

hindware
home innovation limited

Trusted for Generations. Designed for Enduring Success.

Hindware Home Innovation Limited
Annual Report 2024-25





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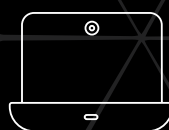
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Key Highlights of FY 2024-25

₹2,523 crore
Revenue

7%
EBITDA Margin

₹184 crore
EBITDA



For more details
Please visit: www.hindwarehomes.com

Note: All financial numbers, other than those presented on the financial pages, have been rounded off to the nearest digit wherever necessary.



Trusted for Generations. Designed for Enduring Success.

For over seven decades, Hindware has been a brand trusted by generations – a legacy built on quality, innovation and reliability. Every day, our products touch millions of lives, enhancing comfort and convenience in households, businesses, and public spaces across India. Year after year, our durable, thoughtfully designed solutions uphold this promise, reinforcing our commitment to enriching everyday living and shaping a better tomorrow.

Our portfolio spans the bathware and faucet segments, premium tiles, high-performance plastic pipes and fittings and modern kitchen appliances. Across categories, each product reflects a balance of heritage and progress – timeless designs enhanced by modern materials, enduring performance strengthened by innovative technology.

While our legacy runs deep, we remain firmly future-focused. Our design studios blend sophisticated aesthetics with ergonomic functionality, while our R&D teams create advanced offerings that combine performance, design, and sustainability to meet evolving customer needs. By blending tradition with transformation and craftsmanship with innovation, we continue to deliver lasting value to our customers, partners, and stakeholders, ensuring our products resonate across generations.

About Us

A Legacy of Trust and Excellence

Hindware Home Innovation Limited (HHIL) is dedicated to reimagining comfort and convenience for our customers – a pursuit anchored in a legacy of trust spanning generations. As a leader in Building Products and a prominent player in Consumer Appliances, we embody excellence and innovation that is inherently designed for success. Our diverse portfolio, defined by steadfast quality, superior functionality and aesthetic appeal, stands as a testament to our commitment to customer satisfaction.

Under our Building Products business, we offer a comprehensive solution for modern construction and renovation needs. This segment encompasses a wide range of high-quality products, from our comprehensive Bathware portfolio – including sanitaryware, faucets, and a premium tile range that combines aesthetics with durability to our diverse selection of Plastic Pipes and Fittings, covering CPVC, UPVC, PVC, and SWR variants, along with overhead water storage tanks and PTMT faucets.

Under the Consumer Appliances business, the Hindware Smart Appliances brand delivers innovative solutions that enhance kitchen experiences and extend beyond. Our portfolio includes a wide range of products such as high-efficiency chimneys, versatile cooktops, built-in hobs, and advanced ovens and dishwashers. Additionally, our water heaters segment, operated through a 50:50 joint venture with Groupe Atlantic – a €4 billion global leader in heating appliances – brings

together European design excellence and advanced heating technology to provide energy-efficient and reliable products.

By integrating ergonomic design with advanced performance, we are committed to enhancing comfort and convenience in every home we serve.

Our Spectrum of Offerings

Hindware Limited

Building Products

Bathware Business

- Sanitaryware
- Faucets
- Premium Tiles

Plastic Pipes and Fittings

- CPVC, UPVC, PVC and SWR Pipes and Fittings
- Overhead Water Storage Tank
- PTMT Faucets

Hindware Home Innovation Limited

Consumer Appliances

- Kitchen Appliances
- Water Heaters
- Air Coolers



Listed Entity

hindware
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52.7%
Promoter

47.3%
Public

Consumer Products Business: Kitchen Chimneys & Hobs

**Hintastica Private Limited
Water Heater (JV)**

50%

**HHIL Limited
(Unlisted Subsidiary)**

100%

EHPL* (Unlisted Subsidiary)

100%

*Discontinued Business

Composite Scheme of Arrangement

- Board has approved the Composite Scheme of Arrangement envisaging demerger of its Consumer Products Business into its wholly owned subsidiary HHIL Limited and amalgamation of remaining Company into Hindware Limited.
- As part of the Scheme, shareholders holding one share in Hindware Home Innovation Limited will get 1 share in HHIL Limited and 1 share in Hindware Limited.
- Post implementation of the Scheme, HHIL Limited and Hindware Limited will be listed on both BSE and NSE and Hindware Home Innovation will cease to exist.
- The appointed date for the Scheme is April 1, 2025, subject to requisite approvals from shareholders, creditors, SEBI, stock exchanges, and NCLT.

Refer: Stock Exchange intimation dated March 27, 2025

Building Products Business carried through 98.6% unlisted subsidiary Hindware Limited

Chairman's Message

Reflecting on the Year



Dear Shareholders,

FY 2024-25 was shaped by muted consumption and demand trends. The general elections in the early part of the year created a temporary slowdown, the effects of which lingered through much of the year and weighed on overall market momentum. This environment particularly impacted mass consumption segments, while heightened competition added further pressure on volumes and pricing. Despite these headwinds, we delivered consolidated revenue of ₹2,523 crore with a 7% EBITDA margin, reflecting the underlying resilience of the business.

While these challenges impacted our performance and we fell short of expectations, the year proved to be a valuable inflection point. It underscored the need for greater agility, disciplined execution, and a sharper strategic direction. We are realigning our priorities to reflect evolving market conditions, while staying anchored in our core commitments to quality, innovation, and customer-centricity.

Through tighter portfolio control, sharper market alignment, and a leaner, more agile organisational structure, we are laying a robust foundation for profitability and sustainable growth.

To enable stronger strategic direction and unlock long-term value, the Board has approved a Composite Scheme of Arrangement, marking a significant milestone in our transformation journey. The Scheme entails the demerger of our Consumer Products Business into our wholly owned subsidiary, HHIL Limited, and the amalgamation of the remaining Building Products Business into Hindware Limited. Shareholders holding one share in Hindware Home Innovation Limited will receive one share each in HHIL

Limited and Hindware Limited. Both companies will be listed on BSE and NSE upon implementation, while Hindware Home Innovation Limited will cease to exist.

By separating the Consumer Products and Building Products segments, we aim to unlock greater value and empower both entities to pursue growth independently and more effectively. The Appointed Date of the Scheme is 1 April 1, 2025, subject to requisite approvals from shareholders, creditors, SEBI, stock exchanges, and the NCLT.

Together, these steps reflect our commitment to building a future-ready organisation, focused, competitive, and aligned with long-term value creation.

Bathware

Our Bathware business recorded a revenue of ₹1,384 crore with an 11% EBITDA margin in FY 2024-25. To strengthen and scale this business, we are executing a multi-pronged strategy focused on brand premiumisation, retail transformation, product innovation, and deeper stakeholder engagement.

Our premium offerings—led by Hindware Italian Collection and Queo—are complemented by ever expanding distribution and retail footprint to elevate customer experience and strengthen brand visibility. At the same time, we are building a robust pipeline of design-forward, superior products to meet evolving consumer preferences. We continue to deepen our engagement with key influencer communities such as architects, designers, and contractors, who play a central role in driving preference and advocacy. In addition, we are intensifying our focus on the institutional segment, where we see meaningful opportunities across hospitality, real estate, and commercial projects.



Plastic Pipes & Fittings

Our pipes and fittings brand, Truflo, continues to be the fastest-growing player in India's dynamic plastic pipes and fittings segment, underscoring widespread market adoption and long-term potential. In FY 2024-25, the business recorded ₹786 crore in revenue with an EBITDA margin of 8%. Despite sluggish demand for CPVC pipes and near-term impact from PVC price volatility, the business closed the year on a positive note, with sale volumes rising 12% year-on-year.

To sustain this growth momentum, we are strengthening both capacity and capability. During the year, we laid the groundwork for a new manufacturing plant in North India, which is expected to commence operations in H2 FY 2025-26. This facility will significantly enhance our ability to meet the fast-growing demand from major North Indian markets and serve key clients more efficiently. In parallel, we are broadening our SKU portfolio to offer a more comprehensive and integrated product suite, ensuring customers meet all their piping needs under one trusted brand.

Our continued engagement with influencers deepens brand trust and technical familiarity. Through focused training initiatives and reliable partnerships, we are positioning Truflo as the preferred choice among key influencers and end-users.

Consumer Appliances

Our Consumer Appliances business recorded ₹356 crore in revenue in FY 2024-25. We restructured the Company to unlock its full potential and refocus on our core strengths. Kitchen appliances—our longstanding forte—remain central to this strategy, while our water heater portfolio is being further strengthened through our JV, Hintastica Private Limited (HPL). We streamlined lower-performing categories and reworked the operating parameters to sharpen our focus on high-return segments. We believe this leaner, more refined structure, combined with the

resilience of our core categories, lays the foundation for sustained margin improvement and scalable volume growth.

Connecting through Digital Innovation

We scaled up our digital initiatives to drive deeper customer engagement and enhance operational agility. Our e-commerce presence was enhanced through targeted campaigns, while our CRM platform was strengthened to enhance customer engagement and deliver a more seamless service experience. This has notably improved after-sales responsiveness and partner satisfaction. We also deployed a Salesforce Automation app that integrates digital product catalogues, real-time stock visibility, and streamlined ordering, accelerating order cycles and strengthening customer collaborations for our sales team.

Empowering Our People

Over the year, we worked on aligning talent with our strategic goals by reshaping roles, enhancing accountability, and building future-ready capabilities. We also introduced structured development pathways to equip employees with the skills needed for operational excellence and enhanced customer orientation.

In parallel, we deepened our commitment to employee well-being, strengthened inclusion, and reinforced a values-led culture. These efforts are helping us foster high performance and long-term organisational resilience.

Looking Ahead

Going forward, our priority remains anchored on key pillars that drive growth and profitability. We are expanding and deepening our distribution footprint to ensure better market reach and availability. This includes enhancing our presence in high-potential locations where demand for premium products is rising, and building scale through larger, brand-forward experience

centres designed to showcase this portfolio effectively.

Enhancing synergies within the Hindware brand ecosystem will deliver a more cohesive and seamless consumer experience, while maximising cross-category leverage. With the Hindware brand spanning our Bathware, tiles, pipes, and consumer appliances businesses, we have a powerful brand presence across key categories.

We are elevating the brand narrative—working more closely with discerning consumers, influencers, trade partners, and plumbing consultants to reinforce brand imagery, build aspiration, and establish category leadership across all our businesses. This strategy will position us well to navigate near-term uncertainties while capturing growth in our core categories.

As we strengthen our brand and market presence, the upcoming demerger positions us to pursue growth with sharper focus and independence. The Consumer Appliances business is set to advance through brand-led innovation, wider distribution, and deeper consumer engagement, while the Building Products business is geared towards consolidating category leadership and accelerating premiumisation. Together, these priorities reinforce our commitment to sustainable growth, operational excellence, and long-term value creation.

To our shareholders, employees, and partners—thank you for your trust and commitment. With your continued support, we look ahead with confidence, ready to seize emerging opportunities and shape a stronger, more future-ready company.

Regards,

Sandip Somany
Chairman





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Business Model

Building Blocks of Excellence

Resources

Multi-segment Product Portfolio

Our premium offerings across sanitaryware, faucets, tiles, and plastic pipes & fittings are provided through multiple brands, each tailored to distinct customer segments. In plastic pipes and fittings, we offer a comprehensive range of SKUs, ensuring strong market coverage across diverse applications.

Financial Capital

Our financial resources, including net worth and debt funds, along with working capital build our arm for continued excellence.

Extensive Market Presence

Our Bathware portfolio is accessible through a wide-reaching network that includes 600+ brand stores, 500+ exclusive distributors, and over 35,000 retail outlets. Meanwhile, our Truflo pipes and fittings business is powered by 320+ distributors and a presence at 30,000+ dealer touchpoints.

Manufacturing Excellence

Our automated sanitaryware plants produce upto 3.85 million pieces annually, while our faucet facility manufactures upto 3.7 million units. Our pipes and fittings facilities produce 78,500* tonnes per annum of capacity, all underpinned by sustainable practices and real-time quality controls.

*12,500 tonnes capacity is under trial production.

Innovation and Intellectual Capital

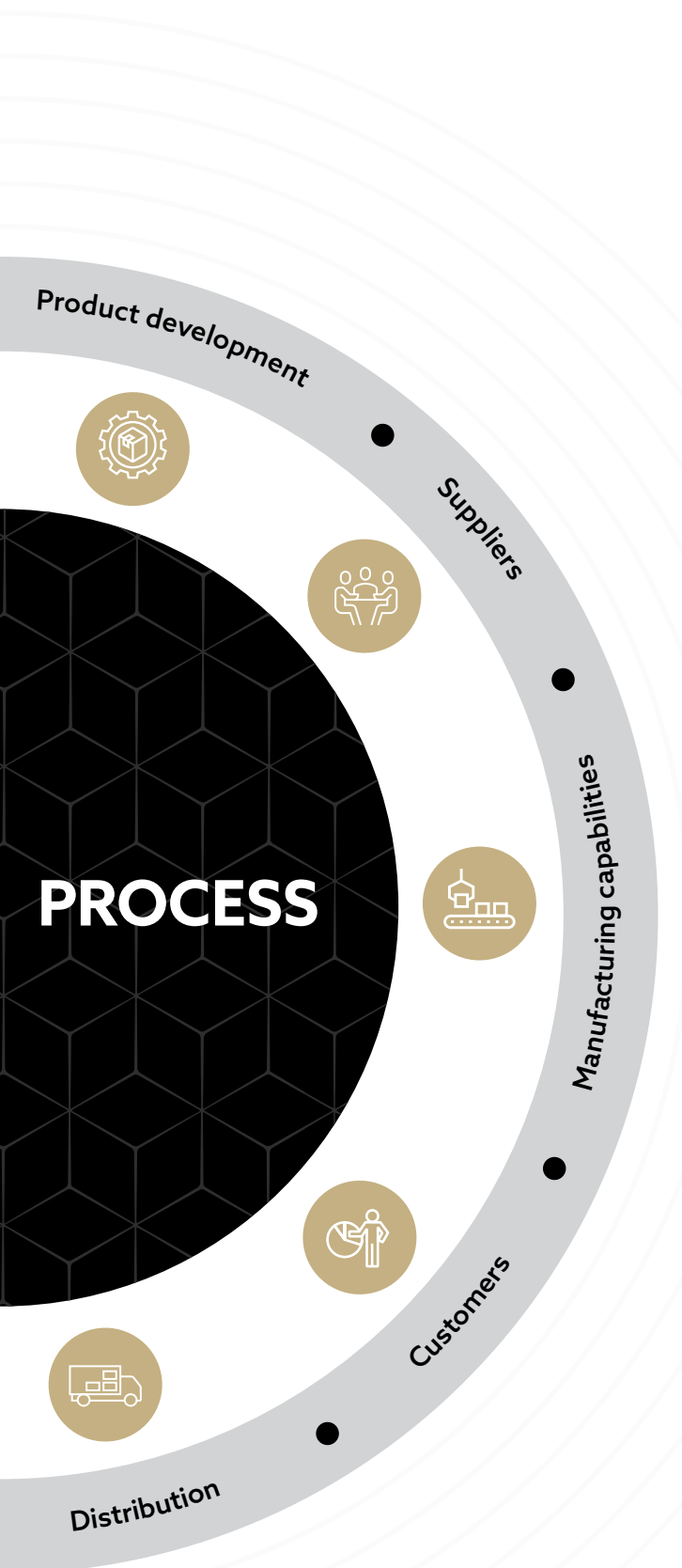
Our R&D and digital teams convert market insights into patented, performance-driven and sustainable solutions, ensuring our products remain at the industry forefront.

Empowered People

Through continuous learning, digital upskilling and clear career pathways, we build agile, engaged teams. Structured training and internal mobility foster ownership and long-term retention across the organisation.

Our Business Approach





Outcomes

Shareholders

Despite a tough operating environment, we delivered ₹2,523 crore in revenue and ₹184 crore EBITDA. We remain committed to refining our cost structures, enhancing operational efficiency and reinforcing our core strengths to create lasting shareholder value.

Customer Delight

We design and deliver premium products, supported by intuitive services and responsive after-sales care. By continuously gathering customer feedback and market insights, we ensure every touchpoint inspires trust and aligns with evolving lifestyle needs.

Supplier Partnerships

We maintain long-standing, collaborative relationships with suppliers, prioritising local sourcing, digital procurement and joint quality programmes to secure high-quality inputs, improve transparency and reinforce supply chain resilience.

Sustainability

Sustainability is woven throughout our operations, from energy-efficient manufacturing and responsible sourcing to water-saving product designs. Our diverse product range is designed to promote sustainable living through water-efficient, high-performance solutions tailored for modern households and businesses.

Dealer and Distributors

We nurture our dealer and distributor network through capability-building initiatives, performance-linked incentives and digital sales tools, ensuring swift market responsiveness and consistent customer experiences in both urban and emerging regions.

Employees

Our investment in upskilling, leadership development and a supportive culture has driven high engagement, robust retention and a strong pipeline of future-ready talent, reflecting our people-first philosophy.

Digital in Focus

Driving Tech-powered Innovation

Over the past year, we have embarked on a targeted transformation—deploying advanced analytics, automation and connected platforms to elevate quality control, streamline procurement and enhance after-sales service. By integrating AI/ML forecasting into Sales and Operations Planning (S&OP), computer vision inspections on production lines and a web-based Request for Quotation (RFQ) portal for vendors, we have sharpened operational efficiency and built a more resilient supply chain.



Advanced Quality and Production Planning

AI/ML Demand Forecasting

A new AIML-based tool for S&OP raised forecast accuracy, aligning production schedules with live market signals



Service CRM and Claims Automation

Spare-part Digitisation

Obsolete components are mapped to approved alternates within our service CRM, enabling technicians to immediately identify replacements and reduce downtime

Automated Claim Settlement

Labour and spare-part claims submitted via CRM undergo digital approvals and post directly into SAP, streamlining financial controls and back-office workflows



Digital Supply Chain Orchestration

Web Based RFQ Portal

RFQ comparisons and approvals now run through a secure online portal, speeding up vendor selection and boosting transparency, supported by dedicated transport and warehouse management systems

QR Code Plant Maintenance

Critical equipment is tagged with QR codes that, when scanned, trigger real-time alerts to engineers and surface historical repair data, speeding up issue resolution



Data and Analytics Modernisation

Azure Synapse and Power BI Rollout

Adoption of cloud analytics platforms has made business reviews paper-free and accelerated decision-making

Board of Directors: Hindware Limited

Serving with Purpose



Mr. Sandip Somany

Chairman and Managing Director



Mr. Shashvat Somany

Non-Executive Non-Independent Director



Mr. Girdhari Lal Sultania

Non-Executive Non-Independent Director



Mr. Ashok Jaipuria

Independent Director



Mr. Salil Kumar Bhandari

Independent Director



Ms. Alpana Parida

Independent Director



Dr. Rainer Siegfried Simon

Independent Director

Building on Foundations of Excellence

Building Products

FY 2024-25 Performance

₹2,171 crore 86%

Revenue from operations

Share of total revenue

Hindware is a leading player in India's bathware segment and is among the leaders in faucets, consistently delivering on its reputation for quality and innovation. Our comprehensive portfolio is designed to meet the diverse needs of customers, from stylish, premium bathroom solutions to infrastructure projects.

Our comprehensive portfolio of sanitaryware and faucets has positioned us as a trusted solutions provider in the bathware industry. Building on this strong foundation, we expanded into premium tiles in 2018, enhancing our capability to deliver complete bathroom and living space solutions. Our Truflo by Hindware brand in plastic pipes and fittings has emerged as the fastest growing in its segment, further strengthening our market presence.

Our dedication to technological advancement is reflected in products that seamlessly combine design excellence with functional efficiency. From touchless faucets to precision-engineered piping systems, eco-friendly tiles, and water-saving innovations, we continue to deliver solutions that reduce consumption without compromising performance. By integrating smart features and sustainable materials, we elevate end-user experiences while advancing our commitment to environmental stewardship.





Bathware Business



₹1,384 crore
Revenue from operations

55%
Share of total revenue

₹147 crore
EBITDA

We continue to set benchmarks in design through our brands, Queo and the Hindware Italian Collection, offering contemporary, luxurious aesthetics with unique finishes that align with global bathroom trends and seamlessly integrate into modern interiors.

Today, we offer the largest range of Star rated and GreenPro-certified faucets and sanitaryware in the country, underscoring our leadership in sustainable product design.

Our advanced products reflect our commitment to smart solutions, water efficiency, and elevated aesthetics. Innovations such as intelligent water closets which offer automated flushing, remote control, in-bowl cleansing, seat temperature

control and integrated bidet functions - delivering a luxurious, intuitive bathroom experience. We also offer a range of Touchless water closets in India, ensuring enhanced hygiene and everyday convenience. Our products are equipped with advanced flushing technologies such as Vortex Flushing and Aquasheet, delivering superior performance and easy maintenance.

Our portfolio of IAPMO-certified, water-saving faucets underscores our commitment to eco-friendly solutions that support sustainable living. We understand evolving customer preferences and have developed a diverse range of design-led faucets to cater to varied aesthetic and functional needs. Our faucets seamlessly blend

modern design with advanced water-saving technologies, delivering efficient water usage while maintaining superior performance. From touchless sensor faucets that enhance hygiene to contemporary forms with unique finishes, our offerings are crafted to elevate the user experience, reflecting global bathroom trends and meeting the aspirations of Indian consumers with a strong focus on quality and durability.

Distribution is a cornerstone of our success, underpinned by a robust network of 35,000+ retail touchpoints, 500+ distributors, and around 600 brand galleries—servicing 1,200+ marquee institutional clients across our sanitaryware, faucets, and tiles businesses. Our commitment

Business Review

to after-sales excellence is reflected in a network of 1,090+ certified technicians operating across 700+ districts, consistently delivering 24-hour urban and 48-hour rural response times—driving higher customer satisfaction.

Our continued strategic expansion into Tier 2 and 3 markets is broadening our reach, while the rollout of redesigned experiential centres is enriching the in-store journey for customers. Coupled with targeted marketing

campaigns and impactful product launches, these efforts are bringing us closer to customers and reinforcing our position as a legacy player in India's bathware segment.

Manufacturing Capabilities



Sustainability is a guiding principle woven into every aspect of our manufacturing, with a focus on water conservation, renewable energy adoption, energy efficiency, and the use of eco-friendly materials.

A key area of progress has been the transition to renewable energy. All Bathware plants are equipped with rooftop solar power units with a cumulative capacity of 4.17 MW, reducing our carbon footprint and enabling cleaner operations. Building on this momentum, we installed an 872 kWth CPC-based solar thermal drying system—the first in the global ceramic industry—which makes drying more efficient and reduces fossil fuel use.

We also continue to adopt practices that improve efficiency and lower environmental impact. These include installing dual-fuel kits in DG sets to enable the use of cleaner PNG fuel, replacing older motors with energy-efficient IE4 models, adopting BLDC fans to reduce power consumption, and expanding false ceiling coverage to limit heat loss. Collectively, these steps have helped lower energy use, cut emissions, and improve plant performance. We are also enhancing our product development processes.

By reducing our development cycle by half, we are able to bring products to market faster, increase localisation, and make better use of

plant capacity. This has improved operational efficiency while reducing dependence on imports.

Our efforts have been recognised with industry awards, including the NAMC Gold Medal for Manufacturing Competitiveness, the CGWA Water Conservation Award, and the Atmanirbhar Factory Award for operational excellence, highlighting the tangible progress of our sustainability journey.

Premium Tiles

Our Hindware Italian Collection tiles bring the timeless elegance of Italian design to contemporary Indian interiors. Spanning over ten distinct categories - from classic marble-inspired designs to modern patterns - and a variety of finishes including

matte, semi-polish, and high gloss: these tiles combine artisanal craftsmanship with advanced ceramic technology. The result is a collection that enhances both residential and commercial spaces with lasting style and durability.

Backed by a robust distribution network of 800+ dealers across 450+ cities and 100+ strategically located brand stores, we are well positioned to drive sustained growth and deepen market penetration across India.



Strengths

Market Leadership in Sanitaryware and Faucets

Hindware, one of India's leading brands, offers a wide spectrum of sanitaryware and faucets that blend contemporary design with reliable performance, catering to diverse customer needs across the country.

Multi-segment Market Presence

Our multi-brand strategy spans mass, mass premium, and premium segments, ensuring that every consumer - from budget-conscious homeowners to luxury buyers - has access to high-quality products.

Robust Distribution and Retail Footprint

Through our extensive retail network, Hindware Experience Centres, and strong distributor partnerships, we ensure easy product availability, expert guidance, and reliable after-sales service across both urban and rural markets.

Sustainable Growth Ecosystem

We foster sustainable growth by actively engaging with intermediaries and end-users across the value chain.

We prioritise eco-friendly practices, embedding sustainability in our products and operations. Community involvement remains central to our approach, ensuring shared value creation. Through these efforts, we build a resilient, future-ready business while supporting environmental stewardship.

Our Product Offerings

Sanitaryware



- Water closets
- Wash basins
- Bidet attachments
- Urinals and squatting pans

Faucets



- Bathroom faucets
- Kitchen faucets
- Diverter
- Sensor faucets
- Thermostats
- Showers

Wellness



- Bathtubs
- Shower enclosures
- Massage tubs
- Steam generators

Tiles



- GVT
- Ceramic
- Vitrified tiles
- Quartz
- Adhesives

Allied Products



- Concealed cisterns
- Seat covers
- PVC cisterns
- Bidet attachments

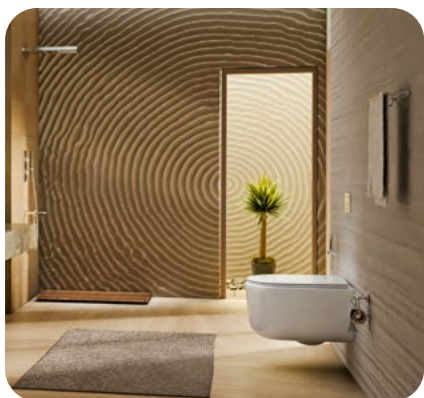
Business Review

Key Brands



QUEO
european bath lounges

Born out of true love for opulence and beauty, Queo's Bath Lounges are meticulously designed to reinvent what premium bath space experience truly means. Art serves as a unifying force, weaving together diverse expressions into a tapestry of celebration. Queo masterfully captures these nuances, intricacies, and aesthetic elements to craft bath lounges that transcend mere utility. Crafted with precision and passion, each element of Queo reflects a commitment to artistic excellence. Each bath lounge is a testament to elegance and beauty, leaving an enduring impression on your bathing space.



hindware *italian*
collection

Hindware Italian Collection epitomises the artful synergy of Italian design and Indian craftsmanship in the realm of bath spaces. This exclusive line has a comprehensive range of faucets, sanitaryware, bathtubs, showers, and accessories, harmonising aesthetic elegance with unmatched functionality, elevating the bathroom experience to the epitome of sophistication.



hindware *italian*
TILES collection

Inspired by the rich legacy of Italian craftsmanship, our tiles collection marries artistry with innovation to redesign living spaces. These tiles are crafted to suit a wide range of applications, including wall and floor installations, across both commercial and residential spaces. Our extensive selection of designs caters to different design aesthetics ranging from classic to contemporary styles. Additionally, the tiles come in a multitude of finishes, including matte, polished, carving, high gloss, satin, and rustic.



hindware

Hindware is an iconic Indian brand in the sanitaryware segment, known for its strong legacy and mass appeal. It caters to a wide customer base by combining affordability with best-in-class quality. With unmatched brand recognition, Hindware remains a pioneer, making premium bathroom solutions accessible to households across the nation.



Launches during FY 2024-25

Hindware Italian Collection



Automate Imperial Smart Toilet

An intelligent fusion of design and practicality, the Automate Imperial Smart Toilet transforms the modern bathroom into a responsive, hands-free environment. Equipped with a heated seat, multifunction bidet, air dryer, and remote control for convenient access to all functions, it delivers advanced hygiene with sleek sophistication. Every feature responds intuitively to the user, offering not just functionality but anticipation of comfort.



Cascade Wash Basin

Designed for elegance and simplicity, the Cascade Wash Basin ushers in a new era of touchless functionality. Featuring an integrated sensor faucet, it delivers water with precision - no handles, no contact, just seamless flow. The minimalist form enhances any bath space, pairing understated aesthetics with intuitive utility.



Mariana Edge Wall-Mount Toilet

Redefines hygiene with its unique angled rim, ensuring every drop flows efficiently for a consistently clean surface. This wall-mounted toilet blends form and function, designed for contemporary bathrooms that prioritise both visual refinement and optimal performance.



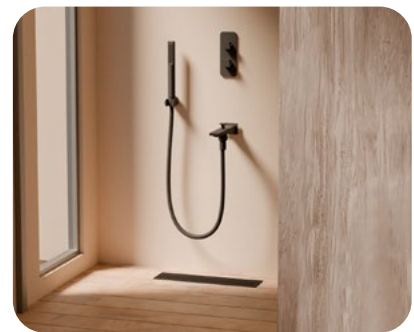
Evinco Faucet Series

Engineered in stainless steel and finished in a rich Gun Grey tone, this faucet series is a modern alternative to traditional brass. With clean lines and understated confidence, these faucets complement muted interiors - stone textures, matte finishes, and minimalist designs - with quiet sophistication and durable performance.



Flora Prime Faucet Series

Inspired by nature's fluidity and geometric precision, this series features tapered edges, refined arcs, and a soft finish. Its subtle form adds a touch of calm elegance - ideal for bathroom spaces that embrace graceful design without excess.



PVD Linear Drains

Where sleek design meets performance, the Linear Shower Drains stand out with bold finishes in Gold, Rose Gold, and Chrome Black. Designed for modern wet zones, walk-in showers, and spa-style bathrooms, these drains integrate effortlessly into the flooring while offering high-efficiency drainage.

Business Review

Queo by Hindware



5-Way Thermostatic Diverter

Available in Polished Chrome, Brushed Nickel, Gun Grey, and Matt Black Queo's 5-Way Thermostatic Diverter is designed for multi-outlet bath and shower systems, allowing seamless switching between overhead shower, hand shower, and bath filler while maintaining a consistent pre-set water temperature. It offers precise temperature regulation and stable water flow, along with a built-in safety mechanism that prevents scalding in the event of cold-water failure. The diverter features a push-button interface for intuitive, individual control of each outlet.



Aura and Spectra Neo Water Closet

This sophisticated new finish is launched to meet evolving modern bathroom aesthetics with refined colour tones and timeless design sensibilities. The Matt Almond variant adds a warm, contemporary character to bathroom spaces, complementing neutral and nature-inspired interiors. Its soft matte texture enhances both visual appeal and tactile experience across Queo's water closet range.



Pebble Series

Inspired by the smooth forms of river stones, the Pebble Series in Gun Grey Matte brings tranquillity and modern elegance to the bathroom. The Pebble Thermostatic Shower System offers three spray modes - Pulse for massage, Rain for a gentle cascade, and Blend for a balanced flow - alongside dual shower heads for flexibility and precise thermostatic control for consistent comfort. The matching Pebble Faucet, with its sleek push-and-turn mechanism, ensures effortless water flow and temperature control while adding a contemporary touch to any bathroom.



Radiant Aqua Bathtub

The Radiant Aqua Bathtub delivers a luxurious bathing experience with its spacious design, offering ample room to relax and unwind. Available in elegant Purple, Grey, and White colours, it complements a variety of bathroom décors while ensuring durability and refined aesthetics. For an elevated experience, it can be paired with the Radiant Aqua Free Standing Bathtub Filler in Matte Black.



Steam Generator

Designed for a personalised and comfortable wellness experience, the Steam Generator features a steam light, LED indicators for temperature and time, and a user-friendly control panel for easy monitoring and adjustments. A fly shuttle button with backlighting enables seamless operation, while a manual drain ensures hassle-free maintenance.

**Premium Tiles Collection****Hindware Italian Collection Quartz**

It redefines surface aesthetics by blending elegance with utility. Designed for high-end applications - from sleek kitchen countertops and refined bathroom vanities to luxurious commercial reception areas - these surfaces deliver enduring style and practical functionality. Offered in two spacious size options (3150×1450 mm and 3225×1625 mm) with thicknesses of 15 mm and 20 mm, the collection supports diverse design expressions and architectural requirements, enabling sophisticated and seamless spaces.

**Novo Magna Slabs - Combination Series (1200×1800 mm GVT Tiles)**

With a striking interplay of matte and polished finishes, the Novo Magna Slabs in the Combination Series are ideal for achieving a sophisticated, monochromatic design language. These large-format tiles bring modern minimalism to life, providing seamless elegance while allowing other interior elements to take visual prominence.

**Novo Mini Slabs - GHR Surface (800×1600 mm GVT Tiles)**

This versatile tile range blends luxury with resilience, catering to both residential and commercial spaces. Available in three finish options - high-gloss for a sleek shine, lapato for a soft sheen with a textured feel and GHR surface for high-impact resistance - Novo Mini Slabs meet the demands of contemporary interiors that require both beauty and durability. Their adaptability makes them ideal for creating sophisticated, long-lasting spaces across diverse applications.

**Expanse - Super High Gloss Series (600×1200 mm GVT Tiles)**

Available in 10 bold colours and modern designs, the Super High Gloss Series adds dramatic flair to any interior. These tiles are especially well-suited for bathroom feature walls, combining deep tones with high gloss to create a visually rich, elegant setting. The standard size ensures installation ease across diverse applications, from intimate residential zones to expansive commercial interiors.



Branding and Marketing Initiatives

Leveraging IPL Partnership

We deepened our connection with cricket enthusiasts by renewing our Associate Sponsorship with Royal Challengers Bengaluru for a second year and extending our Principal Sponsorship with Punjab Kings into its third. Through these partnerships, the Hindware logo featured prominently on the non-leading arm of RCB jerseys and on the helmets and caps of PBKS players, ensuring high-impact visibility.

To amplify fan engagement and strengthen brand recall, we launched a multi-touch campaign that included compelling TV commercials, targeted social media content, and strategic in-stadium branding. These initiatives ensured Hindware remained top-of-mind among millions of IPL followers.

By leveraging the unparalleled reach and popularity of the IPL, we significantly enhanced our brand presence and deepened our engagement with cricket fans across the country.



Business Review



Beyond the Bath

In 2024, we launched the second season of the Beyond the Bath initiative, inviting architects and designers across India to reimagine the possibilities of the 'Smart Bathroom'. The challenge resonated strongly within the design community, attracting over 100 entries that showcased diverse perspectives on what a modern, technology-driven bathroom could be. Participants were encouraged to envision spaces as havens of modern luxury, contemporary cocoons, or tranquil spa retreats - each design reflecting the seamless integration of technology and good design.

The grand finale celebrated the spirit of innovation and design excellence, spotlighting groundbreaking ideas that redefined the bath space. A distinguished jury panel of industry leaders evaluated 25 finalists before selecting the winner and runners-up.



Club Maestro

Launched in 2021, Club Maestro is our exclusive, application-based loyalty programme crafted specifically for architects. The programme offers a suite of meaningful benefits, including special rewards, timely product updates, and exclusive privileges that support architects in their journey with Hindware.

Club Maestro has continued to gain momentum, enrolling over 4,500 architects to date, including more than 2,000 in FY 2024-25. These partnerships have not only deepened our engagement within the architect community but have also contributed to tangible sales growth.

To ensure seamless execution, we established a dedicated team focused on nurturing these critical relationships. A network of 14 Key Account Managers, strategically located across 10 key cities, has been deployed to drive programme growth and engagement. Each manager is initially focusing on 50 key accounts, prioritising active engagement and fostering loyalty within the community.



Vanitha Film Awards

To deepen our brand presence in South India, we partnered as a key sponsor of the prestigious Vanitha Film Awards, one of the region's most celebrated entertainment events with exceptional viewership and fan following.

As part of this association, we hosted key stakeholders, including dealers, architects, and builders, offering them a memorable first-hand experience of the event. Our on-ground engagement featured striking LED branding and curated product showcases, reinforcing our premium positioning.

With a cumulative reach of over 1.2 crore, this strategic sponsorship significantly amplified Hindware's visibility in the southern market while building a deeper emotional connection with consumers.



Plumber Loyalty Programme

Launched in FY 2022-23, our industry-leading 'Plumber No. 1' initiative has further strengthened our engagement with India's plumbing community. The QR-enabled loyalty programme offers weekly rewards and monthly recognition for top performers across states. In partnership with WMPSC, we also provided structured training and government certification to 1,600 top plumbers, enhancing skills, improving service standards, and reinforcing Hindware's leadership at the grassroots level.

Hindware Plumber No.1 App

Has become an essential daily tool for the plumbing community. Its intuitive interface enables real-time reward tracking, QR-based installation logging, seamless referrals, and on-demand access to technical guides and latest launches. With 70,000+ registered users, the app empowers them to stay informed, upskill continuously, and confidently advocate Hindware products - cementing long-term loyalty and deepening our connection with this key community.

Key Features

- **Centralised Rewards Management:** Ensures transparent programme participation and fair allocation of loyalty points
- **Real-Time Alerts:** Keeps them updated on rewards, training sessions, and special events
- **Active Plumber Verification:** Unannounced audits conform and maintain the programme's integrity
- **Certified Training Partnership:** Collaboration with WMPSC has enabled the structured certification of 1,600 plumbers in FY 2024-25, taking the total to 3,600+ in the last two years.
- **Dedicated Support Desk:** A 24x7 call centre promptly addresses queries and technical issues, ensuring a seamless experience.



Queo

Digital First Campaign

We launched targeted awareness drives on Google and Meta, spotlighting flagship products such as the Q Smart and premium shower ranges. These campaigns delivered over 2.5 million impressions, driving strong brand visibility and consumer engagement.



Tiles

Hyper Local Influencer Partnerships

We launched a grassroots influencer programme across 12 Hindware Italian Collection Tiles stores nationwide, collaborating with regional content creators to drive store-level awareness and footfall.



360° Tile Visualizer

Deployed an interactive, in-store 360 degree tile visualiser across all 80 brand showrooms.

This immersive tool enables customers to preview tile selections in realistic room settings, enhancing decision-making and elevating the retail experience.

Business Review

Plastic Pipes and Fittings

Truflo by Hindware' remained as India's fastest-growing plastic pipes & fittings brand in FY 2024-25, underpinned by a comprehensive portfolio of SKUs.

During the year, we strengthened our market reach via a robust network of 320+ distributors and 30,000+ dealers, ensuring availability across urban and semi-urban centres.

Engagement with the plumbing community remains a cornerstone of our strategy, with 1,00,000+ registered plumbers benefiting from our 'Plumber Number One' training forums and online support resources - deepening brand recall and driving product adoption.

Strategic partnerships further enhanced our product leadership as we collaborated with Sekisui Chemical Co. Ltd to introduce premium CPVC piping manufactured with Durastream compound for superior hot and cold water performance. We also began piloting high-value foam core pipes for underground drainage, laying the groundwork to bring Double Wall Corrugated (DWC) pipes into our range.

These initiatives, combined with ongoing capacity expansions in Telangana and the forthcoming Roorkee plant, position 'Truflo by Hindware' to meet robust infrastructure and housing sector demand and to lead the market in innovation and reach.



Strengths

India's Fastest-growing Brand

Truflo has rapidly risen to lead India's plastic pipes market, showcasing robust adoption and high growth momentum.

Strong Plumber Community Engagement

Through dedicated training forums and our Plumber No. 1 programme, we stay closely connected with the plumbing community, ensuring strong market insights and lasting brand recall.

Robust Distribution and Retail Network

A strong network of distributors and dealers ensures Truflo products are easily available across both urban and rural markets.

Broad and Future ready Portfolio

Our extensive range of SKUs spans multiple pipe categories and fittings solutions, positioning us to capture emerging infrastructure and housing opportunities.



Product Offerings



Pipes

- CPVC
- UPVC
- PVC
- SWR
- Column Pipes
- Multi-layer composite pipe



Overhead Water Storage Tanks



Bath Fittings

(PTMT faucets and other accessories)

Manufacturing Excellence

Sangareddy

66,000
tonnes
Annual Capacity

Our twin extrusion lines utilise fully automated processes and inline quality inspections to ensure consistent dimensional accuracy and material integrity.

Roorkee Expansion

12,500*
tonnes
Annual Capacity

*Under trial production.

The upcoming Roorkee facility is strategically positioned to serve North and East India with reduced lead times and lower freight emissions.

We continue to prioritise sustainable practices across our operations with a strong focus on energy efficiency, renewable energy adoption, and responsible resource management.

In our Pipes business, energy efficiency remains a core priority, embedded into factory design, equipment selection, and production processes. All factory activities are designed to be energy-efficient, including the use of high-efficiency

IE3 motors, 100% LED lighting and daylight harvesting systems to minimise dependence on artificial lighting. These measures have contributed to significant annual energy savings across Units 1 and 2.

To further reduce our carbon footprint, we have invested in rooftop solar power installations with a combined capacity of 2.21 MW. These systems generated over 2.5 million units of renewable energy in

FY 2024-25, resulting in substantial cost savings and reduced reliance on conventional energy sources.

Through these initiatives, we remain committed to advancing sustainability by integrating energy-efficient technologies and renewable energy solutions into our operations, aligning with our goal of responsible and environmentally conscious manufacturing.

Business Review

Branding and Marketing Initiatives

TRU SAATHI: Expanding Our Plumber Engagement Programme

Our loyalty programme 'TRU SAATHI' continued to strengthen our engagement with the plumbing community, recognising and rewarding plumbers who consistently choose Truflo products. The TRU SAATHI app has connected over 50,000 plumbers with our channel partners, with 28,000 of them actively benefiting from the programme.



Certifications



GreenCO Platinum Rated Sustainable Manufacturing



GreenPro certified CPVC pipes



Green Platinum Rated Factory Building



CIPET (Central Institute of Plastics Engineering & Technology) for CPVC, SWR, PVC Pipes & Fittings



NSF/ANSI 14 for CPVC Pipes & Fittings



CFTRI (Central Food Technological Research Institute) for CPVC & UPVC Pipes & Fittings

Promoting Sustainable Celebrations with Channel Partners

During the Ganesh Festival, we distributed eco-friendly Ganesh idols to channel partners, reinforcing its commitment to sustainability and environmentally conscious practices.

This initiative not only encouraged the adoption of eco-friendly celebrations but also strengthened relationships with our channel partners by aligning shared values around environmental stewardship. By promoting the use of eco-friendly idols, the Company aimed to reduce the environmental impact of festival celebrations while fostering a culture of sustainability across its extended network.





CSR and Community Engagement Initiatives

We recognise that our long-term success is rooted in the health, education, and livelihoods of the communities we serve. Guided by our belief in shared prosperity, we focus on three pillars - girl child hygiene and education, skill development and community health and well-being - each designed to create lasting, positive impact.

#HygieneThatEmpowers

Launched in 2020, our #HygieneThatEmpowers campaign has gone from strength to strength.

During FY 2024-25, we built and renovated over 500 girls' toilets in government schools across Roorkee and Gurugram. These facilities promote hygiene, reduce dropout rates among adolescent girls, and create safer learning environments.

In partnership with the Pune-based Manas Foundation, we identified schools, mobilised communities, and ensured sustainable sanitation upgrades with local ownership. To amplify impact, we shared videos, short films, and stories across social media and a dedicated campaign website, raising awareness and inspiring action for girls' sanitation and education.



Enhancing Livelihoods through Skill Development

We continued to strengthen livelihoods by investing in targeted skill development initiatives.

Through our Plumber's Skill Training Programme, conducted in collaboration with the Water Management & Plumbing Sector Skill Council, 1,600+ plumbers were trained and certified under the NSDC curriculum, enhancing their employment prospects while building sector capability.

Additionally, our Kaushal Vriddhi programme in Bahadurgarh delivered hands-on training in casting, block making, and mould making to 40-50 trainees per batch. Over the past five years, 215+ graduates from this programme have transitioned into skilled roles within our organisation, reinforcing our commitment to community development and workforce readiness.

Promoting Community Health and Well-being

We continued to prioritise the health and well-being of communities around our operations through targeted initiatives.

Under our Swasthya Sampada health camps, we provided free medical check-ups and medicines to 15,000+ residents in Bahadurgarh and 6,500+ residents in Bibinagar through plant-based clinics and outreach camps.

Additionally, through the Dr. RK Somany Memorial Scholarship at IIT-BHU, we awarded full tuition and mess fee scholarships to five high-achieving ceramic engineering students, fostering the development of future leaders who might otherwise lack financial support.





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Hindware Home Innovation Limited

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Blueprint of Lasting Value

Resources

Focused Product Portfolio

We offer a streamlined selection of kitchen appliances, water heaters and air coolers designed for the modern Indian home. Each product emphasises reliability, efficiency and user comfort, combining thoughtful styling with practical features to meet evolving lifestyle needs.

Financial Capital

Net worth, debt funds and working capital are the foundations of our pursuit for continuous excellence.

Digital Engagement and Service Infrastructure

Our unified CRM system, service management tools and dedicated e-commerce SKUs deliver seamless customer experiences. Certified technicians use real-time data to resolve issues swiftly, while analytics guide strategic decisions and scale our support capabilities.

Brand Experiences

Our brand presence is strengthened through an integrated network of exclusive brand stores, digital platforms, and leading online marketplaces, ensuring wide accessibility and consistent engagement. Our kitchen galleries allow customers to experience products firsthand, enhancing understanding and deepening brand connect.

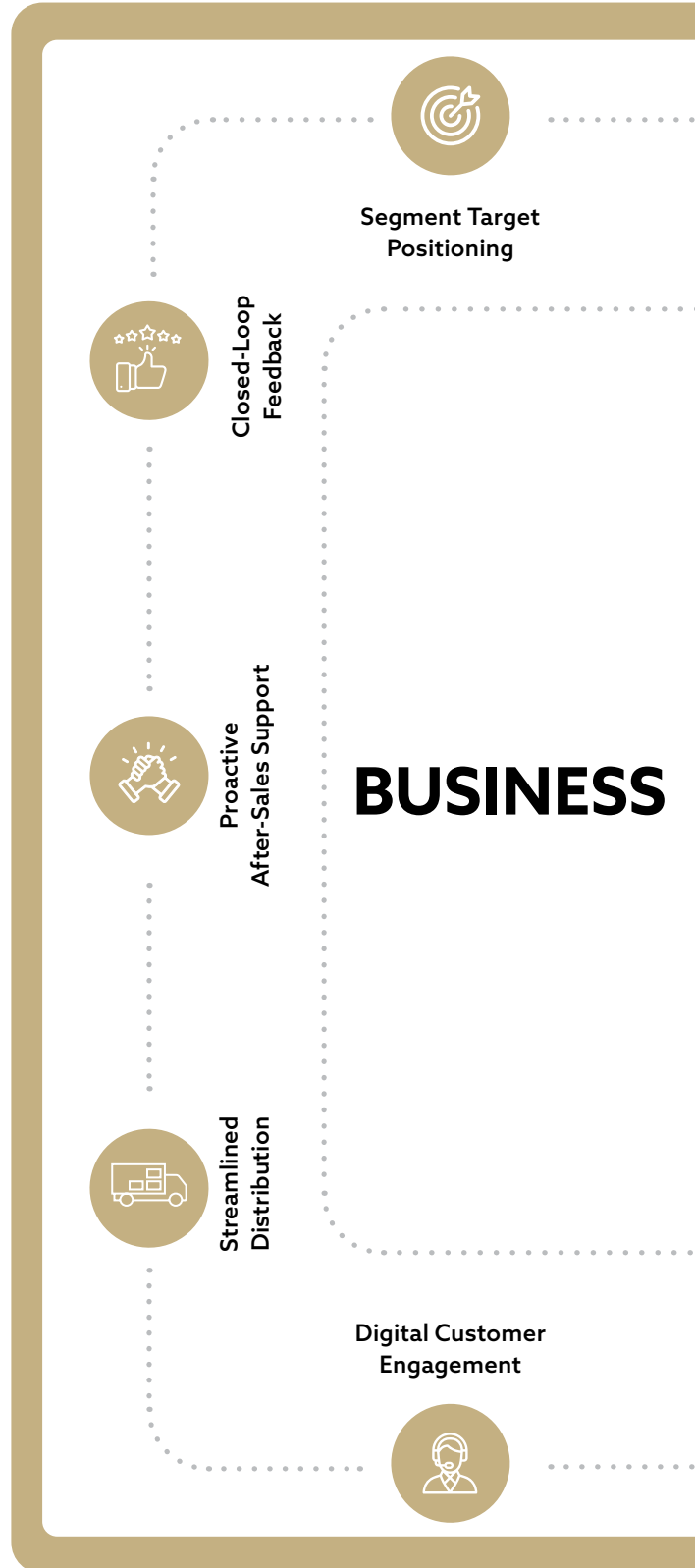
Empowered Workforce

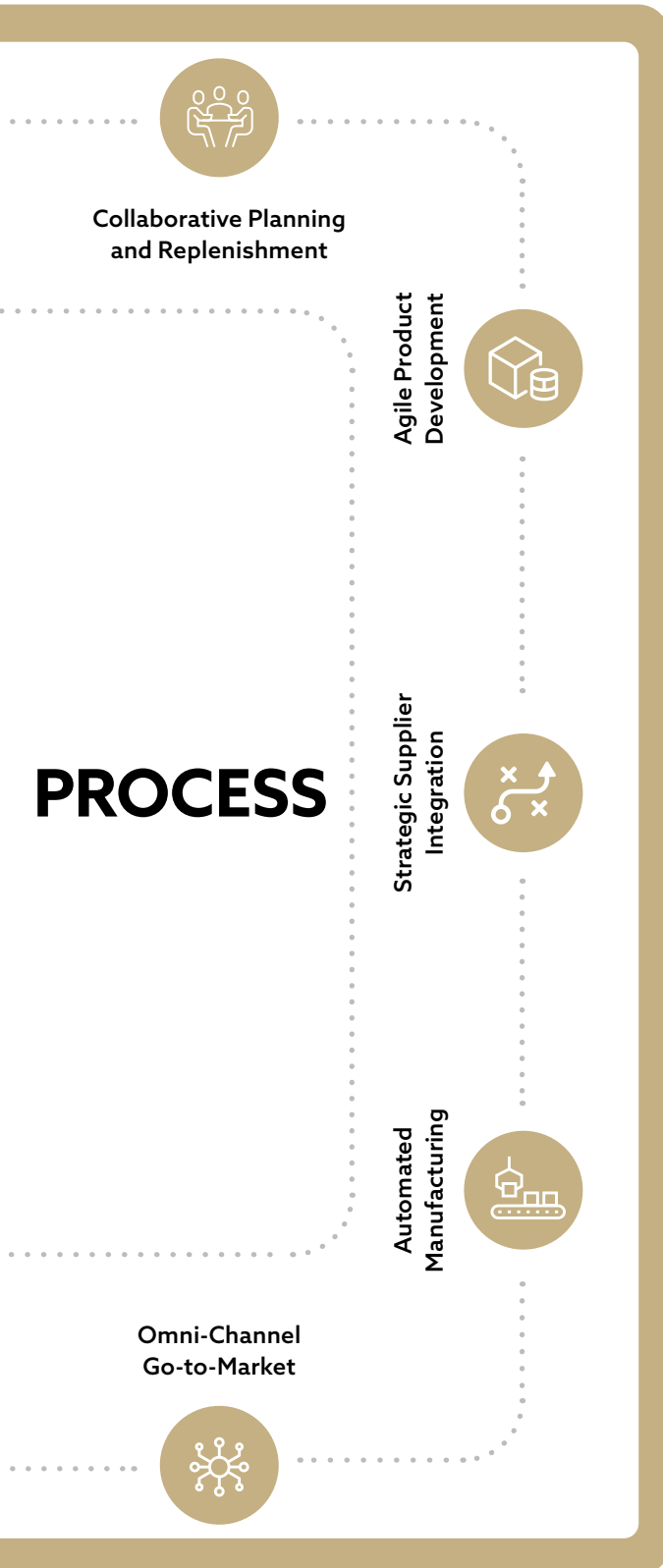
We cultivate an inclusive culture grounded in open communication and continuous learning. Structured development programmes and regular feedback loops equip employees to lead initiatives, innovate and collaborate, fostering a sense of ownership and shared purpose.

Customer Support Network

A nationwide team of trained technicians, underpinned by a centralised CRM service platform, delivers prompt, uniform after-sales support. This robust network reinforces customer trust and supports long-term loyalty.

Our Business Approach





Outcomes

Shareholders

Despite near-term headwinds, we maintained cost discipline and strengthened our focus on core categories, laying a resilient foundation for long-term value creation. Our actions are geared toward driving improved profitability, sustainable growth, and enhanced returns for our shareholders in the years ahead.

Suppliers

We deepened supplier partnerships through co-development initiatives, automation, and real-time tracking systems - enabling faster innovation, improved quality, and greater operational agility. A strong emphasis on local sourcing further enhanced supply chain resilience and cost efficiency, while reinforcing our commitment to supporting regional ecosystems and building long-term, value-driven collaborations.

Dealer and Distributors

Our strengthened omni-channel approach and targeted distributor enablement led to improved partner satisfaction, faster market execution, and stronger brand consistency across channels. These efforts contributed to deeper market penetration and a more agile, responsive go-to-market engine.

Employees

Online learning modules, agile sales programmes and clear career paths have bolstered skills, collaboration and leadership. These initiatives have accelerated productivity, sped time to market and improved engagement and retention.

Customers

Expanded core offerings and seamless e-commerce access, paired with an enhanced after-sales network, have delivered end-to-end experiences that boost satisfaction, deepen engagement and reinforce brand trust.

Empowering Consumer Appliances with Innovation

Our Consumer Appliances business accelerated its digital agenda to drive procurement efficiency and customer engagement.



Procurement and HR Transformation

Digital RFQ and Invoice Portal

Vendors submit RFQs and invoices via a secure web application featuring role-based authentication, automated approval workflows and APIs for seamless SAP integration, eliminating paper processes and ensuring end-to-end auditability

Transport Management System

Used for digitising and tracking end-to-end transport

Warehouse Management System

Implemented for effective and streamlined operations and inventory optimisation at warehouses

Employee Correspondence Digitisation

All HR letters, including appointment, appraisal, probation, and relieving, are now generated digitally, enhancing speed and sustainability



Integrated Sales and Operations Planning (S&OP) and Material Requirement Planning (MRP) Automation

Unified SNOP Dashboard

A consolidated view of orders, inventory and throughput enables planners to dynamically reschedule production

MRP Rollout

Material Requirement Planning automates raw-material indent creation and purchase proposals, reducing reliance on manual forecasts



Automated Document Processing

Intelligent Document Processing (IDP)

Intelligent Character Recognition (ICR)-based invoice capture with built-in GST/MSME validations slashes manual errors and strengthens audit compliance

RPA in Finance

Nearly 10 accounting processes, such as AP, AR and GL, are now automated, cutting manual effort and accelerating month-end closes

Board of Directors: Hindware Home Innovation Limited

Serving with Purpose



Mr. Sandip Somany

Chairman and Non-Executive Director



Dr. Nand Gopal Khaitan

Independent Director



Mr. Ashok Jaipuria

Independent Director



Mr. Girdhari Lal Sultania

Non-Executive Non-Independent Director



Mr. Salil Kumar Bhandari

Independent Director



Ms. Sonali Dutta

Independent Director



Committees

- A** Audit Committee
- N** Nomination and Remuneration Committee
- S** Stakeholders Relationship (Shareholders'/Investors' Grievance) Committee

- CA** Corporate Affairs Committee
- C** Corporate Social Responsibility Committee
- R** Risk Management Committee
- Chairperson **●** Member

Read more at www.hindwarehomes.com for more details on our Board Members.

Business Review

Consumer Appliances

₹356 crore

Revenue from operations

14%

Share of total revenue

Hindware Smart Appliances presents a comprehensive range spanning kitchen appliances and water heaters, carefully crafted to anticipate and meet evolving consumer requirements. These intelligent, user-focused products are designed to enhance daily convenience.

