CKA Birla Group

BUILD YOUR WORLD



birlanu

Annual Report 2024-25

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BUILD YOUR WORLD

Build Your World inspires individuals to shape their spaces according to their vision. It embodies the power of self-expression, where every space becomes a reflection of personal identity and aspirations. Rooted in creativity, sustainability, and lasting design, it inspires individuals to shape environments that tell their unique stories. Whether it's a home, a workspace, or an innovative commercial or infrastructural structure, this philosophy empowers people to bring their dreams to life.

BirlaNu, through its innovative home and building solutions, promises to make every space become a canvas for imagination. Built for today, designed for tomorrow.

ABOUT THE CKA BIRLA GROUP

For over 170 years, we have been creating long term value through pioneering ideas and building trust.

From our origins in manufacturing, we have evolved into a services led enterprise with technology as a core business. This is deeply integrated into how we serve our customers and strengthen our global competitiveness. It also reflects a deep commitment to empowering our people, recognising their diverse talents and leadership as pivotal to our continued success.

Our companies include Birlasoft, GMMCO, National Engineering Industries (manufacturer of NBC Bearings), BirlaNu (formerly HIL), Orient Electric, CK Birla Healthcare (CK Birla Hospitals and Birla Fertility & IVF), Orient Paper, AVTEC and Neosym.

Our responsibilities extend beyond business, we are committed to our communities through education, healthcare and culture with our multiple institutions.

Together we are building the future.

We are the **CKA Birla Group**



ABOUT BIRLANU

BirlaNu, part of the multi-billion dollar CKA Birla Group, is a home and building products and services company. We serve homeowners, builders, and designers with sustainable, innovative solutions across pipes, construction chemicals, putty, roofs, walls, and floors, featuring brands like BirlaNu Leakproof Pipes, BirlaNu Construction Chemicals, BirlaNu TruColour Putty, Charminar, BirlaNu Aerocon, and Parador.

With 32 manufacturing plants in India, Germany, and Austria, innovation centers in India and Germany, and a market presence in 80+ countries, we adhere to the highest global quality standards, holding certifications such as GreenPro, IGBC, PEFC, Blue Angel, and EPD. Our products are integral to commercial, healthcare, hospitality, residential, and infrastructure projects worldwide.

Powered by over 5,000 employees and a strong partner ecosystem, BirlaNu is ranked 12th in India's Best Companies to Work For by Great Place to Work® 2024 and has been recognised with accolades such as Iconic Brand, Asia's Most Trusted Brand, and Super Brand awards.



birlanu

BRAND STORY

Since 1946, we've been on a journey of continuous evolution and today, we are proud to announce a new chapter in our legacy: HIL is now BirlaNu.

BirlaNu is inspired by the people we serve and driven by a passion for continuous growth. Rooted in connection, creativity and sustainability, we empower homeowners, builders and designers to bring a vision to life, crafting innovative buildings and structures that stand the test of time.

As the world evolves, we remain committed to shaping spaces where life unfolds and inspiring beautiful, lasting design with our customers at the heart of everything we do.

BirlaNu isn't just a name. It is a reflection of our purpose and promise to be the trusted partner in building the future.

LEGACY OF CONSISTENT VALUE CREATION

1946 – 1984

Setting up of Hyderabad Asbestos Cement Products Ltd.

Launched brand Charminar

Inaugurated Hyderabad Innovation Centre

1985 – 2000

Name changed to Hyderabad Industries Limited

Listed on BSE and NSE

Pioneered AAC Blocks

DSIR National Innovation Award for Aerocon

2001 – 2020

Installed windmills

Name changed to HIL Ltd.

Launched PVC pipes

Started dry-mix production

Acquired Parador

Listed as a Fortune India 500 company

Recognized first time as a Great Place to Work

Good Design Award for Parador

2021 – 2024

Started putty production

Launched construction chemicals

Acquired FastBuild AAC Blocks

Acquired Crestia Polytech PVC pipes

Good Green Design Award for Parador

2025

HIL re-branded as BirlaNu

Flooring Innovation Award - UK for Parador

VISION

To be a leading global provider of innovative, sustainable Home & Building solutions.

