report of even date**
**FOR, NAHTA JAIN & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**FIRM REGN. NO. 106801W**

**For and on behalf of the Board of Directors**
**AARNAV FASHIONS LIMITED**

**CHAMPALAL AGARWAL**
**DIN: 01716421**
**CHAIRMAN AND DIRECTOR**

**SUMIT AGARWAL**
**DIN: 00356863**
**MANAGING DIRECTOR**

**(CA. GAURAV NAHTA)**
**PARTNER**
**MEM. NO. 116735**

**MILEE KAMDAR**
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**RADHAKISHAN SHARMA**
**CHIEF FINANCIAL OFFICER**

**PLACE: AHMEDABAD**
**DATE: 30-05-2026**

## Statement of Changes in Equity for the year ended March 31, 2026

Rs. In Lac

| Particulars | Reserves and Surplus | | | Equity instrument through OCI | Employee Benefit through OCI | Total |
|---|---|---|---|---|---|---|
| | Capital Reserve | Security Premium | Retained Earnings | | | |
| Balance as at 01/04/2025 | **-** | **11562.96** | **2729.88** | **160.23** | **-28.80** | **14424.26** |
| **Changes in accounting policy or prior period error** | | | | | | |
| Profit (Loss) for the period | - | - | 934.64 | 69.61 | 05.92 | 1010.16 |
| Dividend paid during the year | - | - | - | - | - | - |
| Any other changes (to be specified) | - | - | - | - | - | - |
| **Balane as at 31/03/2026** | **-** | **11562.96** | **3664.52** | **229.83** | **-22.89** | **15434.42** |

## Statement of Changes in Equity for the year ended March 31, 2025

Rs. In Lac

| Particulars | Reserves and Surplus | | | Equity instrument through OCI | Employee Benefit through OCI | Total |
|---|---|---|---|---|---|---|
| | Capital Reserve | Security Premium | Retained Earnings | | | |
| Balance as at 01/04/2024 | - | **11562.96** | **2017.13** | **112.07** | **-18.90** | **13673.25** |
| **Changes in accounting policy or prior period error** | | | | | | |
| Profit (Loss) for the period | - | - | 923.94 | 48.16 | -09.90 | **962.20** |
| Dividend paid during the year | - | - | -211.19 | - | - | **-211.19** |
| Any other changes (to be specified) | - | - | - | - | - | - |
| **Balane as at 31/03/2025** | - | **11562.96** | **2729.88** | **160.23** | **-28.80** | **14424.26** |

**As per our report of even date**
**FOR, NAHTA JAIN & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**FIRM REGN. NO. 106801W**

**For and on behalf of the Board of Directors**
**AARNAV FASHIONS LIMITED**

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**RADHAKISHAN SHARMA**
**CHIEF FINANCIAL OFFICER**

**PLACE: AHMEDABAD**
**DATE: 30-05-2026**

## MATERIAL NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2026

**1. (A) CORPORATE INFORMATION:**

- Aarnav Fashions Limited ("the Company") is a public limited company incorporated and domiciled in India under the provisions of the Companies Act, 1956. The equity shares of the Company are listed on the BSE Limited and National Stock Exchange of India Ltd (NSE). During the current year, the registered office of the Company has been shifted from Shop No. 1, New Cloth Market, Outside Raipur Gate, Ahmedabad – 380002, Gujarat to its Corporate Office & Factory premises situated at Survey No. 302–305, Isanpur–Vatva Road, Ahmedabad – 382405, Gujarat.
- The Company is primarily engaged in the business of manufacturing, processing and trading of textiles.
- As at March 31, 2026, the Company does not have any holding company or subsidiary company.

**B. Material Accounting policies**

**I. Statement of Compliance:**

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other relevant provisions of the Companies Act, 2013.
The financial statements have been approved by the Board of Directors for issue on **May 30, 2026**.

**II. Basis of preparation and presentation:**

The standalone financial statements have been prepared on the historical cost basis except for certain financial assets and financial liabilities that are measured at fair value or amortised cost at the end of each reporting period in accordance with the relevant Ind AS.
Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.
The financial statements have been prepared on the accrual basis of accounting and under the going concern assumption.

**III. Functional and Presentation Currency:**

These standalone financial statements are presented in Indian Rupees (INR), which is the functional currency of the Company. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh (₹ in Lakhs) up to two decimal places, unless otherwise stated.

**IV. Current and Non-current Classification:**
The Company presents assets and liabilities in the Balance Sheet based on current and non-current classification.
An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised, sold or consumed in the Company's normal operating cycle;
- it is held primarily for the purpose of trading;
- it is expected to be realised within twelve months after the reporting date; or
- it is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as non-current.

Deferred tax assets and deferred tax liabilities are always classified as non-current assets and liabilities in accordance with Ind AS 12 – *Income Taxes*.

The Company's normal operating cycle has been determined as twelve months based on the nature of its business.

**V. Use of estimates & Judgments**

The preparation of these standalone financial statements in conformity with Indian Accounting Standards (Ind AS) requires the management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent liabilities as at the reporting date, and the reported amounts of income and expenses during the reporting period.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively in the period in which the estimates are revised and in any future periods affected.

The significant areas involving the use of estimates and judgements include:

- Determination of the useful lives and residual values of Property, Plant and Equipment and Right-of-Use Assets;
- Valuation of inventories;
- Assessment of impairment of non-financial assets;
- Measurement of expected credit loss (ECL) on financial assets;
- Measurement of employee benefit obligations;
- Recognition and measurement of deferred tax assets and liabilities;
- Recognition and measurement of provisions, contingent liabilities and contingent assets; and
- Fair value measurement of financial instruments, where applicable.

**VI. Material accounting policies**

**A. Revenue recognition**

Revenue is recognised in accordance with Ind AS 115 – Revenue from Contracts with Customers when control of the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company applies the five-step model prescribed under Ind AS 115 for recognition of revenue from contracts with customers, which involves:

- identifying the contract with the customer;
- identifying the performance obligations in the contract;
- determining the transaction price;
- allocating the transaction price to the performance obligations; and
- recognising revenue when, or as, the performance obligation is satisfied.

**1. Sale of goods**

Revenue from sale of goods is recognised when control passes to the customer, generally on delivery as per the terms of the contract. Revenue is measured at the transaction price, net of discounts, rebates, returns, GST and other taxes collected on behalf of the Government.

Revenue from export sales is recognised when control of the goods passes to the overseas customer as per the relevant export contract.

Export incentives, where applicable, are recognised when there is reasonable assurance that the Company will comply with the conditions and the incentives will be received.

**2. Interest income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recognised using the Effective Interest Rate (EIR) method on a time proportion basis. It is recognised on financial assets measured at amortised cost when it is probable that the economic benefits will flow to the Company and the amount can be measured reliably.

**3. Rent Income**

Rental income is recognised on a systematic basis over the lease term. Where lease arrangements contain escalation or structured rentals, income is recognised on a straight-line basis unless another basis is more representative of the benefit pattern.

**4. Carbon Credit and Other Income**

Income from carbon credits is recognised when the right to receive such income is established, the amount can be measured reliably and it is probable that the economic benefits will flow to the Company. Other income, including profit on sale of Property, Plant and Equipment, sale of investments, scrap sales and insurance claims, is recognised when the right to receive the income is established.

**B. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset until it is substantially ready for its intended use or sale. Borrowing costs include interest expense and other costs incurred in connection with borrowings.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. Borrowing costs that are not directly attributable to a qualifying asset are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their utilisation for qualifying assets is deducted from the borrowing costs eligible for capitalisation.

**C. Export Benefits**

Duty free imports of raw materials under advance license for imports, as per the Foreign Trade Policy, are matched with the exports made against the said licenses and the net benefits / obligations are accounted by making suitable adjustments in raw material consumption.

**D. Taxes**

Income tax expense comprises current tax and deferred tax and is recognised in the Statement of Profit and Loss, except to the extent it relates to items recognised in Other Comprehensive Income (OCI) or directly in equity, in which case the related tax is also recognised in OCI or equity.

**1. Current income tax**

Current tax is the amount of income tax payable or recoverable in respect of taxable profit for the year, determined in accordance with the Income-tax Act, 1961. Current tax assets and liabilities are measured using tax rates and laws enacted or substantively enacted at the reporting date.

Management reviews uncertain tax positions periodically and recognises provisions where necessary.

**2. Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and their tax bases using the balance sheet approach.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available for utilisation of deductible temporary differences, unused tax losses and unused tax credits. Deferred tax assets are reviewed at each reporting date and reduced if recovery is no longer probable.

Deferred tax assets and liabilities are measured using tax rates expected to apply when the related asset is realised or the liability is settled, based on enacted or substantively enacted rates at the reporting date.

Deferred tax relating to items recognised in OCI or directly in equity is recognised in OCI or equity, respectively. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset and they relate to the same taxable entity and taxation authority.

MAT credit is recognised as an asset only when there is convincing evidence that the Company will pay normal income tax during the specified period. MAT credit is reviewed at each reporting date and written down if recovery is no longer probable.

**E. Leases**

The Company, as a lessee, recognizes a right of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. Initially the right-of-use assets measured at cost which comprises initial cost of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. Subsequently measured at cost less any accumulated depreciation/ amortization, accumulated impairment losses, if any and adjusted for any re measurement of the lease liability.

I. Lease liability is initially recognized at the present value of lease payments not yet paid during the lease term.
II. Right-of-use asset is measured at cost, comprising the initial lease liability, lease payments made before commencement (less incentives), restoration costs, and initial direct costs.
III. Lease liability is subsequently measured using the effective interest method. The ROU asset is depreciated as per Ind AS 16.
IV. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

**F. Employee Benefits**

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized.

1. **Long-term employee benefits**
   Post-employment and other employee benefits are recognized as an expense in the statement of profit and loss for the period in which the employee has rendered services. A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

2. **Defined contribution plans**
   The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. Company is complying with the provisions of Gratuity Plan as required as per INDAS 19 as per Actuarial Report.

**G. Property, plant and equipment**

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price, non-refundable taxes and duties, directly attributable costs, borrowing costs eligible for capitalisation and restoration costs, where applicable.

Subsequent expenditure is capitalised only when future economic benefits are probable and the cost can be measured reliably. Repairs and maintenance are charged to the Statement of Profit and Loss as incurred.

Capital Work-in-Progress includes expenditure on assets not yet ready for use and is transferred to the relevant class of Property, Plant and Equipment when the asset is ready for use.