To ensure these innovative products are readily accessible across the country, our expansive pan-India footprint leverages a robust network of modern trade, retail outlets and distributors. Complementing this, our strong partnerships across leading e-commerce platforms ensure effective service to the rapidly growing online segment.

Our commitment to a complete customer experience extends beyond product availability and initial purchase. Recognising the paramount importance of after-sales support, we have a strong after-sales service network, ensuring prompt and reliable assistance through certified technicians. Furthermore, our nationwide exclusive brand stores offer immersive brand experiences, allowing customers to explore our latest advancements firsthand and make informed purchasing decisions.





Strengths

Streamlined Product Portfolio

We sharpened our focus on high-velocity, margin-accretive categories—kitchen appliances and water heaters—phasing out low-return segments to drive sustained demand and clarity in our offerings.

Omnichannel Go-to-Market

By tailoring channel strategies across general trade, modern retail, e-commerce and institutional sales, we broadened our reach and deepened market penetration in both urban and rural areas.

Smart, Differentiated Products

Our R&D delivered advanced features—such as BLDC motor chimneys with low-noise MaxX Silence Technology, MaxX Safe built-in hobs and intelligent IoT-enabled water heaters—that enhance comfort, convenience and energy efficiency in everyday use.

Operational Excellence and Cost Optimisation

We implemented targeted efficiency programmes—optimising warehousing, logistics, service networks and shared services processes—to reduce support costs, elevate quality standards and protect profitability under challenging market conditions.

Product Categories



Kitchen Appliances

Our Kitchen Appliances portfolio is thoughtfully crafted for modern homes, seamlessly blending sleek design with practical functionality to simplify mealtime and clean-up. This comprehensive range includes high-performance chimneys, versatile cooking ranges, efficient food-waste disposers, and durable cooktops. To further enhance kitchen convenience, we offer advanced easy-clean dishwashers and precision-engineered kitchen sinks that ensure both hygiene and ease of use. Complementing these essentials are our built-in microwaves, ovens, and hobs, which bring advanced kitchen convenience within reach of every household, supported by their intuitive controls and robust construction, designed for everyday reliability.



Water Heaters

Includes Storage, Instant and Gas models, featuring advanced O'Pro Protection and Titanium Core Shield for safety, durability, and fresh hot water with capacities ranging from 1 to 50 litres.



Air Coolers

Our Desert, Personal, and Window air cooler models span capacities from 12 to 125 litres. They are equipped with exciting features such as Turbo Cool fan technology and Bacto-shield Honeycomb technology, ensuring both advanced comfort and a great aesthetic for our customers.

Hintastica Private Limited (HPL) is a strategic joint venture between Hindware Home Innovation Limited (HHIL) and Groupe Atlantic, a €4 billion multinational leader in heating appliances. Operating from its state-of-the-art manufacturing plant in Hyderabad, HPL specialises in the design, manufacturing, and sale of high-quality water heaters and related products in India and other South Asian countries under the brand 'Hindware Atlantic', with the objective of consistently meeting diverse consumer needs for thermal comfort.

Business Review

Launches during FY 2024-25

Kitchen Appliances

Chimneys



Imelda BLDC Chimney delivers exceptional performance with its 2,000 m³/hr suction powered by an energy-efficient BLDC motor. It features eight plus one speed settings, Turbo Boost, and convenient motion sensor controls. Combining form and function, its thermal auto-clean function and grey matte finish are available in 60 cm, 75 cm, and 90 cm models. It is backed by a 3-year product warranty and an impressive 12-year motor warranty.



Divina BLDC Chimney features a curved glass canopy, 1,400 m³/hr airflow, filterless technology, Turbo Boost with nine + one speeds and motion sensor activation. Available in 60 cm, 75 cm, and 90 cm sizes, it includes thermal auto clean and is protected by a 3-year comprehensive plus 12-year motor warranty.

Built-in Hobs



Ivana Pro and Neo Built-in Hobs, framed by premium golden-edge detailing, combine full-brass designer burners with a spill-proof concealed design for effortless cleaning. Available with 3, 4 or 5 burners atop 8 mm matt toughened glass surfaces, each hob features flame guard pan supports, metallic knobs and MaxX safe technology.



Ilaria Built-in Hob pairs a matt black glass finish and diamond-cut knobs with Maxx Safe Technology automatically cutting gas flow upon spills. Offered in 60, 78, 80, 90 cm widths with 3-5 burner configurations, it comes with a 10-year glass warranty for lasting peace of mind.

**Built-in Oven**

Ottavio 80 L Built-in Oven offers 14 cooking modes, including air fry, rotisserie and pizza functions, precision temperature control, a soft close door, LED controls and a food probe accessory, all in a sleek black finish for modern kitchens.

Built-in Microwave

Savio Mirror 27 L Built-in Microwave Oven combines six auto cook menus with grill, convection, and combination modes. Its rustproof cavity, soft touch controls and child lock ensure safe, convenient meal preparation.

Cooktop

Miracle Cooktop features 360° brass nozzle burners and a tandoor stand attachment on a toughened glass base, offered in 2, 3 and 4 burner layouts with a 6-year glass and 2-year comprehensive warranty.



Benecio Plus Cooktop sports a jumbo 92 mm brass burner for rapid heating, a 5 mm toughened glass surface, sturdy pan supports and a stainless steel drip tray. Available in 2, 3 and 4 burner options with a 2-year comprehensive warranty.

Business Review

Water Heaters



Admiro (10 L, 15 L, 25 L) features a glass-lined tank, high-rise compatibility (up to 8 bar), copper heating elements and a 5-star BEE rating for energy efficiency.



Immedio X (3 L & 5.5 L) instant water heaters provide rapid 3,000 W copper heating, IPX1 moisture protection, high-pressure resilience and a compact stainless steel tank ideal for kitchens and small bathrooms.



Fraisio Digi (10 L, 15 L, 25 L) combines a rustproof body, copper element, 5-star energy rating and advanced safety features in a sleek cylindrical form.



Aquajoy (3 L & 5.5 L) instant water heaters deliver hot water with a powerful copper element, a corrosion-resistant tank and an immersed thermostat plus a pressure release valve for safe, durable performance in high-rise homes.



People Centricity

Empowering Growth, Celebrating Values

Our people are our greatest asset and the driving force behind our achievements. We are dedicated to cultivating an inclusive and purpose-driven culture that nurtures talent, empowers leadership, and fortifies our collective spirit, along with fostering a culture of open dialogue, continuous learning, and shared purpose, ensuring every employee feels heard, valued, and empowered to contribute their best. By embedding comprehensive engagement mechanisms, focused development programmes and clear channels for feedback, we build an environment where every individual is empowered to grow, contribute and lead with impact.

**Employee Engagement**

Our approach to employee engagement is centred on building authentic connections between individuals and the organisation's purpose, values, and long-term vision. We are committed to active listening, recognising contributions, and fostering an environment where every employee feels valued, included, and inspired to grow.

This journey begins with our Values and Vision workshops, where new employees are introduced to our legacy and strategic direction—laying a strong cultural foundation from day one. As employees grow within the organisation, this foundation is reinforced through shared experiences, ongoing recognition, and opportunities to engage meaningfully with peers and the broader community.

Our North Star programme plays a key role in this journey, celebrating individuals who consistently embody our core values and helping to reinforce the behaviours that shape our culture.

People Centricity

Learning and Development Strategy

Our Learning and Development strategy is rooted in the belief that individual growth is key to driving business outcomes. By aligning capability-building efforts with strategic priorities, we are fostering a high-performance culture that is agile, skilled, and future-ready.

Our approach is anchored in a structured Performance Management process and an annual Training Needs Identification exercise, which together ensure that learning interventions are targeted, relevant, and role-specific.

Leadership development is a cornerstone—senior leaders participate in the LEAD programme

to strengthen strategic capabilities, while newly promoted managers are supported through the First Time Manager workshop, blending coaching, peer learning, and transition support.

Beyond leadership, functional excellence is driven through initiatives like Six Sigma Black Belt certifications, where participants lead improvement projects that deliver measurable cost and efficiency gains. Technical and laboratory staff continue to upskill through certifications offered in partnership with leading institutes, deepening subject-matter expertise across the organisation.

To ensure accountability and track impact, we conduct structured

follow-ups three to six months after each intervention, involving both participants and their managers. Insights are mapped to performance indicators such as service quality and productivity, enabling us to refine programmes and measure return on learning.

Finally, cross-functional task forces and Senior Leadership Team forums unite diverse talent on real-time business challenges—enhancing collaboration, building enterprise thinking, and embedding a culture of innovation across teams.

Great Place to Work

Pipes and Fittings business certified for the 4th year in a row



Structured Communication and Feedback Channels

We believe that listening is not just a leadership principle but a vital pillar of our engagement strategy. Across the organisation, we have embedded structured channels to ensure employee voices are heard, valued, and acted upon. Leadership Town Halls serve as key touchpoints for transparent dialogue, followed by

skip-level conversations, one-on-one check-ins, and focus groups that offer deeper insight into employee perspectives.

To capture early employee sentiment, new joiners take part in 'Hum Tum' pulse surveys at 30, 45, and 90 days, helping us refine onboarding experiences in real time. For ongoing engagement, business-specific feedback

loops—such as the annual Great Place to Work assessment for our pipes and fittings teams—enable us to benchmark long-term sentiment and continuously improve the workplace experience.



friendly competition, and shared celebration—strengthening inter-team relationships and reinforcing our vibrant organisational culture.

Building a Unified Culture

We continue to expand engagement efforts beyond our primary offices and facilities—particularly for field teams—while fostering greater cross-functional collaboration through innovation challenges and shared initiatives. By enhancing our digital tools and empowering local connect champions; we ensure that every employee feels equally included and supported across the organisation.

Through this comprehensive framework—rooted in active listening, purposeful engagement, continuous learning, and collaborative problem solving, we cultivate a culture where every individual thrives, propelling our sustained growth and innovation.

Strengthening Culture through Celebration and Connection

We complement our growth and performance-driven culture with initiatives that promote well-being, inclusion, and a shared sense of community. These activities reinforce our commitment to fostering a workplace where people feel supported, connected, and inspired—beyond their daily roles.

Our inaugural Founders' Day was a unifying celebration across all locations, bringing colleagues and their families together to honour Dr R K Somany's legacy through reflective moments and festive team events. International Women's Day recognised the strength

and contributions of our women colleagues through inspirational talks, interactive workshops, and expressions of appreciation—reinforcing our commitment to equity and inclusion.

To promote holistic well-being, International Yoga Day featured guided sessions across offices and plants, offering employees time to recharge and focus on both mental and physical health.

At the heart of our team-building efforts is the SIG Cricket League, our annual flagship sporting event. More than just a tournament, it brings together employees from across locations in a spirit of camaraderie,



Management Discussion and Analysis

Economic Environment

Global

The global economy proved to be resilient in 2024, maintaining real GDP growth at about 3.3% even amidst geopolitical strains and tighter monetary policies¹.

However, this recovery is still behind the 3.7% average recorded during the pre-pandemic period, highlighting the ongoing effort required to return to stronger, more sustainable growth. Central banks' repeated interest rate hikes helped slow down price increases, bringing headline inflation to 5.8% from 6.8% in 2023.

This easing reassures markets and the public that inflation is under control, stabilising expectations for future prices, which is important for long-term investment and planning. While nominal wages rose, boosting real household purchasing power, weak consumer confidence still dampened spending globally.

Performance across regions was uneven. India, driven by domestic demand, surged, while growth in North America and parts of Asia was more moderate.

Geopolitical risk remains elevated due to unrest in Ukraine and the Middle East, disrupted energy flows and trade routes and intensifying market volatility. Adding further complexity, in late January 2025, reciprocal tariff announcements by the U.S. introduced additional complexity, heightening the risk of supply chain fragmentation and dampening private investment. UNCTAD highlighted that recent tariff impositions are fracturing supply networks and making future trade less predictable.

Outlook

Global growth is projected to moderate to 2.8% in 2025 before recovering to 3.0% in 2026, reflecting the lagged effects of policy tightening and fading fiscal support². Headline inflation is expected to decline further to 4.4% in 2025³. However, the World Trade Organisation forecasts a 0.2% contraction in global trade for 2025, driven by intensifying protectionist measures, persistent policy uncertainty and the impact of tariff escalations.

U.S. tariffs and regional slowdowns in North America and parts of Asia might dampen the outlook, though some developing economies could benefit from shifting global supply chains. Nations with strategic geography and preferential trade agreements are poised to become critical 'economic connectors', realigning trade flows and bolstering resilience. Policymakers will need to strike a careful balance. They must support growth and private investment through rate cuts, tax relief, and deregulation while remaining vigilant against

inflation risks from trade disruptions, rising wages, and volatile commodity prices.

Overall, while growth and trade are set to soften in 2025-26, coordinated multilateral efforts and targeted structural reforms, particularly in supply chain diversification, digital infrastructure and sustainable energy, will be essential to navigate escalating trade barriers, preserve financial stability and lay the groundwork for a more inclusive global recovery.

¹IMF World Economic Outlook Jan 2025 | ²IMF World Economic Outlook Apr 2025 | ³IMF World Economic Outlook Jan 2025



Indian Economy

India sustained robust growth of 6.5%⁴, the fastest among major economies, powered by strong domestic consumption and a resilient services sector. Inflation remained close to the Reserve Bank of India's 4% target band. Retail inflation fell to a five-year low of 3.34% in March 2025, allowing the RBI to adopt a growth-supportive monetary stance with consecutive repo rate cuts to 6.00%⁵.

Despite global headwinds, including elevated geopolitical tensions and supply chain disruptions, India's solid macro fundamentals and above-normal monsoon forecasts supported resilience in agriculture and rural demand. However, consumer sentiment remained muted due to elevated inflation concerns and lingering job market anxieties. This cautious consumer mood had a notable impact on certain consumer-facing segments.

A booming services industry, contributing over 55% of GDP, remained a consistent engine of growth alongside emerging manufacturing clusters fostered by the Make in India initiative.

Financial inclusion expanded markedly through digital payment networks and a growing fintech ecosystem, while infrastructure investments, ranging from roads and railways under the National Infrastructure Pipeline to urban renewal via Smart Cities projects, have boosted productivity and employment.

Outlook

Looking ahead, India is poised to add USD 1 trillion to its GDP every 1.5 years, putting it on track to become a USD 10 trillion economy by 2032⁶. Continued emphasis on manufacturing and infrastructure, supported by expanding PLI schemes and improved ease-of-doing-business reforms will enhance industrial output and attract foreign direct investment (FDI). Additionally, the digital

economy is projected to account for 20% of national income by 2029-30, driving broader participation and innovation.

Domestically, uneven rural recovery, climate-related agricultural shocks, and potential inflationary rebounds present challenges. To sustain momentum and realise the goal of an advanced economy by 2047,

India must deepen structural reforms, improve governance, simplify regulations, enable flexible labour markets, and invest in human capital and green technologies, while maintaining fiscal discipline. Nevertheless, risks persist as global geopolitical fragmentation and escalating protectionism could disrupt trade, while oil price volatility threatens fiscal stability.



⁴IMF World Economic Outlook, Apr 2025 | ⁵RBI | ⁶IDBI Capital Report

Management Discussion and Analysis

Building Products

Bathware Business

Industry Overview

The subdued consumer demand observed in the Bathware sector is not isolated to the Indian market. Globally, economic headwinds have impacted consumer spending across various sectors, including home improvement and construction.

The ongoing geopolitical uncertainties, including conflicts and trade tensions, have created a climate of economic instability, further weakening consumer confidence.

In India, the Bathware sector experienced a period of subdued consumer demand during the reporting year. A noticeable slowdown was observed not only in major metropolitan areas but also in Tier 2 and Tier 3 cities. This trend can be attributed to broader economic uncertainties impacting discretionary spending. Contributing factors include inflationary pressures affecting consumer purchasing power and fluctuating real estate market conditions.

However, over the next few years, we expect demand to increase across the Bathware segment, supported by significant government infrastructure initiatives like the Smart Cities Mission and Atal Mission for Rejuvenation and Urban Transformation (AMRUT) 2.0. These initiatives will lead to increased spending on home improvement and lifestyle enhancements. Programmes such as the Swachh Bharat Abhiyan will create a strong impetus for improved sanitation and hygiene standards, driving demand for related products. Additionally, reduced inflation rates and subsequent repo rate cuts will boost consumer spending.

We are also at the forefront of developing intelligent water closets (IWCs) that incorporate smart features for affordable hygiene and water efficiency. This includes advanced flushing systems like Vortex flushing and Aquasheet

technology that ensure thorough cleaning with significantly less water, often operating on efficient two-fourths litre per flush systems. We have also pioneered tankless water closets in India, which not only save space but also offer 100% efficient flushing without the need for a traditional cistern.





Business Review

Our building products segment, renowned for its comprehensive Bathware products, encompasses diverse offerings such as sanitaryware, faucets, and tiles.

To enhance efficiency and streamline operations, we optimised our go-to-market approach by consolidating the sanitaryware and faucets business teams, which allowed us to leverage synergies across our product lines and improve overall market responsiveness. Product innovation and category expansion have also been at the forefront of our efforts. By investing in modern technologies and design advancements across various price points, we have broadened our product portfolio, effectively catering to a wider range of consumer preferences and market segments.

Despite the segment experiencing an increase in input costs, which subsequently impacted profitability, we accelerated the rollout of brand stores, with a strong emphasis on highlighting the Hindware Italian Collection and Queo brands.

This strategy will help us to enhance brand visibility and drive sales. Additionally, we expanded our 'shop-in-shop' format of retail presence to increase product accessibility and reach.

Recognising the importance of delivering a superior brand experience, we are currently undertaking a comprehensive review of our existing experiential stores across India. As part of this strategic initiative, we are rebranding all the Lacasa Stores to 'Hindware Experience Centre'. This unified branding plan will foster better recognition and create a consistent and engaging environment for our customers. Our vision for the Hindware Experience Centres is to establish them as a haven for both retail consumers, and the architects and interior designer fraternity, providing an immersive space to interact with and experience our extensive range of products firsthand.

Building on our commitment to consumer engagement, we are strengthening our presence in the premium tiles segment. This portfolio complements our Bathware business, creating a cohesive and elevated offering for discerning consumers.

In FY 2025-26, we will continue this momentum by opening more brand stores and launching new tile ranges to meet the expectations of our customers. Our influencer engagement programme - 'Plumber No. 1' continued to be a benchmark in the Bathware industry in terms of registered and active plumbers. It is going to be our focus going forward as well, with enhancements.

To build stronger brand recall, we adopted a 360-degree marketing approach. Our television campaign, featuring a partnership with the Royal Challengers Bengaluru IPL team, created significant consumer buzz. At the same time, we deepened relationships with architects, builders, and other B2B stakeholders through active participation in industry exhibitions and knowledge-sharing forums. On the digital front, we drove engagement through targeted campaigns, influencer collaborations, and content-led storytelling across key social media platforms. Together, these initiatives created a unified brand voice and consistent visibility across multiple touch points, strengthening our connect with diverse customer groups.

Outlook

We are embarking on a focused multi-year programme to strengthen our go-to-market approach, deepening loyalty among our distributors and dealers while targeting high-potential white spaces across the nation. At the same time, we are sharpening our product strategy by focusing on strengthening our premium and mass-premium brand positioning so that we capture a larger share of both core and aspirational segments. We will open a new generation of multi-functional experience centres in key metropolitan areas, rebranded as Hindware Experience Centres, while simultaneously expanding our network of Brand Stores.

Our marketing and demand generation efforts will be equally comprehensive. In addition to impactful TVCs, we will deploy targeted hyper-local digital campaigns to drive footfall and build stronger consumer connect. We are reinforcing our 'Plumber No. 1' community—now bolstered by an annual 'Plumber Day' event and an enhanced mobile app featuring training modules, product catalogues and service-request tools. At the same time, we have relaunched our 'Club Maestro' platform to deepen engagement with retail focused architects and interior designers. A specialised sales force in eight to ten priority

cities will further enhance our reach in the design and specification-based channel.

Underpinning all of this, our next-gen GTM programme will invest in capability-building and data-driven engagement to enhance productivity across our sales teams and partner network. By weaving together distribution excellence, product leadership, immersive retail experiences and smart-tech integration, we will accelerate our future growth and reinforce our position at the forefront of India's evolving Bathware market.

Management Discussion and Analysis

Plastic Pipes and Fittings

Industry Overview

The plastic pipes and fittings segment in India demonstrated tepid performance in FY 2024-25, influenced by factors such as subdued capital expenditure and volatility in raw material prices. Addressing the challenges posed

by raw material availability and fluctuating costs will be crucial for sustained market expansion.

However, looking ahead, the government's strong emphasis on initiatives such as 'Housing for All' and the 'Smart Cities Mission' will be key catalysts, generating significant demand for plastic piping systems

across residential and commercial construction. Driven by rapid urbanisation, increasing construction activities, and a growing focus on infrastructure development, the sector is poised to witness steady growth in the coming years.





Business Review

In a challenging operating environment during FY 2024-25, marked by significant raw material price volatility and muted consumer sentiment, we navigated sharp fluctuations in resin prices, including a steep downward movement that pressured realisation.

Demonstrating resilience, we delivered ~12% volume growth y-o-y. Our Telangana manufacturing facilities maintained healthy capacity utilisation levels of 75-80%, even as lower selling prices increased the fixed cost ratio. This resilience enabled volume growth, although margins remained compressed.

To drive future growth, we have strategically expanded our portfolio and capabilities. We introduced foamcore pipes and inspection chambers for drainage and wastewater applications, entered niche PPRC plumbing markets in cold regions, and are preparing to introduce double-wall corrugated pipes (pending BIS approval) to tap into infrastructure drainage opportunities. We have also ventured into PTMT plastic taps and will soon start in-house manufacturing of these products.

Additionally, our engagement with the plumbing community through targeted training forums and a

proprietary database of over 85,000 plumbers has further helped in strengthening our market connect and brand recall.



Outlook

We remain focused on stabilising value-driven growth and expanding our presence across diversified end-use markets. To achieve this, we are pursuing continued portfolio expansion, particularly in high-growth segments such as agricultural pipes, drainage solutions, and CPVC-based fire sprinkler systems, to help us capture emerging opportunities.

While raw material prices need to be monitored, we are strategically aligning ourselves to mitigate commodity-linked risks through greater product mix optimisation and operational efficiencies.

The new greenfield manufacturing facility at Roorkee is set to commence commercial production and will significantly increase

our reach in northern India while improving supply chain efficiency.

Capitalising on infrastructure and housing sector growth, and with continued investments in brand building and channel engagement, we are well-positioned for an improved performance in the upcoming year.

Consumer Appliances Business

Industry Review

The consumer appliances industry experienced a slowdown in FY 2024-25, despite underlying drivers such as rising disposable incomes, rapid urbanisation, and a growing appetite for energy-efficient and smart home solutions. Inflationary pressures and supply chain disruptions posed significant challenges for the sector. However, supportive government policies, including Production-Linked Incentive (PLI) schemes, along

with targeted tax relief measures announced in India's 2025-26 Budget, helped strengthen sector resilience.

In the coming years, rising disposable income, urbanisation, technological advancements, government initiatives, e-commerce growth, changing consumer preferences, smart home technology, and infrastructure development are expected to contribute to the growth of the consumer appliances market in India.

The shift towards digital channels is driving appliance sales through e-commerce channels, while experiential retail and micro-digital marketing boost store footfall. A stable macroeconomic backdrop and moderating inflation will underpin consumer confidence and discretionary spending on home upgrades. Nonetheless, the industry should remain vigilant against raw material price volatility and trade uncertainties, which can squeeze margins and disrupt supply chains.

Management Discussion and Analysis



Business Review

We have sharpened our business focus by realigning our product mix, expanding our retail footprint, and focusing on high-margin categories.

Recognising the growth trajectory and healthy margins in kitchen appliances, we prioritised chimneys, hobs, cooktops and sinks as focus categories, while strategically exiting the ceiling-fan category in general trade, where low gross margins, intense unbranded competition and a highly fragmented market have made sustainable profitability elusive. This strategic direction enables us to concentrate resources on our core strengths, driving stronger and sustainable returns.

To bring our kitchen appliance products closer to consumers, we accelerated the rollout of Hindware Smart Appliances brand stores. These exclusive Brand Stores enhance our direct engagement with consumers, providing a specialist environment to showcase our expanded kitchen range.

In the Water Heaters category, our 'Intelli 5 Technology'-powered water heaters deliver up to 25% faster heating with improved energy efficiency and safety in a compact footprint, reinforcing our reputation for innovation and cost-efficient performance.

In the cooling segment, we placed greater emphasis on the high-growth e-commerce platforms like Amazon and Flipkart, enabling Hindware Air Coolers to gain greater visibility and traction among digitally savvy consumers.

Together, these strategic actions — including rationalising the portfolio, store expansion, strengthening innovation, and channel optimisation — are expected to help us build a more sustainable and financially resilient Consumer Appliances business.

Outlook

The Consumer Appliances business aims for market leadership as a trusted smart kitchen appliance brand in India, recognised for both our innovative products and a seamless customer experience. This will be achieved through three core pillars. First, we are committed to innovation, continuously developing and rapidly launching cutting-edge kitchen appliances, building upon our track record of

successful innovations like MaxX Silence Technology, Gesture Control, Grey coloured chimney and IoT Water Heaters. Second, we will deliver Omni-Channel Excellence by creating a consistent and immersive brand experience across all touchpoints. This includes the expansion of Hindware Smart Appliances Brand store network, supported by unified sales and marketing. The e-commerce portfolio,

featuring exclusive SKUs, will further optimise our online presence while strategically avoiding channel conflict. In addition, we will foster customer-centric engagement through targeted marketing initiatives, leveraging online trends for direct engagement and complementing this with local campaigns to ensure broader market reach.



Risk Management

Overview

We believe that effective risk management is fundamental to the Company's long-term success and resilience. Our approach embeds risk considerations into every facet of the business, enabling us to identify, evaluate and address both internal and external uncertainties as they arise. Far beyond a box-ticking exercise, our risk framework empowers us to safeguard operations, protect our financial health and uphold our reputation while also uncovering opportunities for innovation and growth.

Key Dimensions

Our risk framework rests on four core pillars:

Comprehensive Identification and Assessment

We continuously scan the business landscape market trends, regulatory changes, technological shifts, and internal processes to build a dynamic risk register. Each item is scored for likelihood and impact, ensuring that our Board and leadership team can prioritise the most critical exposures.

Targeted Mitigation and Control

For every high-priority risk, we appoint a clear owner and embed tailored controls into daily operations and decision-making forums. From procurement to production, compliance to customer service, these measures reduce our vulnerability and reinforce accountability.

Ongoing Monitoring and Reporting

We track key risk indicators and control effectiveness through automated dashboards and regular management reviews. Any emerging issues are escalated promptly to the Audit Committee under the Board's oversight and to our executive leadership, ensuring swift and coordinated responses.

Continuous Improvement and Governance

Annually, our Board, advised by the Audit Committee, reviews our risk management performance, stress-tests our assumptions and refines our risk appetite. This cycle of learning and adaptation keeps our framework aligned with evolving business realities and best-practice standards.

Key Risks and their Mitigation Process

We view risk management as a strategic imperative, integral to sustaining our growth, protecting our assets, and upholding stakeholder trust. We categorise our principal exposures into External, Operational and Financial risks, each addressed through tailored mitigation measures and overseen by robust internal control processes.

External Risks

Risk Category	Key Risks and Definition	Mitigation Strategy
Economic, Political and Market Risk	Exposure to macroeconomic slowdowns, global market disturbances, geopolitical tensions, inflation spikes and interest-rate hikes, all of which can dampen consumer demand.	Diversify across business segments to reduce dependence on any single sector; optimise cost structures; enhance operational efficiency; broaden customer base; and pursue new growth avenues to bolster resilience against market fluctuations.
Competition Risk	Intensifying competition particularly from unbranded players can erode pricing power and compress margins.	Continuously monitor industry developments; invest in R&D and product innovation; and leverage an omnichannel distribution network to maintain competitiveness and meet evolving customer expectations.
Consumer Risk	Rapid shifts in consumer preferences may lead to lower adoption of our products if we fail to adapt.	Implement a structured consumer-feedback mechanism to capture evolving needs and tailor product offerings, ensuring relevance and sustained demand.

Management Discussion and Analysis

Operational Risks

Risk Category	Key Risks and Definition	Mitigation Strategy
Product Quality Risk	Poor quality can damage sales and brand reputation.	Enforce rigorous quality-control standards, evidenced by our position among the top five brands in key categories, with continuous audits and supplier oversight.
Technology Risk	Reliance on outdated technology may erode competitiveness.	Invest in state-of-the-art equipment; partner with global technology leaders; and maintain ongoing technology scouting to integrate breakthroughs.
Employee Risk	Inability to attract or retain talent can hinder strategic growth objectives.	Foster an inclusive culture through career development programmes provide continuous learning opportunities to support employee progression and retention.
Distribution Risk	Shifts in buying habits may undermine traditional distribution channels, impacting revenue and profitability.	Develop an omnichannel distribution strategy combining strengthened e-commerce presence with continued investment in traditional channels to ensure seamless customer access and robust dealer engagement.
Operating Efficiency Risk	Under-utilisation of logistics, retail and support assets can inflate costs and reduce margins.	Regularly review and optimise logistics and store operations; implement automation where appropriate; and leverage a franchise model to improve market coverage and resource utilisation.
Cyber Security Risk	Cyber attacks could disrupt operations and compromise data integrity.	Build and maintain a resilient IT infrastructure; deploy comprehensive cybersecurity controls; and conduct periodic penetration testing and staff training to safeguard systems and information.
Business Continuity Risk	Unforeseen events (e.g., pandemics, major incidents) can disrupt daily operations and impact performance.	Maintain and regularly update a dynamic business-continuity and pandemic-response plan; monitor external developments and execute pre-defined contingency actions to ensure minimal operational interruption.
Brand Legacy Risk	Misleading or negative perceptions via various media channels can detract from brand equity and sales.	Execute integrated communication strategies across traditional, and new age platforms to reinforce consistent messaging, protect hard-earned brand equity and maintain stakeholder trust.



Financial Risks

Risk Category	Key Risks and Definition	Mitigation Strategy
Credit Profile Risk	Difficulty securing short-term and long-term funds at favourable rates can strain liquidity and hamper operations.	Optimise working-capital cycles (inventory, receivables, payables); and maintain access to competitively priced debt with well-staggered maturities. Shareholders have infused ₹249 crore under right issue.
Credit Rating Risk	Downgrades can restrict financing access and worsen borrowing terms.	Sustain strong debt-servicing track record; cultivate transparent relationships with lenders and rating agencies through regular communication and reliable performance metrics.
Currency Risk	Volatility in foreign exchange rates can erode profitability on imports and exports.	Employ appropriate hedging strategies, including forward and option contracts, to manage and mitigate foreign-exchange exposures.
Legal and Compliance Risk	Non-compliance with laws and regulations can result in penalties, litigation, and reputational damage.	Uphold a robust governance framework; conduct continuous compliance monitoring; and maintain transparent reporting to regulatory authorities to ensure full adherence to applicable standards and regulatory requirements.

Internal Control

We maintain a robust internal control environment designed to safeguard our operations, protect assets, and ensure the integrity of our financial reporting. Our controls prevent and detect errors or fraud, guarantee that accounting records are prepared accurately and on schedule and deliver reliable management information. Aligned with our Principles of Governance, this framework is continually assessed by the Audit Committee of the Board, supported by our Independent Directors, who review our annual audit plan, key findings, control effectiveness and compliance with accounting standards and regulatory requirements.

Internal Financial Control

Our internal financial control framework reflects industry best practices for organisations of comparable scale and complexity. We conduct regular reviews and rigorous testing of these controls to identify enhancement opportunities, ensuring that our processes remain fit for purpose and responsive to evolving business needs.

Cautionary Statement

This document contains forward-looking statements based on current expectations and assumptions. Actual outcomes may differ materially due to factors such as economic, political, or regulatory developments, interest rate fluctuations and other uncertainties. We undertake no obligation to update these statements unless required by law.

Directors' Report

Dear Members,

Your Directors are pleased to present the Eighth Annual Report and the Company's audited financial statements for the financial year ended 31 March 2025.

FINANCIAL RESULTS

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

Particulars	Standalone*		Consolidated*	
	2024-2025	2023-24	2024-2025	2023-24
Revenue from Operations	35,654	44,482	2,52,684	2,80,003
Add: Other Income	2,814	4,248	4,623	3,716
Total Income	38,468	48,730	2,57,307	2,83,719
Profit before exceptional item and tax	(4,885)	(5,355)	(2,703)	5,674
Exceptional Items	(612)	-	(2,960)	-
Profit before tax	(5,497)	(5,355)	(5,663)	5,674
Less: Tax expenses	1,537	(1,756)	(651)	1,999
Profit after tax	(3,960)	(3,599)	(5,012)	3,675
Add: Profit/(Loss) from joint venture	-	-	(1,789)	(912)
Profit for the year (i)	(3,960)	(3,599)	(6,801)	2,763
Less: Profit allocable to Non-Controlling Interest (ii)	-	-	28	186
Other Comprehensive Income (net of tax) allocable to owner of the Company	40	14	125	(8)
Total Comprehensive Income	(3,920)	(3,585)	(6,704)	2,569
Add: balance brought forward (iii)	2,730	6,690	48,463	46,247
Less: Adjustment for change in Ownership Interest (iv)	-	-	3	-
Amount available for appropriation [(i)+(ii)+(iii)+(iv)]	(1,230)	3,091	41,637	48,824
APPROPRIATIONS:				
Dividend paid on equity shares	(289)	(361)	(289)	(361)
Balance carried forward	(1,519)	2,730	41,348	48,463

*Including results of discontinued operations

(Figures have been rounded off to the extent Rs. in lakhs)

Previous period figures have been regrouped/re-arranged wherever considered necessary to confirm to the current year's classification.

OPERATIONAL REVIEW

On a consolidated basis, revenue from operations for FY 2024-25 was ₹2,52,684 Lakh as compared to ₹2,80,003 Lakh in FY 2023-24. Earnings before interest, tax, depreciation and amortisation ("EBITDA") was ₹18,675 Lakh as compared to EBITDA of ₹27,488 Lakh in FY 2023-24. Profit/(Loss) for the year after exceptional item was (₹6,801) Lakh as compared to ₹2,763 Lakh in FY 2023-24.

A. Building Products Business

The Building Products Business revenue from operations stood at ₹2,17,071 Lakh in FY 2024-25 as against ₹2,35,464 Lakh in FY 2023-24. The business posted EBIT of ₹10,291 Lakh as against EBIT of ₹21,443 Lakh in FY 2023-24. Our Building Products segment continued to build on its strategic priorities,

driven by key initiatives undertaken by the division for the year which are as follows:

SANITARYWARE AND FAUCETS

- Forayed into a new category with the launch of a new range of drains. This initiative is part of our broader strategy to expand our product offerings and provide comprehensive solutions to our customers.
- Launched a new Brand Store Design to deliver an enhanced and immersive brand experience for our customers.
- Strategically leveraged the Indian Premier League (IPL) sponsorship to significantly amplify



national brand visibility and drive deeper market penetration for our premium bathroom range.

- Executed a targeted regional marketing initiative by sponsoring the Vanitha Film Awards as 'Powered By' sponsor, thereby effectively cultivating brand awareness and consideration within the vital Southern Indian market.
- Enhanced our long-term market influence by expanding the Architect Loyalty Programme for the Retail Segment, successfully enrolling key professional partners during the year.

TILES

- Expanded into the premium surface industry with the launch of the Hindware Italian Collection Quartz for both commercial and residential countertops, diversifying our product portfolio.
- Launched trending design series, including Super High Gloss and Mural series, to capture contemporary market preferences and expand our aesthetic offerings.

Strengthened architect engagement by conducting regional high-profile events, connecting with over 100 architects across India to foster key partnerships and drive product specification.

- Initiated the Store-in-Store (SIS) concept to accelerate retail expansion and enhance brand presence in key markets.

PIPES

- State-of-the-art manufacturing plant in Roorkee is nearing completion, with automation and trial scheduled to begin in Q1 of FY25.
- Pipes plant in Isnapur was recognized with the prestigious Best Ground Water Practitioner Award from the District Collector of Sangareddy, Government of Telangana, affirming our steadfast commitment to sustainable water conservation practices and environmental stewardship.
- Connected with over 85,000 plumbers across India, significantly strengthening our engagement with this key community, to enhance brand awareness.
- Implemented an advanced auto-conveying and storage system with integrated automation for recycled materials at our Roorkee plant, significantly enhancing operational efficiency and our commitment to sustainable practices.
- At our Isnapur plant, all PTMT machines have been installed and commissioned.
- Currently developing a CPVC Fire Sprinkler System, a new product line anticipated for launch in FY 2025-2026, which will expand our product portfolio and address emerging market needs in

fire safety solutions. The Double Wall Corrugated machine has been successfully commissioned and trials completed.

- Following the acquisition of the BIS license, we anticipate launching this new product in H2 of FY 2024-25.

B. Consumer Appliances Business (CAB)

The CAB revenue from operations stood at ₹35,619 Lakh in FY 2024-25 as against ₹44,544 Lakh in FY 2023-24. The business achieved EBIT of (₹3,703) Lakh as compared to the previous year EBIT of (₹5,917) Lakh. The division undertook the following initiatives during the year:

- Launched the National Parts Centre (NPC) at Bahadurgarh, establishing a unified spare parts hub for our bath and consumer products. This strategic initiative will boost delivery speed, enhance operational efficiency and improve overall customer satisfaction across our businesses.

- New SKUs launched during FY 24-25 to strengthen our product portfolio

a. Kitchen Appliances:

- 24 Chimney SKU's launched included 17 BLDC chimney SKU's
- 21 new Built in Hobs
- 7 Cooktops
- 3 Built in Oven
- 3 Built in Microwave oven

b. Heating Appliances:

- 5 New SKUs in Instant & 21 New SKUs in storage water heaters were introduced
- 4 New SKUs launched in Room Heaters: 2 in quartz series & 1 each in halogen and fan heaters category
- Onboarded Zepto as a quick commerce partner for water heaters and air coolers, significantly expanding our last-mile reach and enhancing customer accessibility.
- Launched a new range of 26 sink SKUs on Amazon, marking our strategic entry into this product category on the e-commerce platform and expanding our footprint.

MATERIAL CHANGES AND COMMITMENTS

The Company has discontinued further operations of the "Retail Business" of the Company w.e.f. 28 May 2024.

Apart from that there were no material changes and commitments in the nature of business of your Company.

KEY BUSINESS DEVELOPMENTS DURING THE YEAR UNDER REVIEW

➤ COMPOSITE SCHEME OF ARRANGEMENT

The Board of Directors of the Company, in its meeting held on 27 March 2025 had approved a Composite Scheme of Arrangement (the "Scheme") under Sections 230 to 232, read with section 66 and other applicable provisions of the Companies Act, 2013 ("the Act") and the provisions of other applicable laws, amongst the Company (the "Demerged Company/ Remaining Transferor Company"), Hindware Limited ("Transferee Company") and HHIL Limited ("Resulting Company") and their respective shareholders and creditors. The Scheme provides for the demerger of the Consumer Products Business of the Demerged Company with and into Resulting Company (as defined in the Scheme) and the amalgamation of the Remaining Transferor Company (as defined in the Scheme) with and into Transferee Company. The Appointed Date for the Scheme is 1 April 2025, or such other date as may be mutually agreed by the respective Board of Companies or any such date approved by the Hon'ble National Company Law Tribunal ("NCLT") or any other competent authority. The Scheme is subject to the approval of the BSE Limited (BSE), the National Stock Exchange of India Limited (NSE), SEBI, shareholders and creditors of the Company and such other necessary approvals as may be required, and the sanction thereof of the Scheme by NCLT. The Company has applied to BSE and NSE for requisite approval of the Scheme, and the same is awaited on the date of approval of this report.

➤ FURTHER INVESTMENT IN HINTASTICA PRIVATE LIMITED

The Company has further infused ₹17,00,00,100/- in Hintastica Private Limited, a joint venture of the Company, on a Rights Basis by subscribing to an additional 1,25,926 number of equity shares of ₹10 each at a premium of ₹1,340 per share.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has six (6) Subsidiaries (including three (3) step down subsidiaries) and one (1) Joint venture company as on 31 March 2025. The Company had no Associate Company during the year under review.

During the year under review, HHIL Limited was incorporated on 4 March 2025 as a wholly owned subsidiary of the Company.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Act, the consolidated financial statements of the Company and all its subsidiaries have been prepared, which forms part of the Annual Report (please refer to the Consolidated Financial Statements Section of the Annual Report).

Further, a statement containing the salient features of the financial statements of the Company's subsidiaries and joint venture in the prescribed format AOC-1 forms part of the consolidated financial statements and hence not repeated here for the sake of brevity. The statements provide the details of performance, financial positions of each of the subsidiaries.

In accordance with Section 136 of the Act, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries are available on Company's website www.hindwarehomes.com. These documents will also be available for inspection in the investors' section of the Company's website.

The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link: <https://www.hindwarehomes.com/pdf/Policy%20on%20Material%20Subsidiaries.pdf>

SHARE CAPITAL

During the year under review, the Authorized Share Capital of the Company was increased from ₹15,00,00,000/- (Rupees Fifteen Crore only) comprising of 7,50,00,000 Equity Shares of ₹2/- each to ₹30,00,00,000/- (Rupees Thirty Crore only) divided into 15,00,00,000 Equity Shares of ₹2/- each by way of passing of ordinary resolution on 4 July 2024 through Postal Ballot and the Capital clause of the Memorandum of Association of the Company was also amended accordingly.

During the year under review, the Company had issued 1,13,49,962 equity shares of face value of ₹2 each at a price of ₹220 per share (including a premium of ₹218 per share) to its shareholders on a Rights basis. The use of proceeds from this Rights Issue has been fully utilised in line with the objects stated in the offer letter.

Accordingly, the paid-up equity share capital of the Company has increased from ₹1,445.93 Lakh to ₹1,672.93 Lakh during the year.

CREDIT RATINGS

During the year under review, the credit ratings of the Company was reviewed by CARE Ratings Limited. A detailed note on the credit ratings of the Company is provided in the Corporate Governance Report section of this Report.

DIVIDEND

Your Directors after considering the financials and Dividend Distribution Policy of the Company, decided not to recommend any dividend on its equity shares for the financial year ended 31 March 2025.



INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

There was no amount of dividend due till 31 March 2025 liable to transfer to IEPF since 7 years are not yet completed of its first dividend paid for the financial year ended 31 March 2020.

TRANSFER TO RESERVES

The Board has not proposed to transfer any amount to general reserve.

DEPOSITS

Your Company has not accepted any deposit within the meaning of Section 73 of the Act and as such no amount of principal or interest was outstanding as on the Balance Sheet date.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Articles of Association of the Company, Mr. Sandip Somany (DIN: 00053597), Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offered himself for re-appointment.

During the year under review, Dr. Nand Gopal Khaitan (DIN: 00020588), Mr. Salil Kumar Bhandari (DIN: 00017566) and Mr. Ashok Jaipuria (DIN: 00214707) have been re-appointed as Non-Executive Independent Directors of the Company for their second term of five (5) consecutive years, commencing from 14 September 2024 by way of approval granted by the Shareholders of the Company through Postal Ballot on 4 July 2024.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Sonali Dutta (DIN: 10727707) as Non-Executive Independent Director of the Company, for a term of five (5) consecutive years w.e.f. 12 November 2024, pursuant to the approval granted by the shareholders of the Company through Postal Ballot on 8 January 2025.

Ms. Anisha Motwani (DIN: 06943493), Non-Executive Independent Director of the Company completed her term as Non-Executive Independent Director of the Company on 10 February 2025 and ceased to be a director of the Company from the said date.

Additionally, the Board of Directors of the Company, upon recommendation of the Nomination and Remuneration Committee, at its meeting held on 28 May 2024 has approved to designate Mr. Naveen Malik, Chief Financial Officer (CFO) of the Company also as Chief Executive Officer (CEO) of the Company effective from 28 May 2024. Accordingly, Mr. Naveen Malik continued to serve as CFO and CEO of the Company as wholetime Key Managerial Personnel pursuant to the provisions of Sections 2(18), 2(19) and Section 203 of the Act and other applicable laws.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31 March 2025 were:

- (i) Mr. Naveen Malik, Chief Executive Officer (CEO) and Chief Financial Officer (CFO); and
- (ii) Ms. Payal M Puri, Company Secretary.

AUDITORS AND AUDITORS' REPORTS

Statutory Auditors

At the 6th Annual General Meeting of the Company held on 27 September 2023, the shareholders approved the re-appointment of M/s. Lodha & Co LLP, Chartered Accountants, as Statutory Auditors of the Company having Firm's Registration No. 301051E/E300284 to hold the office till the conclusion of the 11th Annual General Meeting of the Company.

The Notes on financial statements referred to in the Auditors' report are self-explanatory and therefore do not require any further comments.

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and the rules made thereunder. The Auditors' report does not contain any qualifications, reservations or adverse remarks.

Secretarial Auditor

The Board had appointed M/s. DMK Associates, Company Secretaries (FRN P2006DE003100) to conduct a Secretarial Audit of the Company for the Financial Year 2024-25, pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report in Form No. MR-3 for the Financial Year 2024-25 is enclosed as **Annexure A** to this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in their Report.

Further, Hindware Limited, the unlisted material subsidiary of the Company has undergone Secretarial Audit for the year ended 31 March 2025. The Secretarial Audit Report issued by Ms. Monika Kohli, Practising Company Secretary CP No.4936, partner of M/s. DMK Associates, Company Secretaries, New Delhi, is enclosed as **Annexure-B**. The said report is self-explanatory and does not contain any qualifications, reservations, adverse remarks or disclaimers.

In terms of the requirement of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Section 204 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board, on recommendation of the Audit Committee,

has approved appointment of M/s. DMK Associates, Company Secretaries, (FRN P2006DE003100) as the Secretarial Auditor of the Company for a period of five (5) consecutive years i.e. from FY 2025-26 to FY 2029-30, subject to the Shareholders' approval at the ensuing AGM. A detailed proposal for appointment of Secretarial Auditor forms part of the notice convening the AGM.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is engaged into trading and marketing of products, hence particulars pertaining to Conservation of Energy, Research and Development, Technology Absorption are not applicable. However, the particulars as prescribed in Section 134(3)(m) of the Act, read with Companies (Accounts) Rules, 2014 are provided in the enclosed **Annexure C** to this Report to the extent applicable.

ANNUAL RETURN

In accordance with Section 134(3)(a) of the Act, the extract of Annual Return as on 31 March 2025, as required under Section 92(3) of the Act and prepared in prescribed format (MGT-7), which will be filed with the Registrar of Companies, is hosted on the Company's website at <https://www.hindwarehomes.com/annual-general-meetings.php>

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI Listing Regulations, is presented in a separate section forming part of this Annual Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations read with SEBI's Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, your Company has provided the prescribed disclosures in new reporting requirements on Environmental, Social and Governance ("**ESG**") parameters called the Business Responsibility and Sustainability Report ("**BRSR**") which includes performance against the nine principles of the National Guidelines on Responsible Business Conduct and the report under each principle which is divided into essential and leadership indicators. Please refer BRSR which forms part of this Annual Report.

CODE FOR PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives ("**Code**") as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code, inter alia, lays down the procedures to

be followed by designated persons while trading/dealing in the Company's shares and sharing Unpublished Price Sensitive Information ("**UPSI**"). The Code covers Company's obligation to maintain a structured digital database ("**SDD**"), mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI. To increase awareness on the prevention of insider trading in the organisation and to help the Designated Persons to identify and fulfill their obligations, regular trainings have been imparted to the designated persons by the Company. During the year under review, there has been due compliance with the said code.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors in terms of Section 134(3)(c) of the Act state that:

- a) in the preparation of the annual accounts for the year ended 31 March 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, had been followed and there are no material departures from the same;
- b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2025 and of the profit/loss of the Company for the year ended on that date;
- c) the Directors had 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 had prepared the annual accounts on a 'going concern' basis;
- e) 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
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under SEBI Listing Regulations forms an integral part of this Report. The requisite certificate from the Secretarial Auditor of the Company, confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.



CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and were reviewed and approved by the Audit Committee. The disclosure in Form No. AOC-2 is appended as **Annexure D** to this report.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <https://www.hindwarehomes.com/pdf/Related-Party-Transaction-Policy.pdf>.

Your Directors draw attention of the members to Note no. 46 of standalone financial statements of the Company which set out related party disclosures.

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

During the year under review, the provisions of Section 135 of the Act pertaining to Corporate Social Responsibility (CSR) were not applicable to the Company.

NUMBER OF BOARD MEETINGS

During the year under review, ten (10) Board Meetings were convened and held. For further details, please refer the Report on Corporate Governance which is forming part of this Annual Report. The intervening gap between two consecutive meetings was not exceeding the period prescribed under the Act.

AUDIT COMMITTEE

The Audit Committee comprises of four (4) members, three (3) of them are being Independent Directors and one (1) is Non-Executive Non-Independent Director. Mr. Salil Kumar Bhandari (Independent Director) is the Chairman of the Committee.

For further details, please refer Report on Corporate Governance which is forming part of this Annual Report.

All the recommendations made by the Audit Committee were accepted by the Board.

DISCLOSURE UNDER SECRETARIAL STANDARDS

The Directors state that the Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India. The details with respect to the composition, terms of reference, number of meetings held, etc. of the statutory committees of the Board of Directors are included in the Report on Corporate Governance, which forms part of this Annual Report.

VIGIL MECHANISM (WHISTLE BLOWER) POLICY

The Company has in place a Whistle Blower Policy to establish a vigil mechanism for Directors/Employees and

other stakeholders of the Company to report concerns affecting the smooth and efficient running of operations of the Company. This Policy documents the Company's commitment to maintain an open work environment in which employees, consultants and contractors are able to report instances of unethical or undesirable conduct, actual, suspected fraud or violation of the Company's Code of Conduct.

The Vigil Mechanism (Whistle Blower) Policy is available on Company's website at the link: <https://www.hindwarehomes.com/pdf/Vigil%20Mechanism.pdf>

NOMINATION AND REMUNERATION POLICY

The Company has in place a Nomination and Remuneration Policy for appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters as per the Act and SEBI Listing Regulations.

The Nomination and Remuneration Policy is available on Company's website at the link: <https://www.hindwarehomes.com/pdf/Nomination%20and%20Remuneration%20Policy.pdf>

DIVIDEND DISTRIBUTION POLICY

The Company has in place a Dividend Distribution Policy as per Regulation 43A of SEBI Listing Regulations. The policy was adopted to set out the parameters that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profit earned by the Company. The Policy is hosted on Company's website at the link: <https://www.hindwarehomes.com/pdf/Dividend%20Distribution%20Policy.pdf>

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments covered under Section 186 of the Act forms part of the notes to the standalone financial statements (please refer note nos. 6, 7 and 50 of standalone financial statements for particulars of Section 186 disclosure).

PARTICULARS OF EMPLOYEES

Information required as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure E** to this Report.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are available with the Company.

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

INTERNAL CONTROLS

The internal control systems are commensurate with the size, scale and complexity of the operations of the Company. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation, and ensuring compliance with corporate policies. The Company uses SAP, a well-accepted Enterprise Resource Planning (ERP) system, to record data for accounting, consolidation, and management information purposes and connects to different locations for efficient exchange of information.

The Audit Committee of the Board of Directors, comprising majority of Independent Directors, reviews the effectiveness of the internal control system across the Company, including the annual plan, significant audit findings and recommendations, adequacy of internal controls and compliance with accounting policies and regulations.

INTERNAL FINANCIAL CONTROLS

The Company has in place an adequate Internal Financial Controls framework. It has documented Risk and Control Matrices (RACM) covering all activities, and all controls are tested for design and operating effectiveness as part of its Internal Financial Control reporting framework.

The financial controls are evaluated for both design and operating effectiveness by an external consulting firm of repute. In our view, the Internal Financial Controls are adequate and are in line with best practices applicable to organisations of a similar size, nature and complexity.

RISK MANAGEMENT

The Board of Directors of the Company has constituted a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Company has also adopted a Risk Management Policy which establishes various levels of accountability and overview within the Company. The details of the Risk Management Committee forms part of the Corporate Governance Report.

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

The Company has in place a Prevention of Sexual Harassment of Women at Workplace Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("**POSH ACT**"). The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Internal Committee (IC) has been set up to redress complaints regarding sexual harassment, if any.

The Directors further state that during the year under review, there were no complaints filed pursuant to the POSH Act.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations. In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and SEBI Listing Regulations and are independent of the management.

The Independent Directors of the Company are persons of integrity and comprise of appropriate skills/expertise/competencies (including proficiency) and have rich and varied experience in diversified domains for effective functioning of the Board of Directors of the Company.

BOARD EVALUATION

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria and framework adopted by the Board. In addition, the performance of Board as a whole and Committees were evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of Board as a whole and performance of the Chairman was evaluated, taking into account the views of the Executive and Non-Executive Directors. The evaluation process has been explained in the Corporate Governance Report section of the Annual Report.

TRAINING OF INDEPENDENT DIRECTORS

The details of programmes conducted for familiarization of Independent Directors with the Company, nature of the industry in which the Company operates, business model of the Company, recent amendments/notifications etc. has been uploaded on the Company's website at the web link: <https://www.hindwarehomes.com/training-of-directors.php>



For further details, please refer to the Report on Corporate Governance which is forming part of this Annual Report.

CYBER SECURITY

In view of increased cyberattack scenarios, the cyber security maturity is reviewed periodically and the processes, technology controls are being enhanced in-line with the threat scenarios. Your Company's technology environment is enabled with real time security monitoring with requisite controls at various layers starting from end user machines to network, application and the data.

During the year under review, your Company did not face any incidents or breaches or loss of data breaches in Cyber Security.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details of revision of financial statement or the Report.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

5. The Company is not required to maintain cost records as specified in Section 148(1) of the Act.
6. Neither any application is made nor any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016.
7. The Company has not defaulted in the repayment of loans to the banks or financial institutions. Accordingly, disclosure relating to one-time settlement with the Banks of Financial Institutions is not applicable.
8. Details of difference between amount of the Valuation done at the time of One Time Settlement and the Valuation done while taking loans from the Banks or Financial Institution alongwith the reasons thereof.

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by all employees of the Company.

For and on behalf of the Board of Directors

Place: Gurugram
Date: 24 May 2025

Sandip Somany
Chairman

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31 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,
M/s Hindware Home Innovation Limited
CIN: L74999WB2017PLC222970
2, Red Cross Place
Kolkata, West Bengal 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hindware Home Innovation Limited CIN: L74999WB2017PLC222970 (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 our opinion thereon.

Based on our verification of the Company's 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 has, during the audit period covering the financial year ended on 31 March 2025 (Audit Period) 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 along with **Annexure 1** attached to this report:-

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 31 March 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder as amended till date;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder as amended till date;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder as amended till date;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial

Borrowings (ECB); **(No FDI and ECB were taken and no ODI was given by the Company during the Audit Period)**

- (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 as amended till date;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended till date;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period)**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021 as amended till date; **(Not applicable to the Company during the Audit Period)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; **(Not applicable to the Company during the Audit Period)**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended till date; **(Not applicable to the Company during the Audit Period)**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended till date; **(Not applicable to the Company during the Audit Period) and**
 - i) The Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;



(vi) OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY AS IDENTIFIED BY THE MANAGEMENT

As confirmed by the management, there is no specific law applicable to the Company during the year.

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

- (i) Secretarial Standards on meeting of Board of Directors (SS-1) and on General Meeting (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines to the extent applicable, Standards, etc.

Further, the Company has received a Notice from National Stock Exchange of India Limited and BSE Limited for violation of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per notice the Company has not taken prior approval before appointing Mr. Girdhari Lal Sultania who has attained the age of 75 years as Additional Director (Non Independent Director) at the Board Meeting held on February 8, 2023. In this regard, BSE has imposed a fine of ₹ 99,120 (including GST) on the Company. However, the Company vide letter dated 26.05.2023 informed the BSE (Designated Stock exchange) that the Company has been in compliance of Regulation 17 (1A) LODR Regulation and the Company has applied for waiver of fine to BSE Limited and the same is still pending with BSE Limited.

