ARC INSULATION AND INSULATORS LIMITED
(Formerly Known as ARC INSULATION AND INULATORS PRIVATE LIMITED)
CIN : U18109WB2008PLC129263

Annexure To Note: 1.14
Foreign Currency Transactions

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Expense in Foreign Currency		
Purchases (In USD)	3,54,615.75	2,62,467.58
Purchases (In INR in Lakhs)	303.03	218.50
Capital Goods in Foreign Currency		
Purchases (In USD)	-	-
Purchases (In Russian Ruble)		81,00,000.00
Purchases (In INR in Lakhs)	-	91.23
Income in Foreign Currency		
Sales (In USD)	61,857.00	57,520.01
Sales (In INR in Lakhs)	49.12	43.49
FOB Value (In INR in Lakhs)	49.12	43.49

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ARC Insulation & Insulators Limited

ARC INSULATION AND INSULATORS LIMITED
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NOTES TO RESTATED FINANCIAL INFORMATION

NOTE- 2
SHARE CAPITAL

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
	Rs. In Lakhs	Rs. In Lakhs
Authorised		
19,00,000 Equity Shares of Rs.10/- each.	-	190.00
150,00,000 Equity Shares of Rs.10/- each.	1,500.00	-
	1,500.00	190.00
Issued, Subscribed & Fully Paid-up		
1713020 Equity Shares of Rs.10/- each.	-	171.30
7252380 Equity Shares of Rs.10/- each.	725.24	-
Total	**725.24**	**171.30**

NOTE 2A : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31.03.2025	As at 31.03.2024
Shares outstanding at the beginning of the year (Nos.)	17,13,020	17,13,020
Shares Issued during the year for a consideration other than in cash (Nos.)	-	-
Shares Issued during the year for a consideration in cash (Nos.)	4,00,300	-
Additional shares after splitting during the year (Nos.)	-	-
Bonus issue (Nos.)	51,39,060	-
Shares outstanding at the end of the year (Nos.)	**72,52,380**	**17,13,020**

Notes:

a. The Authorised Share Capital of the company was increased from 19,00,000 Equity Shares of Rs.10/- each to 1,50,00,000 Equity Shares of Rs. 10/- each vide resolution passed in EGM dated 07th August, 2024.

b. The company issued 5139060 equity shares of Rs. 10/- each as bonus shares in the ratio of 3:1 (i.e. 3 (Three) Fully paid Bonus Shares of Rs.10/- each allotted against the holding of 1 (One) equity shares of the Company) vide EGM resolution passed on 18.09.2024 (i.e. after the period considered this is Restated Financial Statement).

c. The Company Further Issue 4,00,300 equity shares of Rs. 10 each by making a Preferential allotment at an issue price of Rs. 105/- (including a premium) each vide resolution dated 23-09-2024 and alloted on 30.09.2024.

NOTE 2B: Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs 10 per share. Holder of each equity share is entitled to one vote. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution to equity shareholders will be in proportion to the number of equity shares held by the shareholders.

NOTE 2C: Shares held by Promoters

	Promoter Name	No. of Shares				% Change during the year
		As at 31.03.2025	% of Holding	As at 31.03.2024	% of Holding	
		Face Value Rs. 10/-		Face Value Rs. 10/-		
1	Manish Bajoria	36,95,280	50.95%	9,23,820	53.93%	0.00%
2	Neelam Bajoria	12,36,000	17.04%	3,09,000	18.04%	0.00%
3	Swabhumi distributors Private Limited	17,00,000	23.44%	4,25,000	24.81%	0.00%
4	Manish Bajoria (HUF)	1,40,000	1.93%	35,000	2.04%	0.00%
5	Ashish Kumar Bajoria	400	0.01%	100	0.01%	0.00%
	Total	67,71,680	93.37%	16,92,920	98.83%	

NOTE 2D: The Details of shareholding holding more than 5%

Name of shareholder	As at 31.03.2025		As at 31.03.2024	
	Number of Shares	% of Holding	Number of Shares	% of Holding
	Face Value Rs. 10/-		Face Value Rs. 10/-	
Manish Bajoria	36,95,280	50.95%	9,23,820	53.93%
Neelam Bajoria	12,36,000	17.04%	3,09,000	18.04%
Swabhumi distributors Private Limited	17,00,000	23.44%	4,25,000	24.81%

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NOTES TO RESTATED FINANCIAL INFORMATION

NOTE- 3
RESERVE & SURPLUS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Securities Premium		
Balance at the beginning of the reporting period	112.64	112.64
Add: Addition during the year	380.29	-
Less: Bonus Share Issue	-	-
Balance at the end of the reporting period	492.92	112.64
Surplus/(Deficit) in Statement of Profit & Loss		
Opening balance	931.29	158.77
Add/(Less): Net Profit/(Net Loss) for the current year	868.60	586.20
Add: Prior period stock adjustments	-	221.64
Less: Earlier Year Income Tax Adjusted	-	(17.71)
Less: Gratuity provision of earlier years	-	(17.61)
Less: Bonus Share Issue	(553.91)	-
Closing Balance	1,285.98	931.29
Total	**1,778.90**	**1,043.92**

NOTE- 4
LONG TERM BORROWINGS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
(a) Secured Loan		
From banks		
Term loans from Bank	378.70	219.35
(b)Unsecured Loans		
Loan from related parties	10.67	11.93
Total	389.37	231.27
Less: Current Maturities of Long Term Debts	79.53	76.62
Total	309.84	154.66

Note: Secured & Unsecured Loan Detail are Refer Note No. 4.1

NOTE- 5
LONG TERM PROVISIONS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Provisions for Employee Benefit- Gratuity Provision	21.59	20.45
Total	21.59	20.45

NOTE- 6
SHORT TERM BORROWINGS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Secured Loan:		
Loans repayable on demand		
Cash Credit	207.26	46.35
Current maturities of Long term borrowings from Bank	79.53	76.62
Total	286.79	122.97

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NOTES TO RESTATED FINANCIAL INFORMATION

NOTE- 7
TRADE PAYABLES

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Trade Payables- Due to Small and Micro enterprises	-	-
Trade Payables- Due to Other than Small and Micro enterprises	539.71	471.71
Total	539.71	471.71

Trade Payables ageing schedule for the year ended 31.03.2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Small and Micro enterprises	-	-	-	-	-
Others	404.42	88.14	47.15	-	539.71
Disputed Dues- Small and Micro enterprises	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Unbilled	-	-	-	-	-
Undues	-	-	-	-	-
TOTAL	404.42	88.14	47.15	-	539.71

Trade Payables ageing schedule for the year ended 31.03.2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Small and Micro enterprises	-	-	-	-	-
Others	446.99	15.02	9.71	-	471.71
Disputed Dues- Small and Micro enterprises	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Unbilled	-	-	-	-	-
Undues	-	-	-	-	-
TOTAL	446.99	15.02	9.71	-	471.71