MISSION

BirlaNu's mission is to empower homeowners, builders and designers to bring their vision to life – a promise to be the trusted partner in building their future.

Our passion for creating sustainable and innovative products guides us in shaping spaces where life happens.

We inspire timeless, beautiful design with our customers at the core of every decision we make.

We are powered by a modern, technology-led, inclusive and safe work culture.



VALUES

Customers at the heart of everything we do.

I own, I am responsible.

Trust, respect and help each other.

Make it simple, act fast.

Challenge the status quo, raise the bar.



BIRLANU'S KEY STRENGTHS

Consistent track record of value delivery

Over 170 years legacy of the CKA Birla Group

Nearly **80** years of BirlaNu

Extensive Portfolio

Comprehensive solutions across pipes, construction chemicals, putty, roofs, walls and floors

Global market presence

80+ countries

30,000+ retail touch points worldwide

Network of over **21,000+** channel partners worldwide

Over **60%** tehsil penetration in India

Manufacturing excellence

32 state of the art manufacturing facilities across India, Germany and Austria

Innovation

2 innovation hubs in India & Germany

Sustainability

60+ countries with green product credentials

Leading brands

Charminar: **No.1** in Roofs

Birlanu Aerocon: **No.1** in AAC Blocks

Birlanu Leakproof Pipes

Parador: Renowned global flooring brand

People

5,000+ employees

30+ nationalities and across **160+** towns

12th amongst Great Places to Work in India and **41st** amongst Great Workplaces in Asia

CHAIRMAN'S MESSAGE



Dear Shareholders,

I'm pleased to share that we're at the beginning of a new chapter at the Group level: the CK Birla Group is now the **CKA Birla Group.**

This change reflects more than a name, it marks the Group's continued evolution. From our manufacturing roots, we've grown into a services led enterprise with technology at the core. The new identity better represents our diversified portfolio, broader customer base and global presence. It also reaffirms our belief in people: our teams and leaders, as central to how we build, grow and create lasting value.

As we move ahead under the CKA Birla identity, we remain deeply committed to building long term trust with our customers and empowering people across businesses. This evolution is equally reflected in how HIL has reimagined its purpose and identity. HIL is now BirlaNu.

BirlaNu isn't just a name, it reflects our renewed purpose and promise to be the partner you trust in building the future. BirlaNu is inspired by the people we serve and driven by a passion for continuous growth. Rooted in connection, creativity and sustainability, we empower homeowners, builders and designers to bring their vision to life, crafting innovative buildings and structures that stand the test of time. We're deeply committed to building a global brand, one that's backed by a stronger manufacturing footprint and focused growth in high potential categories.

The past year has been one of meaningful transition. As we embraced our new name and purpose, we also navigated a complex macroeconomic environment, reflected in the year's measured financial performance. We delivered a consolidated revenue of ₹3,615 crore, a 7% increase over the previous year and an EBITDA of ₹88 crore.

In the Pipes segment, we delivered industry leading growth of 57%, supported by the successful integration of Crestia Polytech (Topline), which is already unlocking product and market synergies. Construction Chemicals continued its strong momentum, growing 23% year on year. Our Charminar brand reinforced its leadership in Roofs, maintaining both share and price positioning. The Walls category remained flat amidst subdued demand and pricing pressures. Across segments, we responded with disciplined cost focus to protect margins while staying aligned to long term growth priorities.

Despite recessionary pressures and muted consumer sentiment in key European markets, Parador delivered strong performance, growing revenue by 7% and volumes by 9%. This was driven by agile pricing, a restructured sales engine and expansion into several growth markets. Our sharper focus on commercial segments, product innovation and execution drove this momentum, while disciplined cost and capital management ensured operational efficiency.