An item of Property, Plant and Equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

**Depreciation methods, estimated useful lives and residual value**

Depreciation is provided on the Straight-Line Method (SLM) over the useful lives of assets prescribed under Schedule II to the Companies Act, 2013, except where technical assessment supports a different useful life.

Freehold land is not depreciated.

The estimated useful lives of major classes of Property, Plant and Equipment are as follows:

| Assets | Estimated useful life |
|---|---|
| Lease hold land | Lease term (99 years) |
| Buildings | 30 years |
| Plant and machinery | 15 years |
| Furniture and fixtures | 10 years |
| Office equipment | 5 years |
| Computer | 3 Years |
| Vehicles | 8 years |

Residual values, useful lives and the depreciation method are reviewed at each reporting date and revised prospectively, if required.

**H. Investment properties**

Investment property comprises land or buildings held to earn rentals or for capital appreciation, or both, and not for use in operations or for sale in the ordinary course of business.

Investment property is initially recognised at cost, including directly attributable transaction costs. After initial recognition, it is carried at cost less accumulated depreciation and impairment losses, if any, in accordance with Ind AS 40. Subsequent expenditure is capitalised only when future economic benefits are probable and the cost can be measured reliably. Repairs and maintenance are charged to the Statement of Profit and Loss when incurred.

The Company does not have any investment property as at March 31, 2026.

**I. Intangibles**

Intangible assets are recognized when future economic benefits are probable and cost can be measured reliably.

Intangible assets acquired separately are initially measured at cost. Those acquired in a business combination are measured at fair value on acquisition. After initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses. Internally generated intangibles, except capitalized development costs, are expensed as incurred.

**J. Inventories**

Inventories are valued at the lower of cost and net realizable value.

1. Raw materials: cost includes purchase cost and other costs to bring inventories to present location and condition; determined on a Specific Identification Method basis.

2. Finished goods and work-in-progress inventories are measured and recorded at weighted average cost, which includes direct materials, direct labour, and a proportionate share of manufacturing overheads based on normal production capacity, excluding borrowing costs.

3. Stores and spares are measured at cost, which includes the purchase price and other costs incurred to bring the inventories to their present location and condition. The cost is determined using the weighted average cost method.

4. Fuel: cost includes purchase and other costs; determined on weighted average cost method basis.

**K. Investment in subsidiaries, joint ventures and associates**

Investments in subsidiaries, joint ventures and associates, where applicable, are accounted for at cost in the standalone financial statements in accordance with Ind AS 27, unless classified as held for sale under Ind AS 105.

The Company does not have any investment in subsidiaries, joint ventures or associates as at March 31, 2026.

**L. Financial Instruments**

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments, other than those measured at Fair Value Through Profit or Loss (FVTPL), are included in the initial measurement.

**Financial Assets**

Financial assets are subsequently classified and measured at:

- Amortised Cost;
- Fair Value Through Other Comprehensive Income (FVTOCI); or

- Fair Value Through Profit or Loss (FVTPL),

  based on the Company's business model for managing the assets and the contractual cash flow characteristics.

  Trade receivables and other debt instruments that meet the criteria under Ind AS 109 are measured at amortised cost using the Effective Interest Rate (EIR) method.

  Equity investments are measured at fair value. The Company has elected to present changes in the fair value of certain equity investments in Other Comprehensive Income (FVTOCI). Dividend income is recognised in the Statement of Profit and Loss when the Company's right to receive payment is established.

  Financial assets are derecognised when the contractual rights to receive cash flows expire or when substantially all the risks and rewards of ownership are transferred.

  The Company recognises impairment of financial assets using the Expected Credit Loss (ECL) model in accordance with Ind AS 109. For trade receivables, lifetime ECL is recognised using the simplified approach, while for other financial assets, impairment is assessed based on whether there has been a significant increase in credit risk since initial recognition.

**Financial Liabilities**

Financial liabilities, including borrowings, trade payables and other financial liabilities, are initially recognised at fair value net of directly attributable transaction costs and are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. The Company has not designated any financial liabilities at Fair Value Through Profit or Loss (FVTPL).

A financial liability is derecognised when the obligation is discharged, cancelled or expires. Any difference between the carrying amount of the liability derecognised and the consideration paid is recognised in the Statement of Profit and Loss.

**Offsetting of Financial Instruments**

Financial assets and financial liabilities are offset and the net amount is presented in the Balance Sheet only when the Company has a legally enforceable right to offset the recognised amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

**M. Impairment of non-financial assets**

At each reporting date, the Company assesses whether there is any indication that a non-financial asset may be impaired. If such indication exists, the recoverable amount of the asset or Cash Generating Unit (CGU) is estimated. The recoverable amount is the higher of its fair value less costs of disposal and its value in use. An impairment loss is recognised when the carrying amount exceeds the recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss and are reviewed at each reporting date for possible reversal.

**N. Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, balances with banks and short-term deposits with original maturities of three months or less that are readily convertible into known amounts of cash and are subject to insignificant risk of changes in value.

**O. Segment accounting**

Operating segments are identified based on the internal reports reviewed by the Chief Operating Decision Maker (CODM) for allocating resources and assessing performance, in accordance with Ind AS 108. The Company operates in a single reportable business segment, namely **Textile Products**.

**P. Provisions, Contingent liabilities, Contingent assets and Commitments**

Provisions are recognised when the Company has a present legal or constructive obligation arising from a past event, it is probable that an outflow of economic resources will be required to settle the obligation, and a reliable estimate can be made.

Contingent liabilities are disclosed where the existence of an obligation depends on uncertain future events or where an obligation exists but is not probable or cannot be measured reliably. Contingent assets are not recognised but are disclosed when the inflow of economic benefits is probable. Commitments are disclosed where required under applicable accounting standards.

**Q. Earnings per share**

Basic earnings per share are computed by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed by adjusting the weighted average number of equity shares for the effects of all dilutive potential equity shares in accordance with Ind AS 33.

**R. Statement of cash flows**

Cash flows are reported using the Indirect Method in accordance with Ind AS 7. Cash flows are classified into operating, investing and financing activities.

The Company has considered twelve months as its normal operating cycle for the purpose of classification of assets and liabilities as current and non-current.

**S. Foreign currency translation**

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities are translated at the closing exchange rates at the reporting date. Exchange differences arising on settlement or translation are recognised in the Statement of Profit and Loss. Non-monetary items measured at historical cost are translated at the exchange rate on the date of the transaction.

**T. Fair value measurement**

The Company measures financial instruments at fair value wherever required under Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurements are classified into the following hierarchy based on the inputs used:

- **Level 1:** Quoted prices in active markets for identical assets or liabilities.
- **Level 2:** Observable inputs other than quoted prices included in Level 1.
- **Level 3:** Unobservable inputs used in the valuation technique.

The Company reviews fair value measurements and the related valuation techniques at each reporting date.

**U. Exceptional items**

Occasionally, items of income or expense related to the company's ordinary activities, due to their size, type, or incidence, are classified as exceptional items. Such items are disclosed separately in the notes to the financial statements to enhance understanding of the company's performance.

**V. Events Occurring After the Balance Sheet Date**

Events occurring after the reporting period that provide evidence of conditions existing at the reporting date are adjusted in the financial statements.

Events that are indicative of conditions arising after the reporting period are not adjusted but are disclosed, if material.

**W. Employee Benefit Obligations – Regulatory Update**

Pursuant to the notification issued by the Ministry of Labour and Employment, The Government of India has consolidated 29 existing labour legislations into a united framework comprising 4 Labour Codes referred as the “New Labour Codes” which became effective from 21st November, 2025. The Company is currently evaluating the financial implication on its employee benefit obligation. As the evaluation is currently in progress, the financial impact is not reasonably determinable at this stage. Consequently no adjustment has been made in the financial results for the period.

**X. Rounding off**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs as per the requirements of Schedule III, unless otherwise stated.

- **Recent accounting pronouncements**

The Ministry of Corporate Affairs has notified amendments to certain Indian Accounting Standards applicable from the reporting period beginning 1 April 2025.

Key amendments include:

- Ind AS 21 – Foreign currency translation and exchange differences
- Ind AS 1 – Classification of liabilities as current or non-current
- Ind AS 7 & Ind AS 107 – Disclosure requirements for supplier finance arrangements
- Ind AS 12 – Income tax related to Pillar Two model rules

The Company has assessed these amendments and concluded that they do not have a material impact on the financial statements.

**As per our report of even date**
**FOR, NAHTA JAIN & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**FIRM REGN. NO. 106801W**

**For and on behalf of the Board of Directors**
**AARNAV FASHIONS LIMITED**

**CHAMPALAL AGARWAL**
**DIN: 01716421**
**CHAIRMAN AND DIRECTOR**

**SUMIT AGARWAL**
**DIN: 00356863**
**MANAGING DIRECTOR**

**(CA. GAURAV NAHTA)**
**PARTNER**
**MEM. NO. 116735**

**MILEE KAMDAR**
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**RADHAKISHAN SHARMA**
**CHIEF FINANCIAL OFFICER**

**PLACE: AHMEDABAD**
**DATE: 30-05-2026**

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

**1. Property, Plant and Equipment- For the year ended March 31, 2026**

**(₹ in Lacs)**

| Description of Assets | Land | Building | Plant & Equipment | Electric Installation | Furniture & Fixtures | Office Equipment | Vehicles | Computer | Effluent Treatment Plant | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| **I. Cost** | | | | | | | | | | |
| **Balance as at April 1, 2025** | **6120.98** | **2106.51** | **9581.71** | **76.56** | **225.32** | **71.48** | **463.21** | **40.83** | **427.48** | **19114.07** |
| Additions during the year | - | - | 1404.22 | 01.11 | 109.04 | 13.60 | 02.78 | 01.63 | - | 1532.39 |
| Disposals during the year | - | - | 180.99 | - | - | - | 05.37 | - | - | 186.36 |
| **Balance as at March 31, 2026** | **6120.98** | **2106.51** | **10804.95** | **77.67** | **334.36** | **85.08** | **460.62** | **42.46** | **427.48** | **20460.10** |
| **II. Accumulated Depreciation Balance as at April 1, 2025** | **-** | **693.52** | **6108.23** | **72.94** | **212.01** | **69.11** | **225.76** | **37.17** | **386.22** | **7804.96** |
| Depreciation expense for the year | - | 66.78 | 617.29 | 00.07 | 21.73 | 01.20 | 54.70 | 01.03 | 27.06 | 789.85 |
| Disposals during the year | - | - | 171.94 | - | - | - | 04.29 | - | - | 176.23 |
| **Balance as at March 31, 2026** | **-** | **760.30** | **6553.58** | **73.01** | **233.73** | **70.31** | **276.17** | **38.20** | **413.28** | **8418.57** |
| **III. Net Block as at March 31, 2026** | **6120.98** | **1346.22** | **4251.37** | **04.66** | **100.63** | **14.77** | **184.45** | **04.26** | **14.20** | **12041.53** |