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Non-Executive, Women and Independent Directors. The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with provision of the Act.
2. Adequate notice of at least seven days was given to all Directors to schedule the Board Meetings along with agenda and detailed notes on agenda except at shorter notice wherever required 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.

3. Majority decision is carried through and recorded in the minutes of the meetings. Further as informed and verified from minutes, no dissent was given by any director in respect of resolutions passed in the Board and committee meetings.

Based on the compliance mechanism established by the Company and on the basis of the Compliance Certificate (s) issued by Chief Executive Officer and Chief Financial Officer of the Company pursuant to Regulation 17(8) under SEBI (LODR) Regulations 2015 and report given by Company Secretary under the Act taken on record by the Board of Directors at their meeting (s), 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 the Company has not incurred any specific event / action that can have major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc. subject to the followings:

- 1) The Board of Directors in its Meeting held on 28 May, 2024 had approved to discontinue operation of the Retail Division of the Company constitutes sale of furniture & furnishing.
- 2) The Members have passed the Ordinary Resolution on 4 July, 2024 through Postal Ballot to increase the Authorized Share Capital of the Company from ₹15,00,00,000/- (Rupees Fifteen Crore only) comprising of 7,50,00,000 Equity Shares of ₹2/- each to ₹30,00,00,000/- (Rupees Thirty Crore only) divided into 15,00,00,000 Equity Shares of ₹2/-each.
- 3) The Board of Directors in their Meetings held on 9 August, 2024 and 2 September, 2024 has passed resolution for issuance of equity shares of the Company of face value ₹2 each on rights issue basis to an aggregate amount not exceeding ₹250,00,00,000 Crores (Indian Rupees Two Hundred and Fifty Crores only) to the eligible equity shareholders of the Company as on the record date in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements), Regulations, 2015, and the Companies Act, 2013 and the rules made thereunder and constituted Right Issue Committee in this regard.

Further, the Right Issue Committee of the Board of Directors of the Company after approving the Draft Letter of Offer, Record Date, Issue Period, Issue Price, Rights Entitlement Ratio And Fractional Entitlements with respect to the Rights Issue the has passed the Resolution in their meeting held on 28 November, 2024 for allotment of 1,13,49,962 equity shares of face value of ₹2/- each fully paid at an Issue Price of ₹220/- per Equity Share (including a share premium of ₹218/- each Companies Act, 2013 read with rules made thereunder, to eligible equity shareholders.

- 4) During the year under review, the Company has incorporated wholly owned subsidiary company namely "HHIL Limited" on 4 March, 2025.
- 5) During the year under review, the Board of Directors in their meeting held on March 27,

2025 had approved the Composite Scheme of Arrangement under Section 230 to 232 read with and other applicable provisions of the Companies Act, 2013, amongst Hindware Home Innovation Limited ("Demerged Company/ Remaining Transferor Company"), Hindware Limited ("Transferee Company") and HHIL Limited ("Resulting Company"), a wholly owned subsidiary of Hindware Home Innovation Limited and their respective shareholders and creditors ("Scheme"). The Company has filed an application with BSE Limited and National Stock Exchanges of India Limited for necessary in-principle approvals and the same is pending.

For **DMK ASSOCIATES**
COMPANY SECRETARIES

(MONIKA KOHLI)

FCS, I.P, LL.B, B. Com (H).
PARTNER
FCS 5480, C P 4936
Peer Review No. 779/2020

Date: 24.05.2025

Place: New Delhi

UDIN: F005480G000428091



Annexure 1

To
The Members,
M/s Hindware Home Innovation Limited
CIN: L74999WB2017PLC222970
2, Red Cross Place,
Kolkata, West Bengal 700001

Sub: Our Secretarial Audit for the Financial Year ended 31 March 2025 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of 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 the Management. Our examination was limited to the verification of the procedures 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.
7. As per the information provided by the Company, there are certain disputes / cases filed by or against the Company, which are currently lying pending with the various Courts. However as informed these cases have no major impact on the Company.

Date: 24.05.2025
Place: New Delhi
UDIN: F005480G000428091

For **DMK ASSOCIATES**
COMPANY SECRETARIES

(MONIKA KOHLI)
FCS, I.P, LL.B, B. Com (H).
PARTNER
FCS 5480, C P 4936
Peer Review No. 779/2020

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 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,
M/s HINDWARE LIMITED
CIN: U74999WB2017PLC223307
2, Red Cross Place,
Kolkata, West Bengal 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Hindware 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 our opinion thereon.

Based on our verification of the Company's 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 has during the audit period covering the financial year ended on 31 March, 2025 ("**Audit Period**") 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 along with **Annexure 1** attached to this report:-

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 31 March, 2025 according to the provisions of:

- (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 (**Not applicable to the Company during the Audit Period**);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (**Not applicable to the Company during the Audit Period**);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas

Direct Investment (ODI) and External Commercial Borrowings (ECB); (**No FDI and ECB were taken and no ODI was made by the company during the Audit Period**)

- (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 as amended till date; (**Not applicable to the Company during the Audit Period being an unlisted company**);
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date; (**Not applicable to the Company during the Audit Period being an unlisted company**);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended till date; (**Not applicable to the Company during the Audit Period being an unlisted company**);
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date; (**Not applicable to the Company during the Audit Period being an unlisted company**);
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended till date; (**Not applicable to the Company during the Audit Period**);
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021 as amended till date; (**Not applicable to the Company during the Audit Period being an unlisted company**);
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act



and dealing with client as amended till date; **(Not applicable to the Company during the Audit Period being an unlisted company);**

- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended till date; **(Not applicable to the Company during the Audit Period being an unlisted company);** and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended till date; **(Not applicable to the Company during the Audit Period being an unlisted company).**

(vi) OTHER LAWS

As confirmed by the management, there is no specific law applicable to the Company during the audit period.

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. **(Not applicable to the Company during the Audit Period being an unlisted company).**

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

Based on the information received and records maintained, we further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-executive, Women and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act. The following changes took place during the Audit Period:
- Adequate notice of at least seven days was given to all Directors to schedule the Board Meetings along with agenda and detailed notes on agenda except shorter notices for some meetings 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 in compliance of the Act.

- Majority decision is carried through and recorded in the minutes of the Meetings. Further as informed, no dissent was given by any director in respect of resolutions passed in the Board and committee meetings.

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 and thereafter, the following events have occurred in the Company having major bearing on the Company's affairs:

- Special Resolution pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the relevant rules thereof, was passed by the members of the company in its 7th Annual General Meeting held on August 9, 2024 to increase the borrowing limit from ₹2,000 Crores (Rupees Two Thousand Crores only) to ₹2,500 Crores (Rupees Two Thousand Five Hundred Crores only).
- During the year under review, the Board of Directors in their meeting held on March 27, 2025 had approved the Composite Scheme of Arrangement under Sections 230 to 232 read with and other applicable provisions of the Companies Act, 2013, amongst Hindware Home Innovation Limited ("Demerged Company" or "Remaining Transferor Company"), Hindware Limited ("Transferee Company"), and HHIL Limited, a wholly owned subsidiary of Hindware Home Innovation Limited ("Resulting Company"), and their respective shareholders and creditors ("Scheme") The Scheme was filed with National Stock Exchange of India Limited and BSE Limited for their necessary in-principle approval.

For **DMK ASSOCIATES**
COMPANY SECRETARIES

(MONIKA KOHLI)

B. Com (H), FCS, LL.B. I.P.
PARTNER

FCS 5480, C P 4936

Peer Review No. 779/2020

Date: 12.05.2025

Place: New Delhi

UDIN: F005480G000318617

Annexure 1

To
The Members,
M/s HINDWARE LIMITED
CIN: U74999WB2017PLC223307
2, Red Cross Place, Kolkata
West Bengal 700001

Sub: Our Secretarial Audit for the Financial Year ended 31 March 2025 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis 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 the Management. Our examination was limited to the verification of the procedures 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.
7. As per the information provided by the Company, there are certain disputes / cases filed by or against the Company, which are currently lying pending with the various Courts. However as informed these cases have no major impact on the Company.

For **DMK ASSOCIATES**
COMPANY SECRETARIES

(MONIKA KOHLI)

B. Com (H), FCS, LL.B. I.P.
PARTNER
FCS 5480, C P 4936
Peer Review No. 779/2020

Date: 12.05.2025
Place: New Delhi
UDIN: F005480G000318617



Annexure C

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION,
FOREIGN EXCHANGE EARNINGS AND OUTGO**(A) CONSERVATION OF ENERGY****(i) The steps taken or impact on conservation of energy**

The Company has undertaken various projects towards conservation of energy such as BLDC Fan with low power consumption, Kitchen Chimney with higher suction and low power consumption, water wastage reduction in RO Water Purifiers, Local production of Chimney to reduce carbon footprints in transportation cost, Noise Reduction from Chimney to make them convenient for consumers.

(ii) The steps taken by the Company for utilising alternate sources of energy

Not applicable

(iii) The capital investment on energy conservation equipments:

S. No.	Capital Equipment	Capital investments on energy conservation equipments	Energy saving/annum (units in KWH)	Financial saving
Not Applicable				

(B) TECHNOLOGY ABSORPTION**(i) The efforts made towards technology absorption**

At present, the Company has in-house facilities to develop all its technology.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

Commencement of Chimney production in India, PCB, low noise housing and blower localisation will result in value engineering, faster time to market and reduction in dependency over imports.

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

Details of technology imported	Technology import from	Year of import	Status of implementation/ absorption, in case fully absorbed	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof
Not Applicable				

(iv) Expenditure incurred on Research and Development

Particulars	(₹ in lakh)	
	2024-25	2023-24
Capital Expenditure	83.88	30.80
Recurring Expenditure	36.08	54.30
Total	119.96	85.10
Total R&D expenditure as a % of total revenue	0.34%	0.19%

(v) Foreign Exchange Earnings and Outgo

Particulars	(₹ in lakh)	
	2024-25	2023-24
Earning in foreign currency	195.25	196.27
Outgo of foreign currency		
- Raw Material, spare part and others	4,620.59	7,801.27
- Capital Equipment	NIL	NIL

Annexure D

FORM NO. AOC-2

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

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188

NIL

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH BASIS:

(a)	(b)	(c)	(d)	(e)	(f)
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any

NIL

For and on behalf of the Board of Directors

Sandip Somany

Chairman



Annexure E

DETAILS PERTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**A. The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:**

- (i) The ratio of the remuneration of each director to the median remuneration of the employee of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary for the financial year:

Name of the Director, Chief Executive Officer, Chief Financial Officer and Company Secretary	Ratio to median remuneration*	% increase/ (decrease) in remuneration in the financial year****
Mr. Sandip Somany	0.64	(46.34)
Mr. Salil Kumar Bhandari	1.01	(21.83)
Mr. Ashok Jaipuria	0.29	(64.31)
Dr. Nand Gopal Khaitan	1.05	(18.41)
Mr. Girdhari Lal Sultania	0.47	13.66
Ms. Anisha Motwani*	NA	NA
Ms. Sonali Dutta**	NA	NA
Mr. Naveen Malik, Chief Financial Officer and Chief Executive Officer***	19.13	9.00
Ms. Payal M Puri, Company Secretary	16.84	4.32

* Ms. Anisha Motwani ceased to be an Independent Director of the Company w.e.f. 10 February 2025 upon completion of her tenure. Hence, no increase/ decrease is applicable.

** Ms. Sonali Dutta was appointed as an Independent Director of the Company w.e.f. 12 November 2024 pursuant to the approval granted by the Shareholders of the Company through Postal Ballot on 8 January 2025. Hence, no increase/ decrease is applicable.

*** Appointed also as Chief Executive Officer of the Company w.e.f. 28 May 2024.

****Remuneration includes sitting fees and is calculated on paid basis and as per the Income Tax Act, 1961.

- (ii) The percentage increase in remuneration in the median remuneration of employee in the financial year: **18.26%#**
- (iii) The number of permanent employees on the rolls of the Company as on 31 March 2025: **284**
- (iv) Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is an average percentile increase made in the salaries of the employees other than the managerial personnel in the financial year 2024-2025 over financial year 2023-2024: **11.74%**

There is an average percentile increase made in the remuneration of the managerial personnel in the financial year 2024-2025 over financial year 2023-2024: **11.49%**

- (v) Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

#The percentage has increase because there was big difference in the permanent employees count as on 31 March 2024 and 31 March 2025.

Report on Corporate Governance

COMPANY PHILOSOPHY

At Hindware Home Innovation Limited, we embody a strong commitment to Corporate Governance, rooted in our values of integrity, transparency and accountability. Our governance practices go beyond mere compliance with regulatory requirements, embracing exemplary principles that foster sustainable growth and stakeholder value.

We prioritize transparency, disclosures and internal controls, nurturing a robust ethical culture that permeates our organization. Our dedication to Corporate Governance is driven by a deep-seated belief that strong governance is the foundation for long-term success, superior stakeholder value and responsible business practices.

Through our unwavering commitment to sustainability, transparency and accountability, we strive to be a truly responsible enterprise, upholding the highest standards of governance and ethics.

A. BOARD OF DIRECTORS

The Company is managed and controlled by a professional Board comprising a blend of Executive and Non-executive professional Directors with extensive expertise and experience which provides leadership and guidance to the management thereby enhancing Stakeholders' value. As on 31 March 2025, the Board of Directors consisted of six (6) Directors out of which four (i.e. 66.67%) were Independent Directors, two (2) (33.33%) were Non-Executive Non-Independent Directors. The composition of the Company's Board is in conformity with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As on 31 March 2025, none of the Director on the Company's Board was a Director in more than ten (10) Public Companies (including seven (7) Listed

Companies), neither a Chairman of more than five (5) Committees nor a member of more than ten (10) Committees in all the public companies in which they are Directors. Further, all the Directors have made necessary disclosures regarding their Directorship and Chairmanship/ Membership in Committees of other Companies as per the requirements under the Listing Regulations, Act and other applicable provisions, if any.

As on 31 March 2025, no Director was related to any other Director on the Board.

Appointment of the Directors including the tenure and terms of their remuneration is approved by the members at their general meeting.

Ten (10) Board meetings were held during FY 2024-25 and the gap between two meetings did not exceed 120 days. The dates, on which the Board meetings were held, are as follows:

28 May 2024, 9 August 2024, 2 September 2024, 24 October 2024, 12 November 2024, 20 December 2024, 20 January 2025, 14 February 2025, 15 March 2025 and 27 March 2025.

Dates for the Board meetings are decided well in advance to enable the Directors plan their schedules to facilitate participation in the meetings. The Agenda, along with the supporting documents, explanatory notes and information, as enumerated under Listing Regulations, are made available to the Board along with the notice of respective meetings in advance in order to enable them to make value addition and discharge their duties diligently during the meetings. The Board periodically reviews compliance reports of all laws applicable to the Company. The Company undertakes steps to rectify instances of non-compliance, if any.



The names and categories of the Directors on the Board, along with their attendance at the Board meetings held during the year ended 31 March 2025 and at the last Annual General Meeting and the number of other Directorship and Chairmanship/Membership of Committees held by them, are given below:

Name of the Director	No. of Board meetings attended during tenure	Whether attended the last AGM	No. of other Directorship*	Committee position of other Companies**		No. of Equity Shares held
				Chairman	Member	
Non-executive and Non-Independent						
Mr. Sandip Somany (Chairman and Non-Executive Director) Promoter DIN: 00053597	8	Yes	9	1	2	73,21,210
Mr. Girdhari Lal Sultania DIN: 00060931	9	Yes	7	1	1	815
Non-executive and Independent						
Mr. Ashok Jaipuria DIN: 00214707	6	No	2	Nil	Nil	28,924
Dr. Nand Gopal Khaitan DIN: 00020588	10	No	5	1	3	157
Mr. Salil Kumar Bhandari DIN: 00017566	9	Yes	4	2	Nil	Nil
Ms. Anisha Motwani* DIN: 06943493	7	Yes	8	2	5	Nil
Ms. Sonali Dutta## DIN: 10727707	6	NA	Nil	Nil	Nil	Nil

*This includes Directorship in public limited companies (including subsidiaries of public limited companies) and excludes Directorship in this Company, associations, private, foreign and Section 8 companies.

** Represents Chairmanship/Membership of Audit Committee and Stakeholder Relationship (Shareholders'/Investors' Grievance) Committee. This includes Chairmanship/Membership in public limited companies (including subsidiaries of public limited companies) and excludes Chairmanship/Membership in this Company, private, foreign and Section 8 companies.

#Ms. Anisha Motwani ceased to be an Independent Director of the Company w.e.f. 10 February 2025 upon completion of her tenure. Thus, her directorship in other companies along with her Chairmanship/Membership have been calculated on the basis of her last available disclosure.

##Ms. Sonali Dutta was appointed as an Independent Director of the Company w.e.f. 12 November 2024 pursuant to the approval granted by the Shareholders of the Company through Postal Ballot on 8 January 2025.

Name of Listed Companies in which Directors hold Directorships other than Hindware Home Innovation Limited as on 31 March 2025

S. No.	Name of Director	Name of the Listed Company	Category of Directorship
1.	Mr. Sandip Somany	• AGI Greenpac Limited	Chairman and Managing Director (Executive)
		• JK Paper Limited	Non-Executive Non-Independent Director
		• HEG Limited	Non-Executive Independent Director
		• Indraparatha Medical Corporation Limited	Non-Executive Independent Director
2.	Mr. Ashok Jaipuria	• Cosmo First Limited	Managing Director (Executive)
3.	Dr. Nand Gopal Khaitan	• AGI Greenpac Limited	Non-Executive Non-Independent Director
		• HEG Limited	Non-Executive Independent Director
		• Mangalam Cement Limited	Non-Executive Non-Independent Director
		• Shyam Metalics and Energy Limited	Non-Executive Independent Director
4.	Mr. Salil Kumar Bhandari	• Reliance Chemotex Industries Limited	Non-Executive Non-Independent Director
		• Greenpanel Industries Limited	Non-Executive Independent Director
5.	Ms. Sonali Dutta#	• Nil	NA
6.	Mr. Girdhari Lal Sultania	• AGI Greenpac Limited	Non-Executive Non-Independent Director

CORE SKILLS/EXPERTISE/COMPETENCIES OF DIRECTORS

The existing Board of Directors of the Company comprises of appropriate skills/expertise/competencies in diversified domains for its effective functioning. Further, the Board has identified the skills/expertise/competencies of each Director in accordance with their rich and varied experience across different sectors, in the following manner:

AREA OF EXPERTISE	Name of Directors					
	Mr. Sandip Somany	Mr. Salil Kumar Bhandari	Mr. Ashok Jaipuria	Dr. Nand Gopal Khaitan	Ms. Sonali Dutta	Mr. Girdhari Lal Sultania
Strategy	✓	✓	✓	-	-	-
Business Administration Management	✓	✓	✓	-	-	✓
Corporate Governance	✓	✓	✓	✓	✓	✓
Engineering & Manufacturing	✓	-	✓	-	-	-
Sales & Marketing	✓	✓	✓	-	✓	-
Community Services	✓	✓	✓	✓	✓	✓
Human Resources	✓	✓	✓	-	-	-
Business Development	✓	✓	✓	-	-	-
Finance	✓	✓	✓	✓	✓	✓
Legal	-	✓	-	✓	-	✓

The Board confirms that the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

B. COMMITTEES OF THE BOARD

The Board of Directors has constituted the following statutory committees for better governance with adequate delegation of powers to discharge the Company's requisite business:

- Audit Committee
- Stakeholders Relationship (Shareholders'/ Investors' Grievance) Committee
- Nomination and Remuneration Committee
- Risk Management Committee
- Corporate Affairs Committee
- Share Transfer Committee

The minutes of the meetings of all such committees are placed before the Board for discussion/noting.

In addition to the above, during the year under review, the Board of Directors of the Company at its meeting held on 2 September 2024, constituted the Rights Issue Committee for the purpose of giving effect to the Rights Issue as approved by the Board in the same meeting.

Details of the composition, number of meetings held during the year, attendance of members and scope of the aforesaid statutory committees are as below:

Audit Committee

Composition

The Committee comprises of three (3) Independent Directors and one Non-Executive Non-Independent Director. Mr. Salil Kumar Bhandari, Independent

Director is the Chairman of the Committee. The quorum of the Committee is two (2) members or one-third of the members, whichever is higher with at least two (2) Independent Directors. The Chief Financial Officer and Chief Executive Officer, Finance Head, Statutory Auditors and the Internal Auditors are invitees to the meetings of the Audit Committee. The Business and Operation Heads are also invited to the meetings, as and when required. The Company Secretary acts as the Secretary to the Committee.

Meetings and Attendance

During the year, eight (8) meetings of the Audit Committee were held on 28 May 2024, 9 August 2024, 24 October 2024, 12 November 2024, 20 January 2025, 14 February 2025, 15 March 2025 and 27 March 2025. The Chairman of the Audit Committee attended the Company's last Annual General Meeting.

The following table summarizes attendance of Audit Committee members during the year under review:

Name of Members	Status	No. of meetings held during the tenure	No. of meetings attended
Mr. Salil Kumar Bhandari	Chairman	8	8
Mr. Sandip Somany	Member	8	7
Dr. Nand Gopal Khaitan	Member	8	8
Ms. Anisha Motwani*	Member	5	5
Ms. Sonali Dutta**	Member	2	2

*Ms. Anisha Motwani ceased to be an Independent Director



of the Company w.e.f. 10 February 2025 upon completion of her tenure and thus, ceased to be a member of the Committee w.e.f. that date.

**The Audit Committee was reconstituted on 14 February 2025 and Ms. Sonali Dutta was appointed as new member of the Committee.

The Committee's existing composition meets with the requirements of Section 177 of the Act and Listing Regulations. Members of the Audit Committee possess financial/accounting expertise/exposure.

Scope of the Audit Committee

The Audit Committee, inter alia, supports the Board to ensure an effective internal environment. The Committee discharges such duties and functions with powers generally indicated in Listing Regulations.

The scope of the Audit Committee is as follows:

Powers of Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of Reference

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, adequate and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fee;
- Approving payment to Statutory Auditors for any other services rendered by them;
- Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to, (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013; (b) Changes, if any, in accounting policies and practices and reasons for the same; (c) Major accounting entries involving estimates based on the exercise of judgment by management; (d) Significant adjustments made in the Financial Statements arising out of audit findings; (e) Compliance with listing and other legal requirements relating to Financial Statements; (f)

Disclosure of any related party transactions; and (g) Qualifications in the draft audit report, if any;

- Reviewing, with the management, the Quarterly Financial Statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the agency monitoring the utilisation of proceeds of a public or rights issue, if any, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments, if any;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Reviewing, with the management, the performance of Statutory and Internal Auditors and adequacy of the internal control system;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Reviewing reports of internal audit and discussing with Internal Auditors on any significant findings of any internal investigations by the Internal Auditors and the executive management's response on matters and follow-up thereon;
- Reviewing reports of cost audit, if any, and discussion with Cost Auditors on any significant findings by them;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- To review the functioning of the Vigil (Whistle Blower) mechanism;

- Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Recommending to the Board, the appointment and fixation of remuneration of Cost Auditors, if applicable;
- Evaluating Internal Financial Controls and Risk Management Systems and reviewing the Company's financial and risk management policies;
- Looking into the reasons for substantial defaults, if any, in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the Management Discussion and Analysis of financial condition and results of operation;
- Reviewing the statement of significant related-party transactions;
- Reviewing the management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- To review the appointment, removal and terms of remuneration of the Chief Internal Auditor;
- To review the internal audit report relating to internal control weaknesses;
- To review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and verify that the systems for internal controls are adequate and are operating effectively;
- To review the utilization of loans and/or advances from/investment by the Company in its subsidiary companies exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower; and
- To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

Stakeholder Relationship (Shareholders'/Investors' Grievance) Committee

Composition

As on 31 March 2025, the Committee comprises of three (3) members, two (2) of them are Independent Directors and one (1) is Non-Executive Non-Independent Director. The Chairman of the Committee is Mr. Salil Kumar Bhandari. Ms. Payal M Puri, Company Secretary & Sr. V P Group General Counsel of the Company acts as the Secretary

to the Committee and is also the Company's Compliance Officer.

Meetings and Attendance

During the year, four (4) meetings of the Committee were held on 28 May 2024, 9 August 2024, 12 November 2024 and 14 February 2025. The following table summarizes the attendance details of the Stakeholder Relationship (Shareholders'/Investors' Grievance) Committee members:

Name of Members	Status	No. of meetings held during the tenure	No. of meetings attended
Mr. Salil Kumar Bhandari	Chairman	4	4
Dr. Nand Gopal Khaitan	Member	4	4
Mr. Girdhari Lal Sultania	Member	4	3

Scope of Stakeholders Relationship (Shareholders'/Investors' Grievance) Committee

- To resolve the grievances of the security holders of the Company including complaints related to transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- To review measures taken for effective exercise of voting rights by shareholders;
- To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- To 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.

During the year, eight (8) complaints were received and duly resolved by the Company.

Nomination and Remuneration Committee

Composition

As on 31 March 2025, the Committee comprises of three (3) members, two (2) of them are Independent Directors and one is Non-Executive Non-Independent Director. The quorum for a meeting of the Nomination and Remuneration Committee is either two (2) members or one third of the members of the Committee, whichever is higher, including at least one (1) Independent Director in attendance. The Company Secretary acts as Secretary to the Committee.



Meetings and Attendance

During the year under review, the Nomination and Remuneration Committee met three (3) times on 28 May 2024, 9 August 2024 and 12 November 2024. The following table summarises the attendance details of the Nomination and Remuneration Committee members:

Name of Members	Status	No. of meetings held during the tenure	No. of meetings attended
Mr. Salil Kumar Bhandari	Chairman	3	3
Mr. Sandip Somany	Member	3	3
Dr. Nand Gopal Khaitan	Member	3	3

Terms of reference

The Nomination and Remuneration Committee is empowered to review and recommend to the Board of Directors, remuneration and commission of the Company's Executive Directors and Senior Management with the guidelines laid down under the statute. The scope of the Nomination and Remuneration Committee is as follows:

- formulating criteria for determining qualifications, positive attributes and independence of Directors;
 - For every appointment of an independent director, the Nomination and Remuneration Committee evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- identifying and recommending individuals who are qualified to become Directors and who may be appointed as Senior Management in accordance with the criteria laid down;
- assisting the management of the Company in formulating and periodically reviewing the

familiarization programs for Independent Directors, as may be required;

- whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent directors;
- formulating criteria for evaluation of Independent Directors and the Board;
- specifying the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- recommending to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management, and while formulating such policy ensuring that (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of quality, required to run the Company successfully; (ii) the relationship of remuneration to performance is clear and meets the appropriate performance benchmarks; and (iii) remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between the fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- preparing a policy on diversity of the Board;
- recommending to the Board the re-appointment and removal of any individual holding the office of a Director, Key Managerial Personnel or Senior Management, subject to the provision of the law and their service contract;
- determining whether the relevant Director has the requisite qualifications for practice of a profession in terms of section 197 of the Companies Act, 2013 in relation to payment of remuneration for services rendered by such Director;
- recommending to the Board, all remuneration, in whatever form, payable to Senior Management;
- undertaking such other functions as may be determined by the Board or required under the provisions of the Companies Act, 2013 or the Listing Regulations; and
- undertaking such other actions as may be necessary or appropriate for performance of the aforementioned functions.

The Nomination and Remuneration Policy of the company is available on the Company's website www.hindwarehomes.com.

Detail of Remuneration of Directors

The table below provides the detail of the remuneration paid to the Directors during the Financial Year 2024-25:

(Amount in ₹)						
Name of Directors	Basic & Allowances	Perquisites	Commission (for the year 2023-24)	Contribution to PF	Sitting Fee	Total
Mr. Sandip Somany	N.A.	N.A.	N.A.	N.A.	4,30,000	4,30,000
Mr. Ashok Jaipuria	N.A.	N.A.	N.A.	N.A.	1,95,000	1,95,000
Dr. Nand Gopal Khaitan	N.A.	N.A.	N.A.	N.A.	7,15,000	7,15,000
Mr. Salil Kumar Bhandari	N.A.	N.A.	N.A.	N.A.	6,85,000	6,85,000
Ms. Anisha Motwani*	N.A.	N.A.	N.A.	N.A.	3,65,000	3,65,000
Mr. Girdhari Lal Sultania	N.A.	N.A.	N.A.	N.A.	3,15,000	3,15,000
Ms. Sonali Dutta#	N.A.	N.A.	N.A.	N.A.	2,60,000	2,60,000
TOTAL	-	-	-	-	2,965,000	2,965,000

*Ms. Anisha Motwani ceased to be an Independent Director of the Company w.e.f. 10 February 2025 upon completion of her tenure.

#Ms. Sonali Dutta was appointed as an Independent Director of the Company w.e.f. 12 November 2024 pursuant to the approval granted by the Shareholders of the Company through Postal Ballot on 8 January 2025.

The Company has not issued any stock option to its directors/employees.

Criteria of making payment to Non-Executive Directors

Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and of Committees of which they are members. They are eligible for commission within regulatory limits, as may be recommended by the Nomination and Remuneration Committee and approved by the Board.

Directors with materially significant, pecuniary or business relationship with the Company.

The transactions with related parties are furnished in note no. 46 of Standalone financial statements, as stipulated under Accounting Standard (Ind AS) 24. Apart from related party transactions furnished in note no. 46, there are no transactions of material nature with Directors or their relatives and others, which may have potential conflict with the Company's interest. The Register of Contracts required to be maintained under Section 189(1) and Rule 16(1) of the Act, containing the details of the contracts, in which the Directors are concerned or interested, is placed at the meeting of the Board of Directors for their approval and noting, on a periodical basis.

During the year under review, no pecuniary or business relationship existed between the Non-Executive Independent Directors and the Company.

With the applicability of the Act and Listing Regulations, transactions attracting provisions of Section 188 which are in ordinary course of business and are at arm's length have been entered into after being reviewed, scrutinized and approved by the

Audit Committee and with approval of the Board, wherever necessary.

No transactions which are not in ordinary course of business and are not at arm's length have been entered into with any related party.

The Policy on materiality of Related Party Transactions and dealing with Related Party Transactions of the Company adopted and revised by the Company is available on the Company's website at the link: <https://www.hindwarehomes.com/pdf/Related-Party-Transaction-Policy.pdf>

Risk Management Committee

Composition

As on 31 March 2025, the Committee comprises of four (4) members, three (3) of them being members of the Board (including two (2) Independent Directors and one (1) Non-Executive Director) and one (1) senior executive of the Company. Mr. Sandip Somany, Chairman and Non-Executive Director of the Company is the Chairman of the Committee. The quorum for the meeting of the Committee is either two (2) members or one-third of the total members, whichever is higher, including at least one (1) member of the Board of Directors. The Company Secretary acts as the Secretary to the Committee.

Meetings and Attendance

During the year under review, the Risk Management Committee met twice on 10 April 2024 and 24 October 2024. The following table summarises the attendance details of the Members of Risk Management Committee:



Name of Members	Status	No. of meetings held during the tenure	No. of meetings attended
Mr. Sandip Somany	Chairman	2	1
Mr. Salil Kumar Bhandari	Member	2	2
Dr. Nand Gopal Khaitan	Member	2	2
Mr. Sandeep Sikka	Member	2	2

Scope of the Risk Management Committee

The Risk Management Committee has powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of reference

- To formulate a detailed risk management policy which shall include:
 - a. framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
 - b. measures for risk mitigation including systems and processes for internal control of identified risks; and
 - c. business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two (2) years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- The Risk Management Committee shall coordinate its activities with other committees, in instances

where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors;

- Monitoring and reviewing the Risk Management Plan; and
- Such other function(s) as the Board of Directors may deem fit.

Corporate Affairs Committee

Composition

As on 31 March 2025, the Corporate Affairs Committee comprises of two Non-Executive Non-Independent Directors and two (2) Independent Directors. Mr. Sandip Somany, Chairman and Non-Executive Director of the Company, is the Chairman of the Committee. The quorum for the Committee is two (2) members. The Company Secretary acts as the Secretary to the Committee.

Meetings and Attendance

The Corporate Affairs Committee met on seven (7) occasions during the FY 2024-25, on 4 April 2024, 3 June 2024, 11 July 2024, 16 August 2024, 11 November 2024, 12 February 2025 and 28 March 2025.

The following table summarises the attendance details of the Corporate Affairs Committee members:

Name of Members	Status	No. of meetings held during the tenure	No. of meetings attended
Mr. Sandip Somany	Chairman	7	5
Mr. Salil Kumar Bhandari	Member	7	4
Dr. Nand Gopal Khaitan	Member	7	4
Mr. Girdhari Lal Sultania	Member	7	3

Scope of the Corporate Affairs Committee

The Corporate Affairs Committee's terms of reference, inter alia, include providing authorization to the Company's executives on account of banking operations, taxation, corporate and financial management issues and other incidental matters arising in the Company's day-to-day operations. The Committee's powers are revised from time to time by the Board of Directors to facilitate seamless operations of the Company.

Share Transfer Committee

Composition

As on 31 March 2025, the Committee comprises of three (3) members. The Committee comprises of the Company's Authorised Representatives/Executives as its members.

Meetings and Attendance

The Committee conducts monthly meetings for the approval of transmission of shares, if any, lodged with the Company. As on 31 March 2025, no such request was pending.

Scope of the Share Transfer Committee

The Board entrusts the Share Transfer Committee with the powers related to transmissions, consolidation, splitting and letter of confirmation, in exchange of sub-divided/consolidated and others and overseeing the performance of the Company's appointed Registrar and Share Transfer Agent.

C. OTHER MEETING

Independent Directors Meeting

During the year under review, the Independent Directors met thrice on 28 May 2024, 14 February 2025 and 27 March 2025 inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors;
- Evaluation of the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the view of the Executive and Non-Executive Directors; and

Senior Management

In terms of Clause 5B of Schedule V of Listing Regulations, the particulars of Senior Management as on 31 March 2025 are provided below:

S. No.	Name	Designation	Department
1.	Mr. Naveen Malik*	Chief Financial Officer and Chief Executive Officer	Finance
2.	Ms. Payal M Puri	Company Secretary and Sr. V P Group General Counsel	Legal & Secretarial
3.	Mr. Amit Bali	Financial Controller	Finance
4.	Mr. Nikhil Maheshwari	Vice President	Sourcing & NPD
5.	Mr. Mahesh Choudhary#	President - Sales and Products	Sales

*Mr. Naveen Malik who was appointed as Chief Financial Officer of the Company was also designated as Chief Executive Officer of the Company w.e.f. 28 May 2024.

#Mr. Mahesh Choudhary was appointed as President - Sales and Products w.e.f. 9 August 2024.

D. GENERAL BODY MEETINGS

Annual General Meeting

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue
2023-24	28 August 2024	1:30 P.M.	Through Video Conferencing/ Other Audio Visual Means
2022-23	27 September 2023	1:00 P.M.	Deemed venue of the meetings:
2021-22	30 August 2022	12:00 Noon	Registered Office - 2, Red Cross Place, Kolkata - 700 001

One Special Resolution was passed at the Annual General Meeting held during the last three financial years

Date of Annual General Meeting	No. of Special Resolution passed	Particulars
30 August 2022	1	Re-appointment of Mr. Rakesh Kaul as Whole-time Director & Chief Executive Officer and remuneration payable thereof

- The quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- Consideration and recommendation of composite scheme of arrangement amongst Hindware Home Innovation Limited and HHIL Limited and Hindware Limited and their respective shareholders and creditors.

The following table summarises the attendance details of the Independent Directors at their meeting:

Name of Members	No. of meetings held during the tenure	No. of meetings attended
Mr. Ashok Jaipuria	3	1
Mr. Salil Kumar Bhandari	3	3
Dr. Nand Gopal Khaitan	3	3
Ms. Sonali Dutta#	2	2
Ms. Anisha Motwani*	1	1

*Ms. Anisha Motwani ceased to be an Independent Director of the Company w.e.f. 10 February 2025 upon completion of her tenure.

#Ms. Sonali Dutta was appointed as an Independent Director of the Company w.e.f. 12 November 2024 pursuant to the approval granted by the Shareholders of the Company through Postal Ballot on 8 January 2025.



Extra-Ordinary General Meeting

During the Financial Year 2024-25, no Extra Ordinary General Meeting was held.

Postal Ballot

During the Financial Year 2024-25, the Company conducted Postal Ballot twice, the results of which were declared on 5 July 2024 and 9 January 2025. The following resolutions were passed by way of the above mentioned Postal Ballots:

S. No.	Special Resolutions	Votes cast in favour		Votes cast against		Date of declaration of Results
		No. of votes	%	No. of votes	%	
1.	Increase in Authorised Share Capital of the Company and consequential amendment in Capital clause of Memorandum of Association of the Company	4,83,44,377	99.94	27,253	0.06	5 July 2024
2.	Re-appointment of Dr. Nand Gopal Khaitan (DIN: 00020588) as an Independent Director of the Company	4,74,57,564	98.12	9,10,720	1.88	5 July 2024
3.	Re-appointment of Mr. Salil Kumar Bhandari (DIN: 00017566) as an Independent Director of the Company	4,75,04,317	98.21	8,63,913	1.79	5 July 2024
4.	Re-appointment of Mr. Ashok Jaipuria (DIN: 00214707) as an Independent Director of the Company	4,71,74,575	97.53	11,93,555	2.47	5 July 2024
5.	Appointment of Ms. Sonali Dutta (DIN: 10727707) as an Independent Director of the Company	5,52,80,276	100.00	1,085	0.00	9 January 2025

Procedure for Postal Ballot

In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with related rules, the Company engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to all its Members.

The Notice was sent only through email to all the Members who had registered their email addresses with the Company or depository/depository participants and the physical Notice (along with postal ballot form) and pre-paid business envelope through post was not sent to the Members for the postal ballot pursuant to the MCA General Circulars Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 02/2021 dated 13 January 2021, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 3/2022 dated 5 May 2022, 11/2022 dated 28 December 2022, 09/2023 dated 25 September 2023 and 09/2024 dated 19 September 2024 as applicable. The communication of assent/dissent of the Members took place through the remote e-voting system.

The Company submits the Postal Ballot Notice to the Stock Exchanges beside placing the same on its website and also publishes the same in the newspapers declaring the details of completion of dispatch through e-mail and other requirements as mandated under the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the name of the Members as on the cut-off date. Members are requested to vote before the close of business hours on the last date of e-voting.

The Board of Directors of the Company in its meeting held on 28 May 2024 and 12 November 2024 had appointed Mr. Pravin Kumar Drolia, Company Secretary in Practice, Kolkata (FCS No.: 2366, CP No.: 1362) as the Scrutinizer for conducting the Postal Ballots in a fair and transparent manner.

After completion of the scrutiny, the Scrutinizer submitted his report and the consolidated results of the votes cast through remote e-voting. Thereafter, Mr. Girdhari Lal Sultania, Director of the Company, duly authorized by the Chairman, announced the results of the Postal Ballot resolutions. The results of the Postal Ballot were also displayed on the website of the Company i.e. www.hindwarehomes.com, besides being communicated to the stock exchanges. The dates of passing the resolution(s) were the last dates of remote e-Voting i.e. 4 July 2024 and 8 January 2025 respectively.

E. DISCLOSURES

Disclosure of Accounting Treatment

The Company followed the guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

Risk Management

The Company has a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Company has also adopted a Risk Management Policy which establishes various levels of accountability and overview within the Company.

Disclosure of Commodity Price Risks and Hedging Activities

During the year under review, no hedging activities on any commodity were carried out by the Company. Therefore, there is no disclosure to offer in terms of SEBI Master circular no. SEBI/HO/CFD/P0D2/CIR/P/2023/120 dated 11 July 2023. Please refer to Note No. 39 of the standalone Financial Statements, which form part of the Annual Report.

Strictures/Penalties

During the Financial Year 2023-24, BSE Limited had levied a fine of ₹ 99,120 (Rupees Ninety-Nine Thousand One Hundred and Twenty only) on the Company for not complying with the provisions of the Regulation 17 (1A) of the Listing Regulations. However, the Company is of the view that it has complied with the requirement of the provisions of the Regulation 17 (1A) of Listing Regulations and hence has made an application with the stock exchange for waiver of the aforesaid fine. The application is still pending with BSE. Apart from the aforesaid fine there were no strictures/penalties imposed on the Company by Stock Exchanges or SEBI or any statutory authority, or any matter related to capital markets during the last three (3) years.

Details of utilization of funds

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations. However, during the year under review, the Company raised funds of ₹ 249.70 Crores through Rights Issue. All the proceeds from the Rights Issue were utilized appropriately for the objects as mentioned in the offer document.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms a part of the Annual Report and is in accordance with the requirements laid down in Regulation 34 of the Listing Regulations.

No material transaction was entered into by the Company with the Promoters, Directors or the Senior Management that may have a potential conflict with the Company's interest.

Vigil Mechanism (Whistle Blower) Policy

The Company has put in place a mechanism for reporting illegal, unethical behavior, malpractice, impropriety, abuse, insider trading or wrongdoing. The Company has a Vigil Mechanism (Whistle Blower) Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct.

The employees, directors and other stakeholders can submit Protected Disclosures to Tip-offs Anonymous Service Provider in the manner laid out in the Vigil Mechanism (Whistle Blower) Policy, which is available on the Company's website www.hindwarehomes.com. During the year under review, no employee was denied access to the Audit Committee.

Performance Evaluation

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually, Chairman as well as the evaluation of the working of its Nomination and Remuneration Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Boards functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and the Directors expressed their satisfaction with the evaluation process.

Code of Conduct for the Prevention of Insider Trading

The Company has in place its Code of Conduct for the Prevention of Insider Trading, in accordance with the guidelines specified under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time).



The Code of Conduct for Prevention of Insider Trading ("Code"), inter-alia, prohibits purchase/sale of Company's shares, while in possession of Company's Unpublished Price Sensitive Information ("UPSI") and accordingly necessary procedures have been laid down for the Designated Persons and others as prescribed under the said code for trading in the Company's securities. The Code covers the Company's obligation to maintain a structured digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI.

The Company's Code of Practices and Procedures for Fair Disclosures is available on the Company's website www.hindwarehomes.com.

Subsidiary Companies

During the year under review, your Company had incorporated a new wholly-owned subsidiary

viz. HHIL Limited on 4 March 2025 as per the provisions of the Act. Your Company now has six (6) subsidiaries (including three (3) step down subsidiaries) and one (1) Joint venture Company.

Further, the Company has Hindware Limited as its unlisted Indian material subsidiary, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth, respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

The minutes of the Board meetings as well as statements of all significant transactions of the unlisted subsidiary companies are circulated with the agenda of the Board meeting to the Company's Board of Directors. The Policy on Material Subsidiaries is available on the Company's website at the link <https://www.hindwarehomes.com/pdf/Policy%20on%20Material%20Subsidiaries.pdf>

Details of Material Subsidiary

S.No.	Name of the Company	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of appointment of statutory auditors
1.	Hindware Limited	2 November 2017	Kolkata, India	M/s. Lodha & Co LLP, Chartered Accountants	21 June 2023

Particulars of Director seeking re-appointment

Pursuant to the provisions of the Act, Mr. Sandip Somany shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

For detailed particulars on the Director seeking re-appointment, please refer to the Notice of the Annual General Meeting scheduled to be held on Wednesday, 24 September 2025.

Training of Independent Directors

As per Regulation 25(7) of Listing Regulations, the Company provides suitable training to the Independent Directors to familiarize them with the Company, their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company and other relevant information, if any. The details of such training imparted are disclosed in the Annual Report.

The Company provides an orientation and business overview to all its new Directors and provides materials and briefing sessions periodically to all Directors which assist them in discharging their duties and responsibilities.

The details of programmes conducted for familiarization of Independent Directors with the

Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: https://www.hindwarehomes.com/pdf/Familiarization-of-Independent-Directors-2025_HHIL.pdf

Further, the Company issues a formal letter of appointment to Independent Directors outlining their roles, responsibilities, functions and duties as an Independent Director. The format of the letter of appointment is available on the Company's website at the link: <https://www.hindwarehomes.com/appointment-letter-to-independent-directors.php>.

Adoption of mandatory and non-mandatory requirements of Listing Regulations

The Company has complied with all the mandatory requirements of Listing Regulations. The Company has adopted the following non-mandatory requirements of the Listing Regulations:

Audit Qualification

The Company is in the regime of unqualified financial statements.

Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee.

Certificate from a Company Secretary in Practice

The certificate from the Secretarial Auditors of the Company, stating that none of the Directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs (MCA) or any such statutory authority, is enclosed to this Report.

Deviations, if any, of mandatory recommendations by the Committees to the Board of Directors

During the year, there was no instance wherein the Board of Directors of the Company did not accept any recommendation of the Committees.

Details of total fees paid to Statutory Auditor

The details of total fees for all services paid by the Company and its subsidiaries for the Financial Year 2024-25, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part, are as follows:

S.No.	Nature of Service	Amount (₹ in lakhs)
1.	Audit Fees	34.03
2.	Other Services*	42.61
Total		76.64

*Other services include certification which has also been approved by the Audit Committee as required under Listing Regulations.

Prevention of Sexual Harassment of Women at Workplace

The disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are mentioned in the Directors' Report which forms part of the Annual Report.

Disclosure of certain type of agreements binding listed entities

There is no agreement impacting management or control of the Company or imposing any restriction or creating any liability upon the Company as stated under Schedule III, Para A, Clause 5A of the Listing Regulations.

Loans and Advances in which Directors are interested

During the year under review, the Company has provided a loan of ₹ 98.00 Crores to Hindware Limited (subsidiary of your Company) to facilitate them to repay/prepay in full or in part of secured

working capital loans availed by them from Banking Institutions. Apart from that the Company has not provided any loans and advances to any firms/companies in which Directors are interested.

F. MEANS OF COMMUNICATION

Results

The quarterly, half yearly and annual financial results are submitted to the Stock Exchange(s) in accordance with Listing Regulations. Further, the quarterly/half yearly/annual results in the prescribed format, are published within 48 hours in any prominent daily newspaper, such as The Financial Express, English daily and Ekdin vernacular newspaper. All vital information of the Company's performance, including Financial Results, Annual Reports and Shareholding Pattern have been posted on the Company's website i.e. www.hindwarehomes.com.

News releases, presentations, among others

Official news/press releases and official media releases etc. are displayed on the Company's website i.e. www.hindwarehomes.com.

Presentation

The Company makes financial presentations to institutional investors, mutual funds and others who have invested or intends to invest in the Company's share capital and such presentations are available on the website of the Company i.e. www.hindwarehomes.com.

Website

The Company's website i.e. www.hindwarehomes.com contains a separate dedicated section 'Disclosures under Regulation 46 of the LODR' under, Investor Relations', where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

Annual Report

The Annual Report containing, inter alia, Audited Standalone Financial Statements, Audited Consolidated Financial Statements, Directors' Report, Auditors' Report, AGM Notice, Business Responsibility and Sustainability Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website i.e. www.hindwarehomes.com.

**NSE Electronic Application Processing System (NEAPS)**

The NEAPS is a web-based application designed by NSE for Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, results and other requirement of Listing Regulations, media releases, among others are filed electronically on NEAPS as mandated by NSE, by the Company.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, results, media releases, among others are also filed electronically on the Listing Centre by the Company.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Dispute Resolution Mechanism (SMART ODR)

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated 30 May 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated 31 July 2023 (updated as on 20 December 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company at the link: <https://www.hindwarehomes.com/odr-portal.php>.

Designated Exclusive email-id

The Company has designated the email-id "investors@hindwarehomes.com" exclusively for investor services.

G. SHAREHOLDER INFORMATION**Company Registration Details**

The Company is registered with the Registrar of Companies, in the State of West Bengal, India. The Corporate Identification Number (CIN) allotted to the Company by the MCA is L74999WB2017PLC222970.

Contact Information**Registered Office**

2, Red Cross Place,
Kolkata - 700 001, West Bengal, India
Phone: +91 - 33 -2248 7404/7407
email: investors@hindwarehomes.com

Corporate Office

Unit no. 201 (1), (II), (IIIA), (XVI), 2nd Floor,
BPTP Park Centra, Sector-30,
NH-8, Gurugram 122001
Phone: +91- 124-2889300
Email: payal@hindware.com

Plant locations

The Company is engaged into marketing and trading activities, hence it does not have any manufacturing unit.

Company Secretary and Compliance Officer

Ms. Payal M Puri

Annual General Meeting

The 8th Annual General Meeting is scheduled to be held on Wednesday, 24 September 2025 at 12:00 Noon through Video Conferencing/Other Audio Visual Means. The deemed venue for the AGM shall be the Registered Office of the Company at 2, Red Cross Place, Kolkata, West Bengal- 700 001, India.

Financial Year

The Company follows April to March as its Financial Year. The results for every quarter, beginning from April, are declared within 45 days of the end of quarter, except for the last quarter, which are submitted, along with the annual audited results within 60 days of the end of the last quarter, as permitted under the Listing Regulations.

Dividend

The Company did not declare any dividends for the Financial Year 2024-2025.

Listing on Stock Exchanges

The Stock Exchanges, at which the Company's equity shares are listed, and the respective stock codes are:

National Stock Exchange of India Ltd. (NSE): HINDWAREAP

Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra-Kurla Complex,
Mumbai-400051
Maharashtra, India

BSE Ltd. (BSE): 542905

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
Maharashtra, India

International Securities Identification Number (ISIN) of the Company's equity shares, having face value of ₹ 2 each, is INE05AN01011.

Listing fees for the Financial Year 2025-26 have been paid to the Stock Exchanges.

Registrar and Share Transfer Agent

M/s. Maheshwari Datamatics Private Limited is the Company's Registrar and Share Transfer Agent (RTA) for its equity shares. The contact details of RTA are:

Maheshwari Datamatics Private Limited
23, R. N. Mukherjee Road, 5th Floor, Kolkata -700 001,
West Bengal, India
Phone: +91-33- 2243 5029/2248 2248
Email: mdpldc@yahoo.com

Share Transfer System

The Company has constituted a Share Transfer Committee to consider and approve applications for transmission/transposition/internal transfer/issuance of duplicate certificates etc. for physical shares, if any received in future.

Distribution of Shareholding as on 31 March 2025

Number of Shares held	Shareholders		Shares	
	Number	% of Total	Number	% of Total
Upto 500	40,868	88.45	34,15,470	4.08
501-1,000	2,295	4.97	17,39,841	2.08
1,001-2,000	1,424	3.08	21,00,677	2.51
2,001-3,000	610	1.32	15,47,016	1.85
3,001-4,000	288	0.62	10,09,016	1.21
4,001-5,000	146	0.32	6,70,630	0.80
5,001-10,000	280	0.60	20,00,642	2.39
10,001 and above	296	0.64	7,11,63,065	85.08
Total	46,207	100.00	8,36,46,357	100.00

Category of Shareholders as on 31 March 2025

Particulars	No. of Shares of ₹ 2 each	% of Total
Promoters	4,41,17,738	52.74
Mutual Fund/UTI	11,17,219	1.34
Alternative Investment Funds	46,65,361	5.59
Foreign Portfolio Investors	30,49,725	3.65
Financial Institutions/Banks	1,687	0.00
Insurance Companies	1,11,181	0.13
Foreign Institutional Investors	0	0.00
Foreign National	239	0.00
Domestic Companies/Bodies Corporate	33,99,993	4.06
Non-Resident Individual	13,58,621	1.62
Others	2,58,24,593	30.87
Total	8,36,46,357	100

**Dematerialization of Shares**

Particulars of Shares	Shares of ₹2 each	
	Number	% of Total
Dematerialized Form		
National Securities Depository Ltd. (NSDL)	7,14,04,493	85.36
Central Depository Services (India) Ltd. (CDSL)	1,22,28,085	14.62
Physical Form	13,779	0.02
Total	8,36,46,357	100

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

Disclosure in respect of equity shares transferred in the Company's unclaimed suspense account

Details	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 01 April 2024	1,127	6,14,912
Aggregate number of Shareholders and outstanding shares transferred to Unclaimed Suspense Account	23	2,950
Shareholders who approached the Company for transfer of shares from suspense account during the year	48	23,055
Shareholders to whom shares were transferred from the suspense account during the year	48	23,055
Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31 March 2025	1,102	5,94,807

The voting rights on the shares outstanding in the suspense account as on 31 March 2025 shall remain frozen till the rightful owner of such shares claims the shares.

Credit Ratings

The Company has obtained the following credit ratings during the Financial Year:

Name of the Agency	Facilities	Amount (₹ in Crore)	Rating	Rating Action
CARE Ratings Limited (CARE)	Long Term Bank Facilities	159.00	CARE A- (RWD)	Downgraded from CARE A; Stable; Placed on Rating Watch with Developing Implications
	Short Term Bank Facilities	110.00	CARE A2+ (RWD)	Downgraded from CARE A1; Placed on Rating Watch with Developing Implications

H. CODE OF CONDUCT

The Company's Board of Directors laid down and adopted a Code of Conduct under Corporate Governance for all the Directors and the Senior Management Personnel of your Company. The said Code of Conduct has also been posted on the Company's website i.e. www.hindwarehomes.com. The Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct for the FY 2024-25.

A declaration signed by the Company's Chief Executive Officer to this effect is enclosed at the end of this report.

I. CEO AND CFO CERTIFICATION

The Certificate, as required under Regulation 17(8) of the Listing Regulations, duly signed by the Chief Executive Officer and Chief Financial Officer, was placed before the Board, and the same is enclosed to this report and forms part of the Annual Report.

J. CERTIFICATION BY SECRETARIAL AUDITORS

As required under the Listing Regulations, M/s. DMK Associates, Company Secretaries, the Company's Secretarial Auditors, have verified the compliances of the Corporate Governance by the Company. We have obtained a Certificate affirming the compliance from M/s. DMK Associates, Company Secretaries, and the same is enclosed to this Report and forms a part of the Annual Report.

Declaration by Chief Executive Officer (CEO) under Listing Regulations regarding adherence to the Code of Conduct

In accordance with Listing Regulations, I hereby confirm that all the Directors and the Senior Management Personnel have affirmed compliance with their respective Code of Conduct, as applicable to them, for the year ended 31 March 2025.

Place: Gurugram
Date: 24 May 2025

Naveen Malik
Chief Executive Officer and
Chief Financial Officer

**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
Hindware Home Innovation Limited
CIN: L74999WB2017PLC222970
2, Red Cross Place, Kolkata-700001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Hindware Home Innovation Limited** having registered office at 2, Red Cross Place, Kolkata-700001 (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 and 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 Director 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 ended on 31 March 2025 have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.No.	Name of Director	DIN	Date of appointment
1.	Mr. Sandip Somany	00053597	28/09/2017
2.	Mr. Salil Kumar Bhandari	00017566	14/09/2019
3.	Dr. Nand Gopal Khaitan	00020588	14/09/2019
4.	Mr. Ashok Jaipuria	00214707	14/09/2019
5.	Mr. Girdhari Lal Sultania	00060931	08/02/2023
6.	Ms. Sonali Dutta*	10727707	12/11/2024

*Ms. Sonali Dutta has been appointed as an Independent Director of the Company w.e.f. 12 November 2024 pursuant to the approval granted by the Shareholders of the Company through Postal Ballot on 8 January, 2025. Ms. Anisha Motwani ceased to be an Independent Director of the Company w.e.f. 10 February 2025 upon completion of her tenure.

Ensuring the eligibility 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.