During the year, our brands received significant recognition, Charminar and BirlaNu Aerocon were awarded Superbrands and named Brand of the Year by Realty+. Equally important was the recognition of our sustainability efforts, which remain central to our long term strategy. Certifications from GRIHA, IGBC and GreenPro reaffirm our commitment to responsible raw material sourcing and innovation across energy use, waste management and product design.

We've always believed that growth must come with responsibility, towards our customers, communities and our people. In FY25, we impacted over 30,000 beneficiaries from underserved communities through focused social programmes, while continuing to invest in our people and culture. We were proud to be ranked 12th among India's Best Companies to Work For and 41st in Asia's Best Workplaces 2024, recognitions that reflect our commitment to building a modern, diverse and future focused workplace where every team member can contribute with pride and purpose.

Building a strong, future ready organization also means embracing the technologies that are reshaping our world. In the building solutions industry, AI and digital innovation are unlocking new ways to go to market, serve customers and streamline operations. That's why we're investing in AI led tools, not just to sharpen our supply chain but to elevate customer experience and deliver more tailored responsive solutions.

We remain deeply committed to creating long term value for our customers, partners and shareholders. On behalf of the Board of Directors, I thank you for your continued support and trust. As we step into this next chapter under the BirlaNu brand, we carry forward what has always defined us, delivering value, building with integrity and growing with purpose.

Warmly,

CK Birla
Chairman

MD & CEO'S MESSAGE



Dear Shareholders,

HIL is now BirlaNu.

This transformation reflects our collective aspiration to be a leading global provider of innovative, sustainable Home & Building solutions. It marks a strategic evolution grounded in our commitment to innovation, sustainability and customer first approach. It extends across our people, processes and digital initiatives, ensuring we stay ahead in a rapidly evolving industry.

The updated brand architecture brings together, under BirlaNu, the full breadth of our offerings across Pipes, Construction Chemicals, Putty, Roofs, Walls and Floors. This alignment strengthens how our customers and partners understand who we are and what we stand for.

This rebranding is at the heart of a strong, strategic push towards fast-paced, value-building growth both in India and at Parador. Over the next 3 years, we aim to double ourselves as a company and move closer to our ambition of becoming a billion dollar company.

This growth will come through:

- Scaling up high growth categories like Pipes, Construction Chemicals, Designer Boards & Blocks
- Expanding our global footprint – not just through Parador's deeper entry into the US, China, Middle-east and India, but also by unlocking export markets for our Indian portfolio
- Extending our play in Home & Interiors beyond our core strength in Building Products. The India launch of Parador is an important first step
- Strengthening our presence across Retail, Commercial and Government channels

FY25 was a challenging year, marked by an uncertain macroeconomic environment and weak demand across our markets. A 2-5% price decline across most categories added significant margin pressure. In pipes, the impact was sharper, with a 10%+ decline driven by a meltdown in PVC resin prices.

In this scenario, we chose to focus on:

- Gaining market share in our growth segments (Pipes, Parador, CC) – outperforming industry volume growth across all three
- Agile cost management to minimize margin impact – through focused "Missions" targeting contribution margin improvement and manpower costs.
- Judicious investments for long term growth – across capacity enhancement, product innovation, branding, technology and sustainability initiatives

In FY25, at a consolidated level BirlaNu reported revenue of INR 3,615 Cr, 7% higher vs LY and EBITDA of INR 88 Cr. Growth was driven by strong performance in Pipes and CC segments and at Parador. Pipes is now the second largest segment in our India portfolio. Significantly, the non-Roofs portfolio is now over 70% - a strategic shift we had set out to achieve.

Our Pipes segment delivered record breaking volume growth establishing us as the fastest growing player in the segment. Revenue grew 57% YoY with volumes up 76%. This is despite PVC price volatility touching multi year lows. Key achievements included successful integration of Crestia and growth of the Topline brand in retail. The institutional & government segment, especially Jal Jeevan Mission, remained muted, but we stay optimistic about a revival in FY26. With strong brand recall, comprehensive and differentiated product portfolio and expanding channel & regional presence, we are well positioned to drive scale and market share – creating significant long term value in this segment.