**Property, Plant and Equipment - For the year ended March 31, 2025**

| Description of Assets | Land | Building | Plant & Equipment | Electric Installation | Furniture & Fixtures | Office Equipment | Vehicles | Computer | Effluent Treatment Plant | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| **I. Cost** | | | | | | | | | | |
| **Balance as at April 1, 2024** | 6120.98 | 2106.51 | 9562.98 | 76.56 | 225.32 | 71.09 | 476.43 | 40.59 | 427.48 | 19107.94 |
| Additions during the year | - | - | 60.1 | - | - | 0.39 | 96.52 | 0.23 | - | 157.25 |
| Disposals during the year | - | - | 41.37 | - | - | - | 109.75 | - | - | 151.12 |
| **Balance as at March 31, 2025** | **6120.98** | **2106.51** | **9581.71** | **76.56** | **225.32** | **71.48** | **463.21** | **40.83** | **427.48** | **19114.07** |
| **II. Accumulated Depreciation Balance as at April 1, 2024** | - | 626.74 | 5540.56 | 72.94 | 191.16 | 69.08 | 270.79 | 35.68 | 359.16 | 7166.11 |
| Depreciation expense for the year | - | 66.78 | 606.97 | - | 20.85 | 0.03 | 51.03 | 1.49 | 27.06 | 774.2 |
| Disposals during the year | - | - | 39.3 | - | - | - | 96.06 | - | - | 135.36 |
| **Balance as at March 31, 2025** | - | **693.52** | **6108.23** | **72.94** | **212.01** | **69.11** | **225.76** | **37.17** | **386.22** | **7804.96** |
| **III. Net Block as at March 31, 2025** | **6120.98** | **1412.99** | **3473.48** | **3.61** | **13.32** | **2.37** | **237.44** | **3.66** | **41.26** | **11309.11** |

**2. Right of Use Assets- For the year ended March 31, 2026**

(₹ in Lacs)

| Description of Assets | Lease | Total |
|---|---|---|
| I. Cost | | |
| Balance as at April 1, 2025 | 82.9 | - |
| Additions during the year | | 82.9 |
| Disposals during the year | - | - |
| **Balance as at March 31, 2026** | **82.9** | **82.9** |
| II. Accumulated Amortisation Balance as at April 1, 2025 | 27.63 | - |
| Amortisation expense for the year | 27.63 | 27.63 |
| Disposals during the year | - | - |
| **Balance as at March 31, 2026** | **55.27** | **27.63** |
| **III. Net Block** | **27.63** | **55.27** |

**3. Capital Work in Progress (CWIP) - For the year ended March 31, 2026**

(₹ in Lacs)

| Description of Assets | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Balance as at April 1, 2025 | 10.78 | - |
| Additions during the year | - | 10.78 |
| Disposals during the year | -10.78 | - |
| **Balance as at March 31, 2025** | **-** | **10.78** |

**Ageing as at 31st March, 2026** Rs. in Lacs

| Particular | Amount in CWIP for a Period of | | | | |
|---|---|---|---|---|---|
| | < 1 Year | 1-2 years | 2-3 years | > 3 years | Total |
| Projects in progress | - | - | - | - | - |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **-** | **-** | **-** | **-** | **-** |

**Ageing as at 31st March, 2025** Rs. in Lacs

| Particular | Amount in CWIP for a Period of | | | | |
|---|---|---|---|---|---|
| | < 1 Year | 1-2 years | 2-3 years | > 3 years | Total |
| Projects in progress | 10.78 | - | - | - | 10.78 |
| Projects temporarily suspended | - | - | - | - | |
| **Total** | **10.78** | **-** | **-** | **-** | **10.78** |

**4. Other Intangible Assets- For the year ended March 31, 2026**

(₹ in Lacs)

| Description of Assets | Right To Use Mega Pipeline | Right to use CETP Plant | Total |
|---|---|---|---|
| **I. Cost** | | | |
| **Balance as at April 1, 2025** | 24.15 | 578.31 | 602.46 |
| Additions during the year | - | - | - |
| Disposals during the year | - | - | - |
| **Balance as at March 31, 2026** | 24.15 | 578.31 | 602.46 |
| **II. Accumulated Amortisation** | | | |
| Balance as at April 1, 2025 | - | - | - |
| Amortisation expense for the year | - | - | - |
| Disposals during the year | - | - | - |
| **Balance as at March 31, 2026** | - | - | - |
| **III. Net Block** | 24.15 | 578.31 | 602.46 |

**For the year ended March 31, 2025**

| Description of Assets | Right To Use Mega Pipeline | Right to use CETP Plant | Total |
|---|---|---|---|
| **I. Cost** | | | |
| **Balance as at April 1, 2024** | 24.15 | 559.14 | 583.29 |
| Additions during the year | - | 19.16 | 19.16 |
| Disposals during the year | - | - | - |
| **Balance as at March 31, 2025** | 24.15 | 578.31 | 602.46 |
| **II. Accumulated Amortisation** | | | |
| Balance as at April 1, 2024 | - | - | - |
| Amortisation expense for the year | - | - | - |
| Disposals during the year | - | - | - |
| **Balance as at March 31, 2025** | - | - | - |
| **III. Net Block** | 24.15 | 578.31 | 602.46 |

**5. Investments**

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Non-Current** | | |
| Investment in equity instruments | 0.03 | 0.03 |
| **Total Non-current investments** | **0.03** | **0.03** |

**(Rs. in Lacs)**

| Particulars | No of Shares | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| Unquoted-Investment carried at cost<br>25 Equity Shares as on 31.03.2025 of SVC Co-op. Bank Ltd of face Value of Rs.10/- each. | 25 | 0.03 | 0.03 |

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Current | | |
| Investment in equity instruments | 1470.28 | 1377.26 |
| Units of Mutual Fund (Sundaram LMGP) (Units - 11773.044) | 09.01 | 9.26 |
| **Total Current investments** | **1479.29** | **1386.52** |

**(Rs. in Lacs)**

| Particulars | No of Shares | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| Unquoted | | | |
| Investment carried at fair Value through other comprehensive Income | | | |
| 3,51,600 (P.Y. 351600) Eq. Sh. of Alpine Texworld Ltd. (Formerly known as Alpine Spinweave Pvt. Ltd.) (Incl. Bonus Sh.of 307650) | 351600 | 68.56 | 54.60 |
| 27,46,664 (P.Y. 1373332 Eq.sh.of Rs.10/- each) Eq. Sh. of Aarnav Industries Pvt. Ltd. of Rs.5/- each. | 2746664 | 1401.72 | 1322.66 |
| **Total** | | **1470.28** | **1377.26** |
| **Total Non-current investments** | | **00.03** | **0.03** |
| **Total Current investments** | | **1470.28** | **1377.26** |

### 6. Other Non Current Assets

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** |
|---|---|---|
| Capital Advances | - | 1140.00 |
| **Total** | **-** | **1140.00** |

### 7. Inventories

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** |
|---|---|---|
| Raw materials & Packaging materials | | |
| Grey Cloth | 2245.97 | 859.99 |
| Packing Materials | 60.48 | 54.45 |
| Colour & Chemicals | 838.14 | 755.47 |
| Design & Engraving Items | 342.48 | 220.63 |
| Work-in-progress - Stock-in-Process (Self) | 2232.44 | 4784.45 |
| Work-in-progress - Stock-in-Process (Job) | 109.42 | 198.67 |
| Finished goods | 3527.86 | 3825.65 |
| Stores and spares | 235.48 | 180.42 |
| Fuels | 45.91 | 33.25 |
| Trading Stock | 31.06 | - |
| **Total** | **9669.24** | **10912.98** |

### 8. Trade Receivables

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** |
|---|---|---|
| Current: Undisputed Trade receivables - Considered good (From others) | 13150.86 | 9966.85 |
| Less: Expected Credit Loss | (52.84) | -49.67 |
| **Total** | **13098.02** | **9917.17** |

**Trade Receivables Ageing Schedule - As at March 31, 2026**

| **Sr No** | **Particulars** | **Less than 6 months** | **6 Months - 1 year** | **1 Year - 2 years** | **2-3 Years** | **More than 3 years** | **Total** |
|---|---|---|---|---|---|---|---|
| 1 | Undisputed Trade Receivables - Considered good | 12846.50 | 95.38 | 208.97 | - | - | 13150.86 |
| 2 | Undisputed Trade Receivables - which have significant increase in risk | - | - | - | - | - | - |
| 3 | Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - |
| 4 | Disputed Trade Receivables - Considered good | - | - | - | - | - | - |
| 5 | Disputed Trade Receivables - which have significant increase in risk | - | - | - | - | - | - |
| 6 | Disputed Trade Receivables - credit impaired | - | - | - | - | - | - |
| | **Total** | **12846.50** | **95.38** | **208.97** | **-** | **-** | **13150.86** |

**Trade Receivables Ageing Schedule - As at March 31, 2025**

| Sr No | Particulars | Less than 6 months | 6 Months - 1 year | 1 Year - 2 years | 2-3 Years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| 1 | Undisputed Trade Receivables - Considered good | 9672.08 | 82.21 | 212.57 | - | - | 9966.85 |
| 2 | Undisputed Trade Receivables - which have significant increase in risk | - | - | - | - | - | - |
| 3 | Undisputed Trade Receivables - credit impaired | - | - | - | - | - | - |
| 4 | Disputed Trade Receivables - Considered good | - | - | - | - | - | - |
| 5 | Disputed Trade Receivables - which have significant increase in risk | - | - | - | - | - | - |
| 6 | Disputed Trade Receivables - credit impaired | - | - | - | - | - | - |
| | **Total** | **9672.08** | **82.21** | **212.57** | **-** | **-** | **9966.85** |