NOTE- 8
OTHER CURRENT LIABILITIES

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Advance from Customers	12.95	30.83
Salary Payable	21.24	5.92
Payable Against Purchase of Land	8.11	4.25
Statutory Dues		
- TDS & TCS Payable	7.57	11.58
- PF & ESI Payable	1.02	0.91
- GST Payable	11.13	2.62
Expenses Payables	2.85	14.57
TOTAL	64.84	70.68

NOTE- 9
SHORT TERM PROVISIONS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Employee Benefits		
Provision For Employee Benefits- Gratuity Provision	1.18	1.77
Other Provision		
Provision for Income Tax (Net off TDS & TCS)	200.42	169.06
Total	201.60	170.83
	-	-

NOTE- 10
PROPERTY,PLANT & EQUIPMENTS AND INTANGIBLE ASSETS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Property,Plant & Equipments	1,304.96	639.58
TOTAL	1,304.96	639.58

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NOTES TO RESTATED FINANCIAL INFORMATION

NOTE- 11
NON CURRENT INVESTMENTS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Investment in Gold Coin	1.25	1.25
Total	1.25	1.25

NOTE- 12
DEFFERED TAX LIABILITIES(ASSETS) (NET)

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Deferred Tax Liabilities/(Assets)	(14.44)	(5.32)
Total	(14.44)	(5.32)

NOTE- 13
OTHER NON CURRENT ASSETS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Security Deposits	19.57	18.24
Capital Advances:		
- Advance against Land	319.31	332.08
Fixed Deposit with Scheduled Bank (Maturity is more than 12 months)*	78.83	87.92
Others	-	0.09
Total	417.71	438.33

***Held as Margin Money against Bank Guarantee**

NOTE 14
INVENTORIES

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Raw Material	401.21	307.82
Finished Goods	369.39	250.80
Total	770.60	558.62

Note: Value of closing inventory has been considered as per AS-2 i.e. lower of Cost or NRV, as certified by the management

NOTE- 15
TRADE RECEIVABLES

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
(a) Secured, considered good;	-	-
(b) Unsecured, considered good;	1,205.84	454.64
(c) Doubtful		
Total	**1,205.84**	**454.64**

Trade Receivable Ageing Schedule for the year ended 31.03.2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6months	6months - 1year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables — considered good	468.22	587.02	54.10	65.94	-	1,175.28
Undisputed Trade Receivables — considered doubtful						-
Disputed Trade Receivables considered good	-	-	-	-	30.56	30.56
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Unbilled	-	-	-	-	-	-
Undues	-	-	-	-	-	-
TOTAL	468.22	587.02	54.10	65.94	30.56	1,205.84

Trade Receivable Ageing Schedule for the year ended 31.03.2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6months	6months - 1year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables — considered good	213.73	117.07	73.32	19.95	-	424.08
Undisputed Trade Receivables — considered doubtful						-
Disputed Trade Receivables considered good	-	-	-	-	30.56	30.56
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Unbilled	-	-	-	-	-	-
Undues	-	-	-	-	-	-
TOTAL	213.73	117.07	73.32	19.95	30.56	454.64

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NOTES TO RESTATED FINANCIAL INFORMATION

NOTE- 16
CASH AND CASH EQUIVALENTS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Balances with Banks	9.70	2.10
Balance in Cash credit account	-	58.65
Cash in Hand (As certified by management)	46.68	21.20
Cheques in Hand	20.00	-
Total	76.39	81.95

NOTE- 17
SHORT TERM LOANS AND ADVANCES

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Advances to related parties	10.00	31.40
Others		
Unsecured & Considered good		
Advance to supplier	100.74	13.10
Total	110.74	44.51

NOTE- 18
OTHER CURRENT ASSETS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Prepaid IPO Expenses	20.00	-
Prepaid Digital Marketing Expenses	5.20	-
Other Receivable	1.37	2.30
Total	26.57	2.30

NOTE- 19
REVENUE FROM OPERATIONS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Sale of Finished Goods:		
- Domestic	3,205.33	2,782.26
- Export	49.12	45.49
Other operating revenues	17.18	19.72
Total	3,271.64	2,845.47

NOTE- 20
OTHER INCOME

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Interest Income	8.17	4.69
Forex Gain (net)	1.78	-
Liability Wroff		36.10
Other non-operating Income	33.73	15.15
Total	43.68	75.93

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NOTES TO RESTATED FINANCIAL INFORMATION

NOTE- 21
COST OF MATERIALS CONSUMED

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Opening Stock Raw Materials	307.82	106.45
Add: Prior period adjustments		221.64
Purchases of Raw Materials		
Indegenous purchase	1,259.24	1,211.63
Import purchase	305.03	218.50
Less: Closing Stock of Raw Materials	401.21	307.82
Add : Direct Expenses:		
Consumables	0.12	-
Direct Wages	41.69	4.41
Freight Charges	103.39	67.25
Power & Fuel	35.56	31.66
Other Direct Expenses	14.85	25.58
Total Direct Expenses	**195.60**	**128.88**
Total	1,704.49	1,579.29

NOTE 21
CHANGES IN INVENTORIES OF FINISHED GOODS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Finished goods :		
Opening Stock	250.80	102.42
Closing Stock	369.39	250.80
(Increase)/Decrease	**(118.59)**	**(148.38)**
Total	(118.59)	(148.38)

NOTE- 23
EMPLOYEES BENEFIT EXPENSE

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Salaries, Wages & Bonus	92.47	86.38
Director's Remuneration	60.00	60.00
Gratuity	0.56	4.61
Contribution to Provident and other funds	6.14	3.88
Total	159.17	154.87

NOTE- 24
FINANCE COST

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Interest Expense		
On Bank Loan	35.52	36.45
Bank Charges	6.39	4.75
Total	41.91	41.20

NOTE- 25
DEPRECIATION & AMORTIZATION EXPENSE

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Depreciation on Property, Plant & Equipment	92.63	85.37
Total	92.63	85.37

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NOTES TO RESTATED FINANCIAL INFORMATION

NOTE- 28
OTHER EXPENSES

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Advertisement & Publicity	1.70	-
Auditor Remuneration	3.18	3.00
Business promotion	28.36	30.86
Certification & Inspection Expenses	2.03	11.03
Commission on sales	74.58	173.64
CSR Expenses	8.00	-
Stores & spares	16.63	13.15
Computer Expenses	-	1.40
Delivery Expenses	0.32	0.61
Donation Expenses	0.04	0.48
Director Siting Fees	1.05	-
Discount Allowed		7.63
Forex Loss (net)	-	0.02
Freight Charges	-	3.86
General Expenses	24.04	4.95
Insurance expenses	1.09	4.55
Interest paid on Statutory Dues	21.50	0.36
Internet Expenses	6.74	0.23
Legal & Profession Charges	20.06	24.51
Miscellaneous Expenses	1.66	0.40
Office Expenses	6.48	1.05
Roc Fees	10.66	-
Postage & Telecommunication	0.69	0.68
Printing & Stationery	0.97	0.05
Packing expenses	-	9.59
Repairs & Maintenance	28.08	11.77
Round off	-	0.01
Security Charges	8.09	5.28
Statutory payments	-	0.89
Testing Charges	1.66	0.04
Travelling and conveyance	7.84	30.71
Tender expenses	0.85	1.37
TOTAL	276.23	342.13

