

BOARD'S REPORT

To the members

AMWOODO ECO PRODUCTS PRIVATE LIMITED

Your directors have pleasure in presenting the 6th Annual Report along with the Audited Financial Statements of the Company for the financial year ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS:

The Company's financial performance for the year under review along with previous year's figures, are given here as under:-

Particulars	31 st March 2025 (in 000')	31 st March 2024 (in 000')
Revenue from Operations	5,43,888.13/-	2,18,969.45
Other Income	1584.27/-	8,453.15
Total Revenue	5,45,472.40	2,27,422.60
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	74,212.57	28,598.48
Less: Depreciation/Amortisation/Impairment	4309.26/-	1405.91
Profit /loss before Finance Costs, Exceptional items and Tax Expense	69,903.32	27,192.57
Less: Finance Costs	31,774.86	8,800.73
Profit /loss before Exceptional items and Tax Expense	38,128.46	18,391.83
Add/(Less): Exceptional Items	NIL	NIL
Profit /loss before Tax Expenses	38,128.46	18,391.83
Less: Tax Expense	12,278.99	5,092.85
Profit /loss for the year	25,849.47	13,298.88
Earnings Per Share (Basic) (Actuals)	2568.00	1321.18
Earnings Per Share (Diluted) (Actuals)	2288.17	1321.18

Note: The Company has prepared the Standalone Financial Statements in accordance with the Mandatory Accounting Standards as prescribed under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 prescribed under Section 133 of the Companies Act, 2013 (the "Act").

2. FINANCIAL PERFORMANCE OF THE COMPANY.

On a standalone basis, during the year under review your Company generated revenue of INR 5,43,888.13/- (In Thousand's) compared to last year revenue of 2,18,969.45 (in Thousands's) showing an increase in revenue of 148% from previous year.

The profit of the current year has stood at **25,849.47/-** -compared to **13,298.88/- (in Thousands)** earned in the previous year showing an increase in profit upto 94.37%.

The affairs of the Company are conducted in accordance with the accepted business practices and within the purview of the applicable legislations.



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E-mail : amwoodo01@gmail.com

CIN: U74999WB2019PTC231454

3. REVIEW OF OPERATIONS / STATE OF AFFAIRS:

Your company is in the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in bamboo products and plastic-free alternatives, committed to creating eco-friendly and high-quality alternatives.

During the Financial Year 2024-25, your Company has managed the affairs in a fair and transparent manner and there was no change in the nature of the business of the Company.

4. TRANSFER TO RESERVES

The Board of Directors has transferred an amount of ₹ INR 5,000 (in thousands) to the Debenture Redemption Reserve for the year ended 31ST March 2025. This transfer is made in compliance with the provisions of Section 71 of the Companies Act, 2013."

5. DIVIDEND.

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.

6. MAJOR EVENTS OCCURRED DURING THE YEAR

a. State of company's affair

Your company has not engaged in any significant developments or material affairs during the financial year 2024-25.

b. Change in nature of business

Your Company has not changed nature of business during the financial year 2024-25 under review.

c. Material changes and commitments, if any, affecting the financial position of the Company, having occurred since the end of the Year and till the date of the Report.

Details of changes in share capital during the period from the end of the financial year till the date of this report are provided under the 'Share Capital and Debt Structure' section of this Directors' Report.

Apart from this, In the opinion of the Board, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report, which would affect substantially the results, or the operations of your Company for the financial year in respect of which this report is made.



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7. SHARE CAPITAL AND DEBT STRUCTURE:

During the year under review;

During the financial year under review, following are the changes in share capital;

a. change in the authorized, issued, subscribed and paid-up share capital;

(i) Authorised Capital: There were no changes in the authorised capital during the year under review and the authorised capital as on 31st March 2025 were as follows:

The Authorised Capital of the Company as on March 31 2025, is Rs. 11,50,000,00/- divided into the following category:

- Equity Share Capital of Rs. 3,00,00,000/- divided into 30,00,000 Equity Share of Rs. 10 each and,
- Preference Share Capital of Rs 8,50,00,000/ Divided into 85,00,000 Preferences Share of Rs. 10/- each and,

ii) Issue, Subscribe and Paid-up Capital

Date of modification	Equity share Capital	Preference Capital	Share	Total Issued, Subscriber and Paid up Capital (INR_
Original Share Capital at the time of Incorporation;				
	1,00,000/-	0		1,00,000/-
Subsequent Modifications				
10 th April 2024	0	1,231		12,310/-
17 th February 2025	660	0		660
TOTAL				1,12,970/-

a. Buy back of securities

The Company has not bought back any of its securities during the year under review.

b. Sweat equity

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus shares

No Bonus Shares were issued during the year under review.

d. Issue of shares with differential voting rights

The Company has not issued any Shares with differential rights during the year under review.

e. Employees Stock option plan

The Company has not provided any Stock Option Scheme to the employees.