For **DMK ASSOCIATES**
COMPANY SECRETARIES

(MONIKA KOHLI)
FCS, I.P, LL.B, B. Com (H).
PARTNER
FCS 5480, COP 4936
Peer Review No. 779/2020

Date: 24 May 2025
Place: New Delhi
UDIN: F005480G000428078

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To
The Board of Directors

We hereby certify that:

- a) We have reviewed financial statements and cash flow statement of Hindware Home Innovation Limited ('the Company') for the year ended 31 March 2025 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 statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the above said period which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept the responsibility of establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or 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.
- d) We have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the above said period;
 - ii. significant changes in accounting policies during the above said period and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Gurugram
Date: 24 May 2025

Naveen Malik
Chief Executive Officer and Chief Financial Officer



CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Hindware Home Innovation Limited
CIN: L74999WB2017PLC222970
2, Red Cross Place, Kolkata-700001

We have examined the compliance of the conditions of corporate governance by Hindware Home Innovation Limited ("the Company") for the year ended 31 March 2025 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

Management's Responsibility

1. The compliance of conditions of corporate governance is the responsibility of the management of the Company. This responsibility includes the designing, implementing and operating effectiveness of internal control to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Our Responsibility

2. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

4. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31 March 2025.
5. We 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: 24 May 2025
Place: New Delhi
UDIN: F005480G000428089

For **DMK ASSOCIATES**
COMPANY SECRETARIES

(MONIKA KOHLI)
FCS, I.P, LL.B, B. Com (H).
PARTNER
FCS 5480, COP 4936
Peer Review No. 779/2020

Business Responsibility & Sustainability Report

BRSR OVERVIEW

Section A: General Disclosures

Section B: Management and Process Disclosures

Section C: Principle-wise Performance Disclosure

Principle 1 Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent, and accountable

Principle 2 Businesses should provide goods and services in a manner that is sustainable and safe

Principle 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Principle 4 Businesses should respect the interests of and be responsive to all their stakeholders

Principle 5 Businesses should respect and promote human rights

Principle 6 Businesses should respect and make efforts to protect and restore the environment

Principle 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Principle 8 Businesses should promote inclusive growth and equitable development

Principle 9 Businesses should engage with and provide value to their consumers in a responsible manner

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L74999WB2017PLC222970
2	Name of the Listed Entity	Hindware Home Innovation Limited
3	Year of incorporation	2017
4	Registered office address	2 Red Cross Place, Kolkata - 700 001, West Bengal
5	Corporate address	Unit No. 201, 2 nd floor, Park Centra, Sector-30, NH-8 Gurugram, Harayana-122001
6	E-mail	investors@hindwarehomes.com
7	Telephone	91-124-4779200
8	Website	www.hindwarehomes.com
9	Financial year for which reporting is being done	1 April 2024 – 31 March 2025
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)
11	Paid-up Capital	₹1,672.93 Lakhs
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Sandip Somany, Chairman and Non-Executive Director, +91 33 22487407
13	Reporting boundary	Disclosures under this report are made on a standalone basis for Hindware Home Innovation Limited unless otherwise specified
14	Name of assurance provider	NA
15	Type of assurance obtained	NA



II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Consumer Appliances	Kitchen appliances, Air coolers, Electronic Household goods and other household appliances	100 %

Note: Retail Business has been discontinued in the reported year.

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Kitchen appliances (chimneys, hobs, cooktops, sinks)	47593	71.38%
2	Air coolers (Desert and personal air coolers)	47594	22.84%
3	Electronic Household Goods and other household appliances (Fans -ceiling and portable fans)	47599	5.78%

Note: The above percentage contribution to Total Turnover for products/services are based on the net sales.

III. Operations

18. Number of locations where plants and/ or operations/ offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	-	18	18
International	-	-	-

19. Markets served by the entity:

a) Number of locations

Locations	Number
National (No. of States)	28
International (No. of Countries)	3

b) What is the contribution of exports as a percentage of the total turnover of the entity?

Revenue from operations	1.94 Crores
Contribution of exports	0.56%

c) A brief on types of customers

Hindware Home Innovation Limited (HHIL) serves a wide spectrum of customers, encompassing a diverse array of individuals and entities seeking innovative and high-quality home solutions. These customers span various segments, including but not limited to the following:

1. **Brand Stores:** HHIL engages with brand stores, which are established retail outlets specialising in showcasing and selling a curated selection of Hindware's cutting-edge consumer appliances. These brand stores act as exclusive destinations where customers can explore and purchase a comprehensive range of home innovation products designed to elevate their living spaces.
2. **Retailers:** HHIL collaborates with retailers, who are key intermediaries bridging the gap between the manufacturer and the end consumers. These retailers encompass a wide network of outlets, both physical and online, that feature Hindware's products. By partnering with retailers, HHIL ensures that its innovative home solutions are easily accessible to a broad audience, enabling customers to integrate the latest advancements into their homes.
3. **Distributors:** The distribution network plays a crucial role in HHIL's outreach strategy. Distributors, acting as pivotal nodes within the supply chain, facilitate the efficient movement of Hindware's consumer appliances from manufacturing hubs to various retail points. By engaging with distributors, HHIL ensures widespread availability and seamless access to its home innovations, enhancing the convenience for customers to acquire these state-of-the-art solutions.

IV. Employees

20. Details as at the end of Financial Year:

a) Employees and workers (including differently-abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	284	273	96.13%	11	3.87%
2.	Other than Permanent (E)	207	189	91.30%	18	8.70%
3.	Total employees (D + E)	491	462	94.09%	29	5.91%
WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	6	6	100%	-	-
6.	Total workers (F + G)	6	6	100%	-	-

b) Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	-	-	-	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D+E)	-	-	-	-	-
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F+G)	-	-	-	-	-

21. Participation/ Inclusion/ Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	6	1	16.67%
Key Management personnel	2	1	50%

22. Turnover rate for permanent employees and workers

	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	86%	45%	85%	63%	1%	63%	37%	27%	39%
Permanent Workers	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL



V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding/ subsidiary/ associate companies/ joint ventures

S. No.	Name of the holding / Subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Hindware Limited	Subsidiary	98.6	Yes
2	Evok Homes Private Limited	Subsidiary	100	Yes
3	HHIL Limited (Incorporated on 4 March 2025)	Subsidiary	100	Yes
4	Halis International Limited	Subsidiary of Hindware Limited	98.6	No
5	Hintastica Private Limited	Joint Venture	50	No
6	Truflo Pipes Limited	Subsidiary of Hindware Limited	98.6	No
7	Queo Bathroom Innovations Limited UK	Subsidiary of Halis International Limited	98.6	No

VI. CSR

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Not Applicable
(ii) Turnover (in ₹) - 34,578.49 lakhs
(iii) Net worth (in ₹) - 29,301.68 lakhs

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress Policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	-	-	-	-	-	-	-
Investors (other than shareholders)	For Investor's grievances and queries, HHIL has a separate E-mail ID	-	-	-	-	-	-
Shareholders	investors@hindwarehomes.com	8	0	-	2	0	-
Employees and workers	Employees and workers - For any violation of the policy and grievances, HHIL has a separate mail id: shilsuggestion@hindware.co.in; Employees can also submit a written complaint to the designated HR SPOC	-	-	-	-	-	-
Customers	Customers - HHIL has a standalone policy on customer value Policy on Customer Value and Customers can also raise enquiry related to their concerns on wecare@hindware.com	8,253	37	Working on pending complaints towards closure	11,265	232	-
Value Chain Partners	The Company's website has a dedicated section for value chain partners to raise their concerns or complaints.	-	-	-	-	-	-

26. Overview of the entity’s material responsible business conduct issues

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Emission Reduction and Energy Management	Opportunity	Processes and Systems are in place to ensure maximum energy efficiency, and this will be continuously improved		Positive – Any cost put into improving the energy management system will fetch positive outcomes and reduced costs in the long run
2	Human Capital Development (Employee well-being, learning, and development, Diversity & Inclusion)	Opportunity	A skilled and trained workforce is an asset to our Company. Trained employees perform their tasks more efficiently, in reduced time and injuries		Positive - Measures taken to train and retain these employees, aid in decreased hiring and training costs, increased productivity, reduction in quality issues, and ensure our continued success and build brand value
3	Corporate Governance (Code of Conduct, Business Ethics, Board Management, Tax Transparency, Policy Influence)	Opportunity	To build upon our organizational strategy for championing success		Positive - In transforming our business and leveling it up
4	Product Quality and Safety	Opportunity	Ensuring product safety & quality is extremely crucial for the business to continue to deliver best in- class services and avoid loss of business		Positive- Enhanced revenue and profits
5	Waste Management	Opportunity	Initiatives and opportunities to reduce plastic and paper in the office premises which result in minimizing environmental damage		Positive – Enhance our waste segregation and collection methods to optimize the overall efficiency of the procedure
6	Customer Relationship Management	Opportunity	This gives us an opportunity to be the leader in this segment by being the preferred choice for all our customers across different business segments. Our endeavors are aligned towards achieving customer delight and satisfaction and we shall continue using this as an excellent opportunity for business leadership and growth		A positive brand image and a strong recall value amongst consumers will help in being the platform of choice
7	Supply Chain Management	Opportunity	Since fleet is a major part of our business, introducing sustainable transport can help HHIL lead the industry as a conscious and responsible business. This environmental stewardship effort will reduce carbon footprint		Positive - This will have a significant impact on energy efficiency and will help us to reduce our scope 3 emissions through delivery



SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b) Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c) Web-link of the Policies, if available	The company's policies are available at: https://www.hindwarehomes.com/pdf/Business%20Responsibility%20Policies.pdf								
2. Whether the entity has translated the policy into procedures. (Yes/No)	HHIL has developed policies based on National Voluntary Guidelines on Social, Environmental, and Economic Responsibilities of Business released by the Ministry of Corporate Affairs								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/ labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001:2015 – Quality Management System								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The company is in the process of defining specific goals to improve its ESG framework which the management will periodically review.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The goals and targets are currently in the process of being finalized, and as a result, the assessment of performance will be documented in the upcoming years.								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	At HHIL, we acknowledge the vital role that Environmental, Social, and Governance (ESG) factors play in promoting sustainable business practices. In line with our commitment to responsible operations, we have incorporated ESG considerations into our strategy and daily activities. Our primary ESG challenges include lowering our carbon footprint and reducing our environmental impact. We have established ambitious goals to cut greenhouse gas emissions by investing in energy-efficient technologies and exploring the use of recycled materials. Social responsibility is central to our mission—we foster an inclusive workplace, prioritize employee well-being, and adhere to fair labor practices. Our governance policies uphold high ethical standards, transparency, and accountability. We actively engage with stakeholders, align with international standards, and strive for long-term sustainability.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Mr. Sandip Somany Designation: Chairman and Non-Executive Director DIN: 00053597								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	Our Risk Management Committee at HHIL also oversees ESG and sustainability-related issues. The Committee is authorized to develop policies, execute strategies and make all relevant decisions to guide the organization towards fair, compassionate, and responsible business practices.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Yes, it is standard procedure for the Company to review its policies as and when required. The effectiveness of the policies is examined during this assessment and any necessary adjustments to the policies and processes are put into place.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances																		

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No								

12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Not Applicable

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programme held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024	100%
Key Managerial Personnel	1		100%
Employees other than BoD and KMPs	10	HHIL conducts several trainings including Cybersecurity awareness, Ownership of processes among other trainings	100%
Workers ¹	NA	NA	NA

Note:

1. HHIL operates as a retailer, specializing in the sale of manufactured products only, and as part of our business model, we do not employ any permanent workers.

2. Details of fines/ penalties/ punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):

Monetary					
	NGRBC Principle	Name of regulatory/ enforcement agencies/ judicial institutions	Amount (in ₹)	Brief of Case	Has an Appeal been preferred? (Yes/No)
Penalty/Fine					
Settlement			NIL		
Compounding Fee					



Non-Monetary					
	NGRBC Principle	Name of regulatory/ enforcement agencies/ judicial institutions	Amount (in ₹)	Brief of Case	Has an Appeal been preferred? (Yes/No)
Imprisonment			NIL		
Punishment					

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	NIL

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

HHIL's Anti-Corruption and Anti-Bribery policy is encompassed within the Vigil Mechanism/Whistle-blower Policy, providing a formal channel for Company's Directors, employees, and external stakeholders to report unethical behavior, suspected fraud, or any violations of the Company's Code of Conduct. The Company upholds a firm stance against bribery and corruption as outlined in the Anti-Bribery and Anti-Corruption Policy, which enforces severe repercussions for anyone found guilty of unethical conduct. This policy applies to all employees throughout the Company, including its subsidiaries and joint ventures. Additional information on the policy can be found [here](#).

5. Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Particulars	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Directors	NIL		NIL	
KMPs	NIL		NIL	
Employees	NIL		NIL	
Workers	NIL		NIL	

6. Details of complaints with regard to conflict of interest:

Particulars	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NIL	NIL	NIL
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NIL	NIL	NIL

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable, since there were no fines, penalties, or action taken by regulators, law enforcement agencies or judicial institutions on cases of corruption and conflict of interest.

8. Number of days of accounts payables ((Accounts payable *365)/ Cost of goods/ services procured) in the following format:

Particulars	FY 2024-25	FY 2023-24
Number of days of accounts payables	91.24	95.03

9. Open-ness of business

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a) Purchase from trading houses as % of total purchases	NA	NA
	b) Number of trading houses where purchases are made from		
	c) Purchase from top 10 trading houses as % of total purchases from trading house		
Concentration of Sales	a) Sales to dealers/ distributors as % of total Sales	65%	69%
	b) Number of dealers/ distributors to whom sales are made.	956	1120
	c) Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	21%	22%
Share of RPTs	a) Purchases (Purchases from Related parties/Total purchases)	As per note to accounts no. 46 in Standalone financial statements	
	b) Sales (Sales to related parties/Total Sales)		
	c) Loans and advances (Loans and advances given to related parties/ Total loans and advances)		
	d) Investments (Investments in related parties/Total investments made)		

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Particulars	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	23%	27%	<ul style="list-style-type: none"> • BLDC Fans with Low power consumption. • BLDC Chimney with higher suction and low power consumption. • 50% of the Investment is only considered as the tools will be utilised for both BLDC and Induction Fans • Also, the Parts/ Product used for the development of these products in considered
Capex	9.7%	31%	

2. a) Does the entity have procedures in place for sustainable sourcing? (Yes/No)

At HHIL, we understand the significance of sustainable sourcing in today’s evolving business environment. Although we currently lack specific procedures for sustainable sourcing, we are dedicated to actively developing policies and processes to establish a sustainable sourcing program.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

HHIL is currently working on establishing procedures for the safe reclamation of our products, aiming to design and develop a robust mechanism that will enable us to efficiently reclaim them, ensuring they are reused, recycled, or disposed of properly at the end of their lifecycle.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, EPR is applicable to HHIL business activities. HHIL holds an importer EPR license. HHIL has aligned its waste collection plans with respect to EPR guidelines, which include the following components:

- Setting up collection infrastructure
- Awareness programmes
- Tie-ups with waste management agencies
- Reporting and compliance



PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a) Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	273	273	100%	273	100%	NA	NA	273	100%	NIL	NIL
Female	11	11	100%	11	100%	11	100%	NA	NA	NIL	NIL
Total	284	284	100%	284	100%	11	4%	273	96%	NIL	NIL
Other than Permanent employees											
Male	189	189	100%	189	100%						
Female	18	18	100%	18	100%				NIL		
Total	207	207	100%	207	100%						

b) Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male											
Female											Not applicable
Total											
Other than Permanent workers											
Male	6	6	100%	6	100%						
Female	-	-	-	-	-						Not applicable
Total	6	6	100%	6	100%						

c) Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the Company	0.13%	0.10%

2. Details of retirement benefits, for Current FY and Previous FY.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of Total employees	No. of workers covered as a % of Total workers	Deducted and deposited with the authority (Y/ N/ N.A.)	No. of employees covered as a % of Total employees	No. of workers covered as a % of Total workers	Deducted and deposited with the authority (Y/ N/ N.A.)
PF	100%	NA	Yes	99.77%	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI	0%	NA	NA	0%	NA	NA

3. Accessibility of workplaces

Yes, HHIL's facilities are accessible to employees and workers with disabilities, in accordance with the Rights of Persons with Disabilities Act, 2016. We foster an inclusive workplace to support all employees, and to this end, we take all necessary measures to ensure our premises are equipped with amenities that enhance accessibility.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, in accordance with HHIL’s policy on Diversity and Equal opportunity, the Company is dedicated to ensuring and upholding equal prospects not only during the hiring process but also throughout the entire duration of employment, regardless of caste, creed, gender, race, religion, or disability. Our diversity and equal opportunity policy can be assessed [here](#).

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	100%	NA	NA
Total	100%	100%	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes, HHIL has implemented a grievance redressal mechanism for its workforce to voice and address their concerns. There is a dedicated email channel available to all employees for raising any complaints or issues. Stakeholder concerns are handled with the utmost confidentiality. HHIL encourages open and constructive dialogue between employees and management, without fear of retaliation, and has established formal processes for employees to report grievances. All issues are addressed and resolved in a timely manner to achieve mutual satisfaction. Employees who believe they have faced discrimination at HHIL based on age, religion, sex, gender, color, national origin, sexual orientation, or physical impairment can submit a written complaint to their designated HR SPOC. The Human Resources team ensures that complaints are managed promptly and fairly, while maintaining strict confidentiality and sensitivity.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total Employees/workers in respective category (A)	No of employees/workers in respective category, who are part of association(s) or unions (B)	% (B/A)	Total Employees/workers in respective category (C)	No of employees/workers in respective category, who are part of association(s) or unions (D)	% (C/D)
Total Permanent Employees	Not applicable, as the Company has no recognized employee unions or associations.			Not applicable, as the Company has no recognized employee unions or associations.		
Male						
Female						
Total Permanent Workers	None, as HHIL operates as a retailer, specializing in the sale of manufactured products only, and as part of our business model, we do not employ any permanent workers.			None, as HHIL operates as a retailer, specializing in the sale of manufactured products only, and as part of our business model, we do not employ any permanent workers.		
Male						
Female						

**8. Details of trainings given to employees**

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	273	273	100%	202	74%	383	383	100%	152	40%
Female	11	11	100%	7	64%	15	15	100%	15	100%
Total	284	284	100%	209	74%	398	398	100%	167	42%
Workers										
Male										
Female										NA
Total										

9. Details of performance and career development reviews of employees and worker

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	273	273	100%	383	383	100%
Female	11	11	100%	15	15	100%
Total	284	284	100%	398	398	100%
Workers						
Male						
Female						NA
Total						

10. Health and safety management system**a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?**

Yes, HHIL is dedicated to maintaining the highest health and safety standards throughout our operations. We have established a comprehensive health and safety system in all our offices nationwide. Each building is designed with safety in mind and is equipped with essential safety features, including fire detection systems, firefighting equipment, safe escape routes, designated assembly points, and emergency evacuation plans. Additionally, we conduct regular safety training for our workforce to foster a strong safety culture within the organization.

b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

HHIL has identified potential work-related hazards and taken adequate steps related to mitigating those risks.

We have conducted a comprehensive Hazard Identification and Risk Assessment (HIRA) study to identify and assess risks associated with work-related hazards. HIRA process is followed to identify work-related hazards for all routine & non-routine activities. Based on the severity of risks, we take mitigation measures as per the hierarchy of risk controls such as engineering, administrative, and PPE controls, etc.

c) Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, we have processes for employees to report work-related hazards.

d) Do the employees of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes, HHIL is committed to creating an environment where employees' financial needs are addressed alongside their salaries. To support this, all employees are covered under either the Health Insurance Scheme offered by HHIL or the Employees State Insurance (ESI) scheme.

11. Details of safety-related incidents, in the following format

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	NA	NA
Total recordable work-related injuries	Employees	0	0
	Workers	NA	NA
No. of fatalities	Employees	0	0
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	NA	NA

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

HHIL places the utmost importance on the health, safety, and well-being of its employees. To uphold this commitment, we have implemented an Environmental, Health, and Safety (EHS) management system that focuses on hazard identification and risk assessment, safety audits, training, safe operating procedures, and an EHS Manual to promote a safe and healthy workplace. Additionally, we have launched health and safety training programs supplemented by preventive and corrective measures. This proactive approach will help us meet all essential requirements in the future

13. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending Resolution at the end of the year	Remarks	Filed during the year	Pending Resolution at the end of the year	Remarks
Working Conditions		0			0	
Health & Safety						

14. Assessments for the year

	FY 2024-25 % of your plants and offices that were assessed (by entity or statutory authorities or third parties)	FY 2023-24 % of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%	100%
Working Conditions	100%	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

At HHIL, we are actively implementing measures to foster continuous improvement in our health and safety practices. While we have maintained a workplace free from safety-related incidents, we have enhanced our internal procedures to mitigate any potential risks, including,

- Procedures for safety incident management including incident monitoring, investigation, and reporting
- Safety-related training and awareness generation
- Emergency response and preparedness including improvements in fire safety measures

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes. HHIL has life insurance policy for all permanent employees.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

At HHIL - all the statutory dues are deducted as per applicable law and deposited with authorities in stipulated time on monthly basis.



3. Provide the number of employees/ workers having suffered high consequence work-related injury/ ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers			No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment		
	FY 2024-25	FY 2023-24	FY 2022-23	FY 2024-25	FY 2023-24	FY 2022-23
Employees	0	0	0	0	0	0
Workers	NA	NA	NA	NA	NA	NA

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

No

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

HHIL has a systematic and iterative system in place to identify stakeholders who have an interest in or may be impacted by its activities. Key stakeholders have been identified as below:

- A. Internal stakeholders- individuals within the organization who are part of critical functions, including Employees and Board Members
- B. External stakeholders- individuals outside the organization, including vendors, suppliers, investors, regulators, NGOs, local communities, amongst others.

Once all stakeholders were identified, they were prioritized based on their level of influence on the business and the impact that the organization's activities have on them. This process helped determine the most critical stakeholders with whom the organization needed to engage more deeply.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Board of Directors	No	Meetings, emails, and others	Quarterly & on need basis	Business enhancements, Governance, Fair business practices
Employees	No	E-mail, notice board, intranet	Regularly & on a need basis	Employee engagement activities, training, awareness, and welfare programs for health, safety, and well-being, learning development and upskilling
Community	No	Community meetings, pamphlets	Regularly & on a need basis	Need assessment, Development Program, and impacts, and opportunities for improvement
Suppliers	No	E-mail, website	Regularly & on a need basis	Ethical practices, business expectation and growth. Query and Grievance Redressal Vendor satisfaction
Investors	No	E-mail, SMS, advertisements, website, newspaper	Regularly & on a need basis	Business updates, Queries, Business Performance - financial and non-financial, Events & Activations (campaigns & announcements)
Shareholders	No	E-mail, advertisements, website, newspaper	Quarterly & on need basis	Annual General Meetings, Dividend updates, Business Performance, Sustainability announcements
Regulators	No	E-mail, correspondence, meetings	On need basis	Discussions on Statutory and Regulatory compliances regulations and their amendments, inspections, and regulatory approvals
Bankers	No	E-mail, meetings	On need basis	Discussion on Company Finance

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Auditors	No	E-mail, meetings	Quarterly & on need basis	Discussion on Company's financials, processes, and systems
Industrial Association	No	E-mail, Website, Seminars, Conferences	On need basis	Industry concerns related to health, environment, safety, inter-company product transfer, etc. Collaboration for commercialization of Technologies / Products or Joint Research, providing product / technology components, Complaints and grievance redressal

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policies of the entity, in the following format:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of Employees/ workers covered (B)	% (B / A)	Total (C)	No. of Employees/ workers covered (D)	% (D / C)
Employees						
Permanent	284	284	100%	398	398	100%
Other than permanent	207	207	100%	99	99	100%
Total Employees	491	491	100%	497	497	100%
Workers						
Permanent	NA	NA	NA	NA	NA	NA
Other than permanent	6	6	100%	12	12	100%
Total Workers	6	6	100%	12	12	100%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	273	-	-	273	100%	383	-	-	383	100%
Female	11	-	-	11	100%	15	-	-	15	100%
Other than Permanent										
Male	189	-	-	189	100%	95	-	-	95	100%
Female	18	-	-	18	100%	4	-	-	4	100%
Workers										
Permanent										
Male			NA					NA		
Female										
Other than Permanent										
Male	6	6	100%	-	-	10	10	100%	-	-
Female			NA			2	2	100%	-	-



3. Details of remuneration/ salary/ wages

a) Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	5	4,30,000	1	2,60,000
Key Managerial Personnel	1	1,33,90,299	1	1,17,64,167
Employees other than BoD and KMP	273	8,74,066	11	8,71,387
Workers	-	-	-	-

*Ms. Anisha Motwani ceased to be an Independent Director of the Company w.e.f. 10 February 2025 upon completion of her tenure, hence her remuneration was not considered in the Median remuneration.

b) Gross wages paid to females as % of total wages paid by the entity, in the following format:

Details	FY 2024-25	FY 2023-24
Gross wages paid to females as a % of Total wages	5%	20.60%

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, all the issues pertaining to Human Rights are overseen by the respective HR head. The HR head oversees assessing reported concerns and ensuring that they are handled and corrected. They also suggest an appropriate resolution in consultation with Senior Management.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

HHL's Vigil Mechanism Policy establishes a framework for reporting and rectifying human rights violations. Additionally, an email address (shilsuggestion@hindware.co.in) is available for reporting grievances or complaints.

6. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment						
Discrimination at workplace						
Child Labour						
Forced Labour/Involuntary Labour		NIL			NIL	
Wages						
Other human rights related issues						

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on women at Workplace (Prevention and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on Posh as a % of female employees/ workers	NIL	NIL
Complaints upheld on Posh Upheld	NIL	NIL

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

When addressing complaints within the grievance redressal system, every measure is taken to ensure a discreet investigation, aimed at preventing any adverse consequences. The entire process is conducted with the utmost confidentiality. To safeguard complainants from potential negative outcomes, the Company follows established procedures outlined in the grievance redressal process and adheres to the provisions of the POSH Act.

Through the grievance redressal mechanism, employees, workers, independent contractors, and suppliers can openly express concerns related to human rights without the fear of reprisal. All valid infractions are treated with gravity, and appropriate actions are taken accordingly. Depending on the severity of the issue, these actions may extend to terminating commercial agreements and employment contracts. HHL's Vigil Mechanism Policy establishes a framework for reporting and rectifying human rights violations.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Company's Human Rights Policy extends its applicability to encompass not only its business associates but also any other entities that engage directly with the Company as part of its business operations. This commitment underscores the Company's dedication to upholding fundamental human rights principles throughout its entire network of interactions and collaborations.

10. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	NIL
Forced/ Involuntary labour	NIL
Sexual harassment	NIL
Discrimination at workplace	NIL
Wages	NIL

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.

Not Applicable

PRINCIPLE 6

Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Units	FY 2024-25	FY 2023-24
From renewable sources			
Total electricity consumption (A)	GJ	-	-
Total fuel consumption (B)	GJ	-	-
Energy consumption through other sources (C)	GJ	-	-
Total energy consumed from renewable sources (A+B+C)	GJ	-	-
From non-renewable sources			
Total electricity consumption (D)	GJ	698.53	1,348.34
Total fuel consumption	GJ	-	72.13
Energy consumption through other sources (F)	GJ	-	-
Total energy consumed from non-renewable sources (D+E+F)	GJ	698.53	1420.47
Total energy consumed (A+B+C+D+E+F)	GJ	698.53	1420.47
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	GJ/ ₹ Crore	2.02	3.19
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	GJ/ Int. Dollar Crore	41.733	71.53
Energy intensity in terms of physical Output		NA	NA

Note 1: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) - No

Note 2: The environmental disclosures made above report the impact of operations from our corporate office.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, the entity does not have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

**3. Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	88	3,679
(iv) Seawater/desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (In kilolitres) (I + ii + iii + iv + v)	88	3,679
Total volume of water consumption (In kilolitres)	88	3,679
Water intensity per rupee of turnover (Total water consumption/Revenue from operations) (KL/₹ Crores)	0.254	8.47
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/Revenue from operations adjusted for PPP) (KL/Int. Dollar in Crores)	5.262	189.8
Water intensity in terms of physical Output	NA	NA

Note 1: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency (Y/N)- No

Note 2: The environmental disclosures made above report the impact of operations from our corporate office.

Note 3: Company moved premises in the reporting year, and water bill is part of building maintenance.

4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
(i) To Surface water		
- No treatment		
- Treated through an STP on premises		
(ii) To Groundwater		
- No treatment		
- Treated through an STP on premises		
(iii) To Seawater		
- No treatment		
- Treated through an STP on premises		
(iv) Sent to third parties		
- No treatment		
- Treated through an STP on premises		
(v) Others		
- No treatment		
- Treated through an STP on premises		
Total water discharged (in kilolitres)		

Our offices are situated in Leased offices which process all wastewater through STPs on premises. We are in the process of streamlining our water management systems to optimise the reuse and recovery of residual water waste prior to discharge.

Our offices are situated in Leased offices which process all wastewater through STPs on premises. We are in the process of streamlining our water management systems to optimise the reuse and recovery of residual water waste prior to discharge.

Note 1: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency (Y/N)- No

Note 2: The environmental disclosures made above report the impact of operations from our corporate office

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Currently, HHIL does not have a Zero Liquid Discharge (ZLD) system. However, we are in the process of developing and implementing the ZLD mechanism in the coming years.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	µg/m ³	NA	NA
Sox	µg/m ³	NA	NA
Particulate matter (PM)	µg/m ³	NA	NA
Persistent organic pollutants (POP)	-	NA	NA
Volatile organic compounds (VOC)	-	NA	NA
Hazardous air pollutants (HAP)	-	NA	NA
Others -please Specify	-	NA	NA

Note 1: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)- No

Note 2: The environmental disclosures made above report the impact of operations from our corporate office.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	-	5.39
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	139.32	265.92
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2GHG emissions/Revenue from operations)	tCO ₂ e/₹Cr	0.402	0.61
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP)	tCO ₂ e/Int. Dollar Cr.	8.32	13.66
Total Scope 1 and Scope 2 emission intensity in terms of physical output		NA	NA

Note 1: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N)- No

Note 2: The environmental disclosures made above report the impact of operations from our corporate office.

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

The company has implemented various measures to reduce greenhouse gas emissions, including replacing conventional lights with LEDs and transitioning to renewable energy sources such as solar panels. Additionally, plans are in place to expand these initiatives in the coming years.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	14.89	0.39
E-waste (B)	-	-
Bio-medical waste I	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	39.243	1.48
Total (A+B+C+D+E+F+G+H)	54.133	1.86
Waste intensity per rupee of turnover (Total waste generated /Revenue from operations) (MT/ Crore)	0.157	0.0042
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/ Revenue from operations adjusted for PPP)	3.236	0.09
Waste intensity in terms of physical output		NA
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		



Parameter	FY 2024-25	FY 2023-24
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	-	-
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	54.133	1.86
Total	54.133	1.86

Note 1: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N)- No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

HHIL operates as a retailer, specialising in the sale of manufactured products only, and thus, no hazardous or toxic chemicals are used in our business operations.

11. If the entity has operations/ offices in/ around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
HHIL does not have any operations/offices in or around ecologically sensitive areas.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in FY 2025:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web-link
Not Applicable					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Not Applicable

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a) Number of affiliations with trade and industry chambers/ associations.

HHIL is affiliated with 1 trade and industry chambers/associations.

b) List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Federation of Indian Chambers of Commerce and Industry (FICCI)	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of Authority	Brief of the case	Corrective action taken
There were no adverse orders from regulatory authorities hence, this question is not applicable.		

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development

Essential Indicators

- 1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web-link
Not Applicable					

- 2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not Applicable						

- 3. Describe the mechanisms to receive and redress grievances of the community.**

As a retail business, we do not have direct operations within or near communities. Hence, we do not have mechanisms in place to receive and redress the grievances of the community.

- 4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small Producers	54%	69%
Directly from within India	20%	62%

- 5. Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost**

Location	FY 2024-25	FY 2023-24
Rural	0%	0%
Semi-urban	0%	0%
Urban	100%	100%
Metropolitan	0%	0%

Note: Categorization as per RBI Classification System - rural / semi-urban / urban / metropolitan

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

- 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

HHIL is committed to placing the customer at the heart of its value proposition. To facilitate easy communication, we have set up various channels, including online service requests, a central helpline, WhatsApp support, app-based interactions, and email. Additionally, we have implemented a structured data management system and service level agreements (SLA) to ensure that every inquiry is addressed within a specified timeframe.

- 2. Turnover of products and/ services as a percentage of turnover from all products/ service that carry information about:**

	As a percentage of total turnover
Environmental and social parameters relevant to the product	0%
Safe and responsible usage	100%
Recycling and/or safe disposal	0%

**3. Number of consumer complaints in respect of the following:**

	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	8,253	37*	-	11,265	232*	-

*Note- All the pending complaints were resolved soon after year closure.

4. Details of instances of product recalls on account of safety issues:

There have been no product recalls in the reporting year.

5. Does the entity have a framework/policy on cyber-security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, HHIL has an internal robust cyber-security policy that addresses the rise of cyber threats and crimes organisations face today. This policy helps in protecting the Company from cyber threats, safeguarding sensitive data such as designs, patents, and customer and employee information.

The policy can be assessed at the Web-link: <https://www.hindwarehomes.com/privacy-policy.php>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products/ services.

NIL

7. Provide the following information relating to data breaches:

- Number of instances of data breaches - NIL
- Percentage of data breaches involving personally identifiable information of customers - Not applicable
- Impact, if any, of the data breaches - Not applicable

Independent Auditor's Report

To the Members of Hindware Home Innovation Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying standalone financial statements of Hindware Home Innovation Limited ("the Company"), which comprise the standalone Balance Sheet as at 31 March 2025, and the standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Statement of Changes in Equity and the standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of the Material accounting policies and other explanatory information (herein after 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 31 March 2025, its loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act 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 for the year ended 31 March 2025. 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter	How our audit addressed the key audit matters
<p>1. Recognition of revenue (Refer to the accompanying notes 3.4 and 30 of the standalone financial statements)</p> <p>The Company recognises revenues when the control of goods and/ or services are transferred to the customer at an amount that reflects the net consideration, which the Company expects to receive for those goods and/or services from customers in accordance with the terms of the contracts. In determining the sales price, the Company considers the effects of applicable rebates, and discounts (variable consideration).</p> <p>The terms of sales arrangements, including the timing of transfer of control, based on the terms of relevant contract and nature of discount and rebates arrangements, create complexities that require judgement in determining sales revenues.</p> <p>Considering the above factors and the risk associated with revenue recognition, we have determined the same to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> We read and evaluated the Company's revenue recognition policy and assessed its compliance in terms of Ind AS 115 'Revenue from contracts with customers'. We assessed the design and tested the operating effectiveness of internal controls related to sales and applicable rebates/discounts. We performed test for a sample of sales transactions by comparing the underlying sales invoices, sales orders and other related documents to assess that revenue is recognised on transfer of control to the customer in accordance with the terms of the contract. We tested on a sample basis discount and rebates schemes as approved by the management to assess its accounting. For the samples selected, we also compared that the actual discount and rebates recognised in respect of particular schemes do not exceed their approved amounts. Selected sample of sales transactions made pre- and post-year end, agreed the period of revenue recognition to underlying documents and the terms of sale. Performed analytical procedures on sales and sales return trend. We tested on a sample basis, that revenue has been recognised in the proper period with reference to the supporting documents including confirmations from customers; if any. <p>We read and assessed the relevant disclosures made in the IND AS standalone financial statements</p>



INFORMATION OTHER THAN THE STANDALONE 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 Annual report, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If based on the work we have performed, we conclude that there is a material misstatement therein, we are required to report that fact.

We have nothing to report in this regard.

RESPONSIBILITY OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 Directors 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 the Board of Directors either intends to liquidate the Company or

to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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.

As part of an audit in accordance with SAs, we exercise professional judgements 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 Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone financial statements 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 use of the going concern basis of accounting in preparation of the Standalone Financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended 31 March 2025 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.

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.

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 A" a 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, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules").
- c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including other comprehensive income, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows 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 Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Indian Accounting Standard) Rules, 2015 as amended.
- e) On the basis of the written representations received from the directors as on 31 March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the rules.
- g) 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 B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- 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 has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements – Refer Note no. 43 to the standalone financial statements;
- (ii) The Company has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March, 2025.
- (iv) (a) The management has represented that to the best of its knowledge and belief, no funds (which are material either individually or in 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(s) or entity(ies), including foreign entities ("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 to or 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 aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("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 from or on behalf of the Ultimate Beneficiaries
- (c) Based on such audit procedures that we have 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 (a) and (b) above as required by rule 11(e) of Companies (Audit and Auditors) Rules 2014, as amended, contains any material mis-statement.
- (v) (a) The dividend declared and paid by the Company during the year is in compliance with section 123 of the Companies Act, 2013.
- (b) The Board of Directors of the Company have not proposed dividend for the year 2024-25. (Refer note-55).
- (vi) Based on our examination, which included test checks, the Company has a widely used ERP as its accounting software for maintaining its books of account during the year ended 31 March 2025, which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year except (a) at database level the audit trail has not been enabled, (b) at application the audit trail was disabled from 2 December 2024 to 9 December 2024 due to upgradation of SAP accounting software, and (c) the audit trail feature was not enabled on certain relevant financial tables and privileged access to specific users to make direct changes to audit trail settings. Further the audit trail, to the extent maintained in the prior year has been preserved by the Company as per the Statutory requirements for record retention. Further, during the course of audit we did not come across any instance of audit trail feature being tempered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention. Also refer note 61 to the standalone financial statements.
- i) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

For **LODHA & CO LLP**
Chartered Accountants
Firm Registration No: 301051E/E300284

Shyamal Kumar
Partner

Place: Gurugram
Date: 24 May 2025

Membership No. 509325
UDIN - 25509325BMINUL3970

ANNEXURE "A" 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 on the standalone financial statements of Hindware Home Innovation Limited for the year ended 31 March 2025)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment (PPE), and relevant details of Right-of-use-Assets (ROU).
- (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) As per the physical verification program, certain Property, Plant and Equipment were physically verified during the year by the Management in the phased manner designed to cover all the items over a period of three years. Accordingly, during the year, certain items have been physically verified which, in our opinion, provides for physical verification at reasonable intervals having regard to the size of the Company and the nature of its property plant and equipment. Based on information and records provided, no material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), hence reporting under clause (i)(c) of the Order is not applicable.
- (b) According to the information and explanations given to us and as per the records verified, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facility, which are in agreement with the books of account other than those as set out below:

(₹ in lakh)

Name of the Bank / financial institution	Working capital/ Cash credit limit sanctioned	Nature of current assets offered as security	Quarter ended	Amount disclosed as per Stock Statement	Amount as per books of accounts	Differences	Remarks if any
Standard Chartered Bank, Citi Bank, The Hongkong and Shanghai Banking Corporation Limited, HDFC Bank Limited, Axis Bank Limited and The Federal Bank Limited.	15,900	Stock, trade receivables, advance to suppliers	30 June 2024	15,776	15,311	465	Difference inter-alia arise on factors, like: i. Regrouping / reclassification of ledger heads; ii. Line items on the date of submission of stock statement of each calendar month are subject to reconciliations and adjustments thereon; iii. Regrouping, settlements of sales schemes items in ledger, not considered for purpose of calculation in Stock Statement iv. Information to the banks are provided based on provisional numbers.
			30 September 2024	16,512	16,056	456	
			31 December 2024	14,242	13,725	517	
			31 March 2025	13,125	12,464	751	

(Refer Note No-24)



- (iii) (a) The Company has made investments in a Subsidiary and joint venture during the year. The company has not provided any guarantee during the year. During the year the company has granted loan to a subsidiary company. In respect of Loans given, details are as follows.

	(₹ in Lakhs)
	Loans
A. Aggregate amount of loan granted/provided during the year	
Loan to Hindware Limited (Subsidiary)	9,800.00
B. Balance Outstanding as at Balance Sheet date in respect of above Case:	
Loan to Hindware Limited (Subsidiary)	9,800.00

(Refer note no - 46)

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us in our opinion the terms and conditions under which such loan was granted/ investment made are not prejudicial to the Company's interest.
- (c) In respect of Loans granted By the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the Balance sheet date.
- (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) According to the information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or periods of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.
- (iv) The Company has not provided any security to the parties covered under Section 185. According to the information, explanations and representations provided by the management and based upon audit procedures performed, we are of the opinion that in respect of investments made and guarantees and loan provided, the Company has complied with the provisions of the Section 185 and 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits from the public or amounts which are deemed to be deposits within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and rules framed thereunder, hence, we do not offer any comment on the same.
- According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products and services. Accordingly, the provisions of clause (vi) of the Order are not applicable to the Company.
- (vii) (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues with the appropriate authorities to the extent applicable. There were no undisputed statutory dues payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at 31 March 2025 for a period of more than six months from the date they become payable, except for undisputed dues relating to Labour welfare fund of ₹ 25,302.
- (b) According to the records and information & explanations given to us, the details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of Statute	Nature of Due	Period	Amount	Forum where matter is pending
			(₹ in lakh)	
Finance Act 1994	Service Tax	2013-14	37.57	The Hon'ble Supreme court of India
Haryana CST Act	Haryana CST	2017-18	9.83	Excise & taxation Officer- Cum assessing Authority Gurgaon (South)
Gujarat VAT Act	Gujarat VAT	2014-15	82.51	The Hon'ble Gujarat VAT Tribunal, Ahmedabad
Gujarat GST Act, 2017	Goods and Service tax	2020-21	1.98	DEPUTY COMMISSIONER (APPEALS-II), Rajya Kar Bhavan, Ashram Road, Ahmedabad, Gujarat
Haryana GST Act, 2017	Goods and Service tax	2017-18	1,911.69	1 st Appellate Authority
Karnataka GST Act, 2017	Goods and Service tax	2018-19	10.00	JOINT COMMISSIONER (APPEALS), BMTC BUILDING, 2ND FLOOR, SHANTHINAGAR, BANAGLORE - 560027
Maharashtra GST Act, 2017	Goods and Service tax	2017-18	50.62	1 st Appellate Authority
Gujrat GST Act, 2017	Goods and Service tax	2018-19	34.52	Joint Commissioner of State Tax (Appeal-1), Rajya Kar Bhavan Ashram Road Ahmedabad
Telangana GST Act, 2017	Goods and Service tax	2018-19	99.23	Deputy Commissioner of State Tax
Telangana GST Act, 2017	Goods and Service tax	2018-19	14.71	Deputy Commissioner of State Tax
Punjab GST Act, 2017	Goods and Service tax	2019-20	0.20	Deputy Commissioner of Central Tax
Punjab GST Act, 2017	Goods and Service tax	2019-20	41.98	Excise & Taxation Officer-State Tax
Haryana GST Act, 2017	Goods and Service tax	2019-20	6.48	Superintendent of Central Tax
Maharashtra GST Act, 2017	Goods and Service tax	2019-20	6.18	Deputy Commissioner of State Tax
Telangana GST Act, 2017	Goods and Service tax	2020-21	2.42	Deputy Commissioner of State Tax*

* Appeal filed subsequent to 31 March, 2025

- (viii) As per the information and explanations and records provided, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) As per the information and explanations and records provided, in our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) As per the information and explanations and records provided, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief and information and records provided, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the standalone financial statements of the Company and based on the representations of the Company, we report that the Company has neither taken any funds from any entity or person during the year nor it has raised funds through issue of shares or borrowings on account of or to meet the obligations of its subsidiaries or joint venture.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint venture.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under this clause 3(x)(a) is not required.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company. The Company has made right issue of ₹ 24,969.92 lakhs during the year.
- (xi) (a) Based on the audit procedures performed and on the basis of information and explanations provided by the management, no fraud by the



- Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) According to the information and explanations and records made available by the management of the Company and audit procedures performed, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports issued to the Company during the year and till date in determining the nature, timing and extent of our audit procedures.
- (xv) On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) As per the information and representations provided, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934 and hence reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable. As per the explanations provided and based on the information, the Group does not have any Core Investment Company (CIC) as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has incurred cash losses of ₹ 4,113.64 lakh during the financial year covered by our audit and ₹ 1,509.90 lakh in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (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 standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company and/ or certificate with respect to meeting financial obligations by the Company as and when they fall due. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.
- (xxi) The reporting under Clause (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.

For **LODHA & CO LLP**

Chartered Accountants

Firm Registration No: 301051E/E300284

Shyamal Kumar

Partner

Place: Gurugram

Date: 24 May 2025

Membership No. 509325

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

OPINION

We have audited the internal financial controls with reference to standalone financial statements of Hindware Home Innovation Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Director of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements 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 on Auditing, 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 and, 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 with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 standalone 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 with reference to standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material



misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone

financial statements were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **LODHA & CO LLP**

Chartered Accountants

Firm Registration No: 301051E/E300284

Shyamal Kumar

Partner

Membership No. 509325

Place: Gurugram

Date: 24 May 2025

Standalone Balance Sheet

as at 31 March 2025

Particulars	Note	(₹ in lakh)	
		As at 31 March 2025	As at 31 March 2024
ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	4a	2,836.03	3,409.54
(b) Right of use assets	4a	3,402.98	4,316.40
(c) Capital work-in-progress	4b	189.09	71.04
(d) Other intangible assets	5a	39.39	42.43
(e) Other intangible assets under development	5b	7.60	7.60
(f) Financial assets			
(i) Investments	6	7,417.58	6,224.58
(ii) Loans	7	9,800.00	-
(iii) Other financial assets	8	247.10	421.39
(g) Income-tax assets (net)	38(d)	195.99	394.17
(h) Deferred tax assets (net)	22	5,112.39	3,610.77
(i) Other non-current assets	9	138.89	402.44
Total non-current assets		29,387.04	18,900.36
2. Current assets			
(a) Inventories	10	9,056.26	11,328.03
(b) Financial assets			
(i) Trade receivables	11	9,079.93	10,371.54
(ii) Cash and cash equivalents	12	510.20	1,060.98
(iii) Bank balances other than (ii) above	13	13.42	10.59
(iv) Other financial assets	14	400.93	375.14
(c) Other current assets	15	1,771.29	3,327.61
Total current assets		20,832.03	26,473.89
3. Group of assets classified as held for sale	53	347.97	-
Total assets		50,567.04	45,374.25
EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	16	1,672.93	1,445.93
(b) Other equity	17	27,740.52	7,262.22
Total equity		29,413.45	8,708.15
2. Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	-	5,100.00
(ii) Lease liabilities	19	3,439.48	4,434.64
(iii) Other financial liabilities	20	346.02	443.61
(b) Provisions	21	162.09	177.50
(c) Other non-current liabilities	23	74.18	112.38
Total non-current liabilities		4,021.77	10,268.13
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	24	820.49	9,305.44
(ii) Lease liabilities	25	536.74	665.56
(iii) Trade payables	26		
- Due to micro and small enterprise		1,550.83	1,497.38
- Due to others		4,122.13	5,433.57
(iv) Other financial liabilities	27	6,718.82	7,649.74
(b) Other current liabilities	28	1,288.06	1,542.56
(c) Provisions	29	303.18	303.72
(d) Liabilities associated with the group of assets classified as held for sale	53	1,791.57	-
Total current liabilities		17,131.82	26,397.97
Total liabilities		21,153.59	36,666.10
Total equity and liabilities		50,567.04	45,374.25

The accompanying notes form an integral part of the Standalone financial statements.
As per our report of even date attached

For and on behalf of the Board of Directors

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.: 301051E/E300284

G.L. Sultania
Director
DIN: 00060931

Sandip Somany
Chairman
DIN: 00053597

Shyamal Kumar
Partner
M. No. 509325

Payal M Puri
Company Secretary
ACS No.: 16068

Naveen Malik
Chief Executive Officer and
Chief Financial Officer

Place : Gurugram
Date : 24 May 2025

Place : Gurugram
Date : 24 May 2025



Standalone Statement of Profit and Loss

for the year ended 31 March 2025

Particulars	Note	(₹ in lakh)	
		For the year ended 31 March 2025	For the year ended 31 March 2024
Continuing Operations			
Income			
I Revenue from operations	30	35,235.05	42,171.75
II Other income	31	2,338.47	4,046.71
III Total income		37,573.52	46,218.46
IV Expenses			
Purchases of stock-in-trade	32	21,079.19	26,169.65
Changes in inventories of stock-in-trade	33	1,940.31	74.20
Employee benefits expense	34	5,711.25	6,748.43
Finance costs	35	1,524.92	1,775.54
Depreciation and amortisation expense	36	1,733.03	1,726.66
Other expenses	37	10,565.59	12,208.93
Total expenses		42,554.29	48,703.41
V Profit/(Loss) before exceptional items and tax		(4,980.77)	(2,484.95)
VI Exceptional items	59	(611.51)	-
VII Profit/(Loss) before tax from continuing operations		(5,592.28)	(2,484.95)
VIII Tax expense			
1. Current tax	38	-	-
2. MAT credit (entitlement)/ adjustment		-	367.58
3. Earlier year income tax		(13.05)	169.33
4. Deferred tax		(1,556.87)	(1,208.43)
Total tax expense		(1,569.92)	(671.52)
IX Profit/(Loss) for the year from continuing operations		(4,022.36)	(1,813.43)
Discontinued operations			
X Profit/(Loss) before tax from discontinued operations	53	95.86	(2,870.28)
XI Tax expenses of discontinued operations	38	33.50	(1,084.99)
XII Profit/(Loss) for the year from discontinued operations (X-XI)		62.36	(1,785.29)
XIII Profit/(Loss) for the year		(3,960.00)	(3,598.72)
XIV Other comprehensive income			
Other comprehensive income - Continuing operations			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plan		62.24	18.51
(ii) Income-tax relating to these items		(21.75)	(6.47)
Other comprehensive income - Discontinuing operations			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plan		-	2.82
(ii) Income-tax relating to these items		-	(0.99)
Other comprehensive income (net of tax)		40.49	13.87
XV Total comprehensive income for the year		(3,919.51)	(3,584.85)
XVI Earnings per equity share (of ₹ 2/- each):			
Basic and diluted - Continuing operations	41	(5.17)	(2.44)
Basic and diluted - Discontinued operations		0.08	(2.37)
Basic and diluted - Continuing operations and Discontinued operations		(5.09)	(4.81)

The accompanying notes form an integral part of the Standalone financial statements.
As per our report of even date attached

For and on behalf of the Board of Directors

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.: 301051E/E300284

G.L. Sultania
Director
DIN: 00060931

Sandip Somany
Chairman
DIN: 00053597

Shyamal Kumar
Partner
M. No. 509325

Payal M Puri
Company Secretary
ACS No.: 16068

Naveen Malik
Chief Executive Officer and
Chief Financial Officer

Place : Gurugram
Date : 24 May 2025

Place : Gurugram
Date : 24 May 2025

Standalone Statement of Cash Flows

for the year ended 31 March 2025

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flows from operating activities		
Profit/(Loss) before tax as per statement of profit and loss from:-		
- Continuing Operations	(5,592.28)	(2,484.95)
- Discontinued Operations	95.86	(2,870.28)
Profit/(Loss) before tax including discontinued operations	(5,496.42)	(5,355.23)
Adjustments for:		
Finance costs	1,693.80	2,009.89
Dividend income	(490.00)	(2,940.00)
Interest income	(337.43)	(29.84)
Gain on disposal of property, plant and equipment	(15.86)	(3.37)
Loss on disposal of property, plant and equipment	5.58	0.35
Bad debts written off	668.99	-
Exceptional Items	611.51	-
Impairment of investments	-	955.38
Sundry balances and liabilities/provision no longer required, written back	(913.06)	(442.34)
Provision for expected credit loss	334.24	1,418.83
Provision for doubtful advances/debts	31.07	99.48
Lease concession /liabilities written back	(420.52)	(98.76)
Profit on sale of current investments (net)	(0.18)	-
Depreciation and amortisation expenses	1,756.35	2,113.99
Net foreign exchange (gain)/loss	(1.48)	(2.44)
Transaction cost related to Right Issue	32.33	-
	(2,541.08)	(2,274.06)
Movements in working capital:		
(Increase)/decrease in trade and other receivables	427.85	2,129.04
(Increase)/decrease in inventories	2,238.63	767.06
(Increase)/decrease in other assets	1,507.74	763.16
Increase/(decrease) in trade and other liabilities	(692.77)	590.35
Increase/(decrease) in provisions	(15.95)	(11.00)
	3,465.50	4,238.61
Cash generated from / (used in) operations	924.42	1,964.55
Income taxes paid	(109.54)	(412.67)
Income tax refund	320.38	27.19
Net cash generated from / (used in) operating activities	1,135.26	1,579.07
Cash flows from investing activities:		
Payment to acquire financial assets	(500.37)	-
Proceeds on sale of financial assets	500.55	-
Investment in Joint Venture	(1,700.00)	(2,499.96)
Interest received	318.92	0.00
Investment in Subsidiary	(102.00)	(704.00)
Loan given to Subsidiary	(9,800.00)	-
Dividend income	490.00	2,940.00
Payments for property, plant and equipment	(600.46)	(546.62)
Proceeds from disposal of property, plant and equipment	83.84	37.98
Movement in other bank balances	(2.83)	(3.59)
Net Cash generated from/(used in) investing activities	(11,312.35)	(776.19)



Standalone Statement of Cash Flows

for the year ended 31 March 2025

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flows from financing activities:		
Repayment of borrowings	(825.00)	(225.00)
Loan from Subsidiary	1,500.00	2,000.00
Repayment of loan to Subsidiary	(6,000.00)	-
Movement in short-term borrowings (net)	(7,484.88)	1,214.63
Principal payment of lease liability	(519.35)	(786.82)
Interest on lease liability	(428.71)	(504.86)
Proceeds from Issuance of Equity share capital under Rights Issue	24,969.92	-
Transaction cost related to Right Issue	(88.25)	-
Dividends paid	(286.36)	(357.89)
Interest paid	(1,197.22)	(1,191.12)
Net Cash generated from / (used in) financing activities	9,640.15	148.94
Net increase / (decrease) in cash and cash equivalents:	(536.94)	951.82
Cash and cash equivalents at the beginning of the year	1,060.98	109.16
Less: Cash and cash equivalent classified as asset held for sale	13.84	-
Cash and cash equivalents at the end of the year	510.20	1,060.98

The movement in liabilities from financing activities:

Particulars	As at 31 March, 2024	Cashflows	Non-cashflow changes		As at 31 March, 2025 [^]
			Foreign exchange	Other	
Long term borrowings	5,325.00	(5,325.00)	-	-	-
Short term borrowings	9,080.44	(7,484.88)	-	-	1,595.56
Total liabilities from financing activities	14,405.44	(12,809.88)	-	-	1,595.56

Particulars	As at 31 March, 2023	Cashflows	Non-cashflow changes		As at 31 March, 2024
			Foreign exchange	Other	
Long term borrowings	3,550.00	1,775.00	-	-	5,325.00
Short term borrowings	7,865.81	1,214.63	-	-	9,080.44
Total liabilities from financing activities	11,415.81	2,989.63	-	-	14,405.44

[^] Including discontinued operations

The accompanying notes form an integral part of the Standalone financial statements.
As per our report of even date attached

For and on behalf of the Board of Directors

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.: 301051E/E300284

G.L. Sultania
Director
DIN: 00060931

Sandip Somany
Chairman
DIN: 00053597

Shyamal Kumar
Partner
M. No. 509325

Payal M Puri
Company Secretary
ACS No.: 16068

Naveen Malik
Chief Executive Officer and
Chief Financial Officer

Place : Gurugram
Date : 24 May 2025

Place : Gurugram
Date : 24 May 2025

Standalone Statement of Changes in Equity

for the year ended 31 March 2025

A. EQUITY SHARE CAPITAL

Particulars	Number of shares	₹ in lakh
Issued and paid up capital		
Balance as at 1 April 2023	7,22,96,395	1,445.93
Changes in equity share capital during the year	-	-
Balance as at 31 March 2024	7,22,96,395	1,445.93
Changes in equity share capital during the year*	1,13,49,962	227.00
Balance as at 31 March 2025	8,36,46,357	1,672.93

B. OTHER EQUITY

Particulars	Reserves and surplus				Other Comprehensive Income	Total
	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	Actuarial gain / (loss)	
Balance as at 1 April 2023	3,325.92	10.00	1,125.22	6,690.00	57.41	11,208.55
Profit/(Loss) for the year	-	-	-	(3,598.72)	-	(3,598.72)
Other comprehensive income for the year (net of tax)	-	-	-	-	13.87	13.87
Total comprehensive income for the year	-	-	-	(3,598.72)	13.87	(3,584.85)
Dividend paid	-	-	-	(361.48)	-	(361.48)
Balance as at 31 March 2024	3,325.92	10.00	1,125.22	2,729.80	71.28	7,262.22
Profit/(Loss) for the year	-	-	-	(3,960.00)	-	(3,960.00)
Other comprehensive income for the year (net of tax)	-	-	-	-	40.49	40.49
Total comprehensive income for the year	-	-	-	(3,960.00)	40.49	(3,919.51)
Right Issue of Equity Shares (Refer note 57) *	24,742.92	-	-	-	-	24,742.92
Expenses incurred on rights issue of equity shares	(55.92)	-	-	-	-	(55.92)
Dividend paid	-	-	-	(289.19)	-	(289.19)
Balance as at 31 March 2025	28,012.92	10.00	1,125.22	(1,519.39)	111.77	27,740.52

* The Committee of Directors (Rights Issue) at its meeting held on October 18, 2024, has inter alia considered and approved the rights issue of 1,13,49,962 fully paid-up Equity Shares of Rights issue price of ₹ 220 per equity share [including a premium of ₹ 218 per Equity Share] on Rights basis to the eligible equity shareholders in the ratio of 119 rights equity shares for every 758 equity shares held by the eligible equity shareholder for amount aggregating up to ₹ 24,969.92 lakh. Further, 1,13,49,962 equity shares were allotted by the Company on November 28, 2024.