The Construction Chemicals segment delivered 23% revenue growth in FY25. With strong management focus, dedicated sales teams and a pipeline of new, differentiated products, we are well placed to grow share in this fast growing segment.

Our Roofs business sustained its leading market share and superior price and profitability positioning closing the year with revenue of INR 1134 cr. This is despite intense competition and price erosion in the market. During the year, we launched several new products, especially, ultracool Roofs.

Our Walls segment remained largely flat in FY 25, on both revenue and volume. Operating profitability held steady at 10% despite nearly 3% price erosion reflecting disciplined margin management. We continue to aggressively drive value enhancement initiatives and expect margin improvement in FY26.

Parador continues it's strong momentum in FY 25 with revenue of INR 1,227 Cr, up 7% YoY and volume growth of 9%, significantly outperforming both industry and competitors. Despite recessionary conditions and weak consumer sentiment, reflected in muted construction and flooring demand, we pivoted effectively. Leveraging agile pricing strategy, sales team restructuring and expansion into new markets including India, we doubled down on growth through commercial segments, product innovation and improved execution. Strong cost discipline and optimized capital deployment ensured lean operations.

Our people and partners define who we are—and building a future-ready BirlaNu starts with investing in the right leadership and frontline teams. Being ranked #12 in India and #41 in Asia by Great Place to Work is a proud recognition of our culture and people practices.

As we step into FY26, we remain watchful of the global macroeconomic and geopolitical landscape. Yet, we carry forward the momentum of recent quarters, backed by a strong brand portfolio, robust distribution, and our focus on product and digital innovation.

The road ahead is clear. With integrity, collaboration, and excellence at the core, we are set to redefine industry benchmarks and drive meaningful impact. As the world evolves, BirlaNu brand remains committed to shaping spaces where life unfolds and inspiring beautiful, lasting design with our customers at the heart of everything we do.

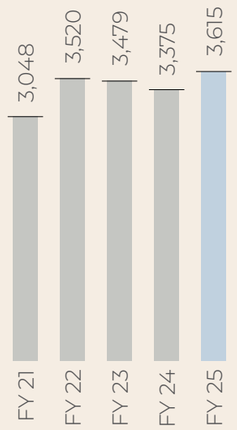
Regards,

Akshat Seth
MD & CEO

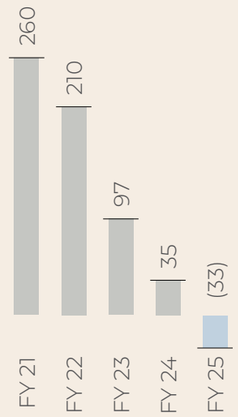
FINANCIAL HIGHLIGHTS

Consolidated

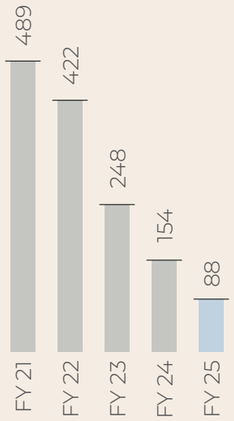
Revenue
(₹ in crore)



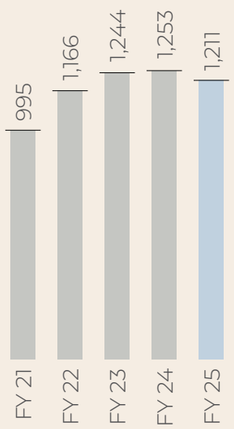
Profit After Tax (PAT)*[1]
(₹ in crore)