*Details of Payment to Auditors

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Details of Payments to Auditor		
Statutory Audit	3.18	3.00
Total	3.18	3.00

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NOTE- 10
Property, Plant & Equipment & Intangible Assets

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As on 31.03.2025									
	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2024	Additions	Disposal	As at 31.03.2025	As at 01.04.2024	For the Year	Adjustment	As at 31.03.2025	As at 31.03.2025	As at 31.03.2024
Tangible Assets										
Freehold Land	108.74	388.82		497.56	-	-	-	-	497.56	108.74
Building	325.89	334.65		660.54	193.98	12.65	-	206.64	453.90	131.91
Plant & Machinery	888.92	5.62		894.54	526.43	66.75	-	593.18	301.37	362.50
Furniture	7.32	4.16		11.48	5.80	0.97	-	6.76	4.72	1.53
Electrical Fitting	36.22	0.84		37.06	32.16	0.84	-	33.00	4.06	4.06
Office Equipments	7.79	20.49		28.28	4.06	2.97	-	7.03	21.25	3.73
Computers	7.16	3.43		10.59	5.72	2.08	-	7.80	2.79	1.44
Vehicles	157.80	-		157.80	132.12	6.37	-	138.48	19.31	25.68
Total	**1,539.84**	**758.01**	**-**	**2,297.85**	**900.26**	**92.63**	**-**	**992.89**	**1,304.96**	**639.58**

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NOTE- 10 **Annexure- XIII**

Property, Plant & Equipment & Intangible Assets

Amount (Rs. In Lakhs, unless otherwise stated)

As on 31.03.2024

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2023	Additions	Disposal	As at 31.03.2024	As at 01.04.2023	For the Year	Adjustment	As at 31.03.2024	As at 31.03.2024	As at 31.03.2023
Tangible Assets										
Freehold Land	72.03	36.71		108.74	-	-	-	-	108.74	72.03
Building	313.55	12.34		325.89	180.64	13.34	-	193.98	131.91	132.91
Plant & Machinery	747.01	141.91		888.92	465.23	61.19	-	526.43	362.50	281.78
Furniture	7.07	0.26		7.32	5.34	0.45	-	5.80	1.53	1.72
Electrical Fitting	36.22	-		36.22	31.22	0.94	-	32.16	4.06	5.00
Office Equipments	5.31	2.48		7.79	3.66	0.40	-	4.06	3.73	1.65
Computers	5.84	1.32		7.16	4.72	1.00	-	5.72	1.44	1.13
Vehicles	152.59	5.21		157.80	124.08	8.04	-	132.12	25.68	28.51
Total	**1,339.61**	**200.23**	-	**1,539.84**	**814.89**	**85.37**	-	**900.26**	**639.58**	**524.72**

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STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender/Fund	Nature of Facility	Date of Issue	Sanctioned Amount (Rs. In Lakhs)	Securities offered	Repayment Period	Rate of Interest	Outstanding amount as on 31.03.2025 (Rs. In Lakhs)	Outstanding amount as on 31.03.2024 (Rs. In Lakhs)
A.1. Long term Borrowings:								
SECURED LOANS								
Business Term Loan:								
ICICI BANK	Car Loan	18-09-2021	14.60	Hypothecation of Car against Loan	60 Months	7.80%	5.27	8.26
HERO FINANCE CORPORATION LIMITED	Corporate Term Loan	30-04-2019	190.00	Mortgage against land held in name of Manish Bajoria at Mouza - Sawali, Police Station – Bishnupur, J.L No.27, R.S Khatian Nos.465 and 498, L.R Khatian No.2298, R.S. and L.R.Dag Nos.86 and 87, District South 24 Parganas	72 Months	13.00%	27.92	59.74
HERO FINANCE CORPORATION	Machinery Term Loan	15-07-2020	33.00	Hypothecation against Machinery	48 Months	14.00%	-	5.45
ICICI BANK	Car loan	30-05-2022	10.00	Hypothecation of Car against Loan	36 Months	7.50%	0.31	3.87
KOTAK MAHINDRA BANK LIMITED	Loan against Property	31-05-2022	128.00	Mortgage against property and personal guarantee given by Manish Bajoria	120 Months	9.85%	108.37	115.73
KOTAK MAHINDRA LOAN	Personal finance loan	08-02-2023	49.50	Personal finance loan	24 Months	Floating Interest	-	26.20
KOTAK MAHINDRA BANK LIMITED	Loan For Commercial Property Purchase	31-01-2025	240.00	(Property ID:P-00359707) - OU107AND OU108,OU107AND OU108,NA,PRIMARC CHAMBERS,LASKARHAT ROAD,Kasba,24PARGANAS,WEST BENGAL-700039	60 Months	8.20%	236.83	-
SBI Covid Loan_6344	Guaranteed Emergency Credit line	01-06-2020	37.75	Primary Security : Hypothecation of Stock & Receivable. Hypothecation of Stock and receivables of the unit, both present and future Collateral Security : Belongs to ARC Insulation & Insulators Ltd., (Realizable value Rs 5.76 Crore, 1st chg against SBI Edu Loan Account No. 39930376802 of Promoter's son and value taken for business exposure is after deduction of 110% of outstanding), Title Deed No. 1-3548, 1-2669, Registered on : 24-06-2009 at South 24 Parganas, West Bengal Personal Guarantee of Manish Bajoria and Neelam Bajoria	47 Months	7.80%	-	1.48
Total (A)							378.70	220.83
UNSECURED LOANS								
MANISH BAJORIA	Loan from related party (Managing Director))	28-03-2010	140.00	The Company has received an unsecured loan, which is interest-free and repayable on demand as per the terms agreed with the lender.	Repayable on Demad	-	10.67	11.93
MANISH BAJORI HUF	Relative of Key Mangerial Personnel	08-11-2010	4.00	The Company has received an unsecured loan, which is interest-free and repayable on demand as per the terms agreed with the lender.	Repayable on Demad	-	-	-
NEELA BAJORIA (CSL)	Loan from related party (Director))	01-04-2009	105.00	The Company has received an unsecured loan, which is interest-free and repayable on demand as per the terms agreed with the lender.	Repayable on Demad	-	-	-
VINOD AGARWAL	Relative of Key Mangerial Personnel	18-07-2009	115.00	The Company has received an unsecured loan, which is interest-free and repayable on demand as per the terms agreed with the lender.	Repayable on Demad	-	-	-
Total (B)							10.67	11.93
Total Long Term Borrowings (A+B)							389.37	232.76