The accompanying notes form an integral part of the Standalone financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.: 301051E/E300284

G.L. Sultania
Director
DIN: 00060931

Sandip Somany
Chairman
DIN: 00053597

Shyamal Kumar
Partner
M. No. 509325

Payal M Puri
Company Secretary
ACS No.: 16068

Naveen Malik
Chief Executive Officer and
Chief Financial Officer

Place : Gurugram
Date : 24 May 2025

Place : Gurugram
Date : 24 May 2025



Material accounting policies and other explanatory information to the standalone financial statements

for the year ended 31 March 2025

1. CORPORATE INFORMATION

Hindware Home Innovation Limited (the 'Company') is a public limited company incorporated in India under the Companies Act 2013. The registered office of the Company is situated in Kolkata and the corporate office is in Gurugram. The Company is into the business of selling and trading of Consumer products and Retail business. The equity shares of the Company is listed at National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

These standalone financial statements were approved and authorised for issue in accordance with the resolution of the Company's Board of Directors on 24 May 2025.

2. APPLICATION OF NEW AND REVISED INDIAN ACCOUNTING STANDARD ("IND AS")

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the standalone financial statements are authorised have been considered in preparing these standalone financial statements.

2.1 Recent accounting pronouncements

Introduction of Ind AS 117

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

Additionally, amendments have been made to Ind AS 101, First-time Adoption of Indian Accounting Standards, Ind AS 103, Business Combinations, Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, Ind AS 107, Financial Instruments: Disclosures, Ind AS 109, Financial Instruments and Ind AS 115, Revenue from Contracts with Customers to align them with Ind AS 117. The amendments also introduce enhanced disclosure requirements, particularly in Ind AS 107, to provide clarity regarding financial instruments associated with insurance contracts.

Amendments to Ind AS 116

Lease liability in a sale and leaseback, the amendments require an entity to recognise lease liability including

variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of use asset it retains.

The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have impact on the Company's Financial Statements.

3. MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

3.1 Statement of compliance with Indian Accounting Standards (Ind AS)

The standalone financial statements of the Company have been prepared in accordance with Ind AS notified by the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accordingly, the standalone financial statements for the year ended 31 March 2025 are prepared complying applicable Ind AS.

3.2 Historical cost convention

These standalone financial statements have been prepared on a historical cost convention except where certain financial assets and liabilities have been measured at fair value.

3.3 Business combinations

Business combinations involving entities under common control are accounted for using the pooling of interest method. The net assets of the transferor entity or business are accounted at their carrying amounts on the date of the acquisition subject to necessary adjustments required to harmonise accounting policies. Any excess or shortfall of the consideration paid over the share capital of transferor entity or business is recognised as capital reserve under equity.

3.4 Revenue recognition

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. Revenue is recognised net of sales reductions such as discounts and sales

Material accounting policies and other explanatory information to the standalone financial statements

for the year ended 31 March 2025

incentives granted. This variable consideration is estimated based on the expected value of outflow.

Sale of products:

Revenue from the sale of products is recognised when the Company has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Company will collect the consideration to which it is entitled to in exchange for the goods.

Sales-related warranties associated with the goods are integral to sales price and cannot be purchased separately, hence they serve as an assurance that the products sold comply with agreed-upon specifications. Accordingly, the Company accounts for warranties in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Rendering of services:

Revenue from services is recognised over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Interest and dividends

Interest income and expenses are reported on an accrual basis using the effective interest method. Dividends are recognised at the time the right to receive payment is established.

3.5 Leases

The Company's lease asset classes primarily consist of leases for Land and Buildings. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

3.6 Foreign currency transactions and translations

Initial recognition

The Company's standalone financial statements are presented in INR, which is also the Company's functional currency. Transactions in foreign currencies are recorded on initial recognition in the functional currency at the exchange rates prevailing on the date of the transaction.



Material accounting policies and other explanatory information to the standalone financial statements

for the year ended 31 March 2025

Measurement at the balance sheet date

Foreign currency monetary items of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Treatment of exchange difference

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

3.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale.

All other borrowing costs are expensed in the period in which they are incurred and reported in finance cost.

3.8 Employee benefits

Employee benefits include provident fund, pension fund, gratuity and compensated absences.

Defined contribution plans

The Company's contribution to provident fund and pension fund is considered as defined contribution plan and is charged as an expense as they fall due based on the amount of contribution required to be made and when services are rendered by the employees. The Company has no legal or constructive obligation to pay contribution in addition to its fixed contribution.

Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using 'the Projected Unit Credit method', with actuarial valuations being carried out at each Balance Sheet date. Re-measurements, comprising of actuarial gains and losses are recognised immediately in the balance

sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to the statement of profit and loss in subsequent periods. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are allowed to be carried forward over a period in excess of 12 months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date out of which the obligations are expected to be settled.

3.9 Taxation

Tax expense recognised in the statement of profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current tax

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the standalone financial statements. Calculation of current tax is based on tax rates and tax laws that

Material accounting policies and other explanatory information to the standalone financial statements

for the year ended 31 March 2025

have been enacted or substantively enacted by the end of the reporting period. Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognises MAT Credit as an asset, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement".

The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. The MAT Credit Entitlement is disclosed under the head 'Deferred tax assets (net)'.

Deferred tax

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognised in full, although Ind AS 12, Income Taxes, specifies limited exemptions.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in the statement of profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

3.10 Operating cycle

Based on the nature of products/activities of the Company and the normal time between purchase of raw materials and their realisation in cash or

cash equivalents, the Company has determined its operation cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.11 Operating expenses

Operating expenses are recognised in statement of profit or loss upon utilisation of the service or as incurred. Expenditure for warranties is recognised when the Company incurs an obligation, which is usually when the related goods are sold.

3.12 (a) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Property, plant and equipment are stated at their original cost including freight, duties, taxes and other incidental expenses relating to acquisition and installation.

The carrying amount of assets, including those assets that are not yet available for use, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, recoverable amount of asset is determined. An impairment loss is recognised in the statement of profit and loss whenever the carrying amount of an asset exceeds its recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined if no impairment loss had been recognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

Intangible Assets are recognised, if the future economic benefits attributable to the assets are expected to flow to the Company and cost of the asset can be measured reliably. All other expenditure is expensed as incurred. The same are amortised over the expected duration of benefits. Such intangible assets are measured at cost less any accumulated amortisation and impairment losses, if any and are amortised over their respective individual estimated useful life on straight-line method. The amortisation period and the amortisation method for an intangible



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for the year ended 31 March 2025

asset with a finite useful life are reviewed at least at the end of each reporting period and adjusted prospectively, if appropriate.

(c) Capital work-in-progress

Expenditure incurred during the period of construction, including all direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective property, plant and equipment. Capital work-in-progress includes capital inventory.

3.13 Depreciation and amortisation

Depreciation is charged on a pro-rata basis on the straight-line method at rates prescribed in Schedule II to the Companies Act, 2013 and is charged to the statement of profit and loss. Freehold land is not depreciated.

The estimated useful life of the items of property, plant and equipment are as follows:

Asset class	Useful life
Property, plant and equipment	
Plant and machinery	7.5 – 10 years*
Furniture and fixtures	2-10 years^
Office equipment	up to 5 years
Computer	3-6 years
Vehicles	8 years**
Intangible assets	
Software	6 years

* Moulds are parts of consumer appliances business of the Company, included in plant and machinery, are depreciated over a life of 10 years, which is different from life prescribed in schedule II of the Act, based on independent chartered engineer certificate

** Vehicles are being depreciated using written down value method as per life of 8 years mentioned in Schedule II of the Act

^ Wooden pallets are parts of consumer appliances business of the Company, included in furniture and fixtures, are depreciated over a life of up to 5 years which is lesser than life prescribed in schedule II of the Act, depending on the actual use of the asset.

3.14 Impairment of property, plant and equipment and Intangible assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable and impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

3.15 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

3.16 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.17 Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Costs of inventories are determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

3.18 Provisions and contingencies

A provision is recognised in the standalone financial statements where there exists a present obligation as a result of a past event, the amount of which can be reliably estimated, and it is probable that an outflow of resources would be necessitated in order to settle the obligation. If the effect of the time value of money

Material accounting policies and other explanatory information to the standalone financial statements

for the year ended 31 March 2025

is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the notes unless the outflow of resources is considered to be remote. Contingent assets are neither recognised nor disclosed in the standalone financial statements.

3.19 Equity, reserves and dividend payments

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Retained earnings include current and prior period retained profits. All transactions with owners of the Company are recorded separately within equity.

Dividend payable to equity shareholders are included in other liabilities when the dividends have been approved in a general meeting prior to the reporting date.

3.20 Earnings per share

Basic earnings or loss per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings or loss per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.21 Fair value measurement

The Company measures financial instruments such as investments in mutual funds, investment in certain equity shares etc. at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3.22 Financial instruments

I. Financial assets

(a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset, which are not at fair value through profit and loss, are added to fair value on initial recognition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss. However, trade receivable that do not contain a significant financing component are measured at transaction price.

(b) Subsequent measurement

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the



Material accounting policies and other explanatory information to the standalone financial statements

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financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) **Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) **Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are subsequently fair valued through statement of profit and loss.

(c) **Impairment of financial assets**

- (i) The Company assesses on a forward-looking basis the expected credit losses (ECL) associated with its assets measured at amortised cost and assets measured at fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 39 details how the Company determines whether there has been a significant increase in credit risk.
- (ii) Investments in subsidiaries, associates and joint ventures are carried at cost/deemed cost applied on transition to Ind AS, less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of investment is assessed and an impairment provision is recognised, if required immediately to its recoverable amount, being the higher of value in use or fair value less costs to sell. On disposal of such investments, difference between the net disposal proceeds and carrying amount is recognised in the statement of profit and loss.

(d) **De-recognition of financial assets**

A financial asset is derecognised when:

- The Company has transferred the right to receive cash flows from the financial assets or
- Retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity transfers the financial asset, it evaluates the extent to which it retains the risk and rewards of the ownership of the financial assets. If the entity transfers substantially all the risks and rewards of ownership of the financial asset, the entity shall derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer. If the entity retains substantially all the risks and rewards of ownership of the financial asset, the entity shall continue to recognise the financial asset.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of the ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial assets. Where the Company retains control of the financial assets, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

II. **Financial liabilities**

(a) **Initial recognition and subsequent measurement**

All financial liabilities are recognised initially at fair value and in case of borrowings and payables, net of directly attributable cost.

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments. Changes in the amortised value of liability are recorded as finance cost.

Material accounting policies and other explanatory information to the standalone financial statements

for the year ended 31 March 2025

III. Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may vary from actual realisation on future date.

IV. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.23 Derivative financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in statement of profit and loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedging relationship and the nature of the hedged item.

3.24 Significant accounting judgements, estimates and assumptions

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Estimation of defined benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(ii) Estimation of current tax and deferred tax

Management judgement is required for the calculation of provision for income - taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to adjustment to the amounts reported in the standalone financial statements.

(iii) Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technological obsolescence that may change the utility of certain property, plant and equipment.



Material accounting policies and other explanatory information to the standalone financial statements

for the year ended 31 March 2025

(iv) Impairment of trade receivables

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

(v) Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date (refer note 39).

(vi) Impairment of Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash-generating unit or groups of cash-generating units which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long-term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

Notes forming part of Standalone Financial Statements

NOTE 4A - PROPERTY, PLANT AND EQUIPMENT

Description of assets	(₹ in lakh)									
	Leasehold improvements	Right to use - Building	Plant and equipment	Office equipment	Furniture and fixtures	Computers	Vehicles	Total		
I. Gross block										
Balance as at 01 April 2023	936.25	8,322.59	3,023.45	320.32	1,750.47	664.03	175.79	15,192.90		
Additions	-	303.65	751.79	24.00	280.82	57.73	144.82	1,562.81		
Disposals/adjustment	-	(1,477.41)	-	-	-	(41.10)	(75.87)	(1,594.38)		
Balance as at 31 March 2024	936.25	7,148.83	3,775.24	344.32	2,031.29	680.66	244.74	15,161.33		
Additions - Continuing operations	-	1,538.05	177.13	0.31	194.87	64.07	73.41	2,047.84		
Additions - Assets held for sale	-	-	-	-	-	-	-	-		
Disposals/adjustment - Continuing operations	-	(2,576.03)	-	(1.61)	-	(67.44)	(110.29)	(2,755.37)		
Adjustments due to Discontinued Operations	(163.52)	(884.95)	(7.75)	(63.14)	(307.89)	(88.95)	(20.51)	(1,536.71)		
Balance as at 31 March 2025	772.73	5,225.90	3,944.62	279.88	1,918.27	588.34	187.35	12,917.09		
II. Accumulated depreciation										
Balance as at 01 April 2023	690.11	2,518.95	1,232.17	224.14	915.06	452.15	93.39	6,125.97		
Depreciation charge for the year	54.53	1,025.24	347.60	38.83	439.25	121.71	43.62	2,070.78		
Disposals/adjustment	-	(711.76)	-	-	-	(31.51)	(50.50)	(793.77)		
Impairment	10.63	-	-	3.88	7.23	3.83	6.84	32.41		
Balance as at 31 March 2024	755.27	2,832.43	1,579.77	266.85	1,361.54	546.18	93.35	7,435.39		
Depreciation charge for the year - continuing operations	38.10	719.29	384.22	30.93	412.70	97.28	46.51	1,729.03		
Depreciation charge for the year - discontinued operations	-	23.32	-	-	-	-	-	23.32		
Disposals/adjustment - Continuing operations	-	(1,161.10)	-	(1.26)	-	(53.70)	(65.15)	(1,281.21)		
Adjustments due to Discontinued Operations	(163.52)	(591.02)	(7.75)	(63.14)	(307.89)	(87.41)	(7.72)	(1,228.45)		
Balance as at 31 March 2025	629.85	1,822.92	1,956.24	233.38	1,466.35	502.35	66.99	6,678.08		
Net block (I-II)										
Balance as at 31 March 2025	142.88	3,402.98	1,988.38	46.50	451.92	85.99	120.36	6,239.01		
Balance as at 31 March 2024	180.98	4,316.40	2,195.47	77.47	669.75	134.48	151.39	7,725.94		

Refer note 18 for detail of property, plant and equipment hypothecated as security by the Company.



Notes forming part of Standalone Financial Statements

NOTE 4B - CAPITAL WORK-IN-PROGRESS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Capital work in progress	189.09	71.04
	189.09	71.04

(i) Details and Ageing of CWIP

As at 31 March 2025

Particulars	Amount for a period of				Total
	less than 1 year	1 to 2 years	2 to 3 years	more than 3 years	
Project in progress	175.20	13.89	-	-	189.09

As at 31 March 2024

Particulars	Amount for a period of				Total
	less than 1 year	1 to 2 years	2 to 3 years	more than 3 years	
Projects in progress	71.04	-	-	-	71.04

(ii) The expected completion of projects whose completion is over due /delayed is as follows:

Particulars	As at 31 March 2025				Total
	less than 1 year	1 to 2 years	2 to 3 years	more than 3 years	
Other Miscellaneous Projects	13.89	-	-	-	13.89
Total	13.89	-	-	-	13.89

There are no projects which are over due as at 31 March 2024.

There are no projects which are over-run as at 31 March 2025 as well as 31 March 2024.

NOTE 5A- OTHER INTANGIBLE ASSETS

Description of assets	(₹ in lakh)	
	Computer software	Total
I. Gross block		
Balance as at 01 April 2023	355.40	355.40
Additions	20.16	20.16
Disposals/adjustment	-	-
Balance as at 31 March 2024	375.56	375.56
Additions - Continuing operations	0.96	0.96
Additions - Assets held for sale	-	-
Disposals/adjustment - Continuing operations	-	-
Adjustments due to Discontinued Operations	(91.54)	(91.54)
Balance as at 31 March 2025	284.98	284.98
II. Accumulated amortisation		
Balance as at 01 April 2023	322.33	322.33
Amortisation charge for the year	10.80	10.80
Disposals/adjustment	-	-

Notes forming part of Standalone Financial Statements

NOTE 5A- OTHER INTANGIBLE ASSETS (Contd.)

(₹ in lakh)		
Description of assets	Computer software	Total
Balance as at 31 March 2024	333.13	333.13
Amortisation charge for the year - continuing operations	4.00	4.00
Amortisation charge for the year - discontinued operations	-	-
Disposals/adjustment - Continuing operations	-	-
Adjustments due to Discontinued Operations	(91.54)	(91.54)
Balance as at 31 March 2025	245.59	245.59
Net block (I-II)		
Balance as at 31 March 2025	39.39	39.39
Balance as at 31 March 2024	42.43	42.43

NOTE 5B - OTHER INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in lakh)		
Particulars	As at 31 March 2025	As at 31 March 2024
Other intangible assets under development	7.60	7.60
	7.60	7.60

(i) Details and ageing of other intangible assets under development**As at 31 March 2025**

Particulars	Amount for a period of				Total
	less than 1 year	1 to 2 years	2 to 3 years	more than 3 years	
Project in progress	-	7.60	-	-	7.60

As at 31 March 2024

Particulars	Amount for a period of				Total
	less than 1 year	1 to 2 years	2 to 3 years	more than 3 years	
Projects in progress	7.60	-	-	-	7.60

(ii) The expected completion of projects whose completion is over due /delayed is as follows:

(₹ in lakh)					
Particulars	As at 31 March 2025				Total
	less than 1 year	1 to 2 years	2 to 3 years	more than 3 years	
Other Miscellaneous Projects	7.60	-	-	-	7.60
Total	7.60	-	-	-	7.60

There are no projects which are over due as at 31 March 2024.

There are no projects which are over-run as at 31 March 2025 as well as 31 March 2024.



Notes forming part of Standalone Financial Statements

NOTE 6 - NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakh	Number	₹ in lakh
(A) Investments carried at Amortised cost				
I) Investment in Subsidiaries				
(i) Investment in equity shares fully paid-up				
Unquoted investments (fully paid-up) (at cost)				
Evok Homes Private Limited (face value ₹ 10 each)	76,80,000	712.72	76,80,000	712.72
Less : Provision for impairment of investments		(712.72)		(712.72)
Hindware Limited (face value ₹ 2 each)	4,90,00,000	10.00	4,90,00,000	10.00
HHIL Limited (face value ₹ 2 each) (Refer note 58)	50,00,000	100.00	-	-
(ii) Investment in equity shares partly paid-up				
Unquoted investments (partly paid-up) (at cost)				
Hindware Limited (face value ₹ 2 each, ₹ 1 paid-up)	2,00,000	2.00	-	-
(iii) Investment in equity component of debt instruments				
Evok Homes Private Limited		128.56		128.56
Less : Provision for impairment of Preference share		(128.56)		(128.56)
II) Investment in Joint Ventures				
(i) Investment in equity shares fully paid-up				
Hintastica Private Limited (face value ₹ 10 each)	5,48,787	7,886.34	4,22,861	6,186.34
Less : Provision for impairment of investments (Refer note 59)		(611.51)		-
Deemed equity contribution [#]		30.75		28.24
		7,417.58		6,224.58
Total investments		7,417.58		6,224.58

[#] Fair value of letter of guarantee given for the Hintastica Private Limited (refer note 27)

Other disclosures	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Aggregate amount of unquoted investments	8,870.37	7,065.86
Aggregate amount of diminution of investments	1,452.79	841.28

NOTE 7 - NON-CURRENT FINANCIAL ASSETS - LOANS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(unsecured and considered good, unless stated otherwise)		
Loans to related parties (refer note 46)	9,922.62	114.10
Less: Provision for Preference loan component	(122.62)	(114.10)
	9,800.00	-

NOTE 8 - NON-CURRENT FINANCIAL ASSETS - OTHER FINANCIAL ASSETS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(unsecured and considered good)		
Security deposits	247.10	421.39
	247.10	421.39

Notes forming part of Standalone Financial Statements

NOTE 9 - OTHER NON-CURRENT ASSETS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(unsecured and considered good)		
Capital advances	123.00	116.22
Balances with government authorities *	15.89	286.22
	138.89	402.44

* Deposits against demand under dispute/legal case

NOTE 10 - INVENTORIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(At cost or net realisable value, whichever is lower)		
Stock-in-trade	8,930.41	11,159.45
Packing material	125.85	168.58
	9,056.26	11,328.03

Refer note 24 for information on inventory hypothecated as security by the Company.

NOTE 11 - TRADE RECEIVABLES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(i) Trade Receivables considered good - Secured	224.78	272.80
(ii) Trade Receivables considered good - Unsecured*	8,855.15	10,098.74
(iii) Trade Receivables - credit impaired	2,409.42	2,604.04
Total	11,489.35	12,975.58
Less: Provision for expected credit loss	2,409.42	2,604.04
	9,079.93	10,371.54

* Including of Evok Homes Private Limited ₹ 25.51 lakh (previous year ₹ 23.50 lakh), AGI Greenpac Limited ₹ 0.32 lakh (previous year ₹ 0.11 lakh)

As at 31 March 2025

Particulars	(₹ in lakh)						Total
	Outstanding for following period from due date of payment						
	Not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	2,504.87	3,656.81	760.26	494.74	531.72	-	7,948.40
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	54.67	172.80	350.99	578.46
(iv) Disputed Trade Receivables - considered good	-	0.08	212.11	306.61	612.73	-	1,131.53
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	34.07	204.24	1,592.65	1,830.96
Total	2,504.87	3,656.89	972.37	890.09	1,521.49	1,943.64	11,489.35
Total Provision (iii+vi)	-	-	-	88.74	377.04	1,943.64	2,409.42



Notes forming part of Standalone Financial Statements

NOTE 11 - TRADE RECEIVABLES (Contd.)

As at 31 March 2024

Particulars	Outstanding for following period from due date of payment						(₹ in lakh)
	Not due	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables - considered good	2,691.51	4,626.90	671.18	1,363.22	443.19	-	9,796.00
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	127.07	345.25	151.44	147.73	346.99	1,118.48
(iv) Disputed Trade Receivables - considered good	-	0.12	9.78	365.50	200.14	-	575.54
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	40.61	66.71	1,378.24	1,485.56
Total	2,691.51	4,754.09	1,026.21	1,920.77	857.77	1,725.23	12,975.58
Total Provision (iii+vi)	-	127.07	345.25	192.05	214.44	1,725.23	2,604.04

Movement in the allowance for provision for expected credit loss

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Opening balance	2,604.04	1,185.21
Expected credit losses provided for during the year (refer note 37)	277.70	1,418.83
Less:- Amount pertaining to discontinued business included in opening	(472.32)	-
	2,409.42	2,604.04

Trade receivables are hypothecated against the borrowings obtained by the Company as referred in note 24

NOTE 12 - CASH AND CASH EQUIVALENTS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Balances with banks	488.44	1,036.86
Cash in hand	-	2.61
Remittance in transit	21.76	21.51
	510.20	1,060.98

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

NOTE 13 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Earmarked balances with banks		
Unpaid dividends accounts *	13.42	10.59
	13.42	10.59

* Not due for deposit in investor education and protection fund

Notes forming part of Standalone Financial Statements

NOTE 14 - CURRENT FINANCIAL ASSETS - OTHER FINANCIAL ASSETS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(unsecured and considered good)		
Other financial assets		
Other receivable *	400.93	375.14
	400.93	375.14

* Includes receivable from Hintastica Private Limited ₹ 400.70 lakh (previous year ₹ 368.65 lakh), Evok Homes Private Limited ₹ 0.23 lakh (previous year ₹ 2.28 lakh), Hindware Limited Nil (previous year ₹ 0.62 lakh)

NOTE 15 - OTHER CURRENT ASSETS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(unsecured and considered good, unless stated otherwise)		
Prepaid expenses	109.95	144.43
Balances with government authorities	981.43	1,609.12
Others		
- Advance to suppliers	208.92	1,016.12
Considered doubtful	56.87	129.45
Less : Provision for doubtful advances against supplies	(56.87)	(129.45)
- Employee advances	6.39	4.54
- Other current assets*	464.60	553.40
Considered doubtful	-	1.08
Less : Provision for doubtful assets	-	(1.08)
	1,771.29	3,327.61

* Includes receivable from HHIL Limited ₹ 9.00 lakh, Hintastica Private Limited Nil (previous year ₹ 166.34 lakh), and Evok Homes Private Limited Nil (previous year ₹ 4.06 lakh)

NOTE 16 - EQUITY SHARE CAPITAL

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of shares	₹ in lakh	No. of shares	₹ in lakh
Authorised:				
Equity shares of ₹ 2 each	15,00,00,000	3,000.00	7,50,00,000	1,500.00
Issued:				
Equity shares of ₹ 2 each	8,36,46,357	1,672.93	7,22,96,395	1,445.93
Subscribed and fully paid:				
Equity shares of ₹ 2 each	8,36,46,357	1,672.93	7,22,96,395	1,445.93
	8,36,46,357	1,672.93	7,22,96,395	1,445.93



Notes forming part of Standalone Financial Statements

NOTE 16 - EQUITY SHARE CAPITAL (Contd.)

(a) Reconciliation of share outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakh	Number	₹ in lakh
Equity shares outstanding at the beginning of the year	7,22,96,395	1,445.93	7,22,96,395	1,445.93
Add: Issue of shares during the year (Refer note 57)	1,13,49,962	227.00	-	-
Equity shares outstanding at the end of the year	8,36,46,357	1,672.93	7,22,96,395	1,445.93

(b) Statement of changes in promoters stake

Shares held by promoters[^] at the end of the year

S. No	Promoter name	As at 31 March 2025		As at 31 March 2024		% Change during the year
		No. of shares	% of holding	No. of shares	% of holding	
1.	Sandip Somany	73,21,210	8.75%	60,39,731	8.35%	0.40%
2.	Sumita Somany	1,90,735	0.23%	1,61,000	0.22%	0.01%
3.	Divya Somany	1,74,047	0.21%	1,46,912	0.20%	0.01%
4.	Sandip Somany HUF	1,13,531	0.14%	95,832	0.13%	0.01%
5.	Shashvat Somany	90,325	0.11%	76,244	0.11%	0.00%
6.	Somany Impresa Limited	3,62,27,771	43.31%	3,05,79,968	42.30%	1.01%
7.	Matterhorn Trust	119	0.00%	100	0.00%	0.00%
Total		4,41,17,738	52.74%	3,70,99,787	51.32%	

[^] Promoter here means promoter as defined in the Companies Act, 2013.

(c) Terms and rights attached to equity shares

The Company has issued only one class of equity shares having par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after settling of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) List of shareholders holding more than 5% of the equity share capital of the Company as at: *

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	% of holding	Number	% of holding
Somany Impresa Limited	3,62,27,771	43.31%	3,05,79,968	42.30%
Sandip Somany	73,21,210	8.75%	60,39,731	8.35%

* Information is furnished as per shareholder register as at the year end.

(e) There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus shares and bought back during the last 5 years.

(f) Pursuant to the Scheme of arrangement the Company had issued 7,22,96,395 Equity Shares to the Shareholders of AGI Greenpac Limited. On 23rd August 2019 (Allotment date) Hindware Home Innovation Limited had issued one equity share for every equity share held of AGI Greenpac Limited on the date of 20th August 2019 (Record date) for consideration other than cash.

Notes forming part of Standalone Financial Statements

NOTE 17 - OTHER EQUITY

Particulars	Reserves and surplus					Other Comprehensive Income	Total
	Securities premium account	Capital reserve	General reserve	Retained earnings	Actuarial gain / (loss)		
						(₹ in lakh)	
Balance as at 01 April 2023	3,325.92	10.00	1,125.22	6,690.00	57.41	11,208.55	
Profit for the year	-	-	-	(3,598.72)	-	(3,598.72)	
Other comprehensive income for the year (net of tax)	-	-	-	-	13.87	13.87	
Total comprehensive income for the year	-	-	-	(3,598.72)	13.87	(3,584.85)	
Dividend paid	-	-	-	(361.48)	-	(361.48)	
Balance as at 31 March 2024	3,325.92	10.00	1,125.22	2,729.80	71.28	7,262.22	
Profit for the year	-	-	-	(3,960.00)	-	(3,960.00)	
Other comprehensive income for the year (net of tax)	-	-	-	-	40.49	40.49	
Total comprehensive income for the year	-	-	-	(3,960.00)	40.49	(3,919.51)	
Right Issue of Equity Shares (Refer note 57)	24,742.92	-	-	-	-	24,742.92	
Expenses incurred on rights issue of equity shares	(55.92)	-	-	-	-	(55.92)	
Dividend paid	-	-	-	(289.19)	-	(289.19)	
Balance as at 31 March 2025	28,012.92	10.00	1,125.22	(1,519.39)	111.77	27,740.52	

Nature and purpose of other reserves:

- Capital reserve is created on cancellation of equity shares consequent to the Scheme of Arrangement approved by the National Company Law Tribunal
- Securities premium account is used to record the premium on issue of shares. The same is utilised in accordance with the provisions of the Act.
- General reserves was created by transferring certain amount out of profits at the time of distribution of dividend in the past.

NOTE 18 - NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Secured:		
Rupee loan	-	825.00
Unsecured:		
Inter corporate loan from related party (refer note 46)	-	4,500.00
	-	5,325.00
Less: Current maturities of long-term borrowings (refer note 24)	-	225.00
	-	5,100.00

Note:

- Rupee Loan of Nil (previous year ₹ 825.00 lakh) is secured by First Pari Passu charge on Movable Fixed Assets (PPE) of the Company, carrying interest rate @ 1 Year MCLR + 8 bps, which has been fully repaid during the year.
- Inter Corporate Loan of Nil (previous year ₹ 4,000.00 lakh) has been received from Hindware Limited (subsidiary), carrying interest rate @ 1 Year MCLR + 33bps, which has been fully repaid during the year.
- Inter Corporate Loan of Nil (previous year ₹ 500.00 lakh) has been received from Hindware Limited (subsidiary), carrying interest rate @ 1 Year MCLR + 33bps, which has been fully repaid during the year.
- During the year, Inter Corporate Loan of ₹ 1500.00 lakh has been received from Hindware Limited (subsidiary), carrying interest rate @ 1 Year MCLR + 33bps, which has been fully repaid during the year.



Notes forming part of Standalone Financial Statements

NOTE 19 - NON-CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

(₹ in lakh)

Particulars	As at 31 March 2025	As at 31 March 2024
Lease liabilities (refer note 48)	3,439.48	4,434.64
	3,439.48	4,434.64

NOTE 20 - NON-CURRENT FINANCIAL LIABILITIES - OTHER FINANCIAL LIABILITIES

(₹ in lakh)

Particulars	As at 31 March 2025	As at 31 March 2024
Trade deposits	346.02	443.61
	346.02	443.61

NOTE 21 - NON-CURRENT LIABILITIES - PROVISIONS

(₹ in lakh)

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
Long-term employee benefits		
Provision for compensated absences (refer note 40)	152.07	163.11
Provision for long service award	10.02	14.39
	162.09	177.50

NOTE 22 - DEFERRED TAX ASSETS (NET)

(₹ in lakh)

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax asset arising on account of		
Business losses	2,706.08	969.97
Difference between book balance and tax balance of property, plant and equipment and right of use asset (net of lease liability)	811.27	778.68
Expected credit loss / impairment of financial assets	1,062.68	1,178.13
Provision for employee benefits	37.37	55.86
MAT credit entitlement	175.48	175.48
Others	319.51	452.65
	5,112.39	3,610.77
Deferred tax liabilities	-	-
Deferred tax assets (net)	5,112.39	3,610.77

Notes forming part of Standalone Financial Statements

NOTE 22 - DEFERRED TAX ASSETS (NET) (Contd.)**Deferred tax assets (net) in relation to:**

				(₹ in lakh)
Particulars	As at 1 April 2024	Recognised in statement of profit and loss*	Recognised in other comprehensive income*	As at 31 March 2025
Deferred tax asset arising on account of				
Business losses	969.97	1,736.11	-	2,706.08
Difference between book balance and tax balance of property, plant and equipment and Right of use asset (net of lease liability)	778.68	32.59	-	811.27
Expected credit loss / impairment of financial assets	1,178.13	(115.45)	-	1,062.68
Provision for employee benefits	55.86	3.26	(21.75)	37.37
Others	452.65	(133.14)	-	319.51
Sub total	3,435.29	1,523.37	(21.75)	4,936.91
Net deferred tax assets	3,435.29	1,523.37	(21.75)	4,936.91

				(₹ in lakh)
Particulars	As at 1 April 2023	Recognised in statement of profit and loss*	Recognised in other comprehensive income*	As at 31 March 2024
Deferred tax asset arising on account of				
Business losses	-	969.97	-	969.97
Difference between book balance and tax balance of property, plant and equipment and Right of use asset (net of lease liability)	614.79	163.89	-	778.68
Expected credit loss / impairment of financial assets	425.01	753.12	-	1,178.13
Provision for employee benefits	70.35	(7.03)	(7.46)	55.86
Others	39.18	413.47	-	452.65
Sub total	1,149.33	2,293.42	(7.46)	3,435.29
Net deferred tax assets	1,149.33	2,293.42	(7.46)	3,435.29

* Including discontinued operations

The company has deferred tax assets ("DTA") comprising of deductible temporary differences, brought forward losses and unabsorbed depreciation under tax laws. The management has reasonable certainty and is confident about the realisation of DTA, therefore DTA has been recognised to the extent it is considered probable that future taxable profits will be available.

MAT credit movement

		(₹ in lakh)
Particulars		Amount
MAT credit entitlement as on 01 April 2023		712.39
MAT credit recognised		-
MAT credit adjustment/reversal		(367.58)
MAT credit utilisation		(169.33)
MAT credit entitlement as on 31 March 2024		175.48
MAT credit recognised		-
MAT credit adjustment/reversal		-
MAT credit utilisation		-
MAT credit entitlement as on 31 March 2025		175.48



Notes forming part of Standalone Financial Statements

NOTE 23 - OTHER NON-CURRENT LIABILITIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Employee related payables	74.18	112.38
	74.18	112.38

NOTE 24 - CURRENT FINANCIAL LIABILITIES - BORROWINGS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Secured borrowings		
From banks		
Cash credit - loans repayable on demand	-	0.44
Working capital demand loan	820.49	9,080.00
	820.49	9,080.44
Current maturities of long-term borrowings (refer note 18)	-	225.00
	-	225.00
	820.49	9,305.44

Short term loan facilities:

- The interest rate for the above short-term borrowings is REPO + 175 bps.
- Working capital and Cash credit facilities are secured by hypothecation of inventories, finished, semi-finished goods and receivables of the Company. The Working capital facilities and Cash credit facilities are repayable on demand.
- The Company has been sanctioned a working capital limit in excess of ₹ 5 crore, in aggregate, at points of time during the year, from bank on the basis of security of current assets. The quarterly returns/ statements filed by the Company with the bank, are generally in agreement with the books of accounts other than those as set out below:

(₹ in lakh)							
Name of the Bank/ financial institution	Working capital/ Cash credit limit sanctioned	Nature of current assets offered as security	Quarter ended	Amount disclosed as per Stock Statement	Amount as per books of accounts	Differences	Remarks if any
Standard Chartered Bank, Citi Bank, The Hongkong and Shanghai Banking Corporation Limited, HDFC Bank Limited, Axis Bank Limited and The Federal Bank Limited.	15,900	Stock, trade receivables, advance to suppliers	June 30,2024	15,776	15,311	465	Difference inter-alia arise on factors, like: i. Regrouping / reclassification of ledger heads; ii. Line items on the date of submission of stock statement of each calendar month are subject to reconciliation's and adjustments thereon; iii. Regrouping, settlements of sales schemes items in ledger, not considered for purpose of calculation in Stock Statement iv. Information to the banks are provided based on provisional numbers.
			September 30,2024	16,512	16,056	456	
			December 31,2024	14,242	13,725	517	
			March 31,2025	13,215	12,464	751	

Notes forming part of Standalone Financial Statements

NOTE 25 - CURRENT FINANCIAL LIABILITIES- LEASE LIABILITIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Lease liabilities (refer note 48)	536.74	665.56
	536.74	665.56

NOTE 26 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
- Dues to micro and small enterprises	1,550.83	1,497.38
- Dues to other than micro and small enterprises*	4,122.13	5,433.57
	5,672.96	6,930.95

* Including of Hintastica Private Limited Nil (previous year ₹ 0.50 lakh)

As at 31 March 2025

Particulars	Outstanding for following period from due date of payment						Total
	(₹ in lakh)						
	Unbilled	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Micro and small enterprises	71.80	1,207.61	192.70	42.80	23.11	12.81	1,550.83
(ii) Others	231.76	3,802.26	51.17	22.43	9.62	4.89	4,122.13
Total							5,672.96

As at 31 March 2024

Particulars	Outstanding for following period from due date of payment						Total
	(₹ in lakh)						
	Unbilled	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Micro and small enterprises	100.16	589.60	688.12	82.98	32.57	3.95	1,497.38
(ii) Others	1,715.52	3,162.96	527.66	10.24	6.38	10.81	5,433.57
Total							6,930.95

Disclosure under MSME Act, 2006

Dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 to the extent identified and information available with the Company pursuant to Section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006, details as certified by the management are mentioned below:

Particulars	(₹ in lakh)	
	As at 31 March 2025^	As at 31 March 2024
Principal amount overdue and remaining unpaid to any supplier*	718.38	995.51
Interest due thereon remaining unpaid to any supplier	19.20	42.77
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers beyond the appointed day during the year	458.56	114.24
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	278.03	335.55
Interest accrued and remaining unpaid	393.07	583.70

* Includes dues of Micro and Small Enterprises included within other financial liabilities.

^ Including discontinued operations.



Notes forming part of Standalone Financial Statements

NOTE 27 - CURRENT FINANCIAL LIABILITIES - OTHER FINANCIAL LIABILITIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Interest accrued but not due on borrowings [®]	2.13	61.95
Unclaimed dividend [^]	13.42	10.59
Security deposits/Retention money	2.47	70.10
Others		
Employee related payables	1,004.38	1,192.09
Towards capital creditors	189.93	161.38
Financial obligation towards letter of guarantee (refer note 6)	30.75	28.24
Gratuity payable (net of obligation)	8.16	27.43
Other payables [#]	5,467.58	6,097.96
	6,718.82	7,649.74

[®] Including of Hindware Limited of Nil (previous year ₹ 34.69 lakh)

[^] Not due for deposit in Investors Education and Protection Fund

[#] Including of Hindware Limited of ₹ 139.11 lakh (previous year ₹ 64.13 lakh), AGI Greenpac Limited of ₹ 3.81 lakh (previous year Nil)

NOTE 28 - OTHER CURRENT LIABILITIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Advances received from customers	194.67	423.29
Payable towards statutory dues	1,082.73	1,083.12
Other payable	10.66	36.15
	1,288.06	1,542.56

NOTE 29 - CURRENT LIABILITIES - PROVISIONS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
Provision for compensated absences (refer note 40)	17.11	18.11
Provision for Long service award	1.26	0.80
Provision for warranty	284.81	284.81
	303.18	303.72
Movement in the warranty provisions		
Balance as at the beginning of year	284.81	284.81
Additional provisions recognised (included in Other expenses)	-	-
Balance as at the end of year	284.81	284.81

Warranty claims:

The provision for warranty claims represent the present value of best estimate of the future outflow of economic benefits that will be required under the Company obligations for warranties under the local sale of goods. The estimate has been made based on historical warranty trends and may vary as a result of new materials, services or other events. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns based on warranty period of certain products up to 2 years.

Notes forming part of Standalone Financial Statements

NOTE 30 - REVENUE FROM OPERATIONS

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
(i) Revenue from operations		
Sale of goods	34,641.49	41,641.31
Revenue from rendering of services	10.70	65.91
Other operating revenue [®]	582.86	464.53
	35,235.05	42,171.75
Segment wise revenue information		
Consumer products	35,653.50	44,481.99
Total	35,653.50	44,481.99
Less:- Revenue from discontinued operations	(418.45)	(2,310.24)
Total revenue from operations	35,235.05	42,171.75
(ii) Unsatisfied Performance Obligation		
Aggregated amount of Transaction Price allocated to the contracts that are fully or partially unsatisfied at the end of the reporting period		
Sale of goods	194.67	423.29
(iii) Reconciliation of contract price vis a vis revenue recognised in profit and loss statement is as follows:-		
Contract Price		
(a) Sale of goods	42,438.61	49,546.75
(b) Revenue from rendering of services	10.70	65.91
(c) Other operating revenue	582.86	464.53
Adjustment:-		
Discount/Rebate	7,797.12	7,905.44
Revenue recognised in the statement of profit and loss account	35,235.05	42,171.75
® Other operating revenues comprise of:		
Sundry balances and liabilities no longer required, written back	424.63	287.42
Insurance claims received	151.15	177.11
Miscellaneous receipts	7.08	-
	582.86	464.53

NOTE 31 - OTHER INCOME

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income on financial assets	337.01	23.64
Rental income	126.44	127.45
Profit on sale of current investments (net)	0.18	-
Profit on sale of property, plant and equipment	13.30	3.37
Management fee	816.24	604.43
Dividend income	490.00	2,940.00
Miscellaneous income	527.79	280.12
Gain on foreign exchange fluctuations	27.51	67.70
	2,338.47	4,046.71



Notes forming part of Standalone Financial Statements

NOTE 32 - PURCHASES OF STOCK-IN-TRADE

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Consumer appliances and others	21,079.19	26,169.65
	21,079.19	26,169.65

NOTE 33 - CHANGES IN INVENTORIES OF STOCK-IN-TRADE

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the end of the year:		
Stock-in-trade	8,930.41	11,159.45
Adjustment on account of discontinued operations-Stock-in-trade	-	(288.73)
Inventories at the beginning of the year:		
Stock-in-trade	11,159.45	11,865.71
Adjustment on account of discontinued operations-Stock-in-trade	(288.73)	(920.79)
Changes in inventories of stock-in-trade	1,940.31	74.20

NOTE 34 - EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	4,995.70	5,887.68
Contribution to provident funds and other funds	259.99	304.14
Staff welfare expenses	455.56	556.61
	5,711.25	6,748.43

NOTE 35 - FINANCE COSTS

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on financial liabilities	1,080.27	1,332.88
Interest on lease liability (refer note 48)	425.09	438.21
Other finance cost	19.56	4.45
	1,524.92	1,775.54

NOTE 36 - DEPRECIATION AND AMORTISATION

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation and impairment of property, plant and equipments (refer note 4a)	1,009.74	1,003.23
Amortisation of other intangible assets (refer note 5a)	4.00	3.68
Depreciation on right to use - building (refer note 4a)	719.29	719.75
	1,733.03	1,726.66

Notes forming part of Standalone Financial Statements

NOTE 37 - OTHER EXPENSES

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Power and fuel	17.52	35.83
Consumption of packing material	229.37	134.75
Repairs and maintenance:		
Others	100.92	119.16
Rent (including lease rental)	39.81	10.64
Rates and taxes	2.65	0.05
Directors sitting fees	29.65	16.90
Insurance	211.91	262.00
Travelling and conveyance	676.00	817.97
Advertisement and publicity	2,240.90	3,456.70
Transportation and forwarding	3,390.01	3,402.85
Sales promotion expenses*	435.06	488.13
Other selling expenses	427.19	839.33
Provision for expected credit loss (refer note 11)	277.70	1,006.31
Provision for doubtful advances/debts	25.36	-
Bad debts written off	668.99	-
Loss on sale of property, plant and equipment	5.58	0.35
Impairment of Investment	-	251.38
Management Fees	749.46	91.49
Legal and professional expenses	470.76	654.30
Miscellaneous expenses	566.75	620.79
	10,565.59	12,208.93

* Including of warranty expenses

NOTE 38 - CURRENT TAX AND DEFERRED TAX

(a) Income tax expense through profit and loss

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax:		
Current income tax charge (including Minimum alternate tax) from continuing operations	-	-
Current income tax charge (including Minimum alternate tax) from discontinued operations	-	-
MAT credit (entitlement)/ adjustment	-	367.58
Earlier year income tax	(13.05)	169.33
	(13.05)	536.91
Deferred tax:		
In respect of current year origination and reversal of temporary differences from continuing operations	(1,556.87)	(1,208.43)
In respect of current year origination and reversal of temporary differences from discontinued operations	33.50	(1,084.99)
Total tax expense recognised in profit and loss account	(1,536.42)	(1,756.51)

(b) Income tax on other comprehensive income

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Deferred Tax		
Re-measurement of defined benefit obligations - continuing operations	(21.75)	(6.47)
Re-measurement of defined benefit obligations - discontinued operations	-	(0.99)
	(21.75)	(7.46)



Notes forming part of Standalone Financial Statements

NOTE 38 - CURRENT TAX AND DEFERRED TAX (CONTD.)

(c) Numerical reconciliation between average effective tax rate and applicable tax rate:

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the Company at 34.944 % (31 March 2024: 34.944%) and the reported tax expense in the statement of profit and loss are as follows:

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit/(Loss) before tax from continuing operations	(5,592.28)	(2,484.95)
Profit/(Loss) before tax from discontinued operations	95.86	(2,870.28)
Domestic tax rate for the Company	34.944%	34.944%
Latest statutory enacted income tax for the Company	(1,920.67)	(1,871.33)
Tax effect of:		
- Non deductible expenses	108.86	132.20
Deferred tax asset not recognised on exceptional item	213.69	-
Earlier year income tax	(13.05)	169.33
Others	74.75	(186.71)
Income-tax recognised in statement of profit and loss	(1,536.42)	(1,756.51)

(d) Income tax assets / (liabilities) (net)

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Income tax assets / (liabilities) (net)	195.99	394.17
	195.99	394.17

(e) There is no change in statutory enacted income-tax rate during the financial year.

NOTE 39 - FINANCIAL INSTRUMENTS AND RISK REVIEW

Capital management

The Company manages its capital to be able to continue as a going concern while maximising the returns to shareholders through optimisation of the debt and equity balance. The capital structure consists of debt which includes the borrowings as disclosed in note 18 & 24 and net off cash and cash equivalents as disclosed in note 12 and equity attributable to equity holders of the Company, comprising issued share capital, reserves and retained earnings as disclosed in the Statement of changes in equity. For the purpose of calculating gearing ratio, debt is defined as non current and current borrowings (excluding derivatives). Equity includes all capital and reserves of the Company attributable to equity holders of the Company. The Company is not subject to externally imposed capital requirements. The Board reviews the capital structure and cost of capital on an annual basis but has not set specific targets for gearing ratios. The risks associated with each class of capital are also considered as part of the risk reviews presented to the Audit Committee and the Board of Directors.

Notes forming part of Standalone Financial Statements

NOTE 39 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

The following table summarises the capital of the Company

Particulars	Note	(₹ in lakh)	
		As at 31 March 2025	As at 31 March 2024
Equity		29,413.45	8,708.15
Liquid assets (cash and cash equivalent and current investments) (a)*	12	510.20	1,060.98
Current borrowings*	24	820.49	9,080.44
Non-current borrowings*	18	-	5,100.00
Current maturities of non current borrowings*	24	-	225.00
Total debt (b)		820.49	14,405.44
Net debt [c = (b) - (a)]		310.29	13,344.46
Total capital (equity+net debt)		29,723.74	22,052.61
Gearing ratio			
Debt to equity		3%	165%
Net debt to equity ratio		1%	153%

Categories of financial instruments**Categories of financial assets/(liabilities)**

Particulars	Notes	As at 31 March 2025*			As at 31 March 2024		
		Carrying value	Gain/ (loss) to income	Gain/ (loss) to equity	Carrying value	Gain/(loss) to income	Gain/(loss) to equity
Financial assets measured at amortised costs							
Trade receivable	11	9,079.93	-	-	10,371.54	-	-
Loans	7	9,800.00	-	-	-	-	-
Other financial assets	8,14	648.03	-	-	796.53	-	-
Cash and bank balances	12,13	523.62	-	-	1,071.57	-	-
Investments	6	7,386.83	-	-	6,196.34	-	-
Financial assets measured at amortised costs		27,438.41	-	-	18,435.98	-	-
Deemed equity contribution towards letter of guarantee	6	30.75	-	-	28.24	-	-
Total financial assets		27,469.16	-	-	18,464.22	-	-
Financial liabilities							
Financial liabilities measured at amortised cost							
Current payables	24,25,26,27	13,749.01	-	-	24,551.69	-	-
Non-current payables	19,20	3,785.50	-	-	4,878.25	-	-
Non-current borrowings	18	-	-	-	5,100.00	-	-
Financial liabilities measured at amortised cost		17,534.51	-	-	34,529.94	-	-

* Excluding discontinued operations



Notes forming part of Standalone Financial Statements

NOTE 39 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

Financial risk management objective

The Company is exposed to various risks in relation to financial instruments. The main types of risks are market risk, credit risk and liquidity risk. The Company is not engaged in speculative treasury activities but seeks to manage risk and optimise interest and commodity pricing through proven financial instruments.

The use of any derivative is approved by the management, which provide guidelines on the acceptable levels of interest rate risk, credit risk, foreign exchange risk and liquidity risk and the range of hedging requirement against these risks.

Credit risk:

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to financial loss. The Company is exposed to credit risk for receivables, cash and cash equivalents, short-term investments, financial guarantee and derivative financial instruments.

Cash and cash equivalents and short-term investments

The Company considers factors such as track record, size of institution, market reputation and service standard to select the banks with which deposits are maintained. Generally the balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant deposit balances other than those required for its day to day operations.

Trade receivables

The Company extends credits to customer in normal course of the business. The Company considers the factors such as credit track record in the market of each customer and past dealings for extension of credit to the customer. The Company monitors the payment track record of each customer and outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located at several jurisdiction and industries and operate in large independent markets. The Company also takes advances and security deposits from customers which mitigate the credit risk to an extent.

The average credit period taken on sales of goods is 30 to 90 days. Generally, no interest has been charged on the receivables. Allowances against doubtful debts are recognised against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

Before accepting any new customer, the Company uses an internal credit system to assess the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed periodically. There are two customers who represent more than 10 per cent of total net revenue from operations.

Expected credit loss:

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows:

Ageing	Expected credit loss (%)
Not due for payment	0
Up to 6 months	0
From 6 months to 1 year	0
From 1 year to 3 years	10 to 100
More than 3 years	100

Notes forming part of Standalone Financial Statements

NOTE 39 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)**Ageing of past due trade receivables**

Period	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Not due for payment	2,504.87	2,691.51
Up to 6 months	3,656.89	4,754.09
From 6 months to 1 year	972.37	1,026.21
From 1 year to 3 years	2,411.58	2,778.54
More than 3 years	1,943.64	1,725.23

Ageing of impaired trade receivables

Period	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Up to 6 months *	-	127.07
From 6 months to 1 year *	-	345.25
From 1 year to 3 years	465.78	406.49
More than 3 years	1,943.64	1,725.23

* Based upon lifetime expected credit loss

Liquidity risk:

Liquidity risk reflects the risk that the Company will have insufficient resources to meet its financial liabilities as they fall due.

The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure that it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities so that it does not breach borrowing limits.

The table below provides undiscounted cash flows towards non-derivative financial liabilities into relevant maturity based on the remaining period at the balance sheet date to the contractual maturity date and, where applicable, their effective interest rates.

Particulars	As at 31 March 2025*				Total
	Notes	not later than one year	later than one year and not later than five years	later than five years	
Financial liabilities					
Borrowings - loan	18, 24	820.49	-	-	820.49
Current payables	25, 26, 27	13,253.14	-	-	13,253.14
Non-current payables	19, 20	-	3,525.93	1,113.68	4,639.61
Total		14,073.63	3,525.93	1,113.68	18,713.24

* Excluding discontinued operations



Notes forming part of Standalone Financial Statements

NOTE 39 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

(₹ in lakh)

Particulars	As at 31 March 2024				Total
	Notes	not later than one year	later than one year and not later than five years	later than five years	
Financial liabilities					
Borrowings - loans	18, 24	9,305.44	5,100.00	-	14,405.44
Current payables	25, 26, 27	15,645.33	-	-	15,645.33
Non-current payables	19, 20	-	5,369.23	479.57	5,848.80
Total		24,950.77	10,469.23	479.57	35,899.57

Market risk

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company enters into a variety of derivative financial instruments to manage its exposure to foreign currency risk, including:

Forward foreign exchange contract to hedge the exchange rate risk arising on the export of its products.

Currency risk

The Company undertakes various transactions denominated in foreign currencies, consequently, exposure to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The Company transacts business primarily in Indian Rupee, USD, EUR. The Company has foreign currency payables and receivables and is therefore, exposed to foreign exchange risk. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies. For the remaining exposure to foreign exchange risk, the Company adopted a policy of selective hedging based on risk perception of the management.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(₹ in lakh)

Particulars	Currency	As at 31 March 2025	As at 31 March 2024
Receivables	USD	0.74	0.01
Payables	USD	2.32	19.32
	EUR	0.00	-

(in ₹)

Currency rate	As at 31 March 2025	As at 31 March 2024
USD	85.5814	83.3739
EUR	92.3246	90.2178

Of the above foreign currency exposures, following exposures are not hedged:

(₹ in lakh)

Particulars	Currency	As at 31 March 2025	As at 31 March 2024
Receivables	USD	0.74	0.01
Payables	USD	2.32	19.32
	EUR	0.00	-

Notes forming part of Standalone Financial Statements

NOTE 39 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

Sensitivity analysis

The following table demonstrates the sensitivity of profit and equity in USD, and EUR to the Indian Rupee with all other variables held constant. The impact on the Company's profit before tax and other comprehensive income due to changes in the fair value of monetary assets and liabilities is given below:

Currency	Change in currency exchange rate	(₹ in lakh)	
		Effect on profit before tax 31 March 2025	Effect on profit before tax 31 March 2024
USD	5%	(6.76)	(80.50)
	-5%	6.76	80.50
EUR	5%	(0.00)	-
	-5%	0.00	-

This is mainly attributable to the exposure outstanding on foreign currency receivables and payables in the Company at the end of each reporting period.

Interest rate risk

The Company's exposure to the risk of changes in market interest rates relates primarily to long-term debts. Its objective in managing its interest rate risk is to ensure that it always maintain sufficient head room to cover interest payment from anticipated cash flows which is regularly reviewed by the board/nominated committee as well.