**9. Cash and Bank Balances**

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Cash and Cash Equivalents - Balances with Banks | 415.78 | 20.34 |
| Cash and Cash Equivalents - Cash on Hand | 03.25 | 15.25 |
| **Total Cash and Cash Equivalents** | **419.03** | **35.59** |
| Bank balances other than cash and cash equivalents - Fixed Deposits (Due within 1 year) | 367.81 | 368.89 |
| **Total Bank Balances** | 367.81 | **368.89** |

**10. Loans**

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Loans and advances to employees | 49.75 | 49.75 |
| **Total** | **49.75** | **49.75** |

**11. Other Current Financial Assets**

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Security deposits | 25.91 | 20.91 |
| **Total** | **25.91** | **20.91** |

**12. Current Tax Assets / Liabilities**

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Provisions for Tax | 385.00 | 370.00 |
| Less: TDS & TCS Receivables / Advance Tax | (212.49) | -243.64 |
| **Net Current Tax Liability** | **172.51** | **126.36** |

**13. Other Current Assets**

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** |
|---|---|---|
| Balance with statutory authorities | 1247.64 | 1362.38 |
| Advances to Creditors Others | 81.52 | 92.04 |
| Prepaid Expenses | 15.40 | 10.71 |
| Advances to Creditors (Capital Goods) | 171.71 | - |
| Others | 15.60 | 26.18 |
| **Total** | **1531.87** | **1491.30** |

**14. Share Capital**

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** |
|---|---|---|
| Authorised:<br>6,94,75,000 (P.Y. 6,94,75,000) Equity Shares of ₹ 10/- each | 6947.50 | 6947.50 |
| Issued, Subscribed and Fully Paid-up:<br>4,22,38,628 (P.Y. 4,22,38,628) Equity Shares of ₹ 10/- Each fully Paid up | 4223.86 | 4223.86 |

**Notes:**

| **a) Reconciliation of the number of the shares outstanding at the beginning and at the end of the reporting period:** | **As at March 31, 2026** | | **As at March 31, 2025** | |
|---|---|---|---|---|
| | **No of Shares** | **Rs. in Lacs** | **No of Shares** | **Rs. in Lacs** |
| As the beginning of the year/ period | 42238628 | 4223.86 | 42238628 | 4223.86 |
| Share capital issued during the year/ period | - | - | - | - |
| Outstanding at the end of the year/ period | **42238628** | **4223.86** | **42238628** | **4223.86** |

**(a) Details of shareholder holder more than 5% shares in the Company** **Rs. in Lacs**

| **PARTICULAR** | **As at March 31, 2026** | | **As at March 31, 2025** | |
|---|---|---|---|---|
| | **No. of shares held *** | **% of Total paid up Equity Share Capital** | **No. of shares held *** | **% of Total paid up Equity Share Capital** |
| Champalal Gopiram Agarwal | 8272763 | 19.59% | 8272763 | 19.59% |
| Sumit Champalal Agarwal | 10503664 | 24.87% | 10503664 | 24.87% |
| Satyabhama C. Agarwal | 4728588 | 11.19% | 4728588 | 11.19% |
| Pooja S. Agarwal | 2221899 | 5.26% | 2221899 | 5.26% |
| Others | 16511714 | 39.09% | 16511714 | 39.09% |
| **TOTAL** | **42238628** | **100.00%** | **42238628** | **100.00%** |

**(*) Equity shares of Rs. 10 each fully paid**

| **(c) Shares held by promoters as at March 31, 2026** | | | | |
|---|---|---|---|---|
| **S. No** | **Promoter name** | **No. of Shares** | **% of total shares** | **% Change during the year** |
| 1 | Champalal Gopiram Agarwal | 8272763 | 19.59% | - |
| 2 | Sumit Champalal Agarwal | 10503664 | 24.87% | - |
| **Shares held by promoters as at March 31, 2025** | | | | |
| **S. No** | **Promoter name** | **No. of Shares** | **% of total shares** | **% Change during the year** |
| 1 | Champalal Gopiram Agarwal | 8272763 | 19.59% | -2.72 |

| | | | | |
|---|---|---|---|---|
| 2 | Sumit Champalal Agarwal | 10503664 | 24.87% | -2.48 |

**Details of rights, preferences and restrictions attached to the shares**

- The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share.
- In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.
- The Company does not have any holding Company.
- As per records of the company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

| Particular | Aggregate number of shares | | | | |
|---|---|---|---|---|---|
| | As at 31 March 2026 | As at 31 March 2025 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
| Equity shares with voting rights | 42238628 | 42238628 | 42238628 | 42238628 | 15005000 |
| Fully paid up pursuant to contracts without payment being received in cash | - | - | - | - | - |
| Fully paid up by way of bonus shares | - | - | - | - | - |
| Shares bought back | - | - | - | - | - |

**15. Other Equity**

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Security Premium | 11562.96 | 11562.96 |
| Other Comprehensive Income | 206.95 | 131.42 |
| Retained Earnings | 3664.52 | 2729.88 |
| **Total** | **15434.42** | **14424.26** |

**Nature and purpose of reserves**

1. Equity Security Premium
   The amount received in excess of face value of the equity shares is recognised in the Securities Premium Account Equity Security Premium

2. Other Comprehensive income

   a) The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in equity instruments through Other Comprehensive Income.
   b) The remeasurement gain/(loss) on net defined benefit plans is recognised in Other Comprehensive Income net of tax.

3. Retained Earnings
   Retained earnings are the profits that the Company has earned to date less transfer to other reserves, dividends or other distributions to shareholders.

### 16. Borrowings

(Rs. in Lacs)

| Sr. No | Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| a | **Bonds/Debenture** | | |
| b | **Term Loans** | | |
| (i) | **From Banks** | | |
| | Secured Loan from Punjab National Bank | | |
| | Term Loan VIII | 1382.66 | - |
| | Demand Loan (GECL) | 247.71 | 389.67 |
| | Demand Loan (GECL2.0) | - | 186.89 |
| | Term Loan (SVC) | 58.40 | 298.43 |
| | Demand Loan (SVC-WCTL) | 237.20 | 366.89 |
| | Secured Loan from State Bank of India | | |
| | Demand Loan (GECL) | 88.21 | 185.76 |
| | Demand Loan (GECL2.0) | - | 168.27 |
| | Term Loan | | - |
| | Demand Loan (GECL) | | - |
| (ii) | Vehicle Loans from Other Bank | 168.19 | 242.42 |
| | Less: Current Maturity of Secured Loan | -750.11 | -1064.05 |
| | **Total Non-current borrowing** | **1432.26** | **774.29** |

**Current**

(Rs. in Lacs)

| | Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| a | **Secured** | | |
| (i) | **From Banks** | | |
| | Punjab National Bank | | |
| | Cash Credit Limit | 6364.47 | 5524.07 |
| | State Bank of India | | |
| | Cash Credit Limit | 2325.52 | 2499.83 |
| (ii) | Current maturity of term loans from Bank | 750.11 | 1064.05 |
| b | **Unsecured** | | |
| | Loan from Others (Director/Relatives/ICDs) | 07.86 | 24.16 |
| | **Total Current borrowing** | **9447.96** | **9112.11** |

(a) Term Loans from Punjab National Bank, SBI, SVC Bank carry effective interest rates of interest in the range of 8.45% p.a. to 9.55% p.a. (P.Y. 9.25% p.a. to 10.15% p.a.). The Loan is primarily secured by Extension of Equitable Mortgage charge over Existing Plan & Machineries and proposed assets to be obtained. Further Collateral Security as charge over entire factory land & building situated at Survey No. 302-305, Isanpur, Ahmedabad and also Hypothecation charge over existing & proposed plant & machinery. Further, the loan has also been guaranteed by pesonal guarantee of Directors Shri Champalal Agarwal and Shri Sumit Agarwal. The Credit Limit is also secured against personal Residential plot of the Director Shri Champalal Agarwal.

(b) G.E.C.L. Loans from Punjab National Bank, SBI, SVC Bank carries effective rate of interest in the range of 8.85% p.a. to 9.25% p.a. (P.Y. 9.25% p.a.). The Loan is primarily secured by Extension of Equitable Mortgage charge over Existing Plan & Machineries and proposed assets to be obtained. Further Collateral Security as charge over entire factory land & building situated at Survey No. 302-305, Isanpur, Ahmedabad and also Hypothecation charge over existing & proposed plant & machinery. Further, the loan has also been guaranteed by personal guarantee of Directors Shri Champalal Agarwal and Shri Sumit Agarwal. The Credit Limit is also secured against personal Residential plot of the Director Shri Champalal Agarwal.

(c) Term Loan for Vehicles is primarily secured through the Hypothecation of Vehicles.

(d) The Instalments falling due in respect of all the above term loans upto 31.03.2027 have been grouped under "Current Borrowings"

## 17 Lease Liability

(Rs. in Lacs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Lease Liability | 36.63 | 68.06 |
| **Total** | **36.63** | **68.06** |

## 18 Other Financial Liabilities

(Rs. in Lacs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Non-Current - Unclaimed Dividend | 01.65 | 04.83 |
| **Total** | **01.65** | **04.83** |
| Current – payable for colour-Chemicals and others | | |
| Total outstanding dues of micro enterprises and small enterprises | 732.21 | 834.82 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1975.93 | 1973.06 |
| **Total** | **2708.14** | **2807.88** |

## 19 Deferred Tax Liabilities (Net)

(Rs. in Lacs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Deferred Tax Liabilities/ Assets | 2434.78 | 2500.87 |

**Movements in Deferred Tax (As at March 31, 2026)**

| Particulars | As on 01.04.2025 | Charged/(Credited) to Profit or Loss | Charged/(Credited) to OCI | As at March 31, 2026 |
|---|---|---|---|---|
| Property, Plant & Equipment | 639.93 | -90.76 | - | 549.17 |
| Amalgamation | 1814.83 | - | | 1814.83 |
| Provision for Employee Benefits | -03.33 | - | 01.99 | -01.34 |
| ECL | | -00.80 | | -00.80 |
| Mutual Fund | 00.90 | 00.06 | | 00.97 |
| Equity Instrument | 48.54 | | 23.41 | 71.95 |
| **Sub Total (A)** | **2500.87** | **-91.49** | **25.40** | **2434.78** |

**Movements in Deferred Tax (As at March 31, 2025)**

| Particulars | As on 01.04.2024 | Charged/(Credited) to Profit or Loss | Charged/(Credited) to OCI | As at March 31, 2025 |
|---|---|---|---|---|
| Property, Plant & Equipment | 722.80 | -82.86 | - | 639.93 |
| Amalgamation | 1814.83 | - | - | 1814.83 |
| Provision for Employee Benefits | - | - | -03.33 | -03.33 |
| ECL | -00.41 | 00.41 | - | - |
| Mutual Fund | 00.73 | 00.17 | - | 00.90 |
| Equity Instrument | 32.34 | - | 16.20 | 48.54 |
| **Sub Total (A)** | **2570.28** | **-82.28** | **12.87** | **2500.87** |