JAY GUPTA & ASSOCIATES
KOLKATA
Chartered Accountants

ARC INSULATION AND INSULATORS LIMITED
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CIN : U18109WB2008PLC129263

STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender/Fund	Nature of Facility	Date of Issue	Sanctioned Amount (Rs. In Lakhs)	Securities offered	Repayment Period	Rate of Interest	Outstanding amount as on 31.03.2025 (Rs. In Lakhs)	Outstanding amount as on 31.03.2024 (Rs. In Lakhs)
6.1. Short term Borrowings:								
Bank OD								
STATE BANK OF INDIA	Overdraft Facilities	09-04-2025 (Last Renual Date)	470.00	Primary Security : Hypothecation of Stock & Receivable. Hypothecation of Stock and receivables of the unit, both present and future Collateral Security : Belongs to ARC Insulators & Insulators Ltd., (Realisable value Rs 5.76 Crore, 1st chg against SBI Edu Loan Account No. 39930376502 of Promoter's son and value taken for business exposure is after deduction of 110% of outstanding), Title Deed No. 1-3548, 1-2669, Registered on : 24-06-2009 at South 24 Parganas, West Bengal Personal Guarantee of Manish Bajoria and Neelam Bajoria	Payable at Demand	8.95%	104.75	-
YES BANK	Overdraft Facilities	28-07-2023	200.00	105% margin in FD	Payable at Demand		42.51	44.86
Total Short Term Borrowings (C)							297.26	44.86
Total (A+B+C)							596.63	277.82

The Company has also availed Non fund based limit of ₹ 75.00 Lakhs of Bank Guarantee & ₹ 150.00 Lakhs of Letter of Credit and Credit exposure limit of ₹ 4.00 lakhs against Hypothecation of stock & book debts, Equitable mortgage of two storied building with RCC & Asbestos roofing factory shed constructed on plot of land measuring 99 decimals, R.S/L.R Dag no. 170 under mouza - Mahendipur, R.S & L.R. Dag no. 718 & 719 under mouza ramdevpur at premises bearing Mahishgoat Road, Vill - Ramdevpur within the close ambit of khagramari Gram Panchayat II, no. 6 & 7, Touzi no. 99 & 14, Pargana Magura, PO - Biswali, RS - 49 & 80,PS & ADSR - Bishnupur, Dist. Purgana South in the name of ARC Insulators & Insulators Ltd. and Personal Guarantee of Manish Bajoria & Neelam Bajoria.

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ARC INSULATION AND INSULATORS LIMITED
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STATEMENT OF RELATED PARTY TRANSACTIONS

NOTE 27 : Related Party Disclosures
A. List of Related parties

Sl. No.	Name	Relation
	Key Mangerial Personnel	
1	Mr. Manish Bajoria	Managing Director & CFO
2	Mrs. Neelam Bajoria	Director
3	MR. Ashish Kumar Bajoria	Director
4	Shradha Dhacholia	Company Secretary
	Relative of Key Mangerial Personnel	
1	Aman Bajoria	Son of Manish and Neelam Bajoria
2	Promlata Bajoria	Mother of Manish Bajoria
3	Manish Bajoria(HUF)	Manish Bajoria, Karta
4	Meenu Agarwal	Sister of Neelam Bajoria
5	Vinod Agarwal	Relative of Manish Bajoria
	Enterprises having Significant Influence	
1	Swabhumi Distributors Pvt Ltd	

Amount (Rs. In Lakhs, unless otherwise stated)

AS ON 31.03.2025

A. Transactions with Related Parties during the period Nature of Transactions	KMP	Relative of KMP	Holding Company	Enterprises having Significant
Director Remuneration				
Manish Bajoria	36.00			
Neelam Bajoria	24.00			
Advance for Purchase of Land				
Manish Bajoria	52.94			
Reimbursement				
Shradha Dhacholia	0.39			
Loan availed				
Manish Bajoria	10.67			
Neelam Bajoria	-			
Loan repaid				
Manish Bajoria	12.16			
Neelam Bajoria	0.01			
Loan/Advance Given				-
Meenu Agarwal		10.00		
Salary				-
Aman Bajoria		6.00		

Amount (Rs. In Lakhs, unless otherwise stated)

B. Outstanding Balances Nature of Transactions	KMP	Relative of KMP	Holding Company	Enterprises having Significant
Unsecured Loan				
Manish Bajoria	10.67			
Advances Given				
Meenu Agarwal		10.00		
Advance Given for Land				
Manish Bajoria	314.51			

ARC INSULATION AND INSULATORS LIMITED
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STATEMENT OF RELATED PARTY TRANSACTIONS

Amount (Rs. In Lakhs, unless otherwise stated)

AS ON 31.03.2024

A. Transactions with Related Parties during the period Nature of Transactions	KMP	Relative/HUF of KMP	Holding Company	Enterprises having Significant
Director Remuneration				
Manish Bajoria	36.00			
Neelam Bajoria	24.00			
Loan availed				
Manish Bajoria	369.20			
Meenu Agarwal		9.22		
Neelam Bajoria	92.15			
Aman Bajoria		12.30		
Loan repaid				
Manish Bajoria	390.42			
Manish Bajoria HUF		2.34		
Meenu Agarwal		25.50		
Neelam Bajoria	102.80			
Aman Bajoria		11.60		
Salary				
Aman Bajoria		6.00		

Amount (Rs. In Lakhs, unless otherwise stated)

B. Outstanding Balances Nature of Transactions	KMP	Relative of KMP	Holding Company	Enterprises having Significant
Unsecured Loan				
Manish Bajoria	11.93			
Advance Given for Land				
Manish Bajoria	260.83			
Remuneration/ Salary Payable				
Manish Bajoria	0.23			
Neelam Bajoria	0.01			

JAY GUPTA & ASSOCIATES * KOLKATA * Chartered Accountants

ARC Insulation & Insulators Limited

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Note 28 : RESTATED STATEMENT OF TAX SHELTER

Annexure- XXXIV

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024	As at 31.03.2023
Net Profit/(Loss) before taxes (A)	1,159.44	866.92	352.68
Tax Rate Applicable %	25.17%	25.17%	25.17%
Adjustments			
Add: Depreciation as per Companies act	92.63	85.37	72.37
Add: Gratuity provision	0.56	4.61	3.93
Add: Disallowance under Income Tax Act, 1961	41.09	0.36	0.44
Less: Depreciation as per Income Tax Act, 1961	101.88	84.48	72.95
Net Adjustments(B)	**32.40**	**5.85**	**3.80**
Business Income (A+B)	**1,191.84**	**872.77**	**356.48**
Gross Total/ Taxable Income	**1,191.84**	**872.77**	**356.48**
Less: Deductions U/S 80JJAA			
Net Total/ Taxable Income	**1,191.84**	**872.77**	**356.48**
NET TAXABLE INCOME	1,191.84	872.77	356.48
Tax Payable as per Normal Rate	299.96	219.66	89.72
Tax as per Income Tax (C)	299.96	219.66	89.72
Net Tax	**299.96**	**219.66**	**89.72**
Current tax as per restated Statement of Profit & Loss	**299.96**	**219.66**	**89.72**

JAY GUPTA & ASSOCIATES KOLKATA Chartered Accountants

ARC Insulation & Insulators Limited

ARC INSULATION AND INSULATORS LIMITED
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Note 29 : STATEMENT OF CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	As at 31.03.2025	As at 31.03.2024
Contingent Liabilities		
Bank Guarantee (Financial BG)	38.37	-
Tax Deducted at sources	6.03	
Goods and Service Tax	2.44	
Income Tax Demand #	72.29	69.14
Total	**119.13**	**69.14**
Capital Commitments		
Towards Purchases of Land	9.69	

Income Tax Demand includes Outstanding Demand of Rs 60.68 Lakhs (including Rs 12.77 Lakhs of accured interest) for the A.Y. 2013-14 against which ITAT, Kolkata has passed an oreder dateed 21st october, 2020 stating that "The impugned order of the Ld. CIT(A) on this entire issue relating to addition made by the AO u/s 68 and further enhanced by the Ld. CIT(A) is accordingly set aside and the matter is remitted back to the Ld. CIT(A) for deciding the same fresh in accordance with law after giving the assessee proper and sufficient opportunity of being heard."