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f. Issue of debentures, warrants, bonds or any non-convertible securities

During the Financial year under review, the Company has allotted the Non-Convertible Debentures as follows:

Sl. No	Name	Date	Type of debenture	No of Debe nture (s)	Nominal Amount per debenture (Rs.)	Total (INR)	Status as on date of this report.
1.	RevX Capital Fund I (acting through its trustee Axis Trustee Services Limited)	25-04-2024	Series 3A Unlisted, Secured, redeemable non-convertible debentures	400	100,000	4,00,00,000/-	Redeem ed.
2.	NP-1 Capital Trust (acting through its trustee Axis Trustee Services Limited)	24-07-2024	Series 4A Unlisted, Secured, redeemable non-convertible debentures	300	100,000	3,00,00,000/-	Redeem ed.
3.	NP-1 Capital Trust (acting through its trustee Axis Trustee Services Limited)	03-02-2025	Series 5A Unlisted, Secured, redeemable non-convertible debentures	400	100,000	4,00,00,000/-	Redeem ed.

g. Issue of Shares or convertible securities.

Date of allotment	Nature of allotment	No. of shares allotted	Type of shares	Face value Per share (INR)	Issue price per share including premium (INR)	Nature of consideration
10 th of April 2024	Private Placement	1231	0.001% Compulsorily Convertible preference Shares (CCPS)	10	8,00,19,567.01	Cash/Bank

h. Issue of convertible notes

During the year 2023-24 the company had issued convertible notes to Upaya Social Ventures for an amount of Rs. 40,00,000 (Rupees Forty Lakhs Only) 24th November 2023 which has been converted into Equity Share on 17th day of February, 2025 and subsequent to that 66 Equity Shares had been allotted of Rs. 10/-.



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POST THE FINANCIAL YEAR ENDING 31ST MARCH 2025 AND UPTO THE DATE OF THIS REPORT, FOLLOWING CHANGES HAS BEEN MADE IN THE DEBT STRUCTURE WHICH ARE AS FOLLOWS

Sl. No	Name	Date of allotment	Type of debenture	No of Debenture(s)	Nominal Amount per debenture (Rs.)	Total (INR)	Status of Debentures as on date of this report
1	RevX Capital Fund I (acting through it's trustee Mitcon Credentia Trusteeship Services Private Limited)	05 th June 2025	Series 6A Debentures Unlisted, secured, redeemable non convertible debentures	550	100,000	5,50,00,000	Redeemed.

Post the financial year ending 31st March 2025 and upto the date of this report, following changes has been made in the preference shares which are as follows:

Date of allotment	Nature of allotment	No. of shares allotted	Type of shares	Face value Per share (INR)	Issue price per share including premium (INR)	Nature of consideration
3 rd of May 2025	Private Placement	282	Pre-Series A-CCPS	10	1,59,340.17/-	Cash/Bank
7 th of May 2025	Private Placement	1130	Pre-Series A-CCPS	10	1,59,340.17/-	Cash/Bank
22 nd of May 2025	Private Placement	157	Pre-Series A-CCPS	10	1,59,340.17/-	Cash/Bank
8 th of September 2025	Private Placement	126	Pre-Series A-CCPS	10	1,59,340.17/-	Cash/Bank

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not granted any Loans and given any Guarantees nor have made any investments under the provisions of Section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014.

9. DEPOSITS

During the year, your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.



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10. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

During the year under review, your Company does not have any subsidiary company or Joint Ventures or any Associate Companies. Therefore, AOC-1 is not required to be attached with this report.

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 shareholders meeting 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 CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year under review, were on an arm's length basis, and in the ordinary course of business and are in compliance with the applicable provisions of the Act.

There were no material related party transactions made by the Company during the year due to which the requirement of AOC-2 is not applicable to this company.

13. LOAN FROM DIRECTORS AND RELATIVES

Your Company has taken unsecured loan from the directors. The details of loans outstanding as on 31/03/2025 is given below:

SL NO.	NAME OF DIRECTOR	AMOUNT BORROWED (INR)
1.	Avijit Rajak	10,00,000
2.	Agni Mitra	82,00,000
3.	Sourav Dey	10,000,00

MANAGEMENT

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on the date of this report, the Company has Three (3) directors consisting of Three (3) Executive directors.