## 20 Trade Payables

(Rs. in Lacs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Current** | | |
| Total outstanding dues of micro enterprises and small enterprises | 1102.56 | 1269.23 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 2573.72 | 2239.83 |
| **Total** | **3676.28** | **3509.06** |

**Trade Payables Ageing Schedule (As at March 31, 2026)**

| Sr No | Particulars | Less than 1 year | 1-2 years | 2-3 Years | More than 3 years | Total |
|---|---|---|---|---|---|---|
| 1 | Micro and Small Enterprises | 1102.56 | - | - | - | 1102.56 |
| 2 | Others | 2573.72 | - | - | - | 2573.72 |
| 3 | Disputed - Micro & Small Enterprises | - | - | - | - | - |
| 4 | Disputed - Others | - | - | - | - | - |
| **Total** | | **3676.28** | **-** | **-** | **-** | **3676.28** |

**Trade Payables Ageing Schedule (As at March 31, 2025)**

| Sr No | Particulars | Less than 1 year | 1-2 years | 2-3 Years | More than 3 years | Total |
|---|---|---|---|---|---|---|
| 1 | Micro and Small Enterprises | 1269.23 | - | - | - | 1269.23 |
| 2 | Others | 2239.83 | - | - | - | 2239.83 |
| 3 | Disputed - Micro & Small Enterprises | - | - | - | - | - |
| 4 | Disputed - Others | - | - | - | - | - |
| Total | | **3509.06** | **-** | **-** | **-** | **3509.06** |

**Payable to MSME Suppliers**

Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2026. This information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by auditors.

| Sr No | Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|---|
| 1 | Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year. | Principal<br>Interest | 1102.56<br>Nil | 1269.23<br>Nil |
| 2 | The amount of interest paid by the buyer in terms of section 16 of the MSMED Act. | - | Nil | Nil |
| 3 | The amount of interest due and payable for the period of delay in making payment. | - | Nil | Nil |
| 4 | The amount of interest accrued and remaining unpaid at the end of each accounting year. | - | Nil | Nil |
| 5 | The amount of further interest remaining due and payable in succeeding years. | - | Nil | Nil |

**21 Other Current Liabilities**

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Advance Received from Customers | 15.81 | 55.80 |
| Statutory Liabilities | 28.59 | 26.78 |
| Creditor for Capital Goods | 58.00 | - |
| **Total** | **102.40** | **82.58** |

**22 Provisions**

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Non-Current - Provision for employee benefits | 62.03 | 74.00 |
| **Total Non-Current** | **62.03** | **74.00** |
| Current - Provision for Expenses | 66.83 | 61.32 |
| Current - Provision for employee benefits | 08.29 | 27.07 |
| **Total Current** | **75.12** | **88.39** |

**23 Revenue from Operations**

(Rs. in Lacs)

| Particulars | For the Year Ended March 31, 2026 | For the Year Ended March 31, 2025 |
|---|---|---|
| Finished goods (Net of Return) - In India | 35688.06 | 28959.66 |
| Finished goods (Net of Return) - Outside India | - | 250.83 |
| Sales of Yarn | 4625.00 | 478.67 |
| Job Work Charges | 6097.57 | 8350.42 |
| Duty Draw Back Received | - | 03.74 |
| Income from sale of Import License | 03.29 | 19.56 |
| Exchange Rate Fluctuation | 36.24 | 00.53 |
| Rebate, Discount & Claim | 34.84 | 27.63 |
| Income from Colour-Chemical Sale | 35.44 | 19.62 |
| Income from Scrap Sale | 04.62 | 33.75 |
| Sundry Balance W/off | 09.98 | - |
| Total Revenue from Operations | 46535.03 | 38144.41 |
| Less: Commission | 201.82 | 137.54 |
| Less: Loading/Unloading, Cartage, C&F (o/w) Exp | 92.76 | 98.49 |
| Net Revenue | **46240.44** | **37908.37** |

**24 Other Income**

(Rs. in Lacs)

| Particulars | For the Year Ended March 31, 2026 | For the Year Ended March 31, 2025 |
|---|---|---|
| Rent Income | 07.20 | 04.20 |
| Interest Income (Bank FDR) (Net) | 25.88 | 25.94 |
| Profit on sale of Vehicle/Assets | 15.88 | 27.50 |
| Income from Carbon Credit | - | 00.05 |
| Interest on I.Tax Refund | 12.64 | 12.07 |
| Mutual Fund Fair Value (FVTPL) | (00.26) | 00.68 |
| ECL reversal | - | 24.87 |
| **GST Expenses / Income (Net)** | 06.24 | **-** |
| **Total Other income** | **67.59** | **95.31** |

**25 Cost of Material Consumed**

(Rs. in Lacs)

| Particulars | For the Year Ended March 31, 2026 | For the Year Ended March 31, 2025 |
|---|---|---|
| **Grey Cloth** | | |
| Stock of Raw material at the beginning of the year for continuing operations | 859.99 | 2587.77 |
| Add: Cloth Purchase | 25617.92 | 22038.51 |
| Add: Freight | 245.94 | 179.18 |
| Add: Brokerage on Grey Cloth Purchase | 19.56 | 22.45 |
| Less: Grey Cloth at the end of the year for continuing operations (A) | 2245.97 | 859.99 |
| **Cost of raw material and components consumed (A)** | **24497.44** | **23967.92** |
| **Colour and Chemicals** | | |
| Inventory at the beginning of the year (Colour & Chemicals) | 755.47 | 879.49 |
| Add.: Purchase | 3155.08 | 3171.80 |
| Less: Inventory at the end of the year | 838.14 | 755.47 |
| Cost of raw material and components consumed (B) | 3072.41 | 3295.82 |

| | | |
|---|---|---|
| Cost of Raw material Consumed (A+B) | **27569.85** | **27263.73** |

**26 Purchase**

**(Rs. in Lacs)**

| **Particulars** | **For the Year Ended March 31, 2026** | **For the Year Ended March 31, 2025** |
|---|---|---|
| Purchase of Stock in Trade | 4282.48 | 435.51 |
| **Total** | **4282.48** | **435.51** |

**27 Changes in Inventory of finished goods, stock in trade and WIP**

**(Rs. in Lacs)**

| **Particulars** | **For the Year Ended March 31, 2026** | **For the Year Ended March 31, 2025** |
|---|---|---|
| Opening Stock - Finished Goods | 3825.65 | 3487.12 |
| Opening Stock - Work-in-Process | 4983.12 | 3605.71 |
| **Total Opening Stock** | **8808.77** | **7092.83** |
| Closing Stock - Finished Goods | 3558.92 | 3825.65 |
| Closing Stock - Work-in-Process | 2341.86 | 4983.12 |
| **Total Closing Stock** | **5900.78** | **8808.77** |
| **Net Change in Inventory** | **2907.99** | **-1715.94** |

**28 Employee Benefit Expenses**

**(Rs. in Lacs)**

| **Particulars** | **For the Year Ended March 31, 2026** | **For the Year Ended March 31, 2025** |
|---|---|---|
| Salary & Wages | 761.27 | 752.85 |
| Leave Salary | 02.06 | 03.15 |
| Bonus Expenses | 03.25 | 04.36 |
| Contribution to P.F. | 21.28 | 25.43 |
| Contribution to E.S.I. | 05.13 | 06.49 |
| Staff & Labour Welfare Exp. | 00.03 | 00.23 |
| Director Remuneration | 90.00 | 72.00 |
| Gratuilty Expesnes | 12.22 | 08.22 |
| **Total** | **895.24** | **872.72** |

**29 Finance Costs**

**(Rs. in Lacs)**

| **Particulars** | **For the Year Ended March 31, 2026** | **For the Year Ended March 31, 2025** |
|---|---|---|
| Bank Interest | 831.09 | 954.31 |
| Bank Charges & Commission Exp. | 68.56 | 20.48 |
| L. C. & Bill Discounting Charges | 04.16 | 10.20 |
| Other Interest Expenses | 35.23 | 28.56 |
| Lease finance cost | 04.39 | 05.46 |
| **Total** | **943.43** | **1019.00** |

**30 Other Expenses**

(Rs. in Lacs)

| Particulars | For the Year Ended March 31, 2026 | For the Year Ended March 31, 2025 |
|---|---|---|
| Stores & Spares Consumed | 414.21 | 645.02 |
| Design, Engraving & Process Charges Paid Exp | 1632.57 | 1880.91 |
| Clearing & Forwarding Charges &Cust. Duty Exp | 362.98 | 52.36 |
| Power & Fuel & Electric Expenses | 3819.28 | 4364.01 |
| Repair & Maintenance Expenses | 223.99 | 215.87 |
| Factory & Other Mfg. Expenses | 131.66 | 65.53 |
| Pollution Control Expenses | 196.77 | 198.76 |
| Packing Expenses | 378.38 | 332.68 |
| Auditor's Remuneration | 09.61 | 10.50 |
| Insurance Expenses | 90.88 | 56.92 |
| Legal Expenses | 26.44 | 23.75 |
| Filing Fees Expenses | 00.02 | 00.05 |
| Consultancy Charges | 61.83 | 43.19 |
| Telephone Expenses, Postage & Courier Exp | 15.11 | 11.69 |
| Printing & Stationery Expenses | 14.12 | 16.10 |
| Rent Expenses | 18.99 | 10.00 |
| Municiple Tax Expenses | 12.58 | 11.06 |
| Office & Other Misc. Exp | 22.90 | 28.58 |
| Donation & Charity Exp | 11.34 | 08.22 |
| CSR Expenses (Donation) | 16.00 | 15.01 |
| Conveyance Expenses | 02.51 | 02.20 |
| Vehicle Expenses | 01.98 | 07.83 |
| GST Expenses | - | 11.30 |
| Directors' Sitting Fees Exp. | 01.20 | 00.96 |
| Sales Promotion & Gift Article Exp | 23.52 | 25.79 |
| Travelling Expenses | 80.98 | 57.01 |
| Advertisement expenses | 05.41 | 05.61 |
| Expected Credit Loss | 03.16 | - |
| **Total** | **7578.45** | **8100.94** |

| **Auditor's Remuneration Breakup** | | |
|---|---|---|
| As Statutory Audit | 07.50 | 06.00 |
| As Tax Audit | 01.50 | 01.50 |
| As other Consultancy | 00.61 | 03.00 |
| **Total** | **09.61** | **10.50** |