Further note that Contingent liability in respect to Income Tax demand is subjected to change in accrued interest.

ARC INSULATION AND INSULATORS LIMITED
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Note 30 : Statement of Accounting Ratios

Amount (Rs. In Lakhs, unless otherwise stated)

Particulars	NOTES	As at 31.03.2025	As at 31.03.2024
Current Assets	[A]	2,190.14	1,142.02
Current Liabilities	[B]	1,092.94	836.19
Current Ratio	**[A/B]**	**2.00**	**1.37**
Debt	[A]	596.63	277.62
Equity	[B]	2,504.14	1,215.22
Debt - Equity Ratio	**[A/B]**	**0.24**	**0.23**
Earnings available for debt service	[A]	1,250.30	917.55
Debt Service	[B]	118.53	136.52
Debt - Service Coverage Ratio	**[A/B]**	**10.55**	**6.72**
Net Profit after Tax	[A]	868.60	586.20
Average Shareholder's Equity	[B]	1,859.68	828.96
Return on Equity Ratio (%)	**[A/B]**	**46.71%**	**70.71%**
Cost of Goods Sold	[A]	1,585.89	1,430.91
Average Inventory	[B]	664.61	383.75
Inventory Turnover Ratio	**[A/B]**	**2.39**	**3.73**
Net Sales	[A]	3,271.64	2,845.47
Average Trade Receivables	[B]	830.24	495.08
Trade Receivables Turnover Ratio	**[A/B]**	**3.94**	**5.75**
Net Purchases	[A]	1,797.87	1,559.02
Average Trade Payables	[B]	505.71	440.40
Trade Payables Turnover Ratio	**[A/B]**	**3.56**	**3.54**
Net Sales	[A]	3,271.64	2,845.47
Current Assets		2,190.14	1,142.02
Current Liabilities		1,092.94	836.19
Average Working Capital	[B]	701.52	245.11
Working Capital Turnover Ratio	**[A/B]**	**4.66**	**11.61**
Net Profit	[A]	868.60	586.20
Net Sales	[B]	3,271.64	2,845.47
Net Profit Ratio (%)	**[A/B]**	**26.55%**	**20.60%**
Earning before interest and taxes	[A]	1,201.35	908.12
Capital Employed	[B]	2,813.98	1,369.88
Capital Employed = Total Equity + Long term Debt			
Return on Capital Employed (%)	**[A/B]**	**42.69%**	**66.29%**
Net Return on Investment	[A]	-	-
Cost of Investment	[B]	-	-
Return on Investment	**[A / B]**	**0.00%**	**0.00%**

JAY GUPTA & ASSOCIATES ★ KOLKATA ★ Chartered Accountants

ARC Insulation & Insulators Limited

ARC INSULATION AND INSULATORS LIMITED
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Note 30 : Statement of Accounting Ratios

Notes:

1. Current Ratio increased by 46.73% for the year ended 31.03.2025 as compared to F.Y. 2023-24 due to increase in Current Assets during the F.Y. 2024-25

2. Debt Service Coverage Ratio increased by 56.95% for the year ended 31.03.2025 as compared to F.Y. 2023-24 due to increase in Earning available from debt service during the F.Y. 2024-25

3. Return on Equity Ratio decrease by 33.95% for the year ended 31.03.2025 as compared to F.Y. 2023-24 due to increase in Average Shareholder Fund for the F.Y. 2024-25

4. Inventory Turnover Ratio decrease by 36.01% for the year ended 31.03.2025 as compared to F.Y. 2023-24 due to increase in Average Inventory for thef.Y. 2024-25

5. Trade Receivable Ratio decrease by 31.44% for the year ended 31.03.2025 as compared to F.Y. 2023-24 due to increase in Average Trade Receivable for the F.Y. 2024-25

6. Working Capital Turnover Ratio decreased by 59.83% for the year ended 31.03.2025 as compared to F.Y. 2024-25 due to increase in Working Capital during the F.Y. 2024-25

7. Net Profit Ratio increased by 28.87% for the year ended 31.03.2025 as compared to F.Y. 2024-25 due to increase in Net Profit during the F.Y. 2024-25

8. Return on Capital Ratio decreased by 35.63% for the year ended 31.03.2025 as compared to F.Y. 2023-24 due to increase in Earning Capital Employed during the F.Y. 2024-25

No transactions to report against the following disclosure
a) Crypto Currency or Virtual Currency
b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
c) Registration of charges or satisfaction with Registrar of Companies
Loans against which charge is not created :

Particular	Loan Against	Date of Loan	Amount (Rs in Lakhs)	
ICICI BANK	Car Loan	18-09-2019	14.60	Hypothecation of Car against Loan Date of Charge Creation: September 18, 2019
ICICI BANK	Car loan	30-03-2022	10.00	Hypothecation of Car against Loan Date of Charge Creation : March 30, 2022
STATE BANK OF INDIA	Overdraft Facilities	09-04-2025	470.00	Primary Security : Hypothecation of Stock & Receivable, Hypothecation of Stock and receivables of the unit, both present and future. Collateral Security : Belongs to ARC Insulation & Insulators Ltd., [Realizable value Rs 5.76 Crore, 1st chg against SBI Edu Loan Account No. 39930376502 of Promotor's son and value taken for business exposure is after deduction of 110% of outstanding], Title Deed No. I-3548, I-2669, Registered on : 24-06-2009 at South 24 Parganas, West Bengal Personal Guarantee of Manish Bajoria and Neelam Bajoria Date of Charge Creation : April 09, 2025

JAY GUPTA & ASSOCIATES KOLKATA

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Note 30 : Statement of Accounting Ratios

d) Relating to borrowed funds
i) Wilful defaulter
ii) Utilisation of borrowed funds & share premium
iii) Borrowings obtained on the basis of security of current assets
iv) Discrepancy in utilisation of borrowings
v) Current maturity of long term borrowings

e) There are no layer of companies, hence no disclosures are required
f) There is no scheme of arrangement approved in terms of section 230 to 237 of Companies Act, 2013

g) The company has neither advanced or loaned or invested funds nor received any advances (either borrowed funds or share premium or any other sources or kind of funds) from any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

h) The title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company.

i) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

j) No instance of any transactions not being 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 have been found. The Company does not have any previously unrecorded income and related assets which have not been properly recorded in the books of accounts.

DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

JAY GUPTA & ASSOCIATES
KOLKATA
Chartered Accountants

ARC Insulation & Insulators Limited

ARC INSULATION AND INSULATORS LIMITED
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Amount (Rs. In Lakhs, unless otherwise stated)

Annexure To Note : 1.18

Corporate Social Responsibility	As at 31.03.2025
(a) Total amount required to be spent during the year	7.98
(b) Total amount of expenditure incurred during the year	(8.00)
(c) Shortfall/ (excess) at the end of the year	(0.02)
(d) Total amount of previous years shortfall	-
(e) Reason for shortfall	Not Applicable
(f) Nature of CSR activities (Refer Note 1)	Activities for Education of Childrens (Ananta Trust CSR Registration No. CSR0007171)
(g) Details of related party transactions	
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	
Total	(0.02)

Notes :

1. The Company undertakes the following activities in the nature of Corporate social responsibility (CSR) :

   a.Promoting education, including special education and employment enhancing vocational skills, especially among children, women, and elderly.

   b.Promotion of health care, including preventive health care and sanitation.

   c.Measures for the benefit of armed forces veterans, war widows, and their dependents.

2. CSR expenses for the current year includes excess provision for earlier year which has been adjusted in current year.

JAY GUPTA & ASSOCIATES KOLKATA Chartered Accountants

ARC Insulation & Insulators Limited

ARC INSULATION & INSULATORS LIMITED
(Formerly- ARC Insulation & Insulators Private Limited)

Registered Office-Village-Ramdevpur, PO-Bawali Bishnupur2, Parganas South, Bishnupur-743384 West Bengal, India

Email- manish@arcinsulations.comCIN-U18109WB2008PLC129263 |Contact- 9748708809|Website- www.arcinsulations.com

SHORTER NOTICE OF 17th ANNUAL GENERAL MEETING

To
Members/Shareholders
ARC Insulation & Insulators Limited
Vill- Ramdevpur, PO- Bawali, Bishnupur2,
24 Parganas (S), Bishnupur,
West Bengal 743384

Notice is hereby given that the 17th Annual General Meeting of ARC Insulation & Insulators Limited will be held on Saturday, August 09,2025 at 11:00 am at the registered office of the Company situated at Vill- Ramdevpur, PO- Bawali, Bishnupur2, 24 Parganas South, Bishnupur, West Bengal- 743384.

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements:

   To consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon.
   To consider and, if though fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution;

   "RESOLVED THAT the Audited Financial Statements comprising the Balance Sheet as at March 31, 2025, Statement of Profit & Loss of the Company and Cash Flow Statement of the Company for the Financial Year ended March 31, 2024 together with the Notes as annexed thereto and the reports of the Statutory Auditor and the Board of Directors dated September 01, 2024 thereon, as circulated to the members of the Company, be and are hereby considered and adopted."

2. Re-appointment of Mrs. Neelam Bajoria (DIN- 02250051), liable to retire by rotation:

   To re-appoint Mrs. Neelam Bajoria, Director (DIN- 02250051) who retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
   To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution;

   "RESOLVED THAT, in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Mrs. Neelam Bajoria (DIN-02250051) as a Director of the Company, liable to retire by rotation."

3. Appointment of the Statutory Auditors of the Company:

   To appoint Jay Gupta & Associates, Chartered Accountants (Firm Registration No. 329001E) as Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting to be held in the year 2030 and to fix remuneration and to pass with or without modification(s).

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution;

ARC INSULATION & INSULATORS LIMITED
(Formerly- ARC Insulation & Insulators Private Limited)

Registered Office-Village-Ramdevpur, PO-Bawali Bishnupur2, Parganas South, Bishnupur-743384 West Bengal, India

Email- manish@arcinsulations.comCIN-U18109WB2008PLC129263 |Contact- 9748708809|Website- www.arcinsulations.com

RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, M/s Jay Gupta & Associates, Chartered Accountants (Firm Reg. No. 329001E), be and is hereby appointed as the Statutory Auditor of the Company, to hold office till the conclusion of the Annual General Meeting (AGM) till the conclusion of the AGM to be held in the year 2030 (subject to ratification of re-appointment by the members at every AGM held after this AGM) of the Company, on remuneration as may be agreed upon by the Board of Directors and the Auditor.

RESOLVED FURTHER THAT Mr. Manish Bajoria, Director of the Company be and is hereby authorised to digitally sign the form and documents and submit requisite forms with the Registrar of Companies, West Bengal, Ministry of Corporate Affairs and complete other required formalities in this regard.

Date- 7 August, 2025
Place- Bishnupur

By Order of the Board
ARC Insulation & Insulators Limited

ARC Insulation & Insulators Limited

Manish Bajoria
Managing Director
DIN- 02203237

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON POLL AT THE MEETING INSTEAD OF HIMSELF /HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. An instrument appointing a proxy in order to be valid /effective must be duly filled in all respects and should be lodged with Company at its registered office at least 48 hours before the commencement of the meeting.

   A person appointed as a proxy shall act on behalf of such number of Member(s) not exceeding Fifty and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, a Member holding more than 10% 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 proxy for any other person or member.

2. All documents and registers would be available for inspection by the Members at the meeting.

3. Members/proxies/authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.

4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.

5. The Shorter Notice of AGM, Annual Report, Proxy Form and Attendance Slip are being sent to Members.

6. The quorum for the Meeting shall be five members present in person or by proxy.

7. Financial Statements: The Audited Financial Statements of the Company for the financial year ended 31st March, 2025, will be available for inspection at the registered office of the Company during business hours.

8. Voting: Voting at the Meeting will be by show of hands, unless a poll is demanded. In the case of a poll, voting will be by ballot.
9. Appointment of Auditors: The Board of Directors recommends the appointment of M/s Jay Gupta & Associates as the Auditors of the Company for the financial year 2025-2026 till 2029-2030.

10. The Minutes of the previous Annual General Meeting held on 30-09-2024 will be available for inspection at the registered office of the Company during business hours.

ARC INSULATION & INSULATORS LIMITED
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Registered Office-Village-Ramdevpur, PO-Bawali Bishnupur2, Parganas South, Bishnupur-743384 West Bengal, India

Email- manish@arcinsulations.comCIN-U18109WB2008PLC129263 |Contact- 9748708809|Website- www.arcinsulations.com

17TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: _____

I/we hereby record my/our presence at the 17th Annual General Meeting of the Company being held on Saturday, 09th August, 2025 at 11:00 a.m. at the registered office of the Company at Village - Ramdevpur, Po-Bawali, Bishnupur2, Bishnupur, West Bengal 743384.

Please (√) in the box

MEMBER ☐ PROXY ☐

_____

Signature of Shareholder / Proxy

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of Notice for reference at the Meeting.