The following table demonstrates the sensitivity in the interest rate with all other variables held constant. The impact on the Company's profit before tax and other comprehensive income due to changes in the interest rates is given below:

Particulars	Change in interest rate	(₹ in lakh)	
		Effect on profit before tax 31 March 2025	Effect on profit before tax 31 March 2024
Long term borrowings	+0.5%	-	(26.63)
	-0.5%	-	26.63

Commodity risk

The Company is exposed to the movement in the price of traded goods in the domestic and international markets. The Company has in place policies to manage exposure of fluctuation in the prices of traded goods. The Company enter into contracts for procurement traded goods, most of the transactions are short-term fixed price contract and a few transactions are long-term fixed price contracts.

Fair valuation techniques and inputs used

Financial liabilities	Fair value as at		Fair value hierarchy	Valuation technique and key input
	As at 31 March 2025	As at 31 March 2024		
Deemed equity contribution towards letter of guarantee	30.75	28.24	3	Option pricing method of income approach



Notes forming part of Standalone Financial Statements

NOTE 40 - EMPLOYEE BENEFITS

(A) Defined contribution plan

The Company operates defined contribution retirement benefit plans for all employees. The Provident Fund contributions are made to Regional Provident Fund, the Company has no further obligations beyond its monthly contributions.

The Company's contribution to Provident Fund and Superannuation Fund aggregating to ₹197.76 lakh (previous year ₹242.34 lakh) has been recognised in the Statement of Profit and Loss under the head Employee Benefits Expense.

(B) Defined benefit plans

Gratuity

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company Scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity Scheme administered by the Birla Sun Life Insurance Company Limited.

Details of the Company's defined benefit plans are as follows:

Particulars	(₹ in lakh)	
	Gratuity (Funded plan)	
	As at 31 March 2025	As at 31 March 2024
Current service cost	54.69	66.08
Net interest expense/(income)	(0.47)	2.99
Components of defined benefit costs recognised in profit or loss	54.22	69.07
Net actuarial (gain)/loss	(57.83)	(6.95)
Expected return on plan assets excluding interest income	(4.41)	(14.38)
Components of defined benefit costs recognised in other comprehensive income	(62.24)	(21.33)
(I) Net asset/(liability) recognised in the balance sheet as at 31 March		
1. Present value of defined benefit obligation	224.51	279.06
2. Fair value of plan assets	216.35	251.63
3. Deficit	8.16	27.43
4. Current portion of the above	8.16	27.43
(II) Change in the obligation during the year ended 31 March		
1. Present value of defined benefit obligation at the beginning of the year	279.06	280.67
2. Expenses recognised in the statements of profit and loss		
- Current service cost	54.69	66.08
- Interest expense	16.95	16.85
3. Recognised in other comprehensive income		
Remeasurement (gains) / losses		
- Actuarial (gain)/loss arising from experience adjustments	(59.29)	(16.35)
- Actuarial (gain)/loss arising from financial assumption	1.46	9.37
- Actuarial (gain)/loss arising from demographic assumption	-	0.03
4. Benefit payments	(68.36)	(77.59)
Present value of defined benefit obligation at the end of the year	224.51	279.06

Notes forming part of Standalone Financial Statements

NOTE 40 - EMPLOYEE BENEFITS (Contd.)

(₹ in lakh)

Particulars	Gratuity (Funded plan)	
	As at 31 March 2025	As at 31 March 2024
(III) Change in fair value of assets		
1. Fair value of plan assets at the beginning of the year	251.63	199.02
2. Recognised in the statement of profit and loss		
- Expected return on plan assets	17.42	13.86
3. Recognised in other comprehensive income		
- Actual return on plan assets in excess of the expected return	4.41	14.38
4. Contributions by employer (including benefit payments recoverable)	11.25	101.96
5. Benefit payments	(68.36)	(77.59)
Fair value of plan assets at the end of the year	216.35	251.63

(IV) The major categories of plan assets

The Company made annual contribution to the Birla Sun Life Insurance Company Limited ('BSL') of an amount advised by the BSL. The Company was informed by BSL that the planned assets are held in growth/fixed interest bonds.

(V) Actuarial assumptions

Particulars	As at 31 March 2025	As at 31 March 2024
1. Discount rate	6.92%	6.97%
2. Expected rate of increase in compensation level	6.50%	6.50%
3. Expected rate of return on plan assets	6.92%	6.97%
4. Attrition rate	1.00%	1.00%
5. Mortality table	IIAM 2012-2015	IIAM 2012-2015
6. Superannuation age	58	58

(VI) Sensitivity analysis

(₹ in lakh)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Change in assumption	Effect on gratuity obligation	Change in assumption	Effect on gratuity obligation
Discount rate	0.50%	(14.02)	0.50%	(17.00)
	-0.50%	15.28	-0.50%	18.58
Expected rate of increase in compensation level	0.50%	15.22	0.50%	18.52
	-0.50%	(14.10)	-0.50%	(17.09)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the balance sheet.



Notes forming part of Standalone Financial Statements

NOTE 40 - EMPLOYEE BENEFITS (Contd.)

(VII) Experience adjustments:

Particulars	(₹ in lakh)				
	Year ended				
	2024-25	2023-24	2022-23	2021-22	2020-21
1. Defined benefit obligation	224.51	279.06	280.67	202.92	203.02
2. Fair value of plan assets	216.35	251.63	199.02	164.23	178.28
3. Surplus/(deficit)	(8.16)	(27.43)	(81.65)	(38.69)	(24.74)
4. Experience adjustment on plan liabilities gain/(loss)	59.29	16.35	1.47	9.43	(6.31)

The expected rate of return on plan assets is based on the average long-term rate of return expected on investments of the fund during the estimated term of obligation.

The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(C) Other long-term benefits - Compensated absences (unfunded)

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Amounts recognised in the balance sheet		
Non-current (refer note 21)	152.07	163.11
Current (refer note 29)	17.11	18.11
	169.18	181.22
Amounts recognised in the statement of profit and loss		
Current service cost	46.37	60.56
Interest cost	13.08	14.18
Actuarial loss	47.63	27.80
Total included in employee benefits expense	107.08	102.54
Reconciliation of opening and closing balances of benefit obligations		
Change in benefit obligation		
Defined benefit obligation at the beginning of the year	181.22	192.73
Interest cost	13.08	14.18
Current service cost	46.37	60.56
Benefits paid	(119.12)	(114.05)
Actuarial loss	47.63	27.80
Defined benefit obligation at the end of the year	169.18	181.22

The average duration of remaining working life at the end of the reporting period is 19.93 years (previous year 20.41 years)

Notes forming part of Standalone Financial Statements

NOTE 41 - EARNINGS PER SHARE

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit/(loss) for the year from continuing operations(₹ in lakh)	(4,022.36)	(1,813.43)
Profit/(loss) for the year from discontinued operations(₹ in lakh)	62.36	(1,785.29)
Profit/(loss) for the year including discontinued operations(₹ in lakh)	(3,960.00)	(3,598.72)
Weighted average number of equity shares (nos.)	7,77,60,518	7,47,32,120
Nominal value per share (₹)	2.00	2.00
Earnings per share - basic and diluted - Continuing Operations (₹)	(5.17)	(2.44)
Earnings per share - basic and diluted - Discontinued Operations (₹)	0.08	(2.37)
Earnings per share - basic and diluted - Continuing and Discontinued Operations (₹)	(5.09)	(4.81)

The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earnings per share of the Company remain the same.

NOTE 42 - SEGMENT INFORMATION

Segment information, as required under Ind AS 108 "Operating Segment", has been provided in the consolidated financial statements of the company and therefore, no separate disclosure on segment information is given in these standalone financial statements.

NOTE 43 - CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF:

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(a) Demands raised by the service-tax authorities and sales-tax authorities against which appeals have been filed	180.11	180.11
(b) Claims against the Company not acknowledged as debts	258.88	175.35
(c) Demands raised by goods and service tax authorities against which appeals have been filed	2,451.07	2,234.65

NOTE 44 - CAPITAL AND OTHER COMMITMENTS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Commitments relating to contracts remaining to be executed on capital account and other commitments not provided for	42.09	189.66
Uncalled liability on partly paid equity shares	902.00	-

NOTE 45 - PAYMENT TO STATUTORY AUDITORS (EXCLUDING GOODS AND SERVICE TAX)

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
As auditors	15.66	14.12
For taxation matter	2.57	2.57
Other services	20.55	3.42
Reimbursement of expenses	2.09	0.30
	40.87	20.41



Notes forming part of Standalone Financial Statements

NOTE 46 - RELATED PARTY TRANSACTIONS

In accordance with the requirement of Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures" name of the related party, related party relationship, transactions and outstanding balances including commitments where control exist and with whom transactions have taken place during the reported period are as follows:

List of related parties

Relationship	Name of related party
Key Management Personnel (KMP)	Executive Director
	Mr. Rakesh Kaul (Whole Time Director & CEO) (ceased w.e.f 06 April 2023)
	Executives/ Key Managerial Personnel
	Mr. Salil Kappoor (appointed as Chief Executive Officer w.e.f 18 July 2023 and ceased w.e.f 12 March 2024)
	Mr. Naveen Malik (Chief Financial Officer), appointed as Chief Executive Officer w.e.f 28 May 2024
	Ms. Payal M Puri (Company Secretary)
	Non-Executive Directors
	Mr. Sandip Somany - Chairman (Non-Executive Non-Independent Director)
	Mr. Girdhari Lal Sultania (Non-Executive Non-Independent Director)
	Mr. Ashok Jaipuria (Independent Director)
	Dr. Nand Gopal Khaitan (Independent Director)
	Mr. Salil Kumar Bhandari (Independent Director)
	Ms. Anisha Motwani (Independent Director) (ceased w.e.f 10 February 2025)
	Ms. Sonali Dutta (Independent Director) (appointed w.e.f 12 November 2024)
Relatives of Key management personnel*	Mrs. Sumita Somany
	Mr. Shashvat Somany
	Ms. Divya Somany
Entities with significant influence of Key management personnel*	Sandip Somany HUF
	Somany Impresa Limited
	Matterhorn Trust
Subsidiaries	Evok Homes Private Limited
	Hindware Limited
	HHIL Limited (w.e.f 04 March 2025)
Step down subsidiaries	Halis International Limited, Mauritius (subsidiary of Hindware Limited)
	Queo Bathroom Innovations Limited, UK (subsidiary of Halis International Limited)
	Trufflo Pipes Limited (subsidiary of Hindware Limited)
Joint venture	Hintastica Private Limited
Others	AGI Greenpac Limited
Post employment benefit plan	SHIL Employee gratuity fund

* Where there are transactions during current year and/or previous year

Notes forming part of Standalone Financial Statements

NOTE 46 - RELATED PARTY TRANSACTIONS (Contd.)

The following transactions were carried out with related parties in the ordinary course of business and on arm's length basis.

Particulars	(₹ in lakh)					
	Subsidiaries		Joint Venture		Entities where significant influence is exercised by KMP and/or their relatives having transactions/balances with the Company	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Transactions during the year ^						
1. Sale/(Sales return) of goods to/from						
Evok Homes Private Limited	9.92	125.85	-	-	-	-
Hindware Limited	7.11	3.08	-	-	-	-
Hintastica Private Limited	-	-	-	(0.28)	-	-
AGI Greenpac Limited	-	-	-	-	1.72	0.22
2. Purchase of goods from						
Evok Homes Private Limited	28.64	1.80	-	-	-	-
Hintastica Private Limited	-	-	-	0.42	-	-
3. Purchase of Property plant and equipment's from						
Hindware Limited	0.05	-	-	-	-	-
4. Sale of Property plant and equipment's to						
Hindware Limited	2.78	-	-	-	-	-
Hintastica Private Limited	-	-	-	0.15	-	-
5. Investment made in						
Equity shares of Hintastica Private Limited	-	-	1,700.00	2,499.96	-	-
Equity shares of Evok Homes Private Limited	-	704.00	-	-	-	-
Equity shares of HHIL Limited	100.00	-	-	-	-	-
6. Reimbursement of expenses received from						
Evok Homes Private Limited	0.25	1.25	-	-	-	-
Hindware Limited	-	1.60	-	-	-	-
Hintastica Private Limited	-	-	1.66	64.62	-	-
HHIL Limited	9.00	-	-	-	-	-
7. Reimbursement of expenses paid to						
Hindware Limited	-	6.72	-	-	-	-
AGI Greenpac Limited	-	-	-	-	2.70	-
8. Payment for Management support services						
Hindware Limited	749.46	123.28	-	-	-	-
9. Management fees received from						
Hindware Limited	-	59.52	-	-	-	-
Hintastica Private Limited	-	-	816.24	574.97	-	-
Evok Homes Private Limited	-	95.06	-	-	-	-
10. Rent received from						
Hintastica Private Limited	-	-	126.44	127.45	-	-
11. Rent paid to						
Hindware Limited	13.58	-	-	-	-	-
12. Loan received from						
Hindware Limited	1,500.00	2,000.00	-	-	-	-



Notes forming part of Standalone Financial Statements

NOTE 46 - RELATED PARTY TRANSACTIONS (Contd.)

(₹ in lakh)

Particulars	Subsidiaries		Joint Venture		Entities where significant influence is exercised by KMP and/or their relatives having transactions/balances with the Company	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
13. Interest paid/provided for loan taken						
Hindware Limited	378.21	314.02	-	-	-	-
14. Interest on loan given						
Evok Homes Private Limited	8.52	7.87	-	-	-	-
15. Contribution made to						
SHIL Employee gratuity fund	-	-	-	-	11.25	101.96
16. Royalty received from						
Hintastica Private Limited	-	-	29.43	31.68	-	-
17. Repayment of loan to						
Hindware Limited	6,000.00	-	-	-	-	-
18. Loan given to						
Hindware Limited	9,800.00	-	-	-	-	-
19. Interest received for loan given						
Hindware Limited	303.47	-	-	-	-	-
20. Proceeds from right issue of equity shares received from						
Sandip Somany	-	-	-	-	2,454.05	-
Sumita Somany	-	-	-	-	65.42	-
Divya Somany	-	-	-	-	59.70	-
Sandip Somany HUF	-	-	-	-	38.94	-
Shashvat Somany	-	-	-	-	30.98	-
Somany Impresa Limited	-	-	-	-	12,425.17	-
Matterhorn Trust	-	-	-	-	0.04	-
Balances outstanding at the end of the year						
Evok Homes Private Limited - Receivable						
Loan component of redeemable preference shares	122.62	114.10	-	-	-	-
Less:- Impairment	(122.62)	(114.10)	-	-	-	-
Other receivable	7.18	29.84	-	-	-	-
Hindware Limited - Payable						
Loan taken	-	4,500.00	-	-	-	-
Other payable	139.11	98.20	-	-	-	-
Hindware Limited - Receivable						
Loan given	9,800.00	-	-	-	-	-
Hintastica Private Limited - Receivable						
Corporate Guarantee outstanding*	-	-	6,950.00	6,950.00	-	-
Other receivable	-	-	400.20	534.49	-	-
HHIL Limited - Receivable	9.00	-	-	-	-	-
AGI Greenpac Limited - Payable	-	-	-	-	3.49	-
AGI Greenpac Limited - Receivable	-	-	-	-	-	0.11

* The Company has given corporate guarantee of ₹ 6,950.00 lakh (previous year ₹ 6,950.00 lakh) to bank for loan taken by its joint venture, Hintastica Private Limited against which loan outstanding of ₹ 10,308.11 lakh (previous year ₹ 10,899.38 lakh) as on 31st March 2025.

Notes forming part of Standalone Financial Statements

NOTE 46 - RELATED PARTY TRANSACTIONS (Contd.)

The remuneration with members of key management personnel during the year were as follows:

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Short-term employee benefits #	272.39	776.72
Post-employment benefits		
- Defined contribution plan §	8.81	42.75
- Defined benefit plan *	-	-
- Other long-term benefits *	-	-
Total	281.20	819.47

Including bonus, sitting fee, commission on accrual basis and value of perquisites.

§ including provident fund, leave encashment paid and any other benefit.

* As the liability for gratuity and leave encashment are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key managerial personnel are not included above.

Disclosure pursuant to Regulation 34(3) read with Schedule V, part A, Clause 2(2A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

Promoter/promoter group companies holding more than 10% of equity share capital of the Company:

AGI Greenpac Limited

Particulars	Nature of Transaction	(₹ in lakh)	
		For the year ended 31 March 2025	For the year ended 31 March 2024
Transaction during the year	Security deposit refund received	-	-
	Sale of goods	1.72	0.22
	Godown rent paid	-	-
	Reimbursement of expense paid	2.70	-
Outstanding balance as the end of the year - Payable		3.49	-
Outstanding balance as the end of the year - Receivable		-	0.11

^Excluding goods and services tax, wherever applicable

NOTE 47 - CORPORATE SOCIAL RESPONSIBILITY

In the absence of average net profit calculated under Section 198 of the Companies Act, 2013 during the immediately preceding three years there is no obligation to spend on CSR activities under Section 135 of Companies Act, 2013

NOTE 48 - LEASES

The company recorded the lease liability at the present value of the future lease payments discounted at the incremental borrowing rate and the right of use asset.

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease.

Break-up of current and non-current lease liabilities for the year ended:

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Current lease liabilities	536.74	665.56
Non-current lease liabilities	3,439.48	4,434.64
Total	3,976.22	5,100.20



Notes forming part of Standalone Financial Statements

NOTE 48 - LEASES (Contd.)

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Balance at the beginning	5,100.20	6,441.12
Addition	1,480.18	298.19
Finance cost accrued during the period*	428.71	504.86
Deletions/adjustments*	(2,084.81)	(852.29)
Payment of lease liabilities*	(948.06)	(1,291.68)
Balance at the end	3,976.22	5,100.20

* Including discontinued operations

Details regarding the contractual maturities of lease liabilities on undiscounted basis for the year ended:

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Less than one year	861.36	1,064.64
One to five years	3,525.93	5,369.23
More than five years	767.66	35.96
Total	5,154.95	6,469.83

Rental expense recorded for short-term leases was ₹ 39.81 lakh (previous year ₹ 110.76 lakh) for the year ended March 31, 2025

NOTE 49 - FINANCIAL INSTRUMENT BY CATEGORY

Particulars	(₹ in lakh)					
	As at 31 March 2025*			As at 31 March 2024		
	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL	Amortised cost
Non-current financial assets						
Investments	-	-	7,417.58	-	-	6,224.58
Loans	-	-	9,800.00	-	-	-
Other financial assets	-	-	247.10	-	-	421.39
Current financial assets						
Trade receivable	-	-	9,079.93	-	-	10,371.54
Cash and cash equivalents	-	-	510.20	-	-	1,060.98
Bank balances other than cash and cash equivalents	-	-	13.42	-	-	10.59
Other financial assets	-	-	400.93	-	-	375.14
Total financial assets	-	-	27,469.16	-	-	18,464.22
Non-current financial liabilities						
Non-current borrowings	-	-	-	-	-	5,100.00
Lease Liabilities	-	-	3,439.48	-	-	4,434.64
Other financial liabilities	-	-	346.02	-	-	443.61
Current financial liabilities						
Current borrowings	-	-	820.49	-	-	9,305.44
Lease Liabilities	-	-	536.74	-	-	665.56
Trade payables	-	-	5,672.96	-	-	6,930.95
Other financial liabilities	-	-	6,718.82	-	-	7,649.74
Total financial liabilities	-	-	17,534.51	-	-	34,529.94

* Excluding discontinued operations

Notes forming part of Standalone Financial Statements

NOTE 50 - DISCLOSURE UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

Particulars	(₹ in lakh)						
	HHIL Limited (Wholly owned subsidiary)	Hindware Limited (Subsidiary)	Evok Homes Private Limited (Wholly owned subsidiary)	Hintastica Private Limited (Joint venture)	Hindware Limited (Subsidiary)	Evok Homes Private Limited (Wholly owned subsidiary)	Hintastica Private Limited (Joint venture)
	As at 31 March 2025			As at 31 March 2024			
Guarantee							
Guarantees given as at the beginning of the financial year	-	-	-	6,950.00	-	-	6,950.00
Guarantees given during the financial year	-	-	-	-	-	-	-
Guarantee closed during the year	-	-	-	-	-	-	-
Guarantees given as at the end of the financial year	-	-	-	6,950.00	-	-	6,950.00
Investments							
Investments at the beginning of the financial year	-	10.00	-	6,186.34	10.00	188.52	3,686.38
Additions during the financial year	100.00	2.00	-	1,700.00	-	704.00	2,499.96
Provision for diminution in the value of investments during the year	-	-	-	(611.51)	-	(892.52)	-
Investment at the end of the financial year	100.00	12.00	-	7,274.83	10.00	-	6,186.34
Loans and advances							
Loans at the beginning of the financial year	-	-	-	-	-	-	-
Additions during the financial year	-	9,800.00	-	-	-	-	-
Return back during the year	-	-	-	-	-	-	-
Loans at the end of the financial year	-	9,800.00	-	-	-	-	-



Notes forming part of Standalone Financial Statements

NOTE 51 - DISCLOSURE OF STRUCK OFF COMPANIES

(₹ in lakh)

S. No.	Name of Struck-off company	Nature of transaction with struck-off company	Balance as on 31 March 2025	Balance as on 31 March 2024	Relationship with the struck-off company
1	Indus Global Exim Private Limited	Purchase of Goods	-	(0.45)	Vendor

Details of struck off entities holding equity shares in the Company

(₹ in lakh)

S. No.	Name of Struck-off company	No. of shares held	Paid-up value as at 31 March 2025 (in ₹)	Paid-up value as at 31 March 2024 (in ₹)
No shareholders are struck - off as on 31 st March 2025/31 st March 2024				

NOTE 52 - RATIOS DISCLOSURE

Particulars	Year ended 31 March 2025*	Year ended 31 March 2024	Variance	Remarks
(i) Current Ratio (times)	1.36	1.00	35%	Due to decrease in current liabilities
Total Current assets / Total current liabilities				
(ii) Total Debts to Equity Ratio (times)	0.03	1.71	-98%	Due to repayment of borrowings and increase in network
(Non-current borrowings + Current Borrowings) / Net worth*				
* Net worth = Equity Share Capital + Securities premium account + Capital reserve + General reserve + Retained earnings + Actuarial gain / (loss)				
(iii) Debt Service Coverage Ratio (times)	-0.09	0.16	-156%	Due to repayment of borrowings and increase in loss
(Profit after Tax + Depreciation + Interest on loan +loss / (gain) on sale of Property Plant and Equipment) / (Interest on loan + principal scheduled repayment of loan + lease repayment)				
(iv) Return on Equity (%)	-21.10%	-33.69%	37%	Due to increase in network
(Profit for the year / Net worth*)				
* Net worth = Equity Share Capital + Securities premium account + Capital reserve + General reserve + Retained earnings + Actuarial gain / (loss)				
(v) Inventory Turnover (times)	2.28	2.41	-5%	
(Cost of goods sold/ Average Inventories)				
(vi) Trade Receivables Turnover (times)	3.56	3.62	-2%	
(Net Sales / Average Trade receivables)				
(vii) Trade Payables Turnover (times)	3.38	3.75	-10%	
(Total Purchases / Average Trade payables)				
(viii) Net Capital Turnover (times)	12.45	14.51	-14%	
(Net Sales / Average Working Capital)				
(ix) Net Profit Ratio (%)	-11.61%	-8.21%	-41%	Due to increase in loss
(Profit for the year / Net Sales)				
(x) Return on Capital Employed (%)	-13.47%	-14.23%	5%	
(Earnings before interest and tax / Capital employed*)				
* Capital employed = Net worth + Borrowings + Deferred tax liability - Intangible assets				
(xi) Return on Investment (%)	13.75%	0%	100%	Profit on mutual fund investments
(Profit on sale of Investments + Profit on fair valuation of Investments carried at FVTPL) / (Weighted average investments carried at FVTPL)				

* Excluding discontinued operations

Notes forming part of Standalone Financial Statements

NOTE 53 - DISCONTINUED OPERATIONS

- (a) The Board of Directors in its meeting held on 28th May 2024 had decided to discontinue the Retail Business (the 'RB') the approval for sale/liquidation of assets of RB, the preliminary financial impact of same was recognized in the quarter and year ended 31st March 2024 and in subsequent quarters as and when occurred. The Company is continuing the process of sale/liquidation of assets of RB and any further impact if any, will be accounted for in the respective period as and when occurred/assessed. As a result, segment reporting has been reorganized/restated and RB have been merged and treated as part of the "Consumer Appliances Business" for current period and accordingly in the corresponding figures in the previous year /periods.
- (b) In the Standalone Financial Statements of the company, assets and liabilities of Retail business have been disclosed as held for sale and disclosed separately in the Balance Sheet as at March 31, 2025 as "Group of assets classified as held for sale" and "Liabilities associated with the group of assets classified as held for sale" respectively. As mandated by Indian Accounting Standard (Ind AS) 105 Asset Held for Sale and Discontinued Operations ("Ind AS 105"), assets and liabilities has not been reclassified or re-presented for prior period i.e. year ended March 31, 2024.
- (c) The net results of Retail business have been disclosed separately as discontinued operation as required by Ind AS 105. Consequently, the Company's Statement of Profit and Loss for the year ended March 31, 2025 presented pertains to its continuing operations only and for that purpose the Statement of Profit and Loss for the year ended March 31, 2024 has been restated accordingly.

Results of Retail Business for the year are presented below:

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Income		
Revenue from operations	418.45	2,310.24
Other income	475.72	201.20
Total income	894.17	2,511.44
Expenses		
Purchases of stock-in-trade	27.53	1,166.79
Changes in inventories of finished goods, stock-in-trade and work-in-progress	259.93	632.06
Employee benefits expense	103.18	423.53
Finance costs	168.88	234.35
Depreciation and amortisation expense	23.32	387.33
Other expenses	215.47	2,537.66
Total expenses	798.31	5,381.72
Profit/(Loss) before tax	95.86	(2,870.28)

Major Class of assets and liabilities of Retail Business are as follows

Particulars	(₹ in lakh)	
	As at 31 March 2025	
Non-current assets		
(a) Financial assets		
(i) Other financial assets		12.76
(b) Income-tax assets (net)		0.39
(c) Other non-current assets		286.76
Total non-current assets		299.91
Current assets		
(a) Inventories		33.14
(b) Financial assets		
(i) Cash and cash equivalents		13.84
(c) Other current assets		1.08
Total current assets		48.06
Total assets		347.97



Notes forming part of Standalone Financial Statements

NOTE 53 - DISCONTINUED OPERATIONS (Contd.)

Particulars	(₹ in lakh)
	As at 31 March 2025
Liabilities	
Non-current liabilities	
(a) Financial liabilities	
(i) Other financial liabilities	27.66
Total non-current liabilities	27.66
Current liabilities	
(a) Financial liabilities	
(i) Borrowings	775.07
(ii) Trade payables	
- Due to micro and small enterprise	118.32
- Due to others*	123.12
(iii) Other financial liabilities	730.43
(b) Other current liabilities	16.97
Total current liabilities	1,763.91
Total liabilities	1,791.57
Net asset/(liabilities)	(1,443.60)

* Including of Evok Homes Private Limited of ₹ 18.56 lakh (previous year Nil), Hintastica Private Limited of ₹ 0.50 lakh (previous year Nil)

Net Cash flow attributable to Retail business are as follows

Particulars	(₹ in lakh)
	For the year ended 31 March 2025
Net cash used in operating activities (A)	(789.57)
Net cash generated from investing activities (B)	19.16
Net cash generated from financing activities (C)	774.91
Net (Decrease) / Increase in cash and cash equivalents (A+B+C)	4.50
Cash and cash equivalents at the beginning of the year	9.34
Cash and cash equivalents at the end of the year	13.84

NOTE 54 - SOCIAL SECURITY CODE

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Indian Parliament's approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently, on November 13, 2020, draft rules were published and stakeholders' suggestions were invited. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

NOTE 55 - DIVIDEND

The Board of Directors have recommended a Nil dividend (previous year ₹ 0.40 /-) on equity share of ₹ 2 /- each for the year ended 31st March 2025.

NOTE 56 - GST

The annual return of GST for FY 2024-25 is under process of filing with statutory authorities. The management believes that there will not be any material impact over financial statements after financial submission/filing. The date of filing of GST returns are 31st December, 2025.

Notes forming part of Standalone Financial Statements

NOTE 57 - RIGHT ISSUE OF EQUITY SHARES

(a) The Committee of Directors (Rights Issue) at its meeting held on October 18, 2024, has inter alia considered and approved the rights issue of 1,13,49,962 fully paid-up Equity Shares of Rights issue price of ₹ 220 per equity share [including a premium of ₹ 218 per Equity Share] on Rights basis to the eligible equity shareholders in the ratio of 119 rights equity shares for every 758 equity shares held by the eligible equity shareholder for amount aggregating up to ₹ 24,969.92 lakh. Further, 1,13,49,962 equity shares were allotted by the Company on November 28, 2024 and accordingly, basic and diluted EPS for the year ended March 31, 2024 has been retrospectively adjusted for the bonus element in rights issue.

(b) Proceeds from the rights issue have been utilised in the following manner:

Particulars	(₹ in lakh)	
	Planned	Actual
1. Repayment of certain borrowings availed by the Company	15,114.00	15,114.00
2. Lending of fresh loan to subsidiary company	9,800.00	9,800.00
3. Issue related expenses *	55.92	88.25
Total	24,969.92	25,002.25

* As per the Object of the issue as mentioned in the letter of offer, difference between the estimated Issue related expenses and actual expenses incurred, resulting shortfall has been adjusted from the internal accruals.

There has been no variation or deviation in the utilisation of the funds raised by the Company as stated in the Letter of Offer

(c) Issue related expenses:

Particulars	(₹ in lakh)	
	Issue related expenses	
Debited to Securities premium	55.92	
Debited to statement of profit and loss account	32.33	
	88.25	

NOTE 58

The Company had incorporated a wholly owned subsidiary by the name of "HHIL Limited" on 4th March 2025 and subscribed for 50,00,000 equity shares of ₹ 2 each of HHIL Limited during the year ended 31st March 2025.

NOTE 59 EXCEPTIONAL ITEM

During the year ended 31st March 2025, the Company has infused ₹ 1700.00 lakh in Hintastica Private Limited ("HPL"), on a rights basis by subscribing to an additional 1,25,926 nos equity shares of ₹ 10 each at a premium of ₹ 1,340 per share. On 31st March 2025, the Company restated value/measured its investment in the HPL (JV) based on an independent valuation report and recognized/provided an impairment loss of ₹ 611.51 lakh in Standalone Financial Statements of the company under "Exceptional Items".

NOTE 60 - SCHEME OF ARRANGEMENT

The Board of Directors of the Company, in its meeting held on 27th March 2025 had approved a Composite Scheme of Arrangement (the "Scheme") under Section 230 to 232, read with Section 66 and other applicable provisions of the Companies Act 2013 and the provisions of other applicable laws, amongst the Company (the "Demerged Company/ Remaining Transferor Company"), Hindware Limited ("Transferee Company") and HHIL Limited ("Resulting Company") and their respective shareholders and creditors. The Scheme provides for the demerger of the Consumer Products Business of the Demerged Company and the amalgamation of the Remaining Transferor Company (as defined in the Scheme) with and into Transferee Company. The Appointed Date for the Scheme is 1st April 2025, or such other date as may be mutually agreed by the respective Board of the Companies or any such date approved by the Hon'ble National Company Law Tribunal ("NCLT") or any other competent authority. The Scheme is subject to the approval of the BSE Limited, the National Stock Exchange of India Limited, SEBI, shareholders and creditors of the Company and such other necessary approvals as may be required, and the sanction thereof of the Scheme by NCLT. The Company has applied to BSE Limited and the National Stock Exchange for requisite approval of the Scheme and the approvals are awaited.



Notes forming part of Standalone Financial Statements

NOTE 61 - AUDIT TRAIL

The Company has a widely used ERP as its accounting software for maintaining its books of account during the year ended 31st March 2025, which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year except (a) at database level the audit trail has not been enabled, (b) at application the audit trail was disabled from 02nd December 2024 to 09th December 2024 due to upgradation of SAP accounting software, and (c) the audit trail feature was not enabled on certain relevant financial tables and privileged access to specific users to make direct changes to audit trail settings. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per the statutory requirements for record retention.

NOTE 62 - OTHER DISCLOSURES

- (a) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period
- (b) The Company has not traded or invested in crypto currency or virtual currency during the financial year
- (c) There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are: (a) repayable on demand; or (b) without specifying any terms or period of repayment
- (d) The Company has complied with the requirements of the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017
- (e) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 to 1988) and Rules made thereunder
- (f) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender or government or any government authority
- (g) Utilisation of borrowed funds and share premium
 - I. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (ii) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
 - II. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (ii) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- (h) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

NOTE 63

Previous period figures have been regrouped /re-arranged wherever considered necessary to confirm to the current year's classification.

As per our report of even date attached For and on behalf of the Board of Directors

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.: 301051E/E300284

G.L. Sultania
Director
DIN: 00060931

Sandip Somany
Chairman
DIN: 00053597

Shyamal Kumar
Partner
M. No. 509325

Payal M Puri
Company Secretary
ACS No.: 16068

Naveen Malik
Chief Executive Officer and
Chief Financial Officer

Place : Gurugram
Date : 24 May 2025

Place : Gurugram
Date : 24 May 2025

Independent Auditor's Report

To the Members of Hindware Home Innovation Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated financial statements of Hindware Home Innovation Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture (jointly controlled entity), which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 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 consolidated state of affairs of the Group and its joint venture as at 31 March 2025, their consolidated loss including their other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and joint venture 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 consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters section below, other than the unaudited financial statements/ financial information of a company as certified by the management and referred to in and financial information not available as referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter	How our audit addressed the key audit matters
<p>Recognition of revenue (Refer to the accompanying note 34 of the consolidated financial statements)</p> <p>The group recognizes revenues when the control of goods and/or services are transferred to the customer at an amount that reflects the net consideration, which the Group expects to receive for those goods and/or services from customers in accordance with the terms of the contracts. In determining the sales price, the Company considers the effects of applicable rebates, and discounts (variable consideration).</p> <p>The terms of sales arrangements, including the timing of transfer of control, based on the terms of relevant contract and nature of discount and rebates arrangements, create complexities that require judgment in determining sales revenues.</p> <p>Considering the above factors and the risk associated with revenue recognition, we have determined the same to be a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ol style="list-style-type: none"> i. We read and evaluated the Group revenue recognition policy and assessed its compliance in terms of Ind AS 115 'Revenue from contracts with customers'. ii. We assessed the design and tested the operating effectiveness of internal controls related to sales and applicable rebates/ discounts. iii. We performed test for a sample of sales transactions by comparing the underlying sales invoices, sales orders and other related documents to assess that revenue is recognized on transfer of control to the customer in accordance with the terms of the contract.



Description of Key Audit Matter	How our audit addressed the key audit matters
	<p>iv. We tested on a sample basis rebates and discount schemes as approved by the management to assess its accounting. For the samples selected, we also compared that the actual rebates and discounts recognized in respect of particular schemes do not exceed their approved amounts.</p> <p>v. We tested on a sample basis, that revenue has been recognized in the proper period with reference to the supporting documents including confirmations from customers.</p> <p>We read and assessed the relevant disclosures made in the consolidated financial statements.</p>

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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.

RESPONSIBILITIES OF MANAGEMENT'S AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group and its joint venture in accordance with Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group

and its joint venture are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and joint venture for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and joint venture are responsible for assessing the ability of the Group and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and joint venture or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and joint venture are also responsible for overseeing the financial reporting process of the Group and joint venture.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group and companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 ability of the Group and joint venture 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 consolidated 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 Group and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial

statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (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 consolidated financial statements.

We communicate with those charged with governance of the Holding company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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.



OTHER MATTERS

1. The consolidated financial statement include the audited financial statement of three subsidiaries, whose financial statements/financial information reflect total assets of ₹ 120.27 Lakhs as at 31 March 2025, total revenue of ₹ 4.53 Lakhs, total net profit / (loss) after tax of (₹ 7.62 Lakhs), total comprehensive income of (₹ 7.62 Lakh) for year ended 31 March 2025 and net cash Inflow of ₹ 99.83 Lakhs for the period from 01 April 2024 to 31 March 2025, as considered in the consolidated financial statement. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Financial statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us are as stated in paragraph above.
2. We did not audit the financial statement of two foreign subsidiary whose unaudited financial statement reflect total assets of ₹ 20.41 lakhs as at 31 March 2025, total revenue of ₹ Nil, total net profit / (loss) after tax of (₹ 13.76 lakhs), total comprehensive income of (₹ 14.13 lakhs) for the year ended 31 March 2025 and net cash outflow of ₹ Nil for the period from 01 April, 2024 to 31 March 2025, as considered in the consolidated financial Statement. The unaudited financial statement and other information have been prepared in accordance with accounting principles generally accepted in their respective country and which have been certified by the management. The Company's management has converted the unaudited financial statements and other information of such subsidiary located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is solely based on the conversion adjustments prepared and certified by the management of the company. In our opinion and according to the information and explanations given to us by the Board of Director these financial statements are not material to the group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A", a statement on the matter specified in paragraph 3(xxii) of CARO 2020.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors except for the matters stated in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the of Companies (Audit & Auditors) Rules, 2014 ("Rules").
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2025 taken on record by the Board of Directors of the Holding Company and its subsidiaries and its joint venture incorporated in India and the reports of the statutory auditors of its subsidiary companies and its joint venture incorporated in India, none of the directors of the Group companies and joint venture incorporated in India is disqualified

as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the rules.
- g) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" which is based on the auditor's reports of the Holding Company and its subsidiary companies and its joint venture incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group and joint venture - Refer Note No. 47 of the Consolidated Financial Statements.
 - (ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary and its joint venture companies incorporated in India.

- iv. (a) The respective management of the Holding Company and its subsidiaries and its joint venture which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in 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 Holding Company or any of such subsidiaries or joint venture to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries or joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Management of the Holding Company and its subsidiaries and its joint venture which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the Holding Company or any of such subsidiaries or joint venture from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries or joint venture shall, 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 such audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiaries and its joint venture which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above as required by Rule 11(e) of Companies (Audit & Auditors) Rules, 2014, as amended, contains any material mis-statement.
- v. The dividend declared and paid during the year by the Holding Company and its subsidiary companies incorporated in India, is in compliance with Section 123 of the Companies Act 2013.
- vi. Based on our examination which included test checks, and that performed by the respective auditors of its subsidiaries and its joint venture which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, subsidiaries and joint venture have widely used ERP /Other Software as their accounting software for maintaining its books of accounts which have a feature of recording audit trail (edit log) facility and same has operated throughout the year for all relevant transactions recorded in the said software except:
- i) in case of Holding Company and three subsidiaries incorporated in India, as assessed by us and communicated by the auditor of such subsidiaries(a) at database level the audit trail has not been enabled, (b) at application the audit trail was disabled from 2nd December 2024 to 09th December 2024 due to upgradation of SAP accounting software, and (c) the audit trail feature was not enabled on certain relevant financial tables and privileged access to specific users to make direct changes to audit trail settings.
 - ii) in case of one joint venture incorporated in India, as communicated by the auditor of such joint venture, (a) at database level the audit trail has not been enabled, (b) at application the audit trail was disabled from 2nd December 2024 to 09th December 2024 due to upgradation of SAP accounting software, and (c) the audit trail feature was not enabled on certain relevant financial tables and privileged access to specific users to make direct changes to audit trail settings.
 - iii) in case of one subsidiary incorporated in India, as communicated by the auditor of such subsidiary (a) at database level the audit trail has not been enabled and (b) the audit trail feature was not enabled on certain relevant financial tables and privileged access to specific users to make direct changes to audit trail settings.
- Further the Audit Trail maintained in the prior Year has been preserved by the company as per the Statutory requirements for record retention. During the course of performing our procedures, we and the

respective auditors of such subsidiaries and joint venture, did not notice any instance of the audit trail feature being tempered with for the period the audit trail feature was enabled.

- i) With respect to the other matter to be included in the Auditors' report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and according to the information and explanation given to us, the remuneration paid by the Holding company to its directors during the year and its subsidiaries and its joint venture which are incorporated in India is in

accordance with the provisions of Section 197 of the Act.

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.: 301051E/E300284

Shyamal Kumar
Partner
Membership No. 509325
UDIN: 25509325BMINUK7953

Place: Gurugram
Date: 24 May 2025



Annexure "A" to Independent Auditor's Report

Referred to in of the Independent Auditor's Report of even date to the members of Hindware Home Innovation Limited on the Consolidated Financial Statements as of and for the year ended March 31, 2025. As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the standalone/consolidated financial statements of the respective companies included in the Consolidated Financial Statements of the Holding Company:

No.	Name of the Company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
1.	Hindware Limited	U74999WB2017PLC223307	Subsidiary	vii(a), vii(b), xi(c)
2.	Truflo Pipes Limited	U25205WB2022PLC254788	Subsidiary	xvii
3.	HHIL Limited	U47593WB2025PLC277174	Subsidiary	xvii
4.	Hintastica Private Limited	U31909WB2019PTC234717	Joint venture	ii(b), vii(a), vii(b), xvii
5.	Hindware Home Innovation Limited	L74999WB2017PLC222970	Holding Company	ii(b), vii(a), vii(b), xi(c), xvii

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.: 301051E/E300284

Shyamal Kumar
Partner
Membership No. 509325
Place: Gurugram
Date: 24 May 2025

Annexure "B" to Independent Auditor's Report

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2025, we have audited the internal financial controls with reference to the consolidated financial statements of Hindware Home Innovation Limited ("the Company" or "the Holding Company"), its subsidiary companies and joint venture which are incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company, its subsidiary companies and joint venture which are companies incorporated in India responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 Act.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to the Holding company and its subsidiary companies and joint venture, which are companies incorporated in India, based on our audit.

We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether adequate internal financial controls with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements 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 consolidated 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 management and directors of the company; 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 consolidated financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

OPINION

In our opinion, the Group, its Subsidiary companies and joint venture, which are incorporated in India have maintained, in all material respects, an adequate internal financial controls system with reference to these Consolidated Financial Statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Holding 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.

OTHER MATTERS

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, in so far as it relates to three subsidiaries, which is company incorporated in India, is based on the corresponding reports of the auditors of such companies.

Our opinion is not modified in respect of this matter.

For **Lodha & CO LLP**

Chartered Accountants

Firm Registration No.: 301051E/E300284

Shyamal Kumar

Partner

Membership No. 509325

Place: Gurugram

Date: 24 May 2025

Consolidated Balance Sheet

as at 31 March 2025

(₹ in lakh)

Particulars	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	4	69,834.53	70,114.88
(b) Right-to-use Asset	4	17,181.10	21,228.47
(c) Capital work-in-progress	5	20,852.58	5,388.57
(d) Goodwill	6	191.00	191.00
(e) Other intangible assets	7	337.20	218.96
(f) Other intangible assets under development	8	30.23	142.60
(g) Financial assets			
(i) Investments	9	7,306.79	10,351.46
(ii) Other financial assets	10	1,206.95	1,127.80
(h) Income-tax assets (net)	11	195.98	649.92
(i) Deferred tax assets (net)	12	7,075.64	5,325.70
(j) Other non-current assets	13	1,754.15	6,051.43
Total non-current assets		1,25,966.15	1,20,790.79
2 Current assets			
(a) Inventories	14	60,072.42	58,936.13
(b) Financial assets			
(i) Trade receivables	15	50,776.76	45,334.46
(ii) Cash and cash equivalents	16	2,488.79	2,922.10
(iii) Bank balances other than (ii) above	17	36.76	10.59
(iv) Other financial assets	18	1,576.36	1,313.59
(c) Other current assets	19	11,506.96	12,723.61
Total current assets		1,26,458.05	1,21,240.48
Group of assets classified as held for sale	54	349.61	-
Total assets		2,52,773.81	2,42,031.27
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	20	1,672.93	1,445.93
(b) Other equity	21	76,034.45	58,337.13
Equity attributable to the equity holders of the parent		77,707.38	59,783.06
(c) Non-controlling interest	21	905.43	886.24
Total equity		78,612.81	60,669.30
2 Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	35,482.60	33,919.72
(ii) Lease liabilities	23	14,361.59	18,041.37
(iii) Other financial liabilities	24	5,574.15	5,751.04
(b) Provisions	25	1,472.16	1,450.81
(c) Other non-current liabilities	26	421.72	554.35
Total non-current liabilities		57,312.22	59,717.29
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	27	36,506.06	49,749.85
(ii) Lease liabilities	28	2,564.49	2,909.21
(iii) Trade payables	29		
- Due to micro and small enterprise		4,657.64	6,174.98
- Due to others		36,000.21	25,021.94
(iv) Other financial liabilities	30	25,155.53	28,044.50
(b) Other current liabilities	31	8,921.48	9,305.07
(c) Provisions	32	494.74	439.13
(d) Income-tax liabilities (net)	33	367.01	-
(e) Liabilities associated with the group of assets classified as held for sale	54	2,181.62	-
Total current liabilities		1,16,848.78	1,21,644.68
Total liabilities		1,74,161.00	1,81,361.97
Total equity and liabilities		2,52,773.81	2,42,031.27

The accompanying notes form an integral part of the Consolidated financial statements.
As per our report of even date attached

For and on behalf of the Board of Directors

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.:301051E/E300284

G.L. Sultania
Director
DIN: 00060931

Sandip Somany
Chairman
DIN: 00053597

Shyamal Kumar
Partner
M. No. 509325
Place: Gurugram
Date: 24 May 2025

Payal M Puri
Company Secretary
ACS No.: 16068

Naveen Malik
Chief Executive Officer and Chief Financial Officer

Place: Gurugram
Date: 24 May 2025



Consolidated Statement of Profit and Loss

for the year ended 31 March 2025

(₹ in lakh)

Particulars	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
CONTINUING OPERATIONS			
I Income			
Revenue from operations	34	2,52,299.16	2,77,631.24
Other income	35	4,052.86	3,639.74
Total income		2,56,352.02	2,81,270.98
II Expenses			
Cost of materials consumed	36	70,445.10	62,763.58
Purchases of stock-in-trade	37	68,773.10	84,751.23
Changes in inventories of finished goods, stock-in-trade and work-in-progress	38	1,787.68	3,654.23
Employee benefits expense	39	42,648.11	42,619.18
Finance costs	40	8,913.54	9,263.22
Depreciation and amortisation expense	41	12,252.55	11,884.27
Other expenses	42	54,343.12	57,577.28
Total expenses		2,59,163.20	2,72,512.99
III Profit/(Loss) before exceptional items and tax		(2,811.18)	8,757.99
IV Exceptional items	43	(2,960.03)	-
V Profit/(Loss) before tax from continuing operations		(5,771.21)	8,757.99
VI Tax expense of continuing operations	44		
(1) Current tax (including MAT)		974.31	3,583.48
(2) Minimum Alternative Tax (entitlement) / adjustment		-	367.58
(3) Earlier year income tax		174.92	282.72
(4) Deferred tax		(1,833.39)	(1,283.13)
Total tax expense		(684.16)	2,950.65
VII Profit/ (Loss) after tax from continuing operations		(5,087.05)	5,807.34
VIII Profit/(loss) from Joint venture		(1,789.17)	(911.95)
IX Profit/ (Loss) for the year from continuing operations		(6,876.22)	4,895.39
DISCONTINUED OPERATIONS			
X Profit/(Loss) before tax from discontinued operations		107.75	(3,083.71)
XI Tax expenses of discontinued operations		32.32	(952.04)
XII Profit/(Loss) for the year from discontinued operations		75.43	(2,131.67)
XIII Profit/(Loss) for the year		(6,800.79)	2,763.72
XIV Other comprehensive income			
Continuing operations			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plan		174.29	(12.24)
(b) Income-tax relating to these items		(49.95)	1.27
(ii) Items that will be reclassified to profit or loss			
Exchange difference on translation of foreign operations		(0.37)	(0.04)
(iii) Share in other comprehensive income of joint venture (net of tax)		2.02	0.94
Other comprehensive income, net of tax from Continuing Operations		125.99	(10.07)
Discontinued operations			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plan		-	2.81
(b) Income-tax relating to these items		-	(0.98)
Other comprehensive income, net of tax from Discontinued Operations		-	1.83
Total other comprehensive income / (loss) for the year (net of tax)		125.99	(8.24)
XV Total comprehensive income for the year		(6,674.80)	2,755.48
XVI Profit/(Loss) for the year attributable to		(6,800.79)	2,763.72
a) Owner of the company		(6,828.93)	2,578.06
b) Non-controlling interests		28.14	185.66
XVII Other comprehensive income for the year attributable to		125.99	(8.24)
a) Owner of the company		124.89	(7.82)
b) Non-controlling interests		1.10	(0.42)
XVIII Total comprehensive income for the year attributable to		(6,674.80)	2,755.48
a) Owner of the company		(6,704.04)	2,570.24
b) Non-controlling interests		29.24	185.24
XIX Earnings per equity share (of ₹ 2/- each):	45		
Basic and diluted - Continuing operations		(8.88)	6.32
Basic and diluted - Discontinued operations		0.10	(2.87)
Basic and diluted - Continuing operations and Discontinued operations		(8.78)	3.45

The accompanying notes form an integral part of the Consolidated financial statements.
As per our report of even date attached

For and on behalf of the Board of Directors

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.:301051E/E300284

G.L. Sultania
Director
DIN: 00060931

Sandip Somany
Chairman
DIN: 00053597

Shyamal Kumar
Partner
M. No. 509325
Place: Gurugram
Date: 24 May 2025

Payal M Puri
Company Secretary
ACS No.: 16068

Naveen Malik
Chief Executive Officer and Chief Financial Officer

Place: Gurugram
Date: 24 May 2025

Consolidated Statement of Cash Flows

for the year ended 31 March 2025

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flows from operating activities		
Profit/ (Loss) before tax and after Exceptional Items*		
- Continuing Operations	(7,560.38)	7,846.04
- Discontinued Operations	107.75	(3,083.71)
Adjustments for:		
Exceptional Item	2,960.03	-
Finance costs	9,102.53	9,509.71
Interest income	(93.57)	(53.02)
Gain on disposal of property, plant and equipment	(97.88)	(22.67)
Loss on disposal of property, plant and equipment	17.02	2.26
Net loss/(gain) arising on current investments	(0.18)	-
Sundry balances and liabilities / provisions no longer required, written back	(1,918.23)	(3,263.39)
Provision for expected credit loss	1,108.70	2,049.32
Provision for doubtful advances	75.99	214.52
Bad debts written off	669.51	0.92
Depreciation and amortisation expenses	12,275.87	12,304.10
Lease concession / liability written back	(641.80)	(154.55)
Share of (profit) / loss of joint venture	1,789.17	911.95
Net foreign exchange loss/(gain)	(26.73)	12.80
Assets Written off	-	52.58
Transaction cost related to Rights Issue	32.33	-
	17,800.13	26,326.86
Movements in working capital:		
(Increase)/decrease in trade and other receivables	(7,527.08)	(9,676.34)
(Increase)/decrease in inventories	(1,169.43)	9,440.57
(Increase)/decrease in other assets	1,063.98	(1,670.24)
Increase/(decrease) in trade and other liabilities	9,304.43	3,781.35
Increase/(decrease) in provisions	76.96	(52.38)
	1,748.86	1,822.96
Cash generated from operations	19,548.99	28,149.82
Income taxes paid	(754.92)	(4,110.86)
Income taxes refund	414.50	37.70
Net cash generated by operating activities	19,208.57	24,076.66
Cash flows from investing activities:		
Payments to acquire financial assets	(501.28)	(0.20)
Proceeds from sale of financial assets	501.46	-
Investment in joint venture	(1,700.00)	(2,499.96)
Payment for acquisition of non-controlling interest stake of subsidiary	(2.00)	-
Interest received	47.92	0.87
Payment against slump sale	-	(1,215.52)
Payments for property, plant and equipment	(20,223.45)	(18,341.36)
Proceeds from disposal of property, plant and equipment	423.43	182.74
Movement in other bank balances	(2.83)	(3.59)
Net cash used in investing activities	(21,456.75)	(21,877.02)



Consolidated Statement of Cash Flows (Contd.)

for the year ended 31 March 2025

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flows from financing activities:		
Proceeds from issuance of Share Capital under Right Issue	24,969.92	-
Transaction cost related to Rights Issue	(88.25)	-
Proceeds from borrowings	16,422.94	11,956.61
Repayment of borrowings	(12,291.41)	(8,558.12)
Movement in short term borrowings (net)	(15,037.37)	9,103.28
Principal payment of lease liability	(2,484.01)	(3,116.17)
Interest on lease liability	(1,349.28)	(1,631.94)
Dividends paid	(290.86)	(384.89)
Interest paid	(8,021.45)	(7,566.21)
Net cash generated / used in financing activities	1,830.23	(197.44)
Net increase / decrease in cash and cash equivalents:	(417.95)	2,002.20
Cash and cash equivalents at the beginning of the year	2,922.10	919.90
Foreign currency translation gain/(loss) on consolidation	0.00	0.00
Less: Cash and cash equivalent classified as asset held for sale	15.36	-
Cash and cash equivalents at the end of the year	2,488.79	2,922.10

* Including share in profit / (loss) from joint venture

THE MOVEMENT IN LIABILITIES FROM FINANCING ACTIVITIES:

Particulars	As at 31 March 2024	Cashflows	Non-cash flow changes - Other		As at 31 March 2025 [^]
			Foreign exchange	Other	
Long term borrowings	44,761.85	4,131.53	-	-	48,893.38
Short term borrowings	38,907.72	(15,037.37)	-	-	23,870.35
Total liabilities from financing activities	83,669.57	(10,905.84)	-	-	72,763.73

Particulars	As at 31 March 2023	Cashflows	Non-cash flow changes - Other		As at 31 March 2024
			Foreign exchange	Other	
Long term borrowings	41,363.36	3,398.49	-	-	44,761.85
Short term borrowings	29,804.44	9,103.28	-	-	38,907.72
Total liabilities from financing activities	71,167.80	12,501.77	-	-	83,669.57

[^] Including discontinued operations

The accompanying notes form an integral part of the Consolidated financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.:301051E/E300284

G.L. Sultania
Director
DIN: 00060931

Sandip Somany
Chairman
DIN: 00053597

Shyamal Kumar
Partner
M. No. 509325
Place: Gurugram
Date: 24 May 2025

Payal M Puri
Company Secretary
ACS No.: 16068

Naveen Malik
Chief Executive Officer and Chief Financial Officer
Place: Gurugram
Date: 24 May 2025

Consolidated Statement of Changes in Equity

for the year ended 31 March 2025

(a) EQUITY SHARE CAPITAL

Particulars	(₹ in lakh)	
	Number of shares	Amount
Issued and paid up capital		
Balance as at 1 April 2023	7,22,96,395	1,445.93
Changes in equity share capital during the year	-	-
Balance as at 31 March 2024	7,22,96,395	1,445.93
Changes in equity share capital during the year**	1,13,49,962	227.00
Balance as at 31 March 2025	8,36,46,357	1,672.93

(b) OTHER EQUITY

Particulars	Reserves and surplus				Other comprehensive income		Total Attributable to owners of the Parent	Attributable to Non - Controlling Interests	Total
	Capital reserve	Securities premium reserve	General reserve	Retained earnings	Actuarial gain / (loss)	Foreign currency translation reserve			
Balance as at 1 April 2023	49.88	7,185.89	2,425.20	46,246.81	175.12	45.47	56,128.37	728.00	56,856.37
Profit/(loss) for the year	-	-	-	2,578.06	-	-	2,578.06	185.66	2,763.72
Other comprehensive income for the year (net of tax)	-	-	-	-	(7.78)	(0.04)	(7.82)	(0.42)	(8.24)
Payment of dividend	-	-	-	(361.48)	-	-	(361.48)	(27.00)	(388.48)
Balance as at 31 March 2024	49.88	7,185.89	2,425.20	48,463.39	167.34	45.43	58,337.13	886.24	59,223.37
Profit/(loss) for the year	-	-	-	(6,828.93)	-	-	(6,828.93)	28.14	(6,800.79)
Other comprehensive income for the year (net of tax)	-	-	-	-	125.26	(0.37)	124.89	1.10	125.99
Payment of dividend	-	-	-	(289.19)	-	-	(289.19)	(4.50)	(293.69)
Adjustments for change in ownership interests*	-	0.21	0.10	3.23	0.01	0.00	3.55	(5.55)	(2.00)
Right Issue of Equity Shares**	-	24,742.92	-	-	-	-	24,742.92	-	24,742.92
Expenses incurred on rights issue of equity shares	-	(55.92)	-	-	-	-	(55.92)	-	(55.92)
Balance as at 31 March 2025	49.88	31,873.10	2,425.30	41,348.50	292.61	45.06	76,034.45	905.43	76,939.88

* During the year company has acquired 2,00,000 equity share (partly paid) face value of ₹2/- each and ₹1/- paid up of Hindware Limited issued to one of the eligible employee (none of them being the promoters or part of the promoters group) of Hindware Limited. Consequently, the adjustment has been carried out.