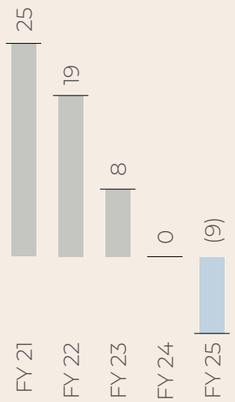
EBITDA
(₹ in crore)



Net Worth
(₹ in crore)



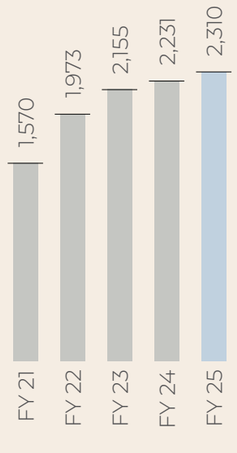
ROE
(%)



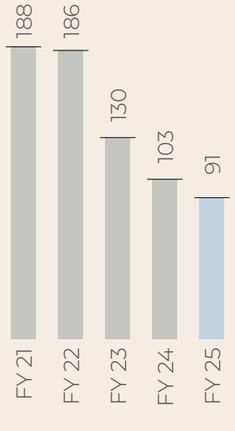
[1] PAT includes non-operating income of ₹ 82 crore in FY25 and ₹ 37 crore in FY24 on account of sale of assets

Standalone

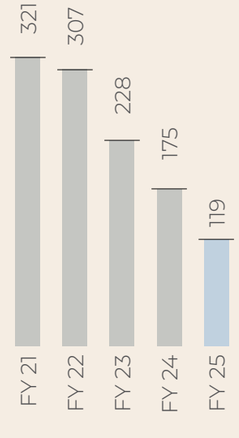
Revenue
(₹ in crore)



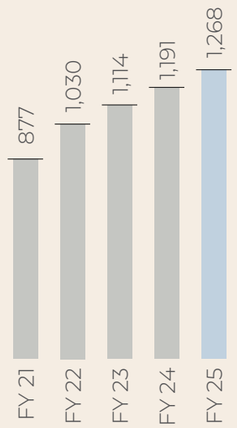
Profit After Tax (PAT)*
(₹ in crore)



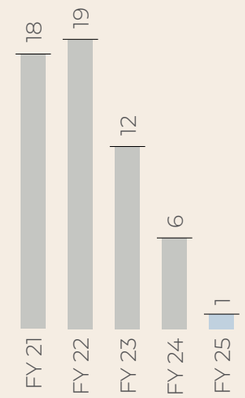
EBITDA
(₹ in crore)



Net Worth
(₹ in crore)



ROE
(%)





PORTFOLIO OF CONSUMER OFFERINGS

BirlaNu brings to life a world of possibilities, offering a comprehensive range of home and building solutions, from pipes and construction chemicals to putty, roofs, walls and floors. Crafted with care and precision, our products are designed to endure, evolve and elevate every space.



PIPES

At BirlaNu, we provide advanced water management solutions through two trusted brands: BirlaNu Leakproof Pipes and Topline. With a diverse range of 20+ products, our offerings include CPVC, uPVC, SWR, Silent, UGD, Foamcore, Pressure, Column, Casing, PPR, HDPE, MDPE, gas pipes, electrofusion fittings, FHTC fittings, and Water Tanks—all paired with expertly engineered fittings and solvents.

Our innovation, TruFiT Technology, is at the heart of our offerings, ensuring precise tolerances for easy, leakproof assembly. Setting a new industry standard, BirlaNu delivers peace of mind to homeowners and effortless installation for plumbers.

Product Range

- Pipes
- Water Tanks
- Fittings

CONSTRUCTION CHEMICALS

BirlaNu Construction Chemicals portfolio is designed to deliver effective solutions for modern construction needs. Our wide range of durable tile adhesives and grouts, plasters and cleaners are engineered to support versatile applications across residential, commercial and large-scale projects.