ARC INSULATION & INSULATORS LIMITED
(Formerly- ARC Insulation & Insulators Private Limited)

Registered Office-Village-Ramdevpur, PO-Bawali Bishnupur2, Parganas South, Bishnupur-743384 West Bengal, India

Email- manish@arcinsulations.com**CIN-U18109WB2008PLC129263 |Contact- 9748708809|Website-** www.arcinsulations.com

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U18109WB2008PLC129263

Name of the Company: ARC INSULATION & INSULATORS LIMITED

Registered Office: Village - Ramdevpur, Po-Bawali Bishnupur2, Parganas South, Bishnupur-743384, West Bengal.

Email: arciipl203@gmail.com

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No. / Client Id:	
DP 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/her

2. Name:

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Saturday, August 09, 2025 at 11:00 AM at Village - Ramdevpur, Po-Bawali, Bishnupur2, Bishnupur, West Bengal 743384 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.	Resolution(s)
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 including the audited Balance Sheet as at March 31, 2025, Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

Signed this _____ day of _____ 2024

Affix Revenue Stamps

Signature of shareholder(s) _____

Signature of proxy holder(s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.

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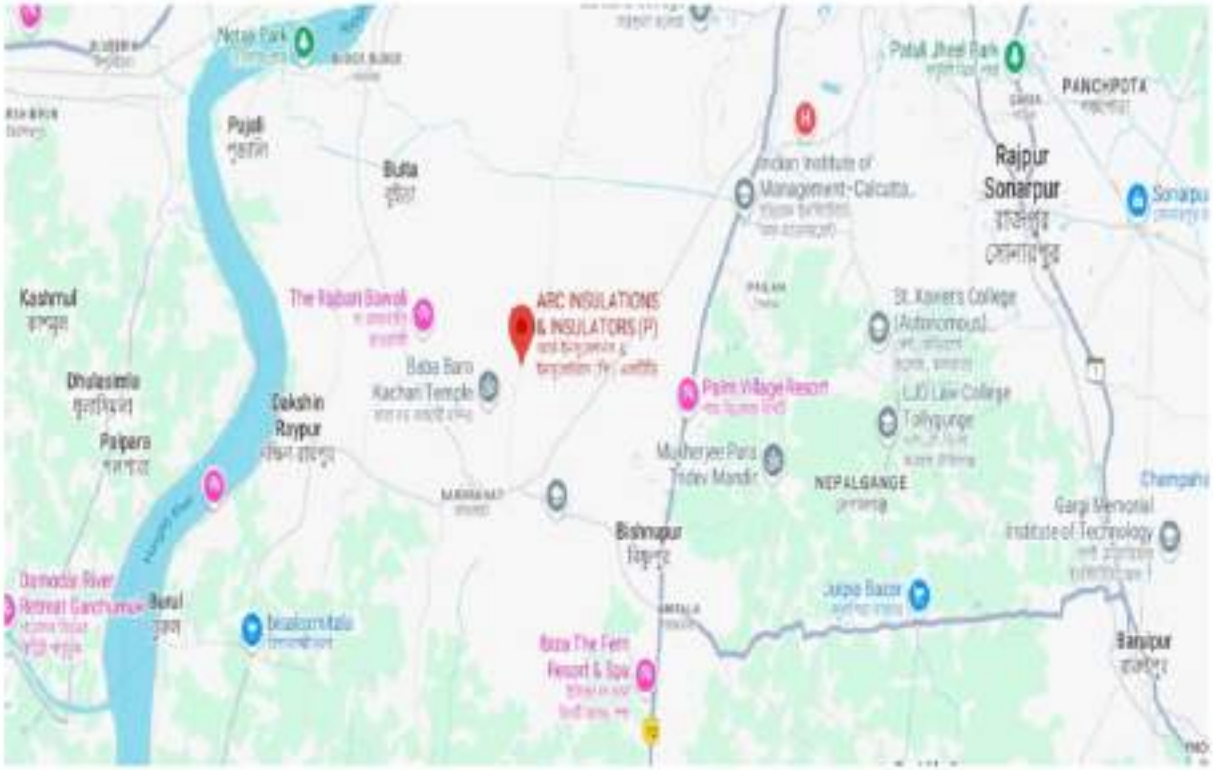
ROUTE MAP



To
Members,
ARC INSULATION & INSULATORS LIMITED
Village- Ramdevpur, Bishnupur2, PO- Bawali,
South Parganas, Bishnupur- 743384
West Bengal

Your directors have pleasure in presenting the **17th** Annual Report together with the Audited Statement of Accounts of your Company for the financial Year ended March 31, 2025.

DIRECTORS' REPORT

1. FINANCIAL SUMMARY:

The Company's financial performance for the financial year ended March 31, 2025:

(Amount in Lacs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2025
Revenue from Operations	2845.47	3271.64
Profit Before Tax	815.85	1158.49
Less: Current Tax	207.01	299.96
Deferred Tax	(1.56)	1.95
Income Tax earlier years	-	-
Profit For The Year	610.40	856.58
Add: Balance in Profit and Loss Account	-	-
Closing Balance	610.40	856.58

2. STATE OF AFFAIRS / HIGHLIGHTS:

1. The Company is engaged in the business of manufacturing of Glass Fiber Reinforced Polymers (GFRP) and composite products.
2. There has been no change in the business of the Company during the financial year ended March 31, 2025.
3. The Company is in the process of launching its Initial Public Offering (IPO). The Draft Red Herring Prospectus (DRHP) has been approved by the Securities and Exchange Board of India (SEBI), and the Company is now preparing to file the Red Herring Prospectus (RHP) shortly.

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3. WEB LINK OF ANNUAL RETURN, IF ANY:

The Company is having website i.e. www.arcinsulations.com and annual return of Company has been published on such website. Link of the same is given below:
https://www.arcinsulations.com/

4. MEETINGS OF BOARD OF DIRECTORS:

14 Board Meetings were held during the Financial Year ended March 31, 2025. The maximum gap between any two Board Meetings was less than 120k days. Details are given as follows:

Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Number of directors attended
10-05-2024	2	2
10-06-2024	2	2
11-06-2024	2	2
05-08-2024	5	2
03-09-2024	5	2
17-09-2024	5	2
18-09-2024	5	2
21-09-2024	5	2
23-09-2024	5	2
24-09-2024	5	2
30-09-2024	5	2
20-01-2025	5	5
30-01-2025	5	2
19-03-2025	5	2

5. DETAILS IN RESPECT OF FRAUD:

During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.

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

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

7. MATERIAL CHANGES AND COMMITMENTS:

The following material change and commitments has occurred during the financial year. The Company has been converted from Private Limited to Public Limited. The Company has raised its Authorised Capital to Rs. 15 Crores and Paid- Up Capital to Rs. 7.25 Crores. The Company has raised its paid-up share capital through preferential issue and bonus issue during the year. The Board of Directors has approved the proposal for an Initial Public Offering (IPO) of equity shares of the Company. The Company has initiated the necessary steps including the appointment of merchant bankers and other intermediaries for the same. This is expected to significantly impact the capital structure and financial position of the Company.