**31 Income Tax - Statement of profit and loss**

**(Rs. in Lacs)**

| Sr. No | Particulars | For the Year Ended March 31, 2026 | For the Year Ended March 31, 2025 |
|---|---|---|---|
| a | **The major components of income tax expenses Statement of Profit and loss** | | |
| | Current income tax charge | 385.00 | 370.00 |
| | Adjustment in respect of income tax charge of previous years | 84.97 | 14.20 |
| | Deferred tax - Charges relating to origination and reversal of temporary differences | -91.49 | -82.28 |
| | **Income tax expenses reported in statement of profit and loss** | **378.48** | **301.92** |
| b | **Other Comprehensive Income (OCI) section** | | |
| | Equity instruments through other Comprehensive Income | 93.02 | 64.35 |
| | Deferred tax related to items recognised in OCI during the year | (23.41) | -16.20 |
| | Net loss / (gain) on Remeasurements of defined benefit plans | 69.61 | 48.16 |
| | **Income tax credit / (charged) to OCI** | **69.61** | **48.16** |
| c | **Reconciliation of tax expense and the accounting profit nultiplied by applicable tax rate** | | |
| | Profit(Loss) before tax as per Statement of Profit and loss | 1313.11 | 1225.87 |
| | Income tax using the Company's domestic tax rate | 330.51 | 308.55 |
| | Tax Effect of | | |
| | Inadmissible Expenses or Expenses treated as separately | - | - |
| | Admissible Deductions | - | - |
| | Other adjustments | - | - |
| | Total Income Taxes for current year | 330.51 | 308.55 |
| | Taxes for earlier years | - | - |
| | Deferred Taxes | -91.49 | -82.28 |
| | **Income Tax and deferred tax expenses as per Profit & Loss** | **239.02** | **226.27** |

**32 Earnings Per Share**

| Particulars | For the Year Ended March 31, 2026 | For the Year Ended March 31, 2025 |
|---|---|---|
| Net Profit/(Loss) for the year (Amount Rs. in Lakhs) | 934.64 | 923.94 |
| Number of equity shares (Weighted Average) | 42238628 | 42238628 |
| Basic Earning per Share (Rs.) | 2.21 | 2.19 |
| Diluted Earning Per Share (Rs.) | 2.21 | 2.19 |

**Note 33: Financial Instruments**

**1. Capital management**

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company comprises net debt (borrowings less cash and cash equivalents) and total equity attributable to the equity shareholders of the Company.

**1.1 Gearing ratio**

The gearing ratio at the end of the reporting period was as follows:

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Debt | 10880.23 | 9886.40 |
| Cash and bank balances | 419.03 | 35.59 |
| Net debt | **10461.19** | 9850.81 |
| **Total equity** | **19658.28** | **18648.12** |
| **Net debt to equity ratio** | **0.53** | **0.53** |

(i) Debt is defined as long-term and short-term borrowing.

**2. Categories of financial instruments**

(Rs. in Lacs)

| Particulars | As at March 31, 2026 Carrying values | As at March 31, 2026 Fair values | As at March 31, 2025 Carrying values | As at March 31, 2025 Fair values |
|---|---|---|---|---|
| **Financial assets - Measured at amortised cost** | | | | |
| Investments | 00.03 | 00.03 | 00.03 | 00.03 |
| Other Non current financial Assests | | | | |
| Trade receivables | 13098.02 | 13098.02 | 9917.17 | 9917.17 |
| Cash and cash equivalents | 786.84 | 786.84 | 404.48 | 404.48 |
| Loans | 49.45 | 49.45 | 49.75 | 49.75 |
| Other Financial Assets | 25.91 | 25.91 | 20.91 | 20.91 |
| **Total Financial Assets carried at amortised cost (A)** | **13960.24** | **13960.24** | **10392.34** | **10392.34** |
| Measured at fair value through profit and loss | | | | |
| Current investments in mutual funds | 9.01 | 9.01 | 09.26 | 09.26 |
| **Total Financial Assets at fair value through profit and Loss (B)** | **9.01** | **9.01** | **09.26** | **09.26** |
| **Measured at Fair Value through Other Comprehensive Income** | | | | |
| Non-current investments in equity instruments | 1470.28 | 1470.28 | 1377.26 | 1377.26 |
| **Total Financial Assets at Fair Value through Other Comprehensive Income (C)** | **1470.28** | **1470.28** | **1377.26** | **1377.26** |
| **Total Financial Assets (A+B+C)** | **15439.53** | **15439.53** | **11778.86** | **11778.86** |
| Financial liabilities - Measured at amortised cost | | | | |
| Non-current borrowings * | 1432.26 | 1432.26 | 774.29 | 774.29 |
| Lease Liability | 36.63 | 36.63 | 68.06 | 68.06 |
| Other financial liabilities | 01.65 | 01.65 | 04.83 | 04.83 |
| Current Liabilities | | | | |
| Short-term borrowings | 9447.96 | 9447.96 | 9112.11 | 9112.11 |
| Trade payables | 3676.28 | 3676.28 | 3509.06 | 3509.06 |
| Other financial liabilities | 2708.14 | 2708.14 | 2807.88 | 2807.88 |
| **Financial Liabilities measured at amortised cost** | **17302.93** | **17302.93** | **16276.22** | **16276.22** |
| **Total Financial Liabilities** | **17302.93** | **17302.93** | **16276.22** | **16276.22** |

For financial liabilities (domestic currency loans): appropriate market borrowing rate of the entity as of each balance sheet date used.

**3. Financial risk management objectives**

The Company's Corporate finance department provides services to business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

**4. Market risk**

The Company's activities expose it primarily to market risk arising from changes in interest rates on its borrowings. The Company monitors its interest rate exposure on an ongoing basis and manages the risk through appropriate financing arrangements. The Company has not entered into any derivative financial instruments to hedge its market risk exposures during the year.

**5. Foreign currency risk management**

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilizing forward foreign exchange contracts and currency options taken at the time of initiation of the booking by the management. Such decision is taken after considering the factors such as upside potential, cost of structure and the downside risks etc. Quarterly reports are submitted to Management Committee on the covered and open positions and MTM valuation.

#### 5.1 Foreign currency sensitivity analysis
The Company is not materially exposed to USD and EURO currency.

### 6. Interest rate risk management

The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The Company has exposure to interest rate risk, arising principally on changes in interest rates. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like long term and short term loans. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The table in 6.1 provides a break-up of the Company's fixed and floating rate borrowings:

#### 6.1 Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

The following table provides a break-up of the Company's fixed and floating rate borrowings and interest rate sensitivity analysis.

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | | **As at March 31, 2025** | |
|---|---|---|---|---|
| | **Gross amount** | **Interest rate sensitivity @0.50%** | **Gross amount** | **Interest rate sensitivity @0.50%** |
| Fixed Loan | 07.86 | NA | 24.16 | NA |
| Variable Loan | 10872.36 | 54.36 | 9862.24 | 49.31 |
| **Total** | **10880.23** | **54.36** | **9886.40** | **49.31** |

### 7. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company uses publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist of a large number of customers, spread across diverse geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

The Company does not have significant credit risk exposure to any single counterparty. Concentration of credit risk related to the above mentioned company did not exceed 10% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty did not exceed 10% of gross monetary assets at any time during the year.

#### 7.1 Collateral held as security and other credit enhancements

The Company does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

### 8. Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**Disclosure as per Ind AS 113 - Fair Value Measurements**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in an orderly transaction in the principal (or most advantageous) market at measurement date under the current market condition regardless of whether that price is directly observable or estimated using other valuation techniques.

The Company has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1- Level 1 hierarchy includes financial instruments measured using quoted prices. This Includes listed equity instruments that have quoted price. Listed and actively traded equity instruments are stated at the last quoted closing price on the National Stock Exchange of India Limited (NSE).

Level 2- The fair value of financial instruments that are not traded in active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3-Financial instruments are classified under Level 3 if one or more significant valuation inputs are not based on observable market data. To determine their fair value accurately, the Company does not rely solely on a single method; instead, it utilizes the most appropriate technique under the Income Approach (such as the Discounted Cash Flow method based on future cash projections), the Market Approach (such as the Comparable Companies Multiple method using market peer milestones), or the Asset Approach (such as the Net Asset Value method based on the adjusted fair value of underlying assets and liabilities). These valuations are performed at each reporting date by qualified internal teams or external registered valuers, and the final outputs are reviewed by management and presented to the Audit Committee to ensure governance and technical compliance.

**Valuation Techniques used to determine fair values:**

**A) Specific valuation technique is used to determine the fair value of the financial instruments which include:**

i) For financial instruments other than (ii):- In accordance with generally accepted pricing models based on Net Asset Value analysis using prices from observable market transactions and dealer quotes of similar instruments.

ii) For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

**(Rs. in Lacs)**

| Particulars | As at March 31, 2026 | | | | As at March 31, 2025 | | | |
|---|---|---|---|---|---|---|---|---|
| | < 1year | 1-5 years | > 5 years | Total | < 1year | 1-5 years | > 5 years | Total |
| **Financial assets** | | | | | | | | |
| **Non-current** | | | | | | | | |
| Investments | - | - | 00.03 | 00.03 | - | - | 00.03 | 00.03 |
| Other Financial Assets | - | - | - | - | - | - | - | - |
| **Total non-current financial assets** | - | - | 00.03 | 00.03 | - | - | **00.03** | **00.03** |
| **Current** | | | | | | | | |
| Investment | 1479.29 | - | - | 1479.29 | - | - | 1386.52 | 1386.52 |
| Trade receivables | 12889.05 | 208.97 | - | 13098.02 | 9704.61 | 212.57 | - | 9917.17 |
| Cash and cash equivalents | 786.84 | - | - | 786.84 | 404.48 | - | - | 404.48 |
| Loans | 49.45 | - | - | 49.45 | 49.75 | - | - | 49.75 |
| Other Financial Assets | 25.91 | - | - | 25.91 | 20.91 | - | - | 20.91 |
| **Total current financial assets** | **13751.25** | **208.97** | **-** | **15439.50** | **10179.75** | **212.57** | **1386.52** | **11778.84** |
| **Total financial assets** | **13751.25** | **208.97** | **00.03** | **15439.53** | **10179.75** | **212.57** | **1386.55** | **11778.86** |
| **Financial liabilities** | | | | | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Non-current** | | | | | | | | |
| Borrowings | - | 1432.26 | - | 1432.26 | - | 774.29 | - | 774.29 |
| Lease Liabilities | 36.63 | | - | 36.63 | 68.06 | | - | 68.06 |
| Other financial liabilities | - | - | 01.65 | 01.65 | - | - | 04.83 | 04.83 |
| **Total non-current financial liabilities** | **36.63** | **1432.26** | **01.65** | **1470.55** | **68.06** | **774.29** | **04.83** | **847.18** |
| **Current** | | | | | | | | |
| Borrowings | 9447.96 | - | - | 9447.96 | 9112.11 | - | - | 9112.11 |
| Trade payables | 3676.28 | - | - | 3676.28 | 3509.06 | - | - | 3509.06 |
| Other financial liabilities | 2708.14 | - | - | 2708.14 | 2807.88 | - | - | 2807.88 |
| **Total current financial liabilities** | **15832.38** | **-** | **-** | **15832.38** | **15429.05** | **-** | **-** | **15429.05** |
| **Total financial liabilities** | **15869.02** | **1432.26** | **01.65** | **17302.93** | **15497.11** | **774.29** | **04.83** | **16276.22** |