Product Range

- Tile Adhesives
- Tile Grouts
- Surface Cleaners
- Plasters (Block Jointing Mortar, Ready Mix Plasters, Gypsum)
- Accessories





PUTTY

BirlaNu TruColour Putty is the trusted solution for creating stunning, vibrant walls. Engineered with innovative TruColour Technology, this advanced putty ensures your chosen paint shade not only shines through brilliantly but also ensures the exact colour you envisioned with flawless precision.

Our range of products offers high-performance solutions that deliver smooth, flawless surfaces along with features such as better coverage, water repellence and textured designs.

Product Range

- Putty
- Putty Plus
- Waterproof Putty
- Coarse Putty
- Texture Putty
- Distemper
- Coarse Putty
- Primers (Universal, Exterior, Interior, Red Oxide and Yellow Metal)
- Universal Stainer

ROOFS

A market leader, Charminar BirlaNu offers high-quality, visually appealing, and durable roofing solutions designed for modern living and workspaces. Our range combines strength with innovation, providing thermal insulation, fire resistance, and superior performance for homes, commercial, and industrial spaces.

As a trusted name in the Indian roofing and cladding market, Charminar is known for delivering innovative products, including colour coated sheets and eco-conscious options for contemporary spaces - Ultracool Roofs for cooler indoors and Fortune Roofs for eco-conscious environment. We cater to every season and style with a solution for every need.

PRODUCT RANGE

- Fiber Cement Roofs
- Fortune Cement Roofs
- Ultracool Fiber Cement Roofs
- Coloured Steel Roofs
- Tools & Accessories





WALLS

BirlaNu Aerocon delivers a versatile range of nature positive, beautiful wall solutions that combine strength, style and sustainability. Engineered for efficiency and durability, these materials enable faster execution, superior thermal and acoustic performance, and a reduced environmental footprint compared to traditional methods. From robust structures to refined interiors, BirlaNu Aerocon offers solutions that enhance both functionality and aesthetics, ensuring smarter and more sustainable building practices that every builder, architect and designer can rely on to bring their vision to life with precision and efficiency. With faster installation and a lower environmental footprint than traditional materials, we help you build better, smarter and greener.

Product Range

- AAC Blocks
- Panels
- Designer Boards and Planks
- Panel Jointing Compound

FLOORS

Parador is a leading global interiors brand, born from passion and a desire to create outstanding spaces sustainably. Parador specialises in engineered wood, laminate, vinyl flooring and our eco-friendly resilient flooring, Modular ONE, for residential, retail, hospitality and commercial usage. With a strong emphasis on craftsmanship, innovative design and quality, the products are precision manufactured in Germany and Austria, using sustainably sourced materials.

Product Range

- Engineered Wood
- Modular ONE
- Vinyl
- Laminates



INTENTIONAL INNOVATION

Every breakthrough starts with a vision to push beyond limits. We create innovations that turn challenges into opportunities. We don't just define progress; we make it inevitable.

BirlaNu has established advanced Innovation and R&D centres in both India and Germany, facilitating robust product development and research. The cutting-edge infrastructure at its Hyderabad Innovation centre, which includes an in-house pilot plant recognized by the Department of Scientific & Industrial Research (DSIR) of the Government of India, is dedicated to adopting innovative processes and studying industry dynamics to maintain a competitive edge.

We invest in innovations related to products, operations and technology. Product innovations are holistic in design and concentrate on meeting customer needs, driving sustainability and also enhancing the differentiators that BirlaNu offers in the marketplace.

Parador's eco-friendly Modular ONE
Advantage: Plasticiser-free design flooring, offering the organic beauty of wood, zero compromise on durability or healthy living

TruFiT leakproof pipe technology
Advantage: Precise tolerances and zero leakage

Ultracool Roofs
Advantage: Temperature reduction up to 8 degrees. Better comfort and energy efficiency.

Organic Based Stabilizer (OBS) for UPVC pipes
Advantage: Improves pipes heat resistance and durability, safe for both the environment and human health.

Electrofusion with integrated service saddle
Advantage: Higher durability, reliability and efficiency.