8. CHANGE IN DIRECTORSHIP AND KEY MANAGERIAL PERSONNEL:

1. Mr. Manish Bajoria has been appointed w.e.f. 11-06-2024 as Chief Finance Officer of the Company.
2. Mr. Ashish Bajoria has been appointed w.e.f. 11-06-2024 as Non- Executive Director of the Company.
3. Mrs. Chetna Gupta and Mrs. Suruchi Jain and Virendra Kumar Jain have been appointed w.e.f. 07-08-2024 as Independent Directors of the Company.
4. Ms. Shraddha Dhacholia has been appointed w.e.f. 03-09-2024 as Company Secretary and Compliance Officer of the Company.

9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

10. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year ended March 31, 2025, were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

However, there are no materially significant related party transactions during the financial year made by the Company, thus, disclosure in Form AOC-2 is not required.

However, the disclosure of transactions with related parties for the financial year is given in Note to the Balance Sheet i.e. as per Accounting Standard -18.

11. COMPLIANCE WITH SECRETARIAL STANDARD:

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1

and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

12. PARTICULARS OF LOANS AND INVESTMENT:

The Company has not made any Investment, given guarantee and securities during the financial year under review. There for no need to comply provisions of section 186 of Companies Act, 2013.

13. TRANSFER TO RESERVE:

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the financial year under review.

14. DIVIDEND:

Profit but not declared: The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the financial year under review.

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

A. Conservation of Energy, Technology Absorption

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy- efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

- Steps taken by company for utilizing alternate sources of energy: NIL
- Capital investment on energy conservation equipment's: NIL

B. Foreign Exchange earnings and Outgo

Earnings	NIL
Outgo	NIL

16. RISK MANAGEMENT POLICY:

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, dg event, financial, human, environment and statutory compliance.

17. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ["POSH"]:

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

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

a.	Number of complaints of Sexual Harassment received in the Year	NIL
b.	Number of Complaints disposed off during the year	NA
c.	Number of cases pending for more than ninety days	NA

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18. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

As on March 31, 2025, Company doesn't have any Subsidiary & Joint Venture and Associate Companies at the end of the year.

19. INTERNAL FINANCIAL CONTROL:

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

20. AUDITOR:

As per the provisions of Section 139, 141 of the Companies Act, 2013 and rules made thereunder (hereinafter referred to as "The Act"), the Company at its 16'th Annual General Meeting('AGM") held on 30th September 2024 approved the appointment of M/s. Vineet Kedia & Co [FRN- 325806E] as Statutory Auditor for a period of 5 years commencing from 30th September 2024 till the conclusion of the AGM to be held in the year 2029.

As required under the provisions of section 139(1) of the Companies Act, 2013, the company has received the resignation on 18-06-2025 from M/s. Vineet Kedia & Co due to their non-eligibility to continue as the Statutory Auditor of the Company for not holding peer review certificate as mandated under the provisions of the Companies Act, 2013 and regulations prescribed by the Institute of Chartered Accountants of India (ICAI).

The written consent from M/s Jay Gupta & Associates [FRN- 329001E], holding a valid peer review certificate, to their appointment to fill the casual vacancy caused due the resignation of M/s Vineet Kedia & Co. Accordingly, the M/s Jay Gupta & Associates has been appointed by the Board of Directors on 18-06-2025, further approved by the shareholders in the Extra- Ordinary Meeting held on 11-07-2025 upto the ensuing Annual General Meeting of the Company.

21. DIRECTOR'S RESPONSIBILITY STATEMENT:

The Directors would like to inform the Members that the Audited Accounts for the financial year ended March 31, 2025, are in full conformity with the requirement of the Companies Act, 2013. The Financial Accounts are audited by the Statutory Auditors, M/s Jay Gupta & Associates [FRN-329001E]. The Directors further confirm that: -

a) In the preparation of the annual accounts for the year ended March 31, 2025 the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.

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

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

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

e) The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.

f) 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.

22. DEPOSITS:

The company has not accepted any deposits under Section 73 of the Companies Act, 2013 during the financial year under review. However, the company has accepted loans from directors/ relatives of directors during the financial year, as mentioned below:

(Amount in INR LACS)

Name of Director	Loan taken during the year	Loan remaining at the end of the year
Mr. Manish Bajoria	0	10.67

23. CORPORATE SOCIAL RESPONSIBILITY:

The Company had constituted a CSR Committee to decide upon and implement the CSR Policy of the Company.

As per the provision of Section 135 the Company was required to spend INR. 8 Lacs /- (INR Eight Lacs Only) during the F.Y. 2024-25 and the same has spent on the areas mentioned under Schedule VII of Companies Act 2013.

24. COST RECORD:

As per section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, your Company is not required to maintain cost records.

25. STATEMENT ON DECLARATION FROM INDEPENDENT DIRECTORS:

The Company has received necessary declarations from all Independent Directors of the Company in accordance with the provisions of Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

26. ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and it powers) Rules, 2014, the Company has adopted Whistle Blower Policy/Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. It also provides for adequate safeguards against victimization of directors /employees who avail of the Mechanism.

The Company affirms denied access to the Audit Committee. To ensure proper functioning of vigil mechanism the Audit Committee of the Company on quarterly basis take note of the same.

27. CORPORATE GOVERNANCE:

The Company has adopted best corporate practices and is committed to conducting its business in accordance with the applicable laws, rules and regulations. The Company's Corporate Governance practices are driven by effective and strong Board oversight, timely disclosures, transparent accounting policies and high level of Integrity in decision making.

28. FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES & INDIVIDUAL DIRECTORS:

The Board of Directors have evaluated the performance of all Independent Directors, Non-Independent Directors and its Committees. The Board deliberated on various evaluation attributes for all directors and after due deliberations made an objective assessment and evaluated that all the directors in the Board have adequate expertise drawn from diverse industries and business and bring specific competencies relevant to the Company's business and operations. The Board found that the performance of all the Directors was quite satisfactory.

The Board also noted that the term of reference and composition of the Committees was clearly defined. The Committee performed their duties diligently and contributed effectively to the decisions of the Board.

The functioning of the Board and its committees were quite effective. The Board evaluated its performance as a whole and was satisfied with its performance and composition of Independent and Non-Independent Directors.

29. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE,2016

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence 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 is not applicable.

30. DIFFERENCE IN VALUATION:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence 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 is not applicable.

ACKNOWLEDGMENT

Your directors place on the record their appreciation of the Contribution made by employees, consultants at all levels, who with their competence, diligence, solidarity, co-operation and support have enabled the Company to achieve the desired results.

The board of Directors gratefully acknowledge the assistance and co-operation received from the Central and State Governments Departments, Shareholders and Stakeholders.

Dated: 06-08-2025
Place-Bishnupur

For and on behalf of the Board of Directors
ARC Insulation & Insulators Limited

ARC Insulation & Insulators Limited

Managing Director
Manish Bajoria
DIN- 02203237

Managing Director

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