The Directors of the Company as on March 31, 2025, are:

Sl No.	Name	Designation	Date of appointment
1.	Agni Mitra	Director	15/04/2019
2.	Avijit Rajak	Director	05/09/2020
3.	Sourav Dey	Director	05/09/2020



Appointment / Resignation from the Board of Directors during the year under review:

- During the year under review none of the directors has resigned nor has any new director been appointed in the Company.

15. NUMBER OF MEETINGS OF THE BOARD

The Board met Eighteen (18) times during the Financial Year 2024-25 and the gap between two meetings did not exceed one hundred and twenty days.

An attachment about the date of Board meeting is enclosed with this report as Annexure – 1.

16. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Directors 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 of March 31 2025, and of the loss 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 Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and are operating effectively.

17. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the rules made thereunder ('POSH Act'). The Company has complied with the provisions relating to the constitution of the Internal Complaint Committee under the POSH Act. During the year under review, no case of sexual harassment was reported to the Internal Complaint Committee ('ICC'). The composition of ICC is in accordance with the POSH Act. To build awareness and appreciation of this area, we have implemented an online knowledge module leveraging our learning management system. We continue to strive harder with each passing year to ensure we succeed in



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bringing the best out of our people and enable the organisation to create value for its Shareholders and Employees.

18. RISK MANAGEMENT POLICY

In compliance with the provisions of Section 134 of the Companies Act, 2013, the Company has identified the elements of the risks, industry specific and in general as well, which in the opinion of the Board may threaten the existence of the Company.

These are discussed by the Board Members internally from time to time as and when deemed necessary.

19. AUDITORS AND AUDITOR'S REPORT

Auditors

M/s. **S R P C & CO LLP**, Chartered Accountants, Bangalore (FRN: S000118), were appointed as Statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s Singh Amar & Co. (FRN: 3231283) Statutory Auditors of the Company.

M/s. **S R P C & CO LLP**, Chartered Accountants, (FRN: S000118) term shall end in the 6th Annual General Meeting of the company and is applicable for the re-appointed as Statutory Auditors of the company for a period of 5 years until the conclusion of 11th AGM) Annual General Meeting of the company to be held in the Year 2030. Your board of directors have hereby recommended their appointment for a period of 5 years.

Auditor's Report

There are no qualifications, reservations or adverse remarks made by M/s. **S R P C & CO LLP**, Statutory Auditors of the Company in their report for the financial year ended 31st March 2025. The Report is enclosed with the financial statements in this Annual Report.

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud to the Board of Directors during the year under review.

20. BOARD'S COMMENT ON AUDITORS REPORT

There are no qualifications, reservations or adverse remarks on the Auditor's Report to report on from the board of directors.

21. COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

22. WEB LINK OF THE ANNUAL RETURN

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

Website Link: <https://amwoodo.com/investor-relation-results-and-report/>



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23. INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial controls with the size of the Company and the nature of its business. During the course of our Audit no major weakness has been noticed in the internal control system in respect of these areas.

24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the provisions of the Companies Act, 2013, a Company meeting the specified criteria shall spend at least 2% of its average net profits for three immediately preceding financial years towards CSR activities. Accordingly, the provision of CSR is not applicable to your Company for financial year 2024-25.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

A) Conservation of energy; -

- i. The step taken or impact on conservation of energy; - In all Amwoodo offices and factories, we have replace traditional lighting with energy-efficient LED lights.
- ii. The steps taken by the Company for utilizing alternate sources of energy; - To ensure that energy is not wasted , especially in areas with fluctuating occupancy we have equipped our factories with automatic light sensors.
- iii. The capital investment on energy conservation equipments - To further reduce dependency on fossils fuels, Amwoodo has installed solar panels at its factories.

B) Technology absorption

- | | |
|---|-----|
| i. The effort made towards technology absorption; - | Nil |
| ii. The benefits derived; - | Nil |
| iii. The imported technology; - | Nil |
| iv. The expenditure incurred on Research and Development; - | Nil |

C) Foreign Exchange Earning and Outgo (Thousands)

<u>Particulars</u>	<u>Year Ended</u> 31.03.2025	<u>Year Ended</u> 31.03.2024
a. Foreign Exchange Earnings	2829.02/-	0
b. Foreign Exchange Outgo	11105.13/-	1,66,33.084 /-



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26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

27. DECLARATION OF INDEPENDENT DIRECTOR

Pursuant to the provisions of Section 149 of the Companies Act, 2013 every listed company and every other public company having Paid up share capital of Rs. 10 crore or more or turnover of Rs. 100 crore or more or Having in aggregate outstanding loans or borrowings or debentures or deposits exceeding Rs. 50 crore or more as existing on the date of last audited Financial statements shall appoint Independent Directors in the company. Your Company is not falling under the purview of the said section during the year.