TECHNOLOGY & DIGITAL

In today's rapidly evolving business environment, technology and digitization are no longer optional, they are fundamental to operational resilience and competitive advantage. Across both manufacturing and sales, these advancements are reshaping the way we operate, deliver value, and engage with customers.

At BirlaNu we are adopting comprehensive and advanced digital technologies across our business operations, from sales to marketing, manufacturing and supply chain to improve process efficiencies and drive growth. We are not only upgrading our core enterprise and data systems, but also building a suite of digital platforms for stronger customer engagement, data analytics and efficient operations.

On the manufacturing front, integration of Industry 4.0 technologies such as IoT, automation, AI, and digital twins have enabled us to improve efficiency, enhance quality, and optimize resource utilization. Similarly in sales, digital transformation is helping us with deeper customer engagement and faster decision-making. With advanced digital sales platforms, data analytics, and AI-driven tools, we are able to personalize customer outreach and respond swiftly to changing market dynamics.

Modernized our ERP with migration to SAP S/4 HANA
Enabling real-time insights, streamlining operations, while laying the foundation for a digital-led business process transformation

Connected digital shop floors
Leveraging real-time IoT sensor data to drive smarter operations, minimize downtime, and enable predictive maintenance

Interconnected data lake
Driving actionable insights across the organization

Best in class loyalty platform for influencers, distributors and retailers
Delivering customer delight, higher partner engagement & share of customer wallet

Digital sales platforms - CRM and SFA
Stronger customer engagement and real-time sales tracking delivering higher field force productivity

Robust security platform
Managing security of our platforms, applications and data to contain evolving data and enterprise cyber risks



SUSTAINABILITY

Sustainability isn’t a choice; it’s a responsibility we own.

We are committed to sustainable growth by protecting the environment, ensuring employee well-being and upholding the highest safety standards while strictly complying with all occupational health, safety and environmental regulations. We are committed to reducing our footprint, helping consumers minimize theirs and scaling sustainable solutions.

By driving circularity, repurposing industrial waste and pioneering innovations like OBS for UPVC pipes, we turn challenges into opportunities. Our zero-discharge plants, expanded solar integration and use of renewable fuels, which now power half our operations, reflect our dedication to a greener future.

We have implemented energy-efficient technologies across manufacturing facilities and increased our renewable energy contribution to 46.5%. Emissions have been reduced by nearly 2%, accompanied by water savings through optimised rainwater harvesting and recycling systems.

Ethically sourced, waste conscious and powered by clean energy, we are shaping a world where responsibility and innovation go hand in hand. We are not just building – we are redefining what is possible in a sustainable future.

Key Initiatives:

- Use of agro-based fuels in manufacturing operations
- Substantial increase in renewable power share
- Significant increase in investment on energy conservation equipment
- Eco-friendly innovations such as Organic Based Stabilisers (OBS) in UPVC pipes and Modular One in floors
- Responsible sourcing of wood-based materials from controlled managed forests (FSC, PEFC)
- Industry leading Green certifications and credentials such GRIHA, IGBC, GreenPro, EMAS, EcoVadis Sustainability Gold Medal and UN Compact signatory



COMMUNITY

At BirlaNu, our approach to sustainable development goes beyond responsibility — it reflects our commitment to building resilient, self-reliant communities. Our social impact efforts are anchored around the pillars of health and wellness, education and skill building and community development.

We collaborate with respected partners such as the Live Love Laugh Foundation (LLL), Child Survival India (CSI), and Sambhav Foundation to amplify the reach and impact of our community efforts.

Through these meaningful partnerships, we are challenging stigmas around mental health and enhancing access to healthcare in rural areas, enabling children to remain in school, and fostering self-reliance and livelihood skill adoption amongst underserved communities. Each initiative is a step toward creating inclusive growth and building a healthier, more equitable future for all.