**34 Contingent Liabilities and Commitments**

**(Rs. in Lacs)**

| Particular | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **(a)** | Corporate Guarantee Given on behalf of subsidiaries | - | - |
| **(b)** | Disputed demand of income tax for which appeal has been filed | - | - |
| **Total** | | **-** | **-** |
| **II. Commitments** | | | |
| Commitments | | - | - |
| **Total** | | **-** | **-** |

IV. The estimated amount of capital contract remaining to be executed on capital account and not provided for Rs. nil/- (P.Y. Nil) against which advance have been paid Rs. 0/- (P.Y. Nil)

**35 Segment Information**

The Managing Director/ Chief Executive Officer of the Company allocate resources and assess the performance of the Company, thus are the Chief Operating Decision Maker (CODM). Manufacturing & Trading in textile is identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

(a) Description of segment and principal activities
The Managing Director/ Chief Executive Officer of the Company allocate resources and assess the performance of the Company, thus are the Chief Operating Decision Maker (CODM). Texitile Business is identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

(b) Information about geographical areas
(i) Revenue from External Customers

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** |
|---|---|---|
| India | 46535.03 | 37893.57 |
| Outside India | - | 250.83 |
| Total | **46535.03** | **38144.41** |

Revenue from external customer is allocated based on the location of customers.

(ii) Non - Current Assets

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** |
|---|---|---|
| India | 13167.43 | 13613.43 |
| Outside India | - | - |
| Total | **13167.43** | **13613.43** |

Non-current assets include property, plant and equipment, capital work in progress, intangible assets and Security Deposits. It is allocated based on the geographic location of the respective assets.

(c) Information about major customers
No single customer represents 10% or more of the company's total revenue during the years ended March 31, 2026 and March 31, 2025.

**36** Balance of Trade receivables, Trade payables, loans and advances are subject to confirmation from the respective parties.

**37** The figures pertaining to previous periods have been regrouped and restated wherever necessary, to make them comparable.

**38** The financial statements are approved by the audit committee as at its meeting and by the Board of Directors on 30.05.2026. The Said financial Statements are subject to approval of Share Holders in Annual General Meeting

**39 Ind As 115 : Revenue from Contracts with Customers**

The disaggregation of Revenue from Contract with Customers – Segment-wise

**(Rs. in Lacs)**

| **Particulars** | **For the year ended March 31, 2026** | **For the year ended March 31, 2025** |
|---|---:|---:|
| Sales in Domestic Market | 40313.05 | 29438.33 |
| Sales in Export Market | - | 250.83 |
| Job Work Charges | 6097.57 | 8350.42 |
| Financial Services | - | - |
| Less Commission | -201.82 | -137.54 |
| **Total Revenue** | **46208.80** | **37902.04** |

A) Disaggregated revenue information
Set out below is the disaggregation of the company's revenue from contracts with customers:

**(Rs. in Lacs)**

| **Segment** | **For the year ended March 31, 2026** | **For the year ended March 31, 2025** |
|---|---:|---:|
| **Type of goods or service** | | |
| **Sale of manufactured goods** | | |
| Sale of Goods | 40313.05 | 29689.16 |
| Job Work Charges | 6097.57 | 8350.42 |
| **Total revenue from contracts with customers** | **46410.62** | **38039.58** |
| India | 46410.62 | 37788.75 |
| Outside India | - | 250.83 |
| **Total revenue from contracts with customers** | **46410.62** | **38039.58** |
| **Timing of revenue recognition** | | |
| Goods transferred at a point in time | 46410.62 | 38039.58 |
| **Total revenue from contracts with customers** | **46410.62** | **38039.58** |

Set out below, is the reconciliation of the renue from contracts with customers with the amounts disclosed in the segment information

**(Rs. in Lacs)**

| **Segment** | **For the year ended March 31, 2026** | **For the year ended March 31, 2025** |
|---|---:|---:|
| **Revenue** | | |
| External customer | 46410.62 | 38039.58 |
| Inter-segment | - | - |
| Inter-segment adjustment and elimination | - | - |
| **Total revenue from contracts with customers** | **46410.62** | **38039.58** |

B) Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contract with customers

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** |
|---|---|---|
| Trade receivables* | 13098.02 | 9917.17 |
| Contract liabilities | - | - |
| **Advances from customers** | 15.81 | 55.80 |

*Trade receivables are non-interest bearing and are generally on terms of 0 to 180 days.

C) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

**(Rs. in Lacs)**

| **Particulars** | **For the year ended March 31, 2026** | **For the year ended March 31, 2025** |
|---|---|---|
| **Revenue as per contracted price** | | |
| Sales-Fabrics | 40313.05 | 29689.16 |
| Sales Job | 6097.57 | 8350.42 |
| Financial Services | - | - |
| Special Discount-Sales Return | - | - |
| Commission on sale and other adjustment | -201.82 | -137.54 |
| **Revenue from contract with customers** | **46208.80** | **37902.04** |

*  Revenue net of discounts, claims and commission

**D) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price**

**(Rs. in Lacs)**

| **Particulars** | **As at March 31, 2026** | **As at March 31, 2025** |
|---|---|---|
| Advances from customers | 15.81 | 55.80 |
| | **15.81** | **55.80** |

**40** Management expects that the entire transaction price alloted to the unsatisfied contract as at the end of the reporting period will be recognised as revenue during the next financial year.

**41** Loans and Advances, Unsecured loan and Debtors/Creditors are subject to confirmation.

**42** Company has not given any loan or Guarantees during the year hence disclosure under section 186(4) of the Companies Act, 2013 is not given.

**43** Figures have been presented in 'Lacs' of rupees with two decimals.

**44 Comparatives / Regrouping and Reclassification**

Comparatives (amounts and other disclosures for the preceding reporting year) are included as an integral part of the current year’s financial statements. Figures of the previous year have been regrouped / reclassified wherever necessary to correspond with the current year’s presentation and classification.

45 Pursuant to the notification issued by the Ministry of Labour and Employment, The Government of India has consolidated 29 existing labour legislations into a united framework comprising 4 Labour Codes referred as the “New Labour Codes” which became effective from 21st November, 2025. The Company is currently evaluating the financial implication on its employee benefit obligation. As the evaluation is currently in progress, the financial impact is not reasonably determinable at this stage. Consequently, no adjustment has been made in the financial results for the period.

**46.** Events occurring after the reporting period

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. As of 20th May 2026, there were no subsequent events and transactions to be recognized or reported that are not already disclosed.

**46A.** Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements

a. Details of Benami Property: The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property

b. Details of Charges: The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

c. Details of crypto currency or virtual currency: The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

d. Utilization of borrowed funds and share premium:
The Company has not received any fund from any person(s) or entity(is), 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.

e. Undisclosed income: The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year 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.

f. Willful Defaulter: The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

g. Compliance with number of layers of companies: As the company has no holding or subsidiary company, requirement with respect to number of layers prescribed under clause 87 of sub section 2 of the Companies Act, 2013 read with companies (restriction on number of layers) rules, 2017 is not applicable.

h. Valuation of PP&E, intangible asset and investment property: The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year

i. The Company has no transaction with any company struck-off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956

**47 Related Party Transactions**

| **Name of the Related Parties and Description of Relationship** | **Nature of Relationship** |
|---|---|
| **Particulars of Group Concerns (For the F.Y.2025-2026)** | |
| Aarnav Industries Private Limited | Group Concern |
| One World Texofab Private Limited | Group Concern |
| Alpine Texworld Ltd.(Formerly known as Alpine Spinweave P.Ltd.) | Group Concern |
| **Director/KMP (For the F.Y.2025-2026)** | **Designation** |
| Sumit Agarwal | Managing Director |
| Champalal Agarwal | Director & Chairman |
| Milee Kamdar | Company Secretary & Compliance Officer |
| Nidhi Aggarwal | Non Executive Director |
| Radhakishan Sharma | Chief Finance Officer |
| Kuldeep Shah | Independent Director |
| Sourhabh Patawari | Independent Director |
| Madhur Murari Todi | Independent Director |

| Name of the Related Parties and Description of Relationship | Nature of Relationship |
|---|---|
| **Particulars of Group Concerns (For the F.Y. 2024-2025)** | |
| Aarnav Industries Private Limited | Group Concern |
| One World Texofab Pvt. Ltd. | Group Concern |
| Alpine Texworld Ltd. (Formerly known as Alpine Spinweave P.Ltd.) | Group Concern |
| **Director/KMP (For the F.Y. 2024-2025)** | **Designation** |
| Sumit Agarwal | Managing Director |
| Champalal Agarwal | Director & Chairman |
| Milee Kamdar | Company Secretary & Compliance Officer (w.e.f. 08.05.2024) |
| Nidhi Aggarwal | Non Executive Director |
| Radhakishan Sharma | Chief Finance Officer |
| Kuldeep Shah | Independent Director |
| Sourhabh Patawari | Independent Director |
| Madhur Murari Todi | Independent Director |