** The Committee of Directors (Rights Issue) at its meeting held on 18 October 2024, has inter alia considered and approved the rights issue of 1,13,49,962 fully paid-up Equity Shares of Rights issue price of ₹ 220 per equity share (including a premium of ₹ 218 per Equity Share) on Rights basis to the eligible equity shareholders in the ratio of 119 rights equity shares for every 758 equity shares held by the eligible equity shareholder for amount aggregating up to ₹ 24,969.92 lakhs. Further, 1,13,49,962 equity shares were allotted by the Company on 28 November 2024.

The accompanying notes form an integral part of the Consolidated financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors

For **Lodha & CO LLP**
Chartered Accountants
Firm Registration No.:301051E/E300284

G.L. Sultania
Director
DIN: 00060931

Sandip Somany
Chairman
DIN: 00053597

Shyamal Kumar
Partner
M. No. 509325
Place: Gurugram
Date: 24 May 2025

Payal M Puri
Company Secretary
ACS No.: 16068

Naveen Malik
Chief Executive Officer and Chief Financial Officer

Place: Gurugram
Date: 24 May 2025



Material accounting policies and other explanatory information to the Consolidated financial statements

for the year ended 31 March 2025

1. A) Corporate information

Hindware Home Innovation Limited (the 'Parent Company') is a public limited company incorporated in India under the Companies Act, 2013. The registered office of the Parent Company is situated in Kolkata and the corporate office is in Gurugram. The Group is into the business of manufacturing, selling and trading of building products and consumer appliances business. The equity shares of the parent

Company is listed at National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The consolidated financial statements include the consolidated balance sheet, consolidated statement of profit and loss, consolidated cash flow statement and consolidated statement of changes in equity of the Parent Company, its under mentioned subsidiaries (hereinafter referred as the 'Group') and joint venture:

Subsidiary Companies	Date of shareholding/ membership	Country of incorporation	% of shareholding
Evok Homes Private Limited	1 April 2018	India	100%
Hindware Limited	1 April 2018	India	98.6%
Halis International Limited	1 April 2018	Mauritius	98.6%
Queo Bathroom Innovations Limited (subsidiary of Halis International Limited)	1 April 2018	United Kingdom (UK)	98.6%
Truflo Pipes Limited	17 June 2022	India	98.6%
HHIL Limited	4 March 2025	India	100%

Joint Venture Company	Date of shareholding/ membership	Country of incorporation	% of shareholding
Hintastica Private Limited*	14 November 2019	India	50%

* w.e.f. 20 May 2021, the company has become Joint Venture of the Group

B) Statement of compliance with Indian Accounting Standards (Ind AS)

The consolidated financial statements of the Group have been prepared in accordance with Ind AS notified by the Companies (Indian Accounting Standards) Rules, 2015 (as amended). Accordingly, the Group's financial statements for the year ended 31 March 2025 are prepared complying in material aspects with applicable Ind AS.

The consolidated financial statement of the Group as at and for the year ended 31 March 2025 were approved and authorised by the Board of Directors on 24 May, 2025.

C) Application of new and revised Indian Accounting Standard ("Ind AS")

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements.

D) Recent Accounting pronouncements Introduction of Ind AS 117

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in

practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

Additionally, amendments have been made to Ind AS 101, First-time Adoption of Indian Accounting Standards, Ind AS 103, Business Combinations, Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, Ind AS 107, Financial Instruments: Disclosures, Ind AS 109, Financial Instruments and Ind AS 115, Revenue from Contracts with Customers to align them with Ind AS 117. The amendments also introduce enhanced disclosure requirements, particularly in Ind AS 107, to provide clarity regarding financial instruments associated with insurance contracts.

Amendments to Ind AS 116

Lease liability in a sale and leaseback The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of use asset it retains. The group has reviewed the new pronouncements and based on its evaluation has determined that these

Material accounting policies and other explanatory information to the Consolidated financial statements

for the year ended 31 March 2025

amendments do not have impact on the Company's Consolidated Financial Statements.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation of Consolidated Financial Statements

These financial statements are the Consolidated Financial Statements of the Group prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

These Consolidated Financial Statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below.

The Consolidated Financial Statements (CFS) comprises the Financial Statements of Hindware Home Innovation Limited ("the Company"), its Subsidiaries (herein after referred together as "the Group") and Joint Venture. The CFS of the Group have been prepared in accordance with the Indian Accounting Standards on "Consolidated Financial Statements" (Ind AS 110), "Joint Arrangements" (Ind AS 111), "Disclosure of Interest in Other Entities" (Ind AS 112), "Investment in Associates and Joint Ventures" (Ind AS 28) notified under Section 133 of the Companies Act 2013.

2.2 Principles of Consolidation

(i) Subsidiaries

Control is gained when the Parent Company:

- Has power over the investee
- Is exposed or has rights to variable return from its involvement with the investee, and
- Has the ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Parent Company has less than a majority of the voting or similar rights of an investee, the Parent Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Parent Company's voting rights and potential voting rights
- The size of the Parent Company's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Parent Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Parent Company gains control until the date the Parent Company ceases to control the subsidiary.

(ii) Joint Venture / Equity Accounted Investees

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether joint control exists are similar to those necessary to determine control over the subsidiaries.

(iii) Loss of Control

When the Group loses control over a subsidiary, it de-recognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in the Statement of Profit and Loss.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in



Material accounting policies and other explanatory information to the Consolidated financial statements

for the year ended 31 March 2025

preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e., year ended on 31 March.

2.3 Consolidation procedure:

Subsidiaries

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements.
- d) Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the Holding Company.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Joint Venture

The Group's investments in its joint ventures are accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment.

Unrealised gains resulting from the transaction between the Group and joint venture are eliminated to the extent of the interest in the joint venture, and deferred tax is made on the same.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss as 'Share of profit of a joint venture' in the Statement of Profit and Loss.

3. MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

The material accounting policies to prepare consolidated financial statements are in uniformity with the standalone financial statements of the Company. Following are the additional policies specifically considered for preparation of consolidated financial statements:

3.1 Business combinations

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with

Material accounting policies and other explanatory information to the Consolidated financial statements

for the year ended 31 March 2025

the requirements of Ind AS 12, 'Income Taxes' and Ind AS 19, 'Employee Benefits', respectively. Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Statement of Profit and Loss in the period in which they are incurred.

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Ind AS 103. Such transactions are accounted for using the pooling-of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts of the parent entity's consolidated financial statements with the exception of certain income tax and deferred tax assets. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies. The components of equity of the acquired companies are added to the same components within the Group's equity. The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to other equity and is presented separately from other capital reserves.

3.2 Foreign currency transactions and translations

Initial recognition

The Group's consolidated financial statements are presented in ₹, which is also the Group's functional currency. Transactions in foreign currencies are recorded on initial recognition in the functional currency at the exchange rates prevailing on the date of the transaction.

Measurement at the balance sheet date

Foreign currency monetary items of the Group, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Treatment of exchange difference

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

3.3 Taxation

Deferred tax

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Parent Company's/its subsidiary's forecast of future opening results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognised in full, although Ind AS 12, Income Taxes, specifies limited exemptions.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in the statement of profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

3.4 Segment reporting

The Company's operating businesses are organized and managed separately according to the nature of products manufactured and services provided, with each segment representing a strategic business unit that offers different products and as reviewed by the Chief operating decision maker of the Company. (Refer note 50).



Notes forming part of Consolidated Financial Statements

NOTE 4 - PROPERTY, PLANT AND EQUIPMENT

Description of assets	(₹ in lakh)										
	Land-Freehold	Right to use - Land	Buildings	Leasehold improvements	Right-to-Use - Building	Plant and equipment	Office equipment	Furniture and fixtures	Computers	Vehicles	Total
I. Gross block											
Balance as at 1 April 2023	8,910.02	2,576.84	10,713.04	1,940.44	29,322.73	41,042.89	1,244.87	12,632.32	2,072.68	2,346.56	1,12,802.39
Additions	-	-	575.66	16.73	1,071.09	7,830.06	64.27	3,949.88	429.01	417.70	14,354.40
Disposals/adjustment	-	-	-	-	(2,857.89)	(18.66)	(7.82)	-	(155.87)	(226.05)	(3,266.29)
Balance as at 31 March 2024	8,910.02	2,576.84	11,288.70	1,957.17	27,535.93	48,854.29	1,301.32	16,582.20	2,345.82	2,538.21	1,23,890.50
Additions - Continuing operations	-	-	438.87	613.08	2,152.17	3,742.51	328.43	3,144.63	365.24	501.34	11,286.27
Additions - Assets held for sale	-	-	-	-	-	-	-	-	-	-	-
Disposals/adjustment - Continuing operations	-	-	-	-	(5,935.66)	(86.73)	(9.48)	(1.25)	(216.37)	(606.10)	(6,855.59)
Adjustment due to Discontinued operations	-	-	-	(163.52)	(884.95)	(7.75)	(63.14)	(307.89)	(96.19)	(20.51)	(1,543.95)
Balance as at 31 March 2025	8,910.02	2,576.84	11,727.57	2,406.73	22,867.49	52,502.32	1,557.13	19,417.69	2,398.50	2,412.94	1,26,777.23
II. Accumulated depreciation											
Balance as at 1 April 2023	-	29.28	267.85	729.72	6,354.55	5,545.73	711.34	6,101.91	1,363.30	914.62	22,018.30
Depreciation charge for the year	-	29.28	316.99	168.83	3,896.76	3,779.16	194.21	2,892.29	392.61	495.94	12,166.07
Disposals/adjustment	-	-	-	-	(1,425.57)	(3.76)	(7.15)	-	(121.22)	(113.94)	(1,671.64)
Impairment	-	-	-	10.63	-	-	3.88	7.23	5.84	6.84	34.42
Balance as at 31 March 2024	-	58.56	584.84	909.18	8,825.74	9,321.13	902.28	9,001.43	1,640.53	1,303.46	32,547.15
Depreciation charge for the year - Continuing operations	-	29.28	328.74	172.63	3,084.34	4,114.84	211.76	3,429.88	399.96	414.07	12,185.50
Depreciation charge for the year - Discontinued operations	-	-	-	-	23.32	-	-	-	-	-	23.32
Disposals/adjustment - Continuing operations	-	-	-	-	(3,166.99)	(33.08)	(6.79)	(1.09)	(176.31)	(374.42)	(3,758.68)
Adjustment due to Discontinued operations	-	-	-	(163.52)	(591.02)	(7.75)	(63.14)	(307.89)	(94.65)	(7.72)	(1,235.69)
Balance as at 31 March 2025	-	87.84	913.58	918.29	8,175.39	13,395.14	1,044.11	12,122.33	1,769.53	1,335.39	39,761.60
Net block (I-II)											
Balance as at 31 March 2025	8,910.02	2,489.00	10,813.99	1,488.44	14,692.10	39,107.18	513.02	7,295.36	628.97	1,077.55	87,015.63
Balance as at 31 March 2024	8,910.02	2,518.28	10,703.86	1,047.99	18,710.19	39,533.16	399.04	7,580.77	705.29	1,234.75	91,343.35

Refer note 22 for details of property, plant and equipment hypothecated as security by the Company.

Notes forming part of Consolidated Financial Statements

NOTE 5 - CAPITAL WORK-IN-PROGRESS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Capital work in progress^	20,852.58	5,388.57
	20,852.58	5,388.57

^Details of pre-operative expenditure incurred during construction period pending allocation/capitalisation:

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Opening Balance	124.31	13.98
Add:		
Raw Material	49.15	-
Stores and spares consumed	0.36	0.15
Power and fuel	2.99	0.67
Travelling and Conveyance	23.41	1.21
Employee benefits expense	177.40	31.78
Finance costs	488.98	65.30
Rates and taxes	3.38	0.50
Repair and maintenance	0.80	5.05
Miscellaneous expenses	1.42	5.67
Sub Total (A)	872.20	124.31
Less:		
Sales	40.97	-
Other Income	0.19	-
Sub Total (B)	41.16	-
Total (A-B)	831.04	124.31

i) Details and Ageing of CWIP is as follows:

As at 31 March 2025

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Projects in progress	16,949.53	3,829.73	73.32	-	20,852.58

As at 31 March 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Projects in progress	5,121.93	266.64	-	-	5,388.57



Notes forming part of Consolidated Financial Statements

NOTE 5 - CAPITAL WORK-IN-PROGRESS (Contd.)

(ii) The expected completion of projects whose completion is over due is as follows:

Particulars	As at 31 March 2025				(₹ in lakh)
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
	Pipes-Roorkee Project*	10,218.25	-	-	-
Pipes-PTMT Project*	888.97	-	-	-	888.97
Pipes-Fire Sprinkler*	1,891.50	-	-	-	1,891.50
Single Piece - Batteries*	1,033.67	-	-	-	1,033.67
Solar Heating System*	141.62	-	-	-	141.62
Storage Shed*	83.73	-	-	-	83.73
Other Miscellaneous projects*	225.08	-	-	-	225.08
Total	14,482.82	-	-	-	14,482.82

Particulars	As at 31 March 2024				(₹ in lakh)
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
	Shuttle Kiln	917.43	-	-	-
New Worker Colony Blocks	205.65	-	-	-	205.65
Other Miscellaneous projects	114.34	-	-	-	114.34
Total	1,237.42	-	-	-	1,237.42

* Projects are in final stage of completion

NOTE 6 - GOODWILL

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Goodwill	191.00	191.00
	191.00	191.00

Reconciliation of the carrying amount of goodwill at the beginning and end of the reporting year

Particulars	(₹ in lakh)
Balance as at 1 April 2023	191.00
Impairment for the year	-
Balance as at 31 March 2024	191.00
Impairment for the year	-
Balance as at 31 March 2025	191.00

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

The recoverable amounts of the cash generating units ("CGU") is determined from value in use calculation. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the year. These assumptions have been determined in light of the economic environment which has resulted in more conservative estimates about the future. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

Notes forming part of Consolidated Financial Statements

NOTE 6 - GOODWILL (Contd.)

The Group has conducted a sensitivity analysis on the impairment test of CGU carrying value. Change in the discount rate and growth rate by +/- 1% points would not impact in carrying value of goodwill (with other factors remains constant).

Value in use has been determined by discounting the future cash flows generated from the continuing use of the unit. The calculation of the value in use is based on the following key assumptions:

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate	13.73%	15.75%
Terminal value of growth rate	4%	4%

The estimated recoverable amount of goodwill is not lower than the carrying amount at year end, consequently the group has not provided for any impairment loss.

NOTE 7 - OTHER INTANGIBLE ASSETS

Description of assets	(₹ in lakh)		
	Trade mark	Computer software	Total
I. Gross Block			
Balance as at 1 April 2023	36.15	1,076.38	1,112.53
Additions	-	101.32	101.32
Disposals/adjustment	-	-	-
Balance as at 31 March 2024	36.15	1,177.70	1,213.85
Additions - Continuing operations	-	185.29	185.29
Additions - Assets held for sale	-	-	-
Disposals/adjustment - Continuing operations	-	-	-
Adjustment due to Discontinued operations	-	(131.83)	(131.83)
Balance as at 31 March 2025	36.15	1,231.16	1,267.31
II. Accumulated amortisation			
Balance as at 1 April 2023	7.68	883.60	891.28
Amortisation charge for the year	4.06	76.14	80.20
Disposals/adjustment	-	-	-
Impairment	-	23.41	23.41
Balance as at 31 March 2024	11.74	983.15	994.89
Amortisation charge for the year - Continuing Operations	4.20	62.85	67.05
Amortisation charge for the year - Discontinued Operations	-	-	-
Disposals/adjustment - Continuing operations	-	-	-
Adjustment due to Discontinued operations	-	(131.83)	(131.83)
Balance as at 31 March 2025	15.94	914.17	930.11
Net block (I-II)			
Balance as at 31 March 2025	20.21	316.99	337.20
Balance as at 31 March 2024	24.41	194.55	218.96



Notes forming part of Consolidated Financial Statements

NOTE 8 - OTHER INTANGIBLES ASSETS UNDER DEVELOPMENT

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Other intangible assets under development	30.23	142.60
	30.23	142.60

(i) Details and Ageing of other intangibles assets under development

As at 31 March 2025

Particulars	(₹ in lakh)				Total
	Amount for a period of				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Project in progress	3.54	26.69	-	-	30.23

As at 31 March 2024

Particulars	(₹ in lakh)				Total
	Amount for a period of				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Project in progress	142.60	-	-	-	142.60

(ii) The expected completion of projects whose completion is over due is as follows:

Particulars	(₹ in lakh)				Total
	As at 31 March 2025				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Other Miscellaneous projects	7.60	-	-	-	7.60

There are no projects which are overdue as at 31 March 2024

There are no projects which are over-run as at 31 March 2025 / 31 March 2024

NOTE 9 - NON CURRENT INVESTMENTS

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakh	Number	₹ in lakh
(A) Deemed equity contribution				
Deemed equity contribution [#]		30.75		28.24
Total (A)		30.75		28.24
(B) Investment in unquoted equity shares (fully paid up)				
Measured at Cost				
Investment in Others				
Neycer India Limited (face value ₹ 10 each)	125	0.01	125	0.01
Water Management & Plumbing Skill Council (face value ₹ 10 each)	10,000	1.00	10,000	1.00
Total (B)		1.01		1.01
(C) Investment in other unquoted instruments				
Measured at Cost				
National Savings Certificates*		0.20		0.20
Total (C)		0.20		0.20

Notes forming part of Consolidated Financial Statements

NOTE 9 - NON CURRENT INVESTMENTS (Contd.)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakh	Number	₹ in lakh
(D) Investment in unquoted equity shares (fully paid up)				
Measured Using Equity Method:				
Investment in Joint Venture				
Hintastica Private Limited (face value ₹ 2 each)	5,48,787	10,234.86	4,22,861	10,322.01
Less: Provision for impairment (Refer note 43)		(2,960.03)		-
Total (D)		7,274.83		10,322.01
Total investments (A+B+C+D)		7,306.79		10,351.46
Other disclosures				
Aggregate amount of unquoted investments		10,266.82		10,351.46
Aggregate amount of diminution of investments		2,960.03		-

Fair value of letter of guarantee given for the Hintastica Private Limited

* Deposited with Government authorities

NOTE 10 - NON-CURRENT FINANCIAL ASSETS - OTHER FINANCIAL ASSETS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(unsecured and considered good, unless stated otherwise)		
Security deposits	1,206.95	1,104.46
Unsecured, considered doubtful	-	2.82
less: Provision against advance	-	(2.82)
Other bank balances		
- Deposit account with other banks for more than 1 year [^]	-	23.34
	1,206.95	1,127.80

[^]Deposited with government departments / courts as security NIL (previous year ₹ 23.34 lakh)**NOTE 11 - INCOME-TAX ASSETS (NET)**

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Advance income-tax (net)	195.98	649.92
	195.98	649.92

NOTE 12 - DEFERRED TAX (NET)

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Deferred tax asset arising on account of		
Business losses	2,706.08	969.97
Difference between book balance and tax balance of property, plant and equipment and Right of use asset (net of lease liability)	678.94	655.80
Expected credit loss / impairment of financial assets	2,525.64	2,459.94
Provision for employee benefits	259.47	284.07
MAT Credit entitlement	175.48	175.48
Others	730.03	780.44
Deferred tax assets (net)	7,075.64	5,325.70



Notes forming part of Consolidated Financial Statements

NOTE 12 - DEFERRED TAX (NET) (Contd.)

Deferred tax assets (net) in relation to:

Particulars	(₹ in lakh)			
	As at 1 April 2024	Recognised in statement of profit and loss*	Recognised in other comprehensive income*	As at 31 March 2025
Deferred tax asset arising on account of				
Business losses	969.97	1,736.11	-	2,706.08
Difference between book balance and tax balance of property, plant and equipment and Right of use asset (net of lease liability)	655.80	23.14	-	678.94
Expected credit loss / impairment of financial assets	2,459.94	65.70	-	2,525.64
Provision for employee benefits	284.07	25.35	(49.95)	259.47
Others	780.44	(50.41)	-	730.03
Net deferred tax assets	5,150.22	1,799.89	(49.95)	6,900.16

Particulars	(₹ in lakh)			
	As at 1 April 2023	Recognised in statement of profit and loss*	Recognised in other comprehensive income*	As at 31 March 2024
Deferred tax asset arising on account of				
Business losses	111.73	858.24	-	969.97
Difference between book balance and tax balance of property, plant and equipment and Right of use asset (net of lease liability)	728.23	(72.43)	-	655.80
Expected credit loss / impairment of financial assets	1,602.54	857.40	-	2,459.94
Provision for employee benefits	347.38	(63.60)	0.29	284.07
Others	124.88	655.56	-	780.44
Net deferred tax assets	2,914.76	2,235.17	0.29	5,150.22

* Including discontinued operations

MAT Credit Entitlement Movement

Particulars	(₹ in lakh)
	Amount
MAT credit entitlement as on 1 April 2023	712.39
MAT credit recognised	-
MAT credit utilization adjustment/reversal	(367.58)
MAT credit utilisation	(169.33)
MAT credit entitlement as on 31 March 2024	175.48
MAT credit recognised	-
MAT credit utilisation	-
MAT credit entitlement as on 31 March 2025	175.48

Notes forming part of Consolidated Financial Statements

NOTE 13 - OTHER NON-CURRENT ASSETS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(unsecured and considered good, unless stated otherwise)		
Capital advances	1,596.89	5,683.00
Considered doubtful	5.09	15.15
Less : Provision for doubtful advances	(5.09)	(15.15)
Prepaid expenses	48.45	23.38
Balances with government authorities*	107.97	344.55
Others	0.84	0.50
	1,754.15	6,051.43

* Deposited against demand under dispute /legal case

NOTE 14 - INVENTORIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(valued at cost or net realisable value which ever is lower)		
Raw materials [®]	14,526.04	11,237.92
Work-in-progress	3,349.24	3,264.70
Finished goods	3,238.89	6,094.07
Stock-in-trade [®]	36,774.21	36,079.98
Stores and spares	1,203.44	1,029.90
Packing material	809.63	1,087.28
Oils, fuels, lubricants and others	170.97	142.28
	60,072.42	58,936.13
®Included above, goods-in-transit:		
Raw materials	306.28	939.98
Stock-in-trade	62.87	8.64
	369.15	948.62

Refer note 27 for information on inventory hypothecated as security by the Company.

NOTE 15 - TRADE RECEIVABLES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(i) Trade Receivables considered good - Secured	1,300.55	2,113.30
(ii) Trade Receivables considered good - Unsecured*	49,476.21	43,221.16
(iii) Trade Receivables - credit impaired	7,435.32	7,022.21
	58,212.08	52,356.67
Provision for expected credit loss	(7,435.32)	(7,022.21)
	50,776.76	45,334.46

* Including of AGI Greenpac Limited of ₹ 0.32 lakh (previous year ₹ 0.50 lakh)



Notes forming part of Consolidated Financial Statements

NOTE 15 - TRADE RECEIVABLES (Contd.)

Ageing As at 31 March 2025

Particulars	Outstanding for following period from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	20,013.67	24,387.23	2,295.82	1,913.14	927.11	-	49,536.97
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	229.33	344.29	2,490.06	3,063.68
(iv) Disputed Trade Receivables– considered good	-	0.08	212.11	360.42	667.18	-	1,239.79
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	58.68	222.39	4,090.57	4,371.64
Total	20,013.67	24,387.31	2,507.93	2,561.57	2,160.97	6,580.63	58,212.08
Total Provision (iii) + (vi)	-	-	-	288.01	566.68	6,580.63	7,435.32

Ageing As at 31 March 2024

Particulars	Outstanding for following period from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	19,214.45	20,419.56	1,897.98	2,237.87	639.75	-	44,409.61
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	157.38	367.78	289.60	245.84	2,543.29	3,603.89
(iv) Disputed Trade Receivables– considered good	-	0.12	9.78	385.93	529.02	-	924.85
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	42.88	222.45	3,152.99	3,418.32
Total	19,214.45	20,577.06	2,275.54	2,956.28	1,637.06	5,696.28	52,356.67
Total Provision (iii) + (vi)	-	157.38	367.78	332.48	468.29	5,696.28	7,022.21

Movement in provision for expected credit loss

Particulars	As at	
	31 March 2025	31 March 2024
Opening balance	7,022.21	5,039.68
Expected credit losses provided for during the year (Refer note 42)	1,052.16	2,049.32
Amounts written back during the year (net)	-	(66.79)
Less:- Amount pertaining to discontinued business included in opening	(639.05)	-
	7,435.32	7,022.21

Trade receivables are hypothecated against the borrowings obtained by the Group as referred in note 27

Notes forming part of Consolidated Financial Statements

NOTE 16 - CASH AND CASH EQUIVALENTS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Balances with banks	2,411.26	2,861.37
Cheques, drafts in hand	47.88	5.25
Cash in hand	3.78	6.60
Remittance in transit	25.87	48.88
	2,488.79	2,922.10

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

NOTE 17 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Other bank balances		
Deposit with bank [^]	23.34	-
Unpaid dividends accounts*	13.42	10.59
	36.76	10.59

* Not due for deposit in the investor education and protection fund

[^] Deposited with government departments / courts as security

NOTE 18 - CURRENT FINANCIAL ASSETS - OTHER FINANCIAL ASSETS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(unsecured and considered good)		
Interest accrued on deposits, loans and advances	29.37	18.31
Security Deposit [^]	111.44	40.56
Other Receivable*	1,435.55	1,254.72
	1,576.36	1,313.59

[^] Including of AGI Greenpac Limited of ₹ 40.56 lakh (previous year ₹ 40.56 lakh)

* including of AGI Greenpac Limited of ₹ 156.66 lakh (previous year ₹ 602.68 lakh) and Hintastica Private Limited ₹ 412.05 lakh (previous year ₹ 375.75 lakh).

NOTE 19 - OTHER CURRENT ASSETS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
(unsecured and considered good, unless stated otherwise)		
Prepaid expenses	799.07	841.63
Balances with government authorities	6,715.67	6,435.86
Others		
- Advance to suppliers	3,050.35	3,451.95
Considered doubtful	103.12	277.16
less : Provision against Advance to Vendors	(103.12)	(277.16)
- Employee advances	108.84	226.23
- Other current assets [#]	833.03	1,767.94
Considered doubtful	735.51	851.83
Less : Provision for doubtful advances	(735.51)	(851.83)
	11,506.96	12,723.61

[#] including of Hintastica Private Limited NIL (previous year ₹ 166.34 lakh)



Notes forming part of Consolidated Financial Statements

NOTE 20 - EQUITY SHARE CAPITAL

Particulars	As at 31 March 2025		As at 31 March 2024	
	No. of shares	(₹ in lakh)	No. of shares	(₹ in lakh)
Authorised:				
Equity shares of ₹ 2 each	15,00,00,000	3,000.00	7,50,00,000	1,500.00
Issued:				
Equity shares of ₹ 2 each	8,36,46,357	1,672.93	7,22,96,395	1,445.93
Subscribed and fully paid:				
Equity shares of ₹ 2 each	8,36,46,357	1,672.93	7,22,96,395	1,445.93
	8,36,46,357	1,672.93	7,22,96,395	1,445.93

(a) Reconciliation of share outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakh	Number	₹ in lakh
Equity shares outstanding at the beginning of the year	7,22,96,395	1,445.93	7,22,96,395	1,445.93
Add: Shares issued during the year (refer note 55)	1,13,49,962	227.00	-	-
Equity shares outstanding at the end of the year	8,36,46,357	1,672.93	7,22,96,395	1,445.93

(b) Statement of changes in promoters stake

Shares held by promoters[^] at the end of the year

S. No	Promoter name	As at 31 March 2025		As at 31 March 2024		%Change during the year
		No. of shares	% of holding	No. of shares	% of holding	
1	Sandip Somany	73,21,210	8.75%	60,39,731	8.35%	0.40%
2	Sumita Somany	1,90,735	0.23%	1,61,000	0.22%	0.01%
3	Divya Somany	1,74,047	0.21%	1,46,912	0.20%	0.01%
4	Sandip Somany HUF	1,13,531	0.14%	95,832	0.13%	0.01%
5	Shashvat Somany	90,325	0.11%	76,244	0.11%	0.00%
6	Somany Impresa Limited	3,62,27,771	43.31%	3,05,79,968	42.30%	1.01%
7	Matterhorn Trust	119	0.00%	100	0.00%	0.00%
Total		4,41,17,738	52.74%	3,70,99,787	51.32%	

[^] Promoter here means promoter as defined in the Companies Act, 2013.

(c) Terms and rights attached to equity shares

The Company has issued only one class of equity shares having par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after settling of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) List of shareholders holding more than 5% of the equity share capital of the Company as at:*

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	% of holding	Number	% of holding
Somany Impresa Limited	3,62,27,771	43.31%	3,05,79,968	42.30%
Sandip Somany	73,21,210	8.75%	60,39,731	8.35%

* Information is furnished as per shareholder register as at the year end.

Notes forming part of Consolidated Financial Statements

NOTE 20 - EQUITY SHARE CAPITAL (Contd.)

- (e) There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus shares and bought back during the last 5 years.
- (f) Pursuant to the Scheme of arrangement the Company had issued 7,22,96,395 equity shares to the shareholders of AGI Greenpac Limited On 23 August 2019 (Allotment date) Hindware Home Innovation Limited had issued one equity share for every equity share held of AGI Greenpac Limited on the date of 20 August, 2019 (Record date) for consideration other than cash.

NOTE 21 - OTHER EQUITY

Particulars	Reserves and surplus				Other comprehensive income		Total Attributable to owners of the Parent	Attributable to Non - Controlling Interests	Total
	Capital reserve	Securities premium reserve	General reserve	Retained earnings	Actuarial gain / (loss)	Foreign currency translation reserve			
Balance as at 1 April 2023	49.88	7,185.89	2,425.20	46,246.81	175.12	45.47	56,128.37	728.00	56,856.37
Profit/ (loss) for the year	-	-	-	2,578.06	-	-	2,578.06	185.66	2,763.72
Other comprehensive income for the year (net of tax)	-	-	-	-	(7.78)	(0.04)	(7.82)	(0.42)	(8.24)
Payment of dividend	-	-	-	(361.48)	-	-	(361.48)	(27.00)	(388.48)
Balance as at 31 March 2024	49.88	7,185.89	2,425.20	48,463.39	167.34	45.43	58,337.13	886.24	59,223.37
Profit/ (loss) for the year	-	-	-	(6,828.93)	-	-	(6,828.93)	28.14	(6,800.79)
Other comprehensive income for the year (net of tax)	-	-	-	-	125.26	(0.37)	124.89	1.10	125.99
Payment of dividend	-	-	-	(289.19)	-	-	(289.19)	(4.50)	(293.69)
Adjustments for change in ownership interests	-	0.21	0.10	3.23	0.01	0.00	3.55	(5.55)	(2.00)
Right Issue of Equity Shares (refer note 55)	-	24,742.92	-	-	-	-	24,742.92	-	24,742.92
Expenses incurred for rights issue of equity shares	-	(55.92)	-	-	-	-	(55.92)	-	(55.92)
Balance as at 31 March 2025	49.88	31,873.10	2,425.30	41,348.50	292.61	45.06	76,034.45	905.43	76,939.88

Nature and purpose of other reserves:

- Capital reserve was created on amalgamation of certain entities/undertaking into the Company.
- Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act,2013.
- General reserves was created by transferring certain amount out of profits at the time of distribution of dividend in the past.
- During the year company has acquired 2,00,000 equity share (partly paid) face value of ₹ 2/- each and ₹ 1/- paid up of Hindware Limited issued to eligible employee (none of them being the promoters or part of the promoters group) of Hindware Limited. Consequently, the adjustment has been carried out.



Notes forming part of Consolidated Financial Statements

NOTE 22 - NON CURRENT FINANCIAL LIABILITIES - BORROWINGS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Secured:		
Term loans from banks:		
Rupee loans	48,893.38	44,761.85
	48,893.38	44,761.85
Less: Current maturities of long term borrowing (refer note 27)	13,410.78	10,842.13
	35,482.60	33,919.72

- 1 Rupee Loan of Nil (previous year ₹ 825.00 lakh) is secured by First Pari Passu charge on Movable Fixed Assets (PPE) of the company, carrying interest rate @ 1 Year MCLR + 8 bps, which has been fully repaid during the year.
- 2 Loans are secured by way of hypothecation of first pari-passu charge on movable fixed assets both present and future of the Company. Further, this is secured by first pari-passu charge by way of mortgage on immovable fixed assets located at Bibinagar and Kaharani plants of the Company.
 - Term Loans aggregating to ₹ 2,250.00 lakh (previous financial year ₹ 3,250.00 lakh) are repayable in 9 equal quarterly instalments from Apr 2025 to April 2027.
 - Term Loans aggregating to ₹ 4,166.67 lakh (previous financial year ₹ 5,000.00 lakh) are repayable in 20 equal quarterly instalments from May 2025 to Feb 2030.
 - Term Loans aggregating to ₹ 3,720.00 lakh (previous financial year ₹ 6,320.00 lakh) are repayable in 5 instalments from May 2025 to May 2026.
 - Term Loans aggregating to ₹ 4,875.00 lakh (previous financial year ₹ 4,361.61 lakh) are repayable in 23 instalments from May 2025 to Nov 2030.
 - Term Loans aggregating to ₹ 14,690.48 lakh (previous financial year ₹ 20,765.24 lakh) are repayable in 7 instalments from Apr 2025 to Oct 2026.
 - Term Loans aggregating to ₹ 5,000.00 lakh (previous financial year ₹ 1,740.00 lakh) are repayable in 24 instalments from June 2026 to Mar 2032.
 - Term Loans aggregating to ₹ 4,629.84 lakh (previous financial year ₹ Nil) are repayable in 24 instalments from Mar 2027 to Dec 2032.
 - Term Loans aggregating to ₹ 4,166.67 lakh (previous financial year ₹ Nil) are repayable in 10 equal quarterly instalments from June 2025 to Sept 2027.
 - Term Loans aggregating to ₹ 1,366.00 lakh (previous financial year ₹ Nil) are repayable in 24 instalments from April 2027 to Jan 2033.
- 3 Loan will be secured by exclusive charge by way of mortgage on immovable fixed assets proposed for purchase at World Trade Tower, New Delhi.
 - Term Loans aggregating to ₹ 4,028.72 lakh (previous year ₹ 2,500.00 lakh) are repayable in 24 instalments from June 2025 to Mar 2031.
- 4 Interest rate ranging from REPO + 200bps to 3M MCLR

NOTE 23 - NON-CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Lease liability (refer note 52)	14,361.59	18,041.37
	14,361.59	18,041.37

Notes forming part of Consolidated Financial Statements

NOTE 24 - NON-CURRENT FINANCIAL LIABILITIES - OTHER FINANCIAL LIABILITIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Trade deposits	5,574.15	5,751.04
	5,574.15	5,751.04

NOTE 25 - NON-CURRENT LIABILITIES - PROVISIONS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
Long-term employee benefits		
Provision for compensated absences	965.72	946.01
Provision for long service award	100.36	102.53
Provision for gratuity	-	1.19
Provision for warranty	406.08	401.08
	1,472.16	1,450.81

Movement for provision for warranty

Particulars	(₹ in lakh)
	Amount
Balance as at 1 April 2023	381.08
Additional provisions recognised (included in Other expenses)	20.00
Balance as at 31 March 2024	401.08
Additional provisions recognised (included in Other expenses)	5.00
Balance as at 31 March 2025	406.08

Warranty claims:

The provision for warranty claims represent the present value of best estimate of the future outflow of economic benefits that will be required under the Company obligations for warranties under the local sale of goods. The estimate has been made based on historical warranty trends and may vary as a result of new materials, altered manufacturing process or other events. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns based on warranty period of certain products up to 12 years.

NOTE 26 - OTHER NON-CURRENT LIABILITIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Employee related payables	421.72	554.35
	421.72	554.35



Notes forming part of Consolidated Financial Statements

NOTE 27 - CURRENT FINANCIAL LIABILITIES - BORROWINGS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Secured borrowings		
From banks		
Cash credit - loans repayable on demand	-	907.36
Working capital demand loan	21,620.49	38,000.36
	21,620.49	38,907.72
Unsecured borrowings		
From banks		
Corporate credit card	1,474.79	-
	1,474.79	-
Current maturities of long term borrowing	13,410.78	10,842.13
	36,506.06	49,749.85

Details of security and term of repayment of each type of borrowing:

- Working capital and Cash credit facilities availed by the various entities of the group are secured by hypothecation of inventories, finished & semi-finished goods and receivables of respective entities. The Working capital facilities and Cash credit facilities are repayable on demand.
- The interest rate for Short term borrowing ranges from REPO + 175 bps to 180 bps.

NOTE 28 - CURRENT FINANCIAL LIABILITIES - LEASE LIABILITIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Lease liability (refer note 52)	2,564.49	2,909.21
	2,564.49	2,909.21

NOTE 29 - TRADE PAYABLES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Due to micro and small enterprise	4,657.64	6,174.98
Due to others*^	36,000.21	25,021.94
	40,657.85	31,196.92

* Including of AGI Greenpac Limited of ₹ 406.75 lakh (previous year ₹ 130.18 lakh) and Hintastica Private Limited of NIL (previous year ₹ 1.03 lakh)

^ Including trade payable for acceptances amounting to ₹ 6,253.84 lakh (previous year ₹ 4,618.83 lakh) represented by extended interest bearing credit availed by the group. Interest for the extended credit period payable has been presented under finance cost.

Ageing As at 31 March 2025

Particulars	(₹ in lakh)						Total
	Outstanding for following period from due date of payment						
	Unbilled	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i. MSME	88.58	3,883.94	603.54	45.66	23.11	12.81	4,657.64
ii. Others	743.55	12,991.93	22,156.17	62.00	16.26	30.30	36,000.21
Total	832.13	16,875.87	22,759.71	107.66	39.37	43.11	40,657.85

Notes forming part of Consolidated Financial Statements

NOTE 29 - TRADE PAYABLES (Contd.)**Ageing As at 31 March 2024**

Particulars	Outstanding for following period from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i. MSME	102.66	4,871.18	1,075.49	89.13	32.57	3.95	6,174.98
ii. Others	2,860.48	10,846.62	11,169.74	73.86	46.55	24.69	25,021.94
Total	2,963.14	15,717.80	12,245.23	162.99	79.12	28.64	31,196.92

(₹ in lakh)

Disclosure under MSME Act, 2006[^]

Dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006 to the extent identified and information available with the Company pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006, details as certified by the management are mentioned below:

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Principal amount overdue remaining unpaid to any supplier*	804.30	1,170.31
Interest due thereon remaining unpaid to any supplier	22.79	47.67
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers beyond the appointed day during the year	469.61	163.58
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	427.80	362.11
Interest accrued and remaining unpaid	573.70	625.19

* Includes dues of micro and small enterprises included within other financial liabilities.

[^] Including discontinued operations**NOTE 30 - CURRENT FINANCIAL LIABILITIES - OTHER FINANCIAL LIABILITIES**

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Interest accrued but not due on borrowings	190.85	130.79
Unpaid dividends [^]	13.42	10.59
Earnest money deposits	13.80	10.64
Security deposits/retention money	299.40	271.45
Others		
Towards capital creditors	807.09	941.17
Employee related payables	6,129.93	6,459.47
Towards expenses payable*	3,271.04	3,564.96
Financial obligation towards letter of guarantee (refer note 9)	30.75	28.24
Commission payable to directors	39.91	272.10
Gratuity payable (net obligation)	717.83	704.03
Other payables**	13,641.51	15,651.06
	25,155.53	28,044.50

[^] Not due for deposit in Investors Education and Protection Fund

* including of AGI Greenpac Limited of ₹ 0.27 lakh (previous year ₹ 737.41 lakh)

** Including of AGI Greenpac Limited ₹ 3.80 lakh (previous year NIL) and Hintastica Private Limited ₹ 0.07 lakh (previous year NIL)



Notes forming part of Consolidated Financial Statements

NOTE 31 - OTHER CURRENT LIABILITIES

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Advances received from customers	960.32	1,085.38
Payable towards statutory dues	7,949.56	8,182.59
Other payables	11.60	37.10
	8,921.48	9,305.07

NOTE 32 - CURRENT LIABILITIES - PROVISIONS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
Provision for compensated absences	198.01	142.38
Provision for long service award	11.92	11.91
Provision for gratuity	-	0.03
Provision for warranty (also refer note 25)	284.81	284.81
	494.74	439.13

Movement for provision for warranty

Particulars	(₹ in lakh)
	Amount
Balance as at 1 April 2023	284.81
Additional provisions recognised (included in Other expenses)	-
Balance as at 31 March 2024	284.81
Additional provisions recognised (included in Other expenses)	-
Balance as at 31 March 2025	284.81

Warranty claims:

The provision for warranty claims represent the present value of best estimate of the future outflow of economic benefits that will be required under the Company obligations for warranties under the local sale of goods. The estimate has been made based on historical warranty trends and may vary as a result of new materials, services or other events. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns based on warranty period of certain products up to 2 years.

NOTE 33 - INCOME-TAX LIABILITIES (NET)

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Current tax liabilities	367.01	-
	367.01	-

Notes forming part of Consolidated Financial Statements

NOTE 34 - REVENUE FROM OPERATIONS

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
i) Revenue from operations		
Sale of goods	2,48,550.32	2,71,793.53
Revenue from rendering of services	27.22	74.29
Other operating revenue @	3,721.62	5,763.42
	2,52,299.16	2,77,631.24
Segment wise revenue information (Refer Note 50)		
a) Consumer products	35,619.47	44,543.71
b) Building products	2,17,071.22	2,35,464.45
c) Others	-	-
d) Unallocated	-	-
Total	2,52,690.69	2,80,008.16
Less: Inter segment revenue	(7.11)	(4.96)
Less: Revenue from discontinued operations	(384.42)	(2,371.96)
Total income from operations	2,52,299.16	2,77,631.24
ii) Unsatisfied Performance Obligation		
Aggregated amount of Transaction Price allocated to the contracts that are fully or partially unsatisfied at the end of the reporting year		
i) Sale of Goods	960.32	1,085.38
iii) Reconciliation of contract price vis a vis revenue recognised in profit and loss statement is as follows:		
Contract Price		
a) Sale of goods	4,51,548.62	4,65,317.79
b) Revenue from rendering of services	27.22	74.29
c) Other operating revenue	3,721.62	5,763.42
Adjustment:-		
Discount/Rebate	2,02,998.30	1,93,524.26
Revenue recognised in the statement of profit and loss account	2,52,299.16	2,77,631.24
@ Other operating revenues comprise of:		
Sundry balances and liabilities no longer required, written back	1,429.79	3,103.46
Insurance claims received	157.61	200.70
Scrap sales	774.69	524.65
Miscellaneous receipts	1,359.53	1,934.61
	3,721.62	5,763.42



Notes forming part of Consolidated Financial Statements

NOTE 35 - OTHER INCOME

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income on financial assets	93.08	46.82
Excess balances and liabilities written back	-	5.00
Rental income	131.38	128.01
Profit on sale of current investments (net)	0.18	-
Profit on sale of property, plant and equipment	95.32	22.67
Gain on foreign exchange fluctuations	27.51	117.28
Management fee	2,840.05	2,956.50
Miscellaneous income	865.34	363.46
	4,052.86	3,639.74

NOTE 36 - COST OF MATERIALS CONSUMED

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening stock	11,237.92	15,192.85
Add: Purchases	73,733.22	58,808.65
Less: Closing stock	14,526.04	11,237.92
	70,445.10	62,763.58

NOTE 37 - PURCHASES OF TRADED GOODS

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Sanitaryware and other products	47,693.91	58,584.66
Consumer appliances and others	21,079.19	26,166.57
	68,773.10	84,751.23

Notes forming part of Consolidated Financial Statements

NOTE 38 - CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the end of the year:		
Finished goods	3,238.89	6,094.07
Adjustment on account of discontinued operations-Finished Goods	-	-
Work-in-progress	3,349.24	3,264.70
Adjustment on account of discontinued operations-Work in progress	-	-
Stock-in-trade	36,774.21	36,079.98
Adjustment on account of discontinued operations-Stock in trade	-	(288.73)
Total (A)	43,362.34	45,150.02
Inventories at the beginning of the year:		
Finished goods	6,094.07	9,830.04
Adjustment on account of discontinued operations-Finished Goods	-	-
Work-in-progress	3,264.70	3,377.17
Adjustment on account of discontinued operations-Work in progress	-	-
Stock-in-trade	36,079.98	36,527.92
Adjustment on account of discontinued operations-Stock in trade	(288.73)	(930.88)
Total (B)	45,150.02	48,804.25
Changes in inventories (C=B-A)	1,787.68	3,654.23

NOTE 39 - EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	38,871.15	38,656.96
Contribution to provident funds and other funds	2,009.79	2,033.95
Staff welfare expenses	1,767.17	1,928.27
	42,648.11	42,619.18

NOTE 40 - FINANCE COST

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on financial liabilities	7,525.38	7,649.86
Interest on lease liability (Refer note 52)	1,345.66	1,565.29
Other finance cost	42.50	48.07
	8,913.54	9,263.22

NOTE 41 - DEPRECIATION AND AMORTISATION

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation and impairment of property, plant and equipment (also refer note 4)	9,071.88	8,196.25
Amortisation of other intangible assets (also refer note 7)	67.05	67.47
Depreciation on right to use-land and building (Refer note 4)	3,113.62	3,620.55
	12,252.55	11,884.27



Notes forming part of Consolidated Financial Statements

NOTE 42 - OTHER EXPENSES

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Power and fuel	8,514.42	9,212.17
Consumption of stores and spares	1,842.75	1,738.34
Consumption of packing material	3,759.09	3,306.91
Consumption of oil, fuel and lubricants	111.35	106.28
Repairs and maintenance:		
Buildings	150.75	130.61
Plant and machinery	214.76	214.66
Others	1,273.00	1,242.76
Rent (including lease rental)	680.92	535.74
Rates and taxes	96.94	74.78
Directors sitting fees	43.05	25.35
Expenditure on ceramic and applied research centre	164.77	141.32
Insurance	1,459.06	1,397.70
Travelling and conveyance	5,397.91	5,522.89
Commission on sales	13.23	-
Freight and forwarding charges	9.09	17.89
Advertisement and publicity	8,508.28	11,371.41
Transportation and forwarding	12,475.99	12,490.11
Sales promotion expenses*	2,694.10	2,828.65
Other selling expenses	1,208.42	1,569.00
Provision for expected credit loss (Refer note 15)	1,052.16	1,485.78
Provision for doubtful advances/debts	37.18	17.37
Bad debts written off	669.51	0.92
Corporate social responsibility expenditure	282.12	257.64
Charity and donation	-	0.25
Loss/(gain) on foreign exchange fluctuation	141.68	-
Loss on sale of property, plant and equipment	17.02	2.26
Legal and Professional Services	1,361.60	1,824.84
Management Fees	-	2.34
Miscellaneous expenses	2,163.97	2,059.31
	54,343.12	57,577.28

* Including of warranty expenses

NOTE 43 EXCEPTIONAL ITEM

During the year ended 31 March 2025, the Company has infused ₹ 1,700.00 lakh in Hintastica Private Limited (HPL), on a rights basis by subscribing to an additional 1,25,926 nos equity shares of ₹ 10 each at a premium of ₹ 1,340 per share. On 31 March 2025, the Company restated value/measured its investment in the HPL (JV) based on an independent valuation report and recognized/provided an impairment loss of ₹ 611.51 lakh in Standalone Financial Statement and ₹ 2,960.03 lakh in Consolidated Financial Statement under "Exceptional Items".

Notes forming part of Consolidated Financial Statements

NOTE 44 CURRENT TAX AND DEFERRED TAX**(a) Income tax expense through profit and loss**

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax: - Continuing operations		
Current income tax charge	974.31	3,583.48
Minimum Alternative Tax (entitlement) / adjustment	-	367.58
Earlier year income tax	174.92	282.72
	1,149.23	4,233.78
Current tax: - Discontinued operations		
Earlier year income tax	(1.18)	-
Deferred tax:		
In respect of origination and reversal of temporary differences - Continuing operations	(1,833.39)	(1,283.13)
In respect of origination and reversal of temporary differences - Discontinued operations	33.50	(952.04)
Total tax expense recognised in profit and loss account	(651.84)	1,998.61

(b) Income tax on other comprehensive income

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Re-measurement of defined benefit obligations - Continuing operations	(49.95)	1.27
Re-measurement of defined benefit obligations - Discontinued operations	-	(0.98)
	(49.95)	0.29

(c) Numerical reconciliation between average effective tax rate and applicable tax rate:

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the holding company at 34.944% (31 March 2024: 34.944%) and the reported tax expense in the statement of profit and loss are as follows:

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit / (loss) before tax		
Profit / (loss) before tax after exceptional item from continuing operations	(5,771.21)	8,757.99
Profit / (loss) before tax from discontinued operations	107.75	(3,083.71)
Domestic tax rate for the holding Company	34.944%	34.944%
Latest statutory enacted income tax for the Company	(1,979.04)	1,982.82
Tax effect of:		
- Non deductible expenses	218.14	209.44
- Differential tax rate of foreign subsidiaries	4.81	4.67
- Differential tax rate of domestic subsidiaries	(260.52)	(1,371.32)
- Dividend elimination	171.23	1,027.35
- Earlier year income tax	173.74	282.72
- Deferred tax asset not recognized on exceptional item	1,034.32	-
- Deferred tax reversal in subsidiary company	-	132.96
- Others	(14.52)	(270.03)
Income-tax recognised in statement of profit and loss	(651.84)	1,998.61

(d) There is no change in statutory enacted income-tax rate during the financial year.



Notes forming part of Consolidated Financial Statements

NOTE 45 - EARNINGS PER SHARE

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit/ (loss) attributable to owners of the Company		
Continuing operations (A)	(6,904.36)	4,709.73
Discontinued operations (B)	75.43	(2,131.67)
Profit/ (loss) for the year attributable to owners of the Company (C=A+B)	(6,828.93)	2,578.07
Weighted average number of equity shares (Number)	7,77,60,518	7,47,32,120
Face value per share (₹)	2.00	2.00
Basic and Diluted earning per share		
Continuing operations	(8.88)	6.32
Discontinued operations	0.10	(2.87)
Continuing operations and Discontinued operations	(8.78)	3.45

The holding company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earnings per share of the holding company remain the same.

NOTE 46 - RELATED PARTY TRANSACTIONS

In accordance with the requirement of Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures" name of the related party, related party relationship, transactions and outstanding balances including commitments where control exist and with whom transactions have taken place during the reported period are as follows:

List of related parties

Relationship	Name of related party (as identified by the management)
Key management personnel (KMP)	Executive director
	Mr. Rakesh Kaul (Whole Time Director & CEO) (ceased w.e.f 06 April 2023)
	Executive/ Key Managerial Personnel
	Mr. Salil Kapoor (appointed as Chief Executive Officer w.e.f 18 July 2023 and ceased w.e.f 12 March 2024)
	Mr. Naveen Malik (Chief Financial Officer and appointed as Chief Executive Officer w.e.f 28 May 2024)
	Ms. Payal M Puri (Company Secretary)
	Non-executive directors
	Mr. Sandip Somany - Chairman (Non-Executive Non-Independent Director)
	Mr. Ashok Jaipuria (Independent Director)
	Dr. Nand Gopal Khaitan (Independent Director)
Mr. Salil Kumar Bhandari (Independent Director)	
Ms. Anisha Motwani (Independent Director ceased to be director w.e.f 10 February 2025)	
Mr. Girdhari Lal Sultania (Non-Executive Non Independent Director)	
Ms. Sonali Dutta (appointed as Independent Director w.e.f 12 November 2024)	
Relatives of Key management personnel*	Mrs. Sumita Somany
	Mr. Shashvat Somany
	Ms. Divya Somany
Joint venture	Hintastica Private Limited
Corporate Social Responsibility	HSIL Corporate Social Responsibility Foundation

Notes forming part of Consolidated Financial Statements

NOTE 46 - RELATED PARTY TRANSACTIONS (Contd.)

Post employment benefit plan	SHIL Employee gratuity fund Brilloca Employee Gratuity Fund
Others	AGI Greenpac Limited
Entities with significant influence of Key Management Personnel*	Sandip Somany HUF Somany Impresa Limited Matterhorn Trust

*where there are transactions during current year and/or previous year.

The following transactions were carried out with related parties in the ordinary course of business and on arm's length basis.

Particulars	(₹ in lakh)			
	Joint Venture		Entities where significant influence is exercised by KMP and/or their relatives having transactions with the Company	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Transactions during the year*				
1. Sale /(Sales return) of goods to / from				
AGI Greenpac Limited	-	-	6.49	3.34
Hintastica Private Limited	-	(0.28)	-	-
2. Sale of property plant & equipment to				
Hintastica Private Limited	-	0.15	-	-
3. Purchase of goods from				
AGI Greenpac Limited	-	-	2,680.03	2,717.64
Hintastica Private Limited	-	0.96	-	-
4. Reimbursement of expenses paid to				
AGI Greenpac Limited	-	-	17.17	376.66
Hintastica Private Limited	-	60.33	-	-
5. Reimbursement of expenses received from				
AGI Greenpac Limited	-	-	108.25	58.03
Hintastica Private Limited	1.66	64.62	-	-
6. Management support services fees received from				
AGI Greenpac Limited	-	-	1,964.84	2,331.71
Hintastica Private Limited	875.21	624.79	-	-
7. Management support services fees paid to				
Hintastica Private Limited	-	2.34	-	-
8. Rent paid to				
AGI Greenpac Limited	-	-	2,000.63	2,046.74
9. Rent received from				
Hintastica Private Limited	130.90	127.45	-	-
10. Royalty received from				
Hintastica Private Limited	29.43	31.68	-	-
11. Contribution made				
SHIL Employee gratuity fund	-	-	11.25	101.96
Brilloca Employee Gratuity Fund	-	-	249.05	385.55



Notes forming part of Consolidated Financial Statements

NOTE 46 - RELATED PARTY TRANSACTIONS (Contd.)

Particulars	(₹ in lakh)			
	Joint Venture		Entities where significant influence is exercised by KMP and/or their relatives having transactions with the Company	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
12. Corporate Social Responsibility				
HSIL Corporate Social Responsibility Foundation	-	-	282.12	257.64
13. Investment made in				
Equity shares in Hintastica Private Limited	1,700.00	2,499.96	-	-
14. Purchase of assets from				
Hintastica Private Limited	0.44	-	-	-
15. Proceeds from right issue of equity shares				
Sandip Somany	-	-	2,454.05	-
Sumita Somany	-	-	65.42	-
Divya Somany	-	-	59.70	-
Sandip Somany HUF	-	-	38.94	-
Shashvat Somany	-	-	30.98	-
Somany Impresa Limited	-	-	12,425.17	-
Matterhorn Trust	-	-	0.04	-
Balances outstanding at the end of the year				
AGI Greenpac Limited - Payable	-	-	213.28	223.85
Hintastica Private Limited - Receivable				
Corporate Guarantee outstanding [^]	6,950.00	6,950.00	-	-
Other receivable	411.48	541.07	-	-

*Exclusive of GST, wherever applicable

[^] The Company has given corporate guarantee of ₹ 6,950.00 lakh (previous year ₹ 6,950.00 lakh) to bank for loan taken by its joint venture, Hintastica Private Limited against which loan outstanding of ₹ 10,308.11 lakh (previous year ₹ 10,899.38 lakh) as on 31 March 2025.