~30,000
Total Beneficiaries

3.14 crore
CSR Expenditure





Live Love Laugh – rural mental health program

Outcome: Positively impacted over 6500 individuals through mental well-being initiatives.

Now in its second year, our rural mental health program — run in partnership with the Live Love Laugh Foundation — continues to bring meaningful change to thousands of lives across three rural locations in India.

Through a comprehensive approach that includes psychiatric treatment, rehabilitation, and community - wide mental health awareness, the initiative has significantly improved the well-being of its beneficiaries. Many individuals have not only achieved better mental health but also become financially independent and active participants in their communities.

6,300+
Beneficiaries



Child Survival India: Mobile Medical Unit (MMU)

Outcome: Healthcare access for vulnerable populations enabling early detection of diseases.

In partnership with Child Survival India, our Mobile Medical Unit continues to bring essential healthcare services to underserved rural communities, improving health outcomes and saving lives. The unit offers free, high-quality outpatient consultations, medication, and regular health awareness sessions — enabling early detection and timely treatment of medical conditions.

This year, the initiative took on added significance through focused community engagement during key health observances such as Nutrition Month, World Heart Day etc. These efforts are making a lasting difference in building healthier, more informed communities across rural India.

20,000+
Beneficiaries



Education initiatives through public private partnerships

Outcome: Increased schooling rates and enhanced digital literacy.

Our education initiatives are creating lasting impact by improving school infrastructure and expanding digital access for young learners. Through the construction and renovation of classrooms and facilities, we are fostering safe, inclusive, and secure learning environments — encouraging increased school enrolment and regular attendance.

Recognizing the growing importance of digital literacy, our programs also equip students with foundational knowledge in emerging fields helping bridge the digital divide and preparing them for the future.

350+
Beneficiaries



Sambhav Foundation – Skill building programs

Outcome: Livelihood training through skill-based learning.

In partnership with the Sambhav Foundation, we have launched a livelihood skill training initiative aimed at empowering plumbers, masons, and painters across multiple cities. The program combines structured classroom instruction with industry-recognized certification, equipping participants with practical, job-ready skills.

By focusing on productivity, efficiency, and technical know-how, the initiative enhances on-the-job performance while opening doors to better employment prospects and higher wages.

3,200+
Beneficiaries

GOVERNANCE

Governance at BirlaNu is structured to ensure that decisions are made with accountability, fairness, and clarity. The approach is built on clear responsibilities and adherence to ethical practices across all levels of the organisation. The focus remains on balancing business priorities with stakeholder interests, while ensuring compliance with applicable regulations and standards. Transparency, integrity, and consistency are the principles that guide how we operate and how decisions are evaluated.

To support this, a set of defined policies and committee-led oversight mechanisms are in place to manage areas such as risk, ethics, sustainability, and stakeholder relations. These frameworks are reviewed regularly to stay aligned with regulatory developments and evolving expectations.

Details of our governance policies and committee structures are available on our website at

https://birlanu.com/investor



HUMAN CAPITAL

At BirlaNu, we are built on a strong value system and the legacy of the CKA Birla Group. We foster an inclusive, tech-driven workplace that empowers our people.

Recognized as a Great Place to Work, we offer career mobility, flexible work options, and a focus on well-being. With transparent communication, progressive policies, and talent programs like LEGO, LEAP, and LEAD, we invest in our people's growth and impact.



Hidden Gems

- Nurturing high potential talent through cross functional and cross business exposure

Employee connect

- Parichay: New joinee connects with leadership
- Regular townhalls: Company and business level
- Group induction program

JOSH events

- Conducting over 100 events annually to foster engagement and collaboration

Yashotsav

- Rewards and recognition for outstanding contribution by employees



Nayi Disha

- Platform to share ideas and suggestions for innovation, process improvements and new opportunities for the organization



Zero tolerance for discrimination and harassment

- Enforcing a strict no-discrimination policy and maintaining a harassment-free work environment

Building on a strong foundation

5,000+
No. of employees