**b. Related Party Transactions:**

**(Rs. in Lacs)**

| Particulars | F.Y. 2025-2026 | F.Y. 2024-2025 |
|---|---|---|
| **Outstanding Balance as at year end [Dr/(Cr)]** | | |
| Aarnav Industries Private Limited | - | - |
| Alpine Spinweave Private Limited | - | - |
| One World Texofab Pvt. Ltd. | -07.86 | -24.16 |
| **Payable Balance as at year end (Dire/KMP)** | | |
| Champalal Agarwal | 03.06 | 02.06 |
| Sumit Agarwal | 04.06 | 02.06 |
| Nidhi Aggarwal | - | - |
| Milee Kamdar | 00.54 | 00.54 |
| Radhakishan Sharma | 00.31 | 00.48 |
| **Loan Taken** | | |
| One World Texofab Pvt. Ltd. | 1854.01 | 2212.05 |
| **Loan Taken Repaid** | | |
| One World Texofab Pvt. Ltd. | 1877.17 | 2405.85 |
| **Loan Given** | | |
| Aarnav Industries Private Limited | - | - |
| **Loan Given repaid** | | |
| Aarnav Industries Private Limited | - | - |
| **Remuneration Paid** | | |
| Champalal Agarwal | 42.00 | 36.00 |
| Sumit Agarwal | 48.00 | 36.00 |
| Nidhi Aggarwal | - | - |
| Milee Kamdar | 06.48 | 05.94 |
| Radhakishan Sharma | 05.44 | 05.25 |
| **Rent Paid** | | |
| Champalal Agarwal | 01.13 | 01.50 |
| Sumit Agarwal | 01.13 | 01.50 |
| **Rent Received** | | |
| Aarnav Industries Pvt. Ltd. | 07.20 | 04.20 |
| **Interest Paid** | | |
| One World Texofab Pvt. Ltd. | 07.63 | 09.06 |
| **Dividend Paid** | | |
| Champalal Agarwal | - | 41.36 |

| | | |
|---|---|---|
| Sumit Agarwal | - | 52.52 |
| **Director Sitting Fees Paid** | | |
| Kuldeep Shah | 00.30 | 00.27 |
| Sourabh Patawari | 00.30 | 00.27 |
| Madhur Murari Todi | 00.30 | 00.27 |
| Nidhi Aggarwal | 00.30 | 00.15 |
| **Purchase of Goods** | | |
| Aarnav Industries Pvt. Ltd. | 61.76 | 23.01 |
| Alpine Spinweave Pvt. Ltd. | - | - |
| **Sale of Goods** | | |
| Aarnav Industries Pvt. Ltd. | 143.87 | 36.82 |
| Alpine Spinweave Private Limited | 00.15 | - |

## 48 DISCLOSURES RELATING TO VARIOUS RATIOS:

| ***Sr. No*** | **Ratio** | **Numerator** | **Denominator** | **31st March, 2026** | **31st March, 2025** | **% variance** | **Reason for variance** |
|---|---|---|---|---|---|---|---|
| 1 | Current ratio | Current assets | Current liabilities | 1.65 | 1.54 | 6.59% | N.A. |
| 2 | Debt-Equity ratio | Total debt | Shareholders' equity | 0.55 | 0.53 | 4.40% | N.A. |
| 3 | Debt- service coverage ratio | Earnings available for debt service | Debt service | 2.39 | 1.49 | 60.37% | Due to Decrease in old Long-Term Borrowings |
| 4 | Return on equity ratio | Net profit after taxes less preference dividend (if any) | Average shareholders' equity | 4.88% | 5.06% | -3.49% | N.A. |
| 5 | Inventory turnover ratio | Cost of goods sold or sales | Average Inventory | 3.38 | 2.37 | 42.53% | Due to increase in Trading Sales |
| 6 | Trade receivable turnover ratio | Net credit sales | Average trade receivables | 4.02 | 3.69 | 8.96% | N.A. |
| 7 | Trade payables turnover ratio | Net credit purchases | Average trade payables | 8.32 | 5.80 | 43.50% | Due to increase in Trading Purchases |
| 8 | Net capital turnover ratio | Net sales | Average working capital | 4.89 | 4.57 | 7.04% | N.A. |
| 9 | Net profit ratio | Net Profit after taxes | Net sales | 2.02 | 2.44 | -20.58% | Due to Increase in Trading Sales |
| 10 | Return on capital employed | Earning before interest and taxes | Capital employed | 6.61% | 7.12% | -7.13% | N.A. |
| 11 | Return on investment | Income from Investments | Cost of Investment | 0.00% | 0.05% | 0.00% | N.A. |
| 12 | Interest Service Coverage Ratio | Earning available for debt service(EBDIT) | Total Interest Expenses | 3.46 | 3.06 | 12.94% | Due to Decrease in Interest Expenses |

**49 Assets Mortgage/Hypothecated as Security**

The carrying amount of assets pledged/hypothecated as security for current and non-current borrowings are:

**(₹ in Lacs)**

| Assets Description | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| First and / or Second charge | | |
| I. Current Financial Assets | | |
| Investments | 1479.29 | 1386.52 |
| Trade receivables | 13098.02 | 9917.17 |
| Bank balances | 367.81 | 368.89 |
| Other financial assets | 25.91 | 20.91 |
| Loans | 49.45 | 49.75 |
| II. Current Assets | | |
| Inventories | 9669.24 | 10912.98 |
| Other Current Assets | 1531.87 | 1491.30 |
| **Total current assets Hypothecated/Mortgage as security** | **26221.58** | **24147.53** |
| First and / or Second charge | | |
| III. Property, Plant and Equipment | | |
| Land | 6120.98 | 6120.98 |
| Building | 1346.22 | 1412.99 |
| Plant and Equipment | 4251.37 | 3473.48 |
| Electric Installation | 04.66 | 03.61 |
| Furniture and fixtures | 100.63 | 13.32 |
| Office Equipment | 14.77 | 02.37 |
| Vehicles | 184.45 | 237.44 |
| Computer | 04.26 | 03.66 |
| Effluent Treatment Plant | 14.20 | 41.26 |
| J. Intangible Assets | 602.46 | 602.46 |
| IV. Capital work in progress | - | 10.78 |
| V. Non Current Financial Assets | | |
| Investment | 00.03 | 00.03 |
| Other Financial Assets/Non Current Assets | - | 1140.00 |
| VI. Other Non Current Assets | - | - |
| **Total non-current assets Hypothecated/Mortgage as security** | **12644.01** | **13062.38** |
| **Total Assets Hypothecated/Mortgage as security** | **38865.59** | **37209.91** |

**Material Accounting Policies**
**see accompanying notes to the Financial Statements**
**as per our report of even date attached**

**As per our report of even date**
**FOR, NAHTA JAIN & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**FIRM REGN. NO. 106801W**

**For and on behalf of the Board of Directors**
**AARNAV FASHIONS LIMITED**

**CHAMPALAL AGARWAL**
**DIN: 01716421**
**CHAIRMAN AND DIRECTOR**

**SUMIT AGARWAL**
**DIN: 00356863**
**MANAGING DIRECTOR**

**(CA. GAURAV NAHTA)**
**PARTNER**
**MEM. NO. 116735**

**MILEE KAMDAR**
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**RADHAKISHAN SHARMA**
**CHIEF FINANCIAL OFFICER**

**PLACE: AHMEDABAD**
**DATE: 30-05-2026**

**AARNAV FASHIONS LIMITED**
**CIN: L17100GJ1983PLC028990**
**Registered Office: 1, New Cloth Market, O/s Raipur Gate, Ahmedabad - 380002**
**Ph: 079-29702983, e-mail: aarnavfashions@gmail.com website: www.aarnavgroup.com**

**PROXY FORM**

(Form No. MGT-11 - *Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)*

| | |
|---|---|
| Name of the member(s) | |
| Registered Address | |
| E-mail Id | |
| Folio No/Client Id | |

I/We, being the member (s) of ..................................shares of the above-named company, hereby appoint

1. Name:________________________________________
   Address:________________________________________
   E mail Id:____________________Signature:____________________or failing him
2. Name:________________________________________
   Address:________________________________________
   E-mail Id:____________________Signature:____________________or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting and/or any adjournment thereof of Aarnav Fashions Limited held on Wednesday, September 30, 2026 at 03:00 P.M. Survey No. 302-305, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405, Gujarat, India. and/or any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | RESOLUTION |
|---|---|
| **ORDINARY BUSINESSES** | |
| 1 | ADOPTION OF FINANCIAL STATEMENTS |
| 2 | TO APPOINT A DIRECTOR IN PLACE OF MS. NIDHI SANJAYKUMAR AGGRAWAL, DIRECTOR (DIN: 08364168), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT |
| **SPECIAL BUSINESSES** | |
| 3 | TO RATIFY THE REMUNERATION PAYABLE TO M/S. KIRAN J. MEHTA & CO, COST ACCOUNTANTS COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2027 |
| 4 | APPROVAL OF APPOINTMENT OF RAVI KAPOOR & ASSOCIATES AS SECRETARIAL AUDITOR OF THE COMPANY |

Signed this.............................day of ................ 2026

Affix Revenue Stamp of not less than Rs. 1

**Signature of shareholder**

**Signature of Proxy holder(s)**

**Note:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting on or before September 28, 2026 at 03:00 P.M.)
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate

**ATTENDANCE SLIP**
**AARNAV FASHIONS LIMITED**
**CIN: L17100GJ1983PLC028990**
**Registered Office: 1, New Cloth Market, O/s Raipur Gate, Ahmedabad - 380002**
**Ph: 079-29702983, e-mail: aarnavfashions@gmail.com website: www.aarnavgroup.com**

| | |
|---|---|
| Regd. Folio No./DP Id No.*/Client Id No.*<br>(*Applicable for investor holding shares in electronic form.) | |
| No. of Shares held | |
| Name and Address of the First Shareholder<br>(IN BLOCK LETTERS) | |
| Name of the Joint holder (if any) | |

I/we hereby record my/our presence at the 43rd Annual General Meeting of Aarnav Fashions Limited held on Wednesday, September 30, 2026 at 03:00 P.M. Survey No. 302-305, Isanpur, Gopi Compound, Narol - Vatva Road, Narol, Ahmedabad-382405.

**Member's/Proxy's Name in Block Letters** **Member's/Proxy's Signature**

***Notes:*** Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

**AARNAV FASHIONS LIMITED**
**CIN: L17100GJ1983PLC028990**

**REGISTERED OFFICE: SURVEY NO. 302-305, ISANPUR, NAROL-VATVA ROAD, AHMEDABAD – 382405 (INDIA)**