Key Managerial Personnel

The remuneration and other transaction with member of key managerial personnel and their relatives during the year was as follows:

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Short-term employee benefits [#]	1,644.56	2,342.98
Post-employment benefits		
- Defined contribution plan [§]	152.26	188.99
Total	1,796.82	2,531.97

[#] Including bonus, sitting fee, commission on accrual basis and value of perquisites.

[§] Including provident fund, leave encashment paid and any other benefit.

Notes forming part of Consolidated Financial Statements

NOTE 46 - RELATED PARTY TRANSACTIONS (Contd.)

Disclosure pursuant to Regulation 34(3) read with Schedule V, part A, Clause 2(2A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Promoter/promoter group companies holding more than 10% of equity share capital of the Company:

AGI Greenpac Limited

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Nature of transaction*		
1. Purchase of goods	2,680.03	2,717.64
2. Sale of goods	6.49	3.34
3. Godown rent	2,000.63	2,046.74
4. Management support services provided	1,964.84	2,331.71
5. Reimbursement of expenses received	108.25	58.03
6. Reimbursement of expenses paid to	17.17	376.66
Balances outstanding as at the end of the year		
- Payable outstanding	213.28	223.85

*Exclusive of GST, wherever applicable

NOTE 47 - CONTINGENT LIABILITIES NOT PROVIDED FOR IN RESPECT OF:

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
a) Demands made by the excise/service-tax/income-tax/sales tax authorities against which appeals have been filed	1,457.50	603.80
b) Demands raised by the goods and service tax authorities against which appeal have been filed	2,770.20	2,425.74
c) Claims against the Company not acknowledged as debts	561.18	413.63

NOTE 48 - CAPITAL AND OTHER COMMITMENTS

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Commitments relating to contracts remaining to be executed on capital account and other commitments not provided for	5,665.25	10,818.23

NOTE 49 - FINANCIAL INSTRUMENTS AND RISK REVIEW

Capital management

The Group manages its capital to be able to continue as a going concern while maximising the returns to shareholders through optimisation of the debt and equity balance. The capital structure consists of debt which includes the borrowings as disclosed in note 22 and 27; cash and cash equivalents as disclosed in note 16 and equity attributable to equity holders of the Group, comprising issued share capital, reserves and retained earnings as disclosed in the Statement of changes in equity. For the purpose of calculating gearing ratio, debt is defined as non current and current borrowings (excluding derivatives). Equity includes all capital and reserves of the Group attributable to equity holders of the Company. The Group is not subject to externally imposed capital requirements. The Board of Directors of the respective company in the Group reviews the capital structure and cost of capital on an annual basis but has not set



Notes forming part of Consolidated Financial Statements

NOTE 49 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

specific targets for gearing ratios. The risks associated with each class of capital are also considered as part of the risk reviews presented to the Audit Committee and the Board of Directors of the respective company in the Group.

The following table summarises the capital of the Company

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Equity	78,612.81	60,669.30
Liquid assets (cash and cash equivalent and current investments) (a)*	2,488.79	2,922.10
Current borrowings (refer note 27)*	23,095.28	38,907.72
Non-current borrowings (refer note 22)*	35,482.60	33,919.72
Current maturities of non current borrowings (refer note 22)*	13,410.78	10,842.13
Total debt (b)	71,988.66	83,669.57
Net debt [c = (b) - (a)]	69,499.87	80,747.47
Total capital (equity+net debt)	1,48,112.68	1,41,416.77
Gearing ratio		
Debt to equity	92%	138%
Net debt to equity ratio	88%	133%

* excluding discontinued operations

Categories of financial instruments

Financial assets	Notes	(₹ in lakh)					
		31 March 2025*			31 March 2024		
		Carrying value	Gain/(loss) to income	Gain/(loss) to equity	Carrying value	Gain/(loss) to income	Gain/(loss) to equity
Trade receivable	15	50,776.76	-	-	45,334.46	-	-
Other financial assets	10,18	2,783.31	-	-	2,441.39	-	-
Cash and cash equivalents	16	2,488.79	-	-	2,932.69	-	-
Bank Balance other than Cash and cash equivalents	17	36.76	-	-	-	-	-
Investments	9	7,306.79	-	-	10,351.46	-	-
Total financial assets		63,392.41	-	-	61,060.00	-	-

Financial liabilities	Notes	(₹ in lakh)					
		31 March 2025*			31 March 2024		
		Carrying value	Gain/(loss) to income	Gain/(loss) to equity	Carrying value	Gain/(loss) to income	Gain/(loss) to equity
Current payables	25, 29,30	1,02,319.44	-	-	1,08,991.27	-	-
Lease Liability	23,28	16,926.08	-	-	20,950.58	-	-
Non-current payables	24	5,574.15	-	-	5,751.04	-	-
Non-current borrowings	22	35,482.60	-	-	33,919.72	-	-
Total financial liabilities		1,60,302.27	-	-	1,69,612.61	-	-

* excluding discontinued operations

Notes forming part of Consolidated Financial Statements

NOTE 49 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

Financial risk management objective

The Group is exposed to various risks in relation to financial instruments. The main types of risks are market risk, credit risk and liquidity risk. The Group is not engaged in speculative treasury activities but seeks to manage risk and optimise interest and commodity pricing through proven financial instruments.

The use of any derivative is approved by the management of the respective company in the Group, which provide guidelines on the acceptable levels of interest rate risk, credit risk, foreign exchange risk and liquidity risk and the range of hedging requirement against these risks.

Credit risk:

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to financial loss. The Group is exposed to credit risk for receivables, cash and cash equivalents, short term investments, financial guarantee and derivative financial instruments.

Cash and cash equivalents and short term investments

The Group considers factors such as track record, size of institution, market reputation and service standard to select the banks with which deposits are maintained. Generally the balances are maintained with the institutions with which the Group has also availed borrowings. The Company does not maintain significant deposit balances other than those required for its day to day operations.

Trade receivables

The Group extends credits to customer in normal course of the business. The Group considers the factors such as credit track record in the market of each customer and past dealings for extension of credit to the customer. The Group monitors the payment track record of each customer and outstanding customer receivables are regularly monitored. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located at several jurisdiction and industries and operate in large independent markets. The Group also takes advances and security deposits from customers which mitigate the credit risk to an extent.

The average credit period taken on sales of goods is 30 to 90 days. Generally, no interest has been charged on the receivables. Allowances against doubtful debts are recognised against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

Before accepting any new customer, the Group uses an internal credit system to assess the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed periodically. There are no customers who represent more than 10 per cent of total net revenue from operations.

Expected credit loss:

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows:

Ageing	Expected credit loss (%)
Not due for payment	0
Up to 6 months	0
From 6 months to 1 year	0
From 1 year to 3 years	10 to 100
More than 3 years	100



Notes forming part of Consolidated Financial Statements

NOTE 49 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

Ageing of past due trade receivables

Ageing	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Not due for payment	20,013.67	19,214.45
Up to 6 months	24,387.31	20,577.06
From 6 months to 1 year	2,507.93	2,275.54
From 1 year to 3 years	4,722.54	4,593.34
More than 3 years	6,580.63	5,696.28

Ageing of past due trade receivables

Ageing	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Up to 6 months*	-	157.38
From 6 months to 1 year*	-	367.78
From 1 year to 3 years	854.69	800.77
More than 3 years	6,580.63	5,696.28

* Based upon lifetime expected credit loss

Liquidity risk:

Liquidity risk reflects the risk that the Company will have insufficient resources to meet its financial liabilities as they fall due.

The Group objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Group monitors rolling forecasts of its liquidity requirements to ensure that it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities so that it does not breach borrowing limits.

The table below provides undiscounted cash flows towards non-derivative financial liabilities into relevant maturity based on the remaining period at the balance sheet date to the contractual maturity date and, where applicable, their effective interest rates.

Particulars	(₹ in lakh)				
	As at 31 March 2025 [^]				
	Notes	not later than one year	later than one year and not later than five years	later than five years	Total
Financial liabilities					
Borrowings - bank loans	22, 27	36,506.06	28,267.85	7,214.75	71,988.66
Current payables	28, 29, 30	69,478.74	-	-	69,478.74
Non-current payables	23, 24	-	12,521.14	10,350.02	22,871.16
Total		1,05,984.80	40,788.99	17,564.77	1,64,338.56

Notes forming part of Consolidated Financial Statements

NOTE 49 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

(₹ in lakh)

Particulars	As at 31 March 2024				Total
	Notes	not later than one year	later than one year and not later than five years	later than five years	
Financial liabilities					
Borrowings - bank loans	22,27	49,749.85	29,379.71	4,540.01	83,669.57
Current payables	28, 29, 30	63,523.63	-	-	63,523.63
Non-current payables	23, 24	-	15,626.99	12,129.97	27,756.96
Total		1,13,273.48	45,006.70	16,669.98	1,74,950.16

^ excluding discontinued operations

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Group enters into a variety of derivative financial instruments to manage its exposure to foreign currency risk, including:

Forward foreign exchange contract to hedge the exchange rate risk arising on the export of its products.

Currency risk

The Group undertakes various transactions denominated in foreign currencies, consequently, exposure to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The Group transacts business primarily in Indian Rupee, USD, Euro and CNY. The Group has foreign currency payables and receivables and is therefore, exposed to foreign exchange risk. Certain transactions of the Group act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies. For the remaining exposure to foreign exchange risk, the Company adopted a policy of selective hedging based on risk perception of the management. Foreign exchange hedging contracts are carried at fair value.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	Currency	(in lakh)	
		As at 31 March 2025	As at 31 March 2024
Receivables	USD	1.07	1.59
Payables	USD	141.20	106.65
	EUR	0.20	0.32
	CNY	2.02	0.20
Currency rate		As at 31 March 2025	As at 31 March 2024
USD		85.5814	83.3739
EUR		92.3246	90.2178
CNY		11.7676	11.6725



Notes forming part of Consolidated Financial Statements

NOTE 49 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

Of the above foreign currency exposures, following exposures are not hedged:

Particulars	Currency	(in lakh)	
		As at 31 March 2025	As at 31 March 2024
Receivables	USD	1.07	1.59
Payables	USD	141.20	106.65
	EUR	0.20	0.32
	CNY	2.02	0.20

Sensitivity analysis

The following table demonstrates the sensitivity of profit and equity in USD, Euro and CNY to the Indian Rupee with all other variables held constant. The impact on the Group's profit before tax and other comprehensive income due to changes in the fair value of monetary assets and liabilities is given below:

Particulars	Change in currency exchange rate	Effect on profit before tax	
		31 March 2025	31 March 2024
USD	5%	(599.63)	(437.97)
	-5%	599.63	437.97
EUR	5%	(0.92)	(1.46)
	-5%	0.92	1.46
CNY	5%	(1.19)	(0.12)
	-5%	1.19	0.12

This is mainly attributable to the exposure outstanding on foreign currency receivables and payables in the Group at the end of each reporting period.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to long term debts. Its objective in managing its interest rate risk is to ensure that it always maintain sufficient head room to cover interest payment from anticipated cash flows which is regularly reviewed by the board/nominated committee as well.

The following table demonstrates the sensitivity in the interest rate with all other variables held constant. The impact on the Company's profit before tax and other comprehensive income due to changes in the interest rates is given below:

Particulars	Change in interest rate	Effect on profit before tax	
		31 March 2025	31 March 2024
Long term borrowings	0.50%	(244.47)	(223.81)
	-0.50%	244.47	223.81

Commodity risk

The Group is exposed to the movement in the price of key traded goods in the domestic and international markets. The Company has in place policies to manage exposure to fluctuation the prices of key traded goods. The Company enter into contracts for procurement of traded goods, most of the transactions are short term fixed price contract and a few transactions are long term fixed price contracts.

Notes forming part of Consolidated Financial Statements

NOTE 49 - FINANCIAL INSTRUMENTS AND RISK REVIEW (Contd.)

Fair valuation techniques and inputs used

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique and key input
	31 March 2025	31 March 2024		
Deemed equity contribution towards letter of gurantee	30.75	28.24	3	Option pricing method of income approach

Other financial instruments

The carrying amount of the financial assets and liabilities carried at amortised cost is considered a reasonable approximation of fair value.

NOTE 50 - SEGMENT REPORTING

Identification of segment:

The group's operating business are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

However, following the Board's decision on 28 May 2024, to discontinue the Retail Business the approval for sale/ liquidation of assets of Retail Business segment reporting has been reorganized/restated and Retail Business have been merged and treated as part of the "Consumer Appliances Business" for current year and accordingly in the corresponding figures in the previous year. The Group now operates in two segments: 1) Consumer Appliances Business and 2) Building Products.

The activities of the group are primarily limited with in the Indian Territories having no variation in risk and returns. Consequently, information in respect of geographical segment in not given.

Unallocated items: The corporate and other segment includes general corporate income and expense items, which is not allocated to any business segment.

Particulars	Building products	Consumer products	Others	Inter segment elimination	Unallocated	Total	Discontinued Operations	(₹ in lakh)
								Total
Segment revenue								
For the year ended 31 March 2025	2,17,071.22	35,619.47	-	(7.11)	-	2,52,683.58	384.42	2,52,299.16
For the year ended 31 March 2024 (Restated)	2,35,464.45	44,543.71	-	(4.96)	-	2,80,003.20	2,371.96	2,77,631.24
Segment results								
For the year ended 31 March 2025	10,291.36	(3,702.86)	(25.93)	-	(163.47)	6,399.10	296.74	6,102.36
For the year ended 31 March 2024 (Restated)	21,443.28	(5,916.98)	(15.25)	-	(327.06)	15,183.99	(2,837.22)	18,021.21
Interest expenses								
For the year ended 31 March 2025						9,102.53	188.99	8,913.54
For the year ended 31 March 2024 (Restated)						9,509.71	246.49	9,263.22



Notes forming part of Consolidated Financial Statements

NOTE 50 - SEGMENT REPORTING (Contd.)

(₹ in lakh)

Particulars	Building products	Consumer products	Others	Inter segment elimination	Unallocated	Total	Discontinued Operations	Total
Exceptional item (Refer note 43)								
For the year ended 31 March 2025						(2,960.03)	-	(2,960.03)
For the year ended 31 March 2024 (Restated)						-	-	-
Income tax (including deferred tax)								
For the year ended 31 March 2025						(651.84)	32.32	(684.16)
For the year ended 31 March 2024 (Restated)						1,998.61	(952.04)	2,950.65
Profit after tax								
For the year ended 31 March 2025						(5,011.62)	75.43	(5,087.05)
For the year ended 31 March 2024 (Restated)						3,675.67	(2,131.67)	5,807.34
Share in profit/(loss) from joint venture								
For the year ended 31 March 2025						(1,789.17)	-	(1,789.17)
For the year ended 31 March 2024 (Restated)						(911.95)	-	(911.95)
Total profit/(loss)								
For the year ended 31 March 2025						(6,800.79)	75.43	(6,876.22)
For the year ended 31 March 2024 (Restated)						2,763.72	(2,131.67)	4,895.39
Other information								
Segment assets								
As at 31 March 2025	2,12,024.37	31,579.26	131.78	-	9,038.40	2,52,773.81	349.61	2,52,424.20
As at 31 March 2024	1,92,523.40	43,039.39	36.86	-	6,431.62	2,42,031.27	-	2,42,031.27
Segment liabilities								
As at 31 March 2025	1,52,740.50	21,226.90	19.74	-	173.86	1,74,161.00	2,181.62	1,71,979.38
As at 31 March 2024	1,48,887.21	32,364.11	7.54	-	103.11	1,81,361.97	-	1,81,361.97
Capital expenditure								
For the year ended 31 March 2025	24,042.22	628.79	-	-	-	24,671.01	-	24,671.01
For the year ended 31 March 2024 (Restated)	14,423.70	868.66	-	-	-	15,292.36	17.18	15,275.18
Depreciation and amortisation								
For the year ended 31 March 2025	10,515.33	1,756.34	4.20	-	-	12,275.87	23.32	12,252.55
For the year ended 31 March 2024 (Restated)	10,153.57	2,146.47	4.06	-	-	12,304.10	419.83	11,884.27
Other non-cash expenses								
Provision for doubtful debts and advances								
For the year ended 31 March 2025	786.28	398.41	-	-	-	1,184.69	95.35	1,089.34
For the year ended 31 March 2024 (Restated)	496.85	1,766.99	-	-	-	2,263.84	760.68	1,503.16

Notes forming part of Consolidated Financial Statements

NOTE 51 - EMPLOYEE BENEFITS

A. Defined contribution plan

The Company operates defined contribution retirement benefit plans for all employees. The Provident Fund contributions are made to Regional Provident Fund, the Company has no further obligations beyond its monthly contributions.

The Company and its subsidiary contribution to Provident Fund and Superannuation Fund aggregating to ₹1,486.86 lakh (previous year ₹1,658.93 lakh) net of amount capitalized has been recognised in the Statement of Profit and Loss under the head Employee Benefits Expense.

B. Defined benefit plans

Gratuity

The Company and a subsidiary operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the respective company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Birla Sun Life Insurance Company Limited.

Details of the Group's defined benefit plans are as follows:

Particulars	(₹ in lakh)	
	Gratuity (Funded plan)	
	31 March 2025	31 March 2024
Current service cost	411.06	416.20
Net interest expense/(income)	37.33	38.96
Components of defined benefit costs recognised in profit or loss	448.39	455.16
Net actuarial (gain)/loss	(132.56)	164.32
Expected return on plan assets excluding interest income	(41.73)	(154.90)
Components of defined benefit costs recognised in other comprehensive income	(174.29)	9.42
I. Net asset/(liability) recognised in the balance sheet as at 31 March		
1. Present value of defined benefit obligation	3,807.49	3,610.56
2. Fair value of plan assets	3,089.66	2,906.53
3. Deficit	717.83	704.03
II. Change in the obligation during the year ended 31 March		
1. Present value of defined benefit obligation at the beginning of the year	3,610.56	3,157.60
2. Expenses recognised in the statements of profit and loss		
- Current service cost	411.06	416.20
- Interest expense	236.60	208.38
3. Recognised in other comprehensive income		
- Actuarial (gain)/loss arising from experience adjustments	(172.17)	79.51
- Actuarial (gain)/loss arising from financial assumption	39.61	84.81
4. Benefit payments	(318.17)	(335.94)
5. Present value of defined benefit obligation at the end of the year	3,807.49	3,610.56
III. Change in fair value of assets		
1. Fair value of plan assets at the beginning of the year	2,906.53	2,430.66
2. Recognised in the statement profit and loss		
- Expected return on plan assets	199.27	169.42
3. Recognised in other comprehensive income		
- Actual return on plan assets in excess of the expected return	41.73	154.90
4. Contributions by employer (including benefit payments recoverable)	260.30	487.49
5. Benefit payments	(318.17)	(335.94)
6. Fair value of plan assets at the end of the year	3,089.66	2,906.53



Notes forming part of Consolidated Financial Statements

NOTE 51 - EMPLOYEE BENEFITS (Contd.)

Details of the Group's defined benefit plans are as follows:

Particulars	(₹ in lakh)	
	Gratuity (Unfunded plan)	
	31 March 2025	31 March 2024
Current service cost	-	0.15
Net interest expense/(income)	-	0.07
Components of defined benefit costs recognised in profit or loss	-	0.22
Net actuarial (gain)/loss	-	0.01
Expected return on plan assets excluding interest income	-	-
Components of defined benefit costs recognised in other comprehensive income	-	0.01
Change in the obligation during the year ended 31 March		
1. Present value of defined benefit obligation at the beginning of the year	1.22	0.99
2. Expenses recognised in the statements of profit and loss		
- Current service cost	-	0.15
- Interest expense	-	0.07
3. Recognised in other comprehensive income		
- Actuarial (gain)/loss arising from experience adjustments	-	0.01
4. Benefit payments / written back*	(1.22)	-
Present value of defined benefit obligation at the end of the year	-	1.22

* There is no employee at the end of the reporting period thus the liability/provision has been paid/reversed during the year.

IV. The major categories of plan assets

The Company made annual contribution to the Birla Sun Life Insurance Company Limited ('BSL') of an amount advised by the BSL. The Company was informed by BSL that the planned assets are held in growth/fixed interest bonds.

V. Actuarial assumptions

	31 March 2025	31 March 2024
1. Discount rate	6.85%-6.92%	6.97%-7.36%
2. Expected rate of increase in compensation level	6.50%	6.50%
3. Expected rate of return on plan assets	6.85%-6.92%	6.97%
4. Attrition rate	1.00%	1.00%
5. Mortality table	IALM 2012-15	IIAM 2012-15
6. Superannuation age	58	58

VI. Sensitivity analysis

Particulars	(₹ in lakh)			
	31 March 2025		31 March 2024	
	Change in assumption	Effect on gratuity obligation	Change in assumption	Effect on gratuity obligation
Discount rate	0.50%	(168.20)	0.50%	(164.91)
	-0.50%	182.57	-0.50%	179.18
Expected rate of increase in compensation level	0.50%	181.72	0.50%	178.53
	-0.50%	(168.96)	-0.50%	(165.81)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the balance sheet.

Notes forming part of Consolidated Financial Statements

NOTE 51 - EMPLOYEE BENEFITS (Contd.)

VII. Experience adjustments:

Particulars	(₹ in lakh)				
	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
1. Defined benefit obligation	3,807.49	3,610.56	3,157.60	2,373.33	766.88
2. Fair value of plan assets	3,089.66	2,906.53	2,430.66	2,230.18	674.44
3. Surplus/(deficit)	(717.83)	(704.03)	(726.94)	(143.15)	(92.44)
4. Experience adjustment on plan liabilities gain/(loss)	172.17	(79.51)	(11.07)	62.97	14.66

The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

C. Other long-term benefits - Compensated absences (unfunded)

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Amounts recognised in the balance sheet		
Non current (refer note 25)	965.72	946.01
Current (refer note 32)	198.01	142.38
	1,163.73	1,088.39
Amounts recognised in the statement of profit and loss		
Current service cost	260.28	268.43
Interest cost	78.55	85.80
Actuarial loss	157.29	(83.95)
Total included in employee benefits expense	496.12	270.28
Reconciliation of opening and closing balances of benefit obligations		
Change in benefit obligation		
Defined benefit obligation at the beginning of the year	1,088.39	1,165.74
Interest cost	78.55	85.80
Current service cost	260.28	268.43
Benefits paid / written back	(420.78)	(347.63)
Actuarial loss	157.29	(83.95)
Defined benefit obligation at the end of the year	1,163.73	1,088.39

NOTE 52 - LEASES

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

The following is the break-up of current and non-current lease liabilities as at March 31, 2025:

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Current lease liabilities	2,564.49	2,909.21
Non current lease liabilities	14,361.59	18,041.37
Total	16,926.08	20,950.58



Notes forming part of Consolidated Financial Statements

NOTE 52 - LEASES (Contd.)

The following is the movement in lease liabilities during the year ended March 31, 2025:

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Balance at the beginning	20,950.58	24,585.63
Addition	2,087.01	1,055.88
Finance cost accrued during the year*	1,349.28	1,631.94
Deletions/adjustment*	(3,627.50)	(1,574.76)
Payment of lease liabilities*	(3,833.29)	(4,748.11)
Balance at the end	16,926.08	20,950.58

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2025 on an undiscounted basis:

Particulars	(₹ in lakh)	
	As at 31 March 2025	As at 31 March 2024
Less than one year	3,665.36	4,282.21
One to five years	12,521.14	15,626.99
More than five years	4,775.87	6,378.93
Total	20,962.37	26,288.13

Rental expense recorded for short-term leases was ₹ 680.92 lakh (Previous year ₹ 657.94 lakh) for the year ended March 31, 2025.

* including discontinued operations

NOTE 53 - FINANCIAL INSTRUMENTS BY CATEGORY

Particulars	(₹ in lakh)					
	31 March 2025*			31 March 2024		
	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL	Amortised cost
Non current financial assets						
Investments	-	-	7,306.79	-	-	10,351.46
Other financial assets	-	-	1,206.95	-	-	1,127.80
Current financial assets						
Trade receivable	-	-	50,776.76	-	-	45,334.46
Cash and cash equivalents	-	-	2,488.79	-	-	2,922.10
Bank balances other than cash and cash equivalents	-	-	36.76	-	-	10.59
Other financial assets	-	-	1,576.36	-	-	1,313.59
Total financial assets	-	-	63,392.41	-	-	61,060.00
Non current financial liabilities						
Non-current borrowings	-	-	35,482.60	-	-	33,919.72
Non-current lease liabilities	-	-	14,361.59	-	-	18,041.37
Other financial liabilities	-	-	5,574.15	-	-	5,751.04
Current financial liabilities						
Current borrowings	-	-	36,506.06	-	-	49,749.85
Current lease liabilities	-	-	2,564.49	-	-	2,909.21
Trade payables	-	-	40,657.85	-	-	31,196.92
Other financial liabilities	-	-	25,155.53	-	-	28,044.50
Total financial liabilities	-	-	1,60,302.27	-	-	1,69,612.61

* Excluding discontinued operations

Notes forming part of Consolidated Financial Statements

NOTE 54 - DISCONTINUED OPERATIONS

- a) The Board of Directors in its meeting held on 28 May 2024 had decided to discontinue operations of the Retail Business (of furniture & furnishing business carried out by the Company and its Subsidiary Company Evok Homes Private Limited under brand EVOK) and had also approved the sale/liquidation of various assets relating to the Retail Business. The preliminary financial impact of the same was considered in the year ended 31 March 2024. The Company is still in the process of sale of assets and additional impact of the same post sale of assets if any, will be further provided.
- b) In the Consolidated Financial Statements, Assets and liabilities of Retail business have been disclosed as held for sale and disclosed separately in the Balance Sheet as at 31 March 2025 as Group of assets classified as held for sale and Liabilities associated with the group of assets classified as held for sale respectively. As mandated by Indian Accounting Standard (Ind AS) 105 Asset Held for Sale and Discontinued Operations ("Ind AS 105"), assets and liabilities has not been reclassified or re-presented for prior period i.e. year ended 31 March 2024.
- c) The net results of Retail business have been disclosed separately as discontinued operation as required by Ind AS 105. Consequently, the Company's Statement of Profit and Loss for the year ended 31 March 2025 presented pertains to its continuing operations only and for that purpose the Statement of Profit and Loss for the year ended 31 March 2024 has been restated accordingly.

Results of Retail Business for the year are presented below:

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
Income		
Revenue from operations	384.42	2,371.96
Other income	569.87	76.42
Total income	954.29	2,448.38
Expenses		
Purchases of stock-in-trade	(1.55)	1,170.29
Changes in inventories of finished goods, stock-in-trade and work-in-progress	259.93	642.15
Employee benefits expense	106.61	430.32
Finance costs	188.99	246.49
Depreciation and amortisation expense	23.32	419.83
Other expenses	269.24	2,623.01
Total expenses	846.54	5,532.09
Profit before tax	107.75	(3,083.71)

Major Class of assets and liabilities of Retail Business are as follows

Particulars	(₹ in lakh)	
	As at 31 March 2025	
Non-current assets		
(a) Financial assets		
(i) Other financial assets		12.86
(b) Income-tax assets (net)		0.39
(c) Other non-current assets		286.76
Total non-current assets		300.01
Current assets		
(a) Inventories		33.14
(b) Financial assets		
(i) Cash and cash equivalents		15.36
(c) Income tax asset (net)		0.02
(d) Other current assets		1.08
Total current assets		49.60
Total assets		349.61



Notes forming part of Consolidated Financial Statements

NOTE 54 - DISCONTINUED OPERATIONS (Contd.)

Particulars	(₹ in lakh)	
	As at 31 March 2025	
Liabilities		
Non-current liabilities		
(a) Financial liabilities		
(i) Other financial liabilities		27.66
Total non-current liabilities		27.66
Current liabilities		
(a) Financial liabilities		
(i) Borrowings		775.07
(ii) Trade payables		
- Due to micro and small enterprise		238.17
- Due to others*		195.99
(iii) Other financial liabilities		926.99
(iv) Other current liabilities		17.74
Total current liabilities		2,153.96
Total liabilities		2,181.62
Total asset/ (liabilities)		(1,832.01)

*Including of Hintastica Private Limited of ₹ 0.50 lakh

Net Cash flow attributable to Retail business are as follows

Particulars	(₹ in lakh)	
	For the year ended 31 March 2025	
Net cash used in operating activities (A)		(683.78)
Net cash generated from investing activities (B)		19.19
Net cash generated from financing activities (C)		669.98
Net (Decrease) / Increase in cash and cash equivalents (A+B+C)		5.39
Cash and cash equivalents at the beginning of the year		9.97
Cash and cash equivalents at the end of the year		15.36

NOTE 55 - RIGHT ISSUE OF EQUITY SHARES

(a) The Committee of Directors (Rights Issue) at its meeting held on 18 October 2024, has inter alia considered and approved the rights issue of 1,13,49,962 fully paid-up Equity Shares of Rights issue price of ₹ 220 per equity share (including a premium of ₹ 218 per Equity Share) on Rights basis to the eligible equity shareholders in the ratio of 119 rights equity shares for every 758 equity shares held by the eligible equity shareholder for amount aggregating up to ₹ 24,969.92 lakh. Further, 1,13,49,962 equity shares were allotted by the Company on 28 November 2024 and accordingly, basic and diluted EPS for the year ended 31 March 2024 has been retrospectively adjusted for the bonus element in rights issue.

(b) Proceeds from the rights issue have been utilised in the following manner:

Particulars	(₹ in lakh)	
	Planned	Actual
1. Repayment of certain borrowings availed by the company	15,114.00	15,114.00
2. Lending of fresh loan to subsidiary company	9,800.00	9,800.00
3. Issue related expenses*	55.92	88.25
Total	24,969.92	25,002.25

* As per the Object of the issue as mentioned in the letter of offer, difference between the estimated Issue related expenses and actual expenses incurred resulting shortfall has been adjusted from internal accruals.

Notes forming part of Consolidated Financial Statements

NOTE 55 - RIGHT ISSUE OF EQUITY SHARES (Contd.)

There has been no variation or deviation in the utilization of the funds raised by the Company as stated in the Letter of Offer

c) Issue related expenses :

Particulars	(₹ in lakh)
Particulars	Amount
Debited to Securities premium	55.92
Debited to statement of profit and loss account	32.33

NOTE 56 - AUDIT TRAIL

The Holding company and its three subsidiary along with a Joint Venture (incorporated in India) has a widely used ERP as its accounting software for maintaining its books of account during the year ended 31 March 2025, which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year except (a) at database level the audit trail has not been enabled, (b) at application the audit trail was disabled from 2 December 2024 to 9 December 2024 due to upgradation of SAP accounting software, and (c) the audit trail feature was not enabled on certain relevant financial tables and privileged access to specific users to make direct changes to audit trail settings. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the company as per the statutory requirements for record retention.

In case of one subsidiary (incorporated in India) ERP as its accounting software for maintaining its books of account during the year ended 31 March 2025, which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year except (a) at database level the audit trail has not been enabled and (b) the audit trail feature was not enabled on certain relevant financial tables and privileged access to specific users to make direct changes to audit trail settings.

NOTE 57 - SCHEME OF ARRANGEMENT

The Board of Directors of the Company, in its meeting held on 27th March 2025 had approved a Composite Scheme of Arrangement (the "Scheme") under section 230 to 232, read with section 66 and other applicable provisions of the Companies Act 2013 and the provisions of other applicable laws, amongst the Company (the "Demerged Company/ Remaining Transferor Company"), Hindware Limited ("Transferee Company") and HHIL Limited ("Resulting Company") and their respective shareholders and creditors. The Scheme provides for the demerger of the Consumer Products Business of the Demerged Company and the amalgamation of the Remaining Transferor Company (as defined in the Scheme) with and into Transferee Company. The Appointed Date for the Scheme is 1st April 2025, or such other date as may be mutually agreed by the respective Board of the Companies or any such date approved by the Hon'ble National Company Law Tribunal ("NCLT") or any other competent authority. The Scheme is subject to the approval of the BSE Limited, the National Stock Exchange of India Limited, SEBI, shareholders and creditors of the Company and such other necessary approvals as may be required, and the sanction thereof of the Scheme by NCLT. The Company has applied to BSE Limited and the National Stock Exchange for requisite approval of the Scheme and the approvals are awaited.



Notes forming part of Consolidated Financial Statements

NOTE 58 - ADDITIONAL INFORMATION TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 MARCH 2025 (PURSUANT TO SCHEDULE III TO THE COMPANIES ACT, 2013)

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated profit and loss	Amount	As a % of consolidated OCI	Amount	As a % of consolidated comprehensive income
Parent	29,413.45	37.42	(3,960.00)	58.23	40.49	32.14	(3,919.51)	58.72
Indian Subsidiaries								
Evok Homes Private Limited	(536.77)	(0.68)	4.55	(0.07)	-	-	4.55	(0.07)
Hindware Limited	49,643.40	63.15	1,787.96	(26.29)	83.85	66.55	1,871.81	(28.04)
Trufllo Pipes Limited	16.49	0.02	(0.41)	0.01	-	-	(0.41)	0.01
HHL Limited*	88.24	0.11	(11.76)	0.17	-	-	(11.76)	0.18
Foreign Subsidiaries								
Halis International Limited	(2.25)	(0.00)	(7.36)	0.11	(0.09)	(0.07)	(7.45)	0.11
Queo Bathroom Innovations Limited	5.79	0.01	(6.40)	0.09	(0.28)	(0.22)	(6.68)	0.10
Adjustment due to consolidation	(920.97)	(1.18)	(2,846.34)	41.85	(1.10)	(0.87)	(2,847.44)	42.66
Joint Venture:								
Hintastica Private Limited	-	-	(1,789.17)	26.31	2.02	1.60	(1,787.15)	26.77
Minority interest in all subsidiaries	905.43	1.15	28.14	(0.41)	1.10	0.87	29.24	(0.44)
Consolidated Net Assets / profit after tax	78,612.81	100.00	(6,800.79)	100.00	125.99	100.00	(6,674.80)	100.00

Additional information to consolidated financial statements as at 31 March 2024 (Pursuant to Schedule III to the Companies Act, 2013):

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated profit and loss	Amount	As a % of consolidated OCI	Amount	As a % of consolidated comprehensive income
Parent	8,708.15	14.35	(3,598.72)	(130.21)	13.87	(168.32)	(3,584.85)	(130.10)
Indian Subsidiaries								
Evok Homes Private Limited	(541.32)	(0.89)	(1,061.87)	(38.42)	0.01	(0.12)	(1,061.86)	(38.54)
Hindware Limited	48,266.09	79.56	10,309.00	373.01	(23.02)	279.37	10,285.98	373.29
Trufllo Pipes Limited	16.90	0.03	(1.90)	(0.07)	-	-	(1.90)	(0.07)
Foreign Subsidiaries								
Halis International Limited	5.20	0.01	(7.16)	(0.26)	0.05	(0.61)	(7.11)	(0.26)
Queo Bathroom Innovations Limited	12.47	0.02	(6.20)	(0.22)	(0.09)	1.09	(6.29)	(0.23)
Adjustment due to consolidation	3,315.57	5.46	(2,143.16)	(77.55)	0.42	(5.10)	(2,142.72)	(77.75)
Joint Venture:								
Hintastica Private Limited	-	-	(911.95)	(33.00)	0.94	(11.41)	(911.01)	(33.06)
Minority interest in all subsidiaries	886.24	1.46	185.66	6.72	(0.42)	5.10	185.24	6.72
Consolidated Net Assets / profit after tax	60,669.30	100.00	2,763.72	100.00	(8.24)	100.00	2,755.48	100.00

* Subsidiary company w.e.f 4th March 2025.

Notes forming part of Consolidated Financial Statements

NOTE 59 - DIVIDEND

The Board of Directors have recommended a NIL dividend (previous year ₹ 0.40 /-) on equity share of ₹ 2 /- each for the year ended 31 March 2025.

NOTE 60 - DISCLOSURE OF STRUCK-OFF COMPANIES

(₹ in lakh)

S. No.	Name of Struck-off company (as per MCA)	Nature of transaction with struck-off company	Balance as on 31 March 2025	Balance as on 31 March 2024	Relationship with the struck-off company
1	Red Pearl Ventures Private Limited	Sale of goods	0.13	0.13	Customer
2	Build Bath Private Limited	Sale of goods	1.20	1.20	Customer
3	R.L. Dalal & Company Private Limited	Sale of goods	0.03	0.03	Customer
4	Indus Global Exim Private Limited	Purchase of goods	-	(0.45)	Vendor

Details of other struck off entities holding equity shares in the holding company:

No shareholders are struck off as on 31 March 2025 and 31 March 2024

NOTE 61 - OTHER DISCLOSURES

- (a) No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder
- (b) The Group have not traded or invested in crypto currency or virtual currency during the financial year
- (c) There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are: (a) repayable on demand; or (b) without specifying any terms or period of repayment
- (d) The Group has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017
- (e) The Group has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority
- (f) Utilisation of borrowed funds and share premium
 - (i) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
 - (ii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) 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
 - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- (g) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account
- (h) The Group do not have any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.



Notes forming part of Consolidated Financial Statements

NOTE 62 - SOCIAL SECURITY CODE

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Indian Parliament's approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently, on November 13, 2020, draft rules were published and stakeholders' suggestions were invited. However, the date on which the Code will come into effect has not been notified. Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

NOTE 63 - Previous period figures have been regrouped /re-arranged wherever considered necessary to conform to the current year's classification.

As per our report of even date attached

For and on behalf of the Board of Directors

For **Lodha & CO LLP**

Chartered Accountants

Firm Registration No.:301051E/E300284

Shyamal Kumar

Partner

M. No. 509325

Place: Gurugram

Date: 24 May 2025

G.L. Sultania

Director

DIN: 00060931

Payal M Puri

Company Secretary

ACS No.: 16068

Sandip Somany

Chairman

DIN: 00053597

Naveen Malik

Chief Executive Officer and Chief Financial Officer

Place: Gurugram

Date: 24 May 2025

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rule, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARY/ASSOCIATE COMPANIES/JOINT VENTURES Part "A": Subsidiaries

Sr. No.	Name of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total liabilities	Investments (Other than subsidiary)	Turnover (including other operating income)	Profit before taxation	Provision for taxation	Profit after taxation	Other comprehensive income	Total comprehensive income for the year	% of shareholding (including stepdown subsidiary holding)
1	Evok Homes Private Limited (Subsidiary of Hindware Home Innovation Limited)		₹	768.00	(1,304.77)	1.64	538.41	-	4.53	3.37	(1.18)	4.55	-	4.55	100%
2	Hindware Limited (Subsidiary of Hindware Home Innovation Limited)		₹	989.00	48,654.40	2,12,187.70	1,62,544.30	1.21	2,17,071.21	2,673.72	885.76	1,787.96	83.85	1,871.81	98%
3	Halis International Limited (Subsidiary of Hindware Limited)		USD 1 = ₹ 85.5814	2,010.62	(2,012.87)	7.93	10.18	-	-	(7.36)	-	(7.36)	(0.09)	(7.45)	98%
4	Queo Bathroom Innovations Limited (Subsidiary of Halis International)		GBP 1 = ₹ 110.7389	5.35	0.44	12.48	6.69	-	-	(6.40)	-	(6.40)	(0.28)	(6.68)	98%
5	HHIL Limited (Subsidiary of Hindware Home Innovation Limited)		₹	100.00	(11.76)	100.00	11.76	-	-	(11.76)	-	(11.76)	-	(11.76)	100%
6	Trufo Pipes Limited (Subsidiary of Hindware Limited)		₹	20.00	(3.51)	18.63	2.14	-	-	(0.41)	-	(0.41)	-	(0.41)	98%

Note 1: Name of subsidiaries which are yet to commence operations : Trufo Pipes Limited

: HHIL Limited (incorporated on 4 March 2025)

Note 2: Name of subsidiaries which have been liquidated or sold during the year : NIL

Form AOC-1 (Contd.)

Part "B": Associates and Joint Ventures

Statement pursuant to section 129 (3) of the Companies Act, 2013 related to associate companies/joint ventures

Sr. No.	Name of Associates/Joint Ventures	1. Latest audited Balance Sheet Date	2. Share of Associate/Joint Venture held by the company on the year end		3. Description of how there is significant influence	4. Reason why the associate/joint venture is not consolidated	5. Net worth attributable to Shareholding as per latest audited Balance Sheet	6. Profit/Loss for the year	
			No.	Amount of investment in Associates/ Joint Venture				Extend of Holding %	i. Considered in Consolidation
1	Hinstastica Private Limited	Reporting period is same as Parent company	5,48,787	7,886.34	50%	Joint venture in terms of Ind AS 110	-	(1,789.17)	Nil

(₹ in lakh)

Note 1: Name of associates or joint ventures which are yet to commence operations : Nil

Note 2: Name of associates or joint ventures which have been liquidated or sold during the year : Nil

G.L. Sultania
Director
DIN: 00060931

Payal M Puri
Company Secretary
ACS No.: 16068

Place: Gurugram
Date: 24 May 2025

Sandip Somany
Chairman
DIN: 00053597

Naveen Malik
Chief Executive Officer and Chief Financial Officer



HINDWARE HOME INNOVATION LIMITED

CIN: L74999WB2017PLC222970

Registered Office: 2, Red Cross Place, Kolkata – 700 001, West Bengal, India

Phone: + 91-33-22487404/07

E-mail: investors@hindwarehomes.com; **Website:** www.hindwarehomes.com

NOTICE

Notice is hereby given that the 8th Annual General Meeting of the members of Hindware Home Innovation Limited will be held on Wednesday, 24 September 2025 at 12:00 Noon (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:

The audited standalone financial statements of the Company for the financial year ended 31 March 2025, the reports of the Board of Directors and Auditors' thereon and the audited consolidated financial statements of the Company for the financial year ended 31 March 2025 and Auditors' Report thereon.

2. To appoint a Director in place of Mr. Sandip Somany (DIN: 00053597) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of M/s. DMK Associates (DMK), Practising Company Secretaries as Secretarial Auditor of the Company for a term of five (5) consecutive years and fixation of remuneration thereof

To consider, and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 24A of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and all other applicable laws, rules and regulations and recommendation of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of M/s. DMK Associates, Practising Company Secretaries having Firm Registration No. P2006DE003100, as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the financial year 2025-26 till financial year 2029-30 at such remuneration and on such terms & conditions, as may be determined by the Board of Directors (including its Committees thereof), from time to time, and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be required or deemed necessary to give effect the aforesaid resolution."

By order of the Board
For **Hindware Home Innovation Limited**

(Payal M Puri)

Company Secretary and
Sr. V.P. Group General Counsel
Membership No.: A16068

Place: Gurugram
Date: 12 August 2025



NOTES:

1. Explanatory Statement setting out the material facts concerning the item of Special Business to be transacted at the Annual General Meeting ("AGM") pursuant to Section 102 of the Companies Act, 2013 ("Act"), is annexed hereto and forms part of the Notice.
2. Pursuant to the General Circular no. 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 issued by SEBI, read with earlier circulars issued by MCA and SEBI in this regard (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM due in the year 2025 through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the said Circulars, the 8th AGM of the Company is being held through VC/OAVM on Wednesday, 24 September 2025 at 12:00 Noon (IST) which does not require the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. As the AGM will be held through VC/OAVM, in compliance with the Circulars, where physical presence of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies under Section 105 of the Act is not available for this AGM, hence Proxy Form, Attendance Slip and Route Map of AGM venue are not annexed to this notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting for participation and voting in the AGM through VC/OAVM.
4. Pursuant to Section 113 of the Act, Institutional/ Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-voting/attending the AGM, to investors@hindwarehomes.com.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of voting by joint holders, voting by such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be counted for the purpose of this Meeting.
7. Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
9. In conformity with the Circulars, Notice of the AGM along with the Annual Report for the FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the FY 2024-25 are also available on the Company's website www.hindwarehomes.com, websites of National Stock Exchange of India Limited and BSE Limited i.e. www.nseindia.com and www.bseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com.
10. In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & share transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ("SOP") vide Circular dated 30 May 2022. As per this Circular, shareholder(s)/ investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its Registrar and Share Transfer Agent ("RTA"). Further, SEBI vide Circular dated 31 July 2023 (updated as on 20 December 2023, introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and

through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company: www.hindwarehomes.com.

11. Shareholders who have not encashed their dividend warrant(s) for the financial years from 2019-20 to 2023-24 are requested to make claim with the Company immediately.
12. SEBI vide its circular dated 5 January 2022, as amended, has mandated Listed Companies to issue securities in demat form only while processing service request viz. issue of duplicate share certificates, claim from unclaimed suspense account, renewal/exchange of share certificate, endorsement, sub-division, split of share certificate, consolidation of folio/certificates, transmission and transposition. Thus, Members are requested to make service request by submitting a duly filled and signed Form ISR-1, ISR-2, ISR-3, ISR-4 and SH-13, the format of which is available on the Company's website <https://www.hindwarehomes.com/furnishing-of-pan-and-kyc-details-and-nomination-by-holders-of-physical-securities.php> and on the website of RTA at <http://mdpl.in/downloads.php/>. It may be noted that service request can be processed only after the folio is KYC compliant as above. For any assistance in this regard, members may contact the RTA.
13. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/9/CIR/2023/70 dated 17 May 2023 read with SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 and has made it mandatory for all holders of Physical securities in listed companies to furnish PAN, Nomination/Declaration to opt-out of Nomination, Contact details, Bank Account details and Specimen Signature to the Company/RTA of the Company.
14. Members holding shares in physical form and desirous of making a nomination or cancellation/variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit the prescribed Form No. SH 13 to the RTA of the Company for nomination and Form No. SH 14 for cancellation/variation as the case may be. Members who are either not desirous to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. Shareholders holding shares in demat form are also advised to avail nomination facility by submitting the prescribed form to their respective Depository Participants ("DPs").
15. As a part of 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA of the Company in case the shares are held by them in physical form.
16. Electronic copy of the Notice of the AGM of the Company *inter alia* indicating the process and manner of remote e-voting is being sent to all Members whose email IDs are registered with the Company/DP for communication purposes. For Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email address by writing to investors@hindwarehomes.com to receive Annual Report. Members holding shares in dematerialized mode and who have not registered their email address are requested to update their email address with the relevant DP to receive Annual Report.
17. Members holding shares in demat form are requested to update their bank account details with their respective DP. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of 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 the electronic mode.

Effective 1 April 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Shareholders are requested to complete their KYC by writing to the Company's RTA, Maheshwari Datamatics Private Limited, at mdpldc@yahoo.com. The forms for updating the same are available at <https://www.hindwarehomes.com/furnishing-of-pan-and-kyc-details-and-nomination-by-holders-of-physical-securities.php>.
18. As required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the relevant information in respect of Director seeking re-appointment at the AGM is provided herein below and forms a part of this Notice.



19. For shareholders holding shares in physical form, please send all correspondence to RTA of the Company.
20. The Company has designated an exclusive e-mail id "investors@hindwarehomes.com" for redressal of shareholders' complaints/ grievances.
21. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM facility.
22. The Board of Directors have appointed Mr. Pravin Kumar Drolia, Company Secretary in whole-time practice, Kolkata (Membership No. F2366, CP: 1362), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him in writing, who shall countersign the same.
24. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.hindwarehomes.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 24 September 2025.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND ATTENDING AGM THROUGH VC/OAVM ARE AS UNDER:

Procedure for e-Voting

- (i) The e-voting period begins at **9.00 A.M. (IST) on Sunday, 21 September 2025 and ends at 5.00 P.M. (IST) on Tuesday, 23 September 2025..** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. on Wednesday, 17 September 2025 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their votes again.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on e-voting facility provided by listed companies, individual shareholders holding shares in demat mode are allowed to vote through their respective demat accounts maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Procedure to Login through Websites of Depositories (CDSL/NSDL)

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<p>A. 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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>B. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") for casting his/her vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all ESPs i.e. CDSL/NSDL/KARVY/MUFG, so that the user can visit the websites of ESPs directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Proceed to complete registration using your DP ID, Client ID etc. After successful registration, please follow steps given above to cast your vote.</p> <p>D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure:</p> <p>(i) Click on the link www.cdslindia.com or on https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>(ii) Provide demat account number and PAN.</p> <p>(iii) The system will authenticate the user by sending an OTP on registered mobile number and e-mail id as recorded in the demat account.</p> <p>(iv) After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also to directly access the system of all ESPs.</p>

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsd.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 e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held with NSDL), Password/OTP, and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to website of e-Voting service provider for casting your vote during the remote e-Voting period.
Individual Shareholders (holding shares in demat mode) login through their Depository Participants	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 the website of e-Voting service provider for casting your vote during the remote e-Voting period.

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

Dedicated helpdesk for individual shareholders holding shares in demat mode for any technical issues related to login through Depository(ies) i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 62343611/24/26 or on toll free no. 1800 21 09 911.
Individual Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call on 022-48867000/022-69489498/9309/9496

Information and instructions for e-Voting by (i) shareholders other than individuals holding shares of the company in demat mode and (ii) all shareholders holding shares of the company in physical mode.

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

	For physical shareholders and other than individual shareholders holding shares in demat form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders, if any) 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. 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.



7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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.
9. For shareholders holding shares in physical form the details can be used only for e-Voting on the resolutions contained in this Notice.
10. Click on the EVSN for "Hindware Home Innovation Limited" to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
16. 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 and enter the details as prompted by the system.
2. For demat shareholders - Shareholders shall update their e-mail addresses and mobile numbers in respect of electronic holdings with their concerned DP's by following due procedure as advised by them.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the AGM through Laptops/IPads for better experience.
3. Further members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@hindwarehomes.com by 15 September 2025. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The members are also requested to send their queries, if any, by 15 September 2025 mentioning their name, demat account number/folio number, email id, mobile number at investors@hindwarehomes.com

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES AND MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For physical shareholders - Please visit <http://mdpl.in/form/> and follow the process for updation of e-mail address and mobile numbers as guided therein. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-Voting along with the User ID and the password to enable e-Voting. In case of any query, the member may write to RTA of the Company at mdpldc@yahoo.com/

4. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
6. Non-Individual Members are required 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 at the email address droliapravin@yahoo.co.in and to the Company at the email address investors@hindwarehomes.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

Note for Non-Individual Members and Custodians

1. Non-Individual members (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.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com/
3. 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.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their votes.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

If you have any query or issues regarding attending AGM and e-voting from the CDSL e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact on toll free no. 022-62343611/24/26 or toll free no. 1800 21 09 911.

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 on 022-62343611/24/26.



Explanatory Statement Pursuant to Section 102(1) of The Companies Act, 2013

Item No. 3

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five (5) consecutive years.

Accordingly, the Board of Directors of the Company ("the Board") at their meeting held on 24 May 2025, considering the experience and expertise and on the recommendation of the Audit Committee, and subject to approval of the shareholders of the Company, recommended the appointment of M/s. DMK Associates, Company Secretaries, New Delhi, having Firm's Registration No. P2006DE003100, a peer reviewed firm of Practicing Company Secretaries, as the Secretarial Auditor of the Company, for a period of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30 at such remuneration as shall be fixed by the Board of the Company.

M/s. DMK Associates, is a peer reviewed firm of Practicing Company Secretaries, established and registered with the Institute of Company Secretaries of India in the year 2005. It is one of the most reputed firms amongst professionals, several Companies including listed companies, multinationals and is best known for its client retention, high integrity, dedication, sincerity, quality of service and professionalism. The firm has been engaged in secretarial audits of various prominent companies, and their

expertise has earned the trust of industry leaders across sectors like FMCG, Manufacturing, Real Estate, Power and Energy, Aggregators, Public utilities and so on. The firm's client centric approach, with experienced professionals and proficient solutions to complex problems prides itself on superior client retention, integrity, dedication, and professionalism making them a trusted partner in navigating the complexities of corporate law.

M/s. DMK Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in Clause (a) of Regulation 24A (1A) of the Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s. DMK Associates, for the FY 2025-26 is ₹ 1,75,000/- (Rupees One Lakh Seventy-Five Thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee and as may be mutually agreed with the Secretarial Auditor.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors. The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 3 of this Notice.

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

Information on the Director seeking re-appointment pursuant to the provisions of Regulation 36(3) of the SEBI LISTING Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India

Name	Mr. Sandip Somany
Age	61 years
No. of shares held	73,21,210
Qualification	Commerce graduate and a diploma holder in Ceramic Manufacturing Technology from the US.
Brief resume and nature of his expertise in specific functional areas	Mr. Sandip Somany has over four decades of experience in the ceramics and glass industry. He is the Past President of the Federation of Indian Chambers of Commerce and Industry (FICCI), Past President of International Chamber of Commerce (Head Quarter in Paris) India Chapter and Past President of PHD Chamber of Commerce and Industry (PHDCCI). He is the current Chairman of the Indian Council of Sanitaryware Manufacturers (INCOSAMA).
Name of listed entities in which the Directorship is held	Hindware Home Innovation Limited AGI Greenpac Limited JK Paper Limited Indraprastha Medical Corporation Limited HEG Limited
Chairman/Member of the Committees of Board of other companies including listed companies	<p>Chairman Stakeholders Relationship Committee 1. JK Paper Limited</p> <p>Corporate Affairs Committee 1. AGI Greenpac Limited</p> <p>Risk Management Committee 1. AGI Greenpac Limited</p> <p>Member Audit Committee 1. Hindware Limited</p> <p>Corporate Social Responsibility Committee 1. AGI Greenpac Limited 2. Hindware Limited</p> <p>Stakeholders Relationship Committee 1. HEG Limited</p>
Listed Companies from which he resigned in the past three years	JK Paper Limited (ceased to be an Independent Director consequent upon completion of 5 year term on 23 August 2024 and appointed as Non-Independent Director w.e.f. 04 September 2024)
Date of first appointment on the Board	28 September 2017
Terms and conditions of appointment	Mr. Sandip Somany is liable to retire by rotation and being eligible offers himself for re-appointment.
Details of remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Sitting fees of ₹ 4,30,000/- drawn for meetings attended (for other details, please refer the Corporate Governance Report)
Details of proposed remuneration	N.A
Relationships between directors and Key Managerial Personnel	N.A
Number of meetings of the Board attended during the financial year 2024-25	Ten (10) Board Meetings held during the year out of which Eight (8) meetings were attended by Mr. Somany.

Corporate Information

BOARD OF DIRECTORS

Mr. Sandip Somany
Chairman and
Non-Executive Director

Mr. Ashok Jaipuria
Independent Director

Dr. Nand Gopal Khaitan
Independent Director

Mr. Salil Kumar Bhandari
Independent Director

Ms. Sonali Dutta
Independent Director

Mr. Girdhari Lal Sultania
Non-Executive Non-Independent
Director

COMPANY SECRETARY

Ms. Payal M Puri

STATUTORY AUDITORS

M/s Lodha & Co LLP

INTERNAL AUDITORS

**M/s Protiviti India
Member Pvt. Ltd.**

REGISTERED OFFICE

2, Red Cross Place,
Kolkata-700001, West Bengal
T: +91 33 22487404
E: investors@hindwarehomes.com

CORPORATE OFFICE

Unit no. 201 (1), (II), (IIIA), (XVI), 2nd
Floor, BPTP Park Centra, Sector-30,
NH-8, Gurugram 122001
Phone: +91- 124-4779200

BANKERS

Axis Bank Limited

Kotak Mahindra Bank Limited

Federal Bank Limited

HDFC Bank Limited

Standard Chartered Bank

**The Hongkong and Shanghai
Banking Corporation Limited**

SOMANY IMPRESA
GROUP COMPANY

hindware
home innovation limited

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2, Red Cross Place,
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T: +91 33 2248 7404
E: investors@hindwarehomes.com

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