28. VIGIL MECHANISM.

The Proviso to Section 177(10) of the Companies Act, 2013 is not applicable to the Company.

29. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

30. THERE ARE NO PROCEEDINGS INITIATED/PENDING AGAINST YOUR COMPANY UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 WHICH MATERIALLY IMPACT THE BUSINESS OF THE COMPANY.

31. THERE WERE NO INSTANCES WHERE YOUR COMPANY REQUIRED THE VALUATION FOR ONE TIME SETTLEMENT OR WHILE TAKING THE LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS.

32. DURING THE FINANCIAL YEAR UNDER REVIEW, DISCLOSURE PURSUANT TO INVESTOR EDUCATION AND PROTECTION FUND UNDER SUB-SECTION (2) OF SECTION 125 OF THE ACT AND THE IEPF (ACCOUNTING, AUDIT, TRANSFER AND REFUND) RULES, 2016 ARE NOT APPLICABLE TO YOUR COMPANY.

33. THE COMPANY AFFIRMS THAT IT HAS DULY COMPLIED WITH ALL PROVISIONS OF THE MATERNITY BENEFIT ACT, 1961, AND HAS EXTENDED ALL STATUTORY BENEFITS TO ELIGIBLE WOMEN EMPLOYEES DURING THE YEAR.



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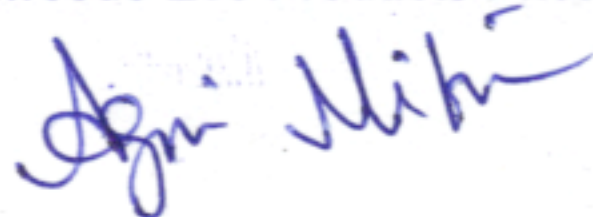
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34. ACKNOWLEDGEMENTS

The Board of Directors acknowledges with gratitude the co-operation extended by the Company's Bankers and also appreciates the continued trust and confidence reposed by the shareholders in the management. They also place on record their appreciation for the valuable contribution and whole hearted support extended by the Company's employees at all levels.

**For and on behalf of the Board of Directors
AMWOODO ECO PRODUCTS PRIVATE LIMITED**

Amwoodo Eco Products Private Limited

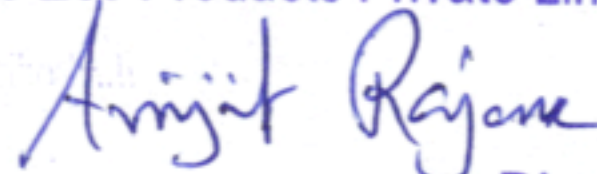


Director

**AGNI MITRA
DIN: 08422237
(DIRECTOR)**

**Address: 72, Charakdanga, P.O, Uttar para
Near Uttarpara Station, Hooghly- 712258**

Amwoodo Eco Products Private Limited



Director

**AVIJIT RAJAK
DIN: 08687545
(DIRECTOR)**

**Address: 39A, Gobinda Bose Lane,
Bhowanipore ,Kolkata - 700 025**

**Place: Kolkata
Date: 06-11-2025**



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Annexure - I

Sl. No	Date of board meeting	No of Directors entitled to attend the meeting	No. of Directors attended the meeting
1	10-04-2024	3	3
2	22-04-2024	3	3
3	25-04-2024	3	3
4	20-05-2024	3	3
5	21-06-2024	3	3
6	15-07-2024	3	3
7	24-07-2024	3	3
8	05-09-2024	3	3
9	24-09-2024	3	3
10	28-09-2024	3	3
11	15-10-2024	3	3
12	17-01-2025	3	3
13	27-01-2025	3	3
14	03-02-2025	3	3
15	17-02-2025	3	3
16	24-02-2025	3	3
17	28-02-2025	3	3
18	20-03-2025	3	3

For and on behalf of the Board of Directors
AMWOODO ECO PRODUCTS PRIVATE LIMITED

Amwoodo Eco Products Private Limited

AGNI MITRA
DIN: 08422237
(DIRECTOR)

Address: 72, Charakdanga, P.O, Uttar para
Near Uttarpara Station, Hooghly- 712258

Director

Amwoodo Eco Products Private Limited

AVIJIT RAJAK
DIN: 08687545
(DIRECTOR)

Address: 39A, Gobinda Bose Lane,
Bhowanipore ,Kolkata - 700 025

Place: Kolkata
Date: 06-11-2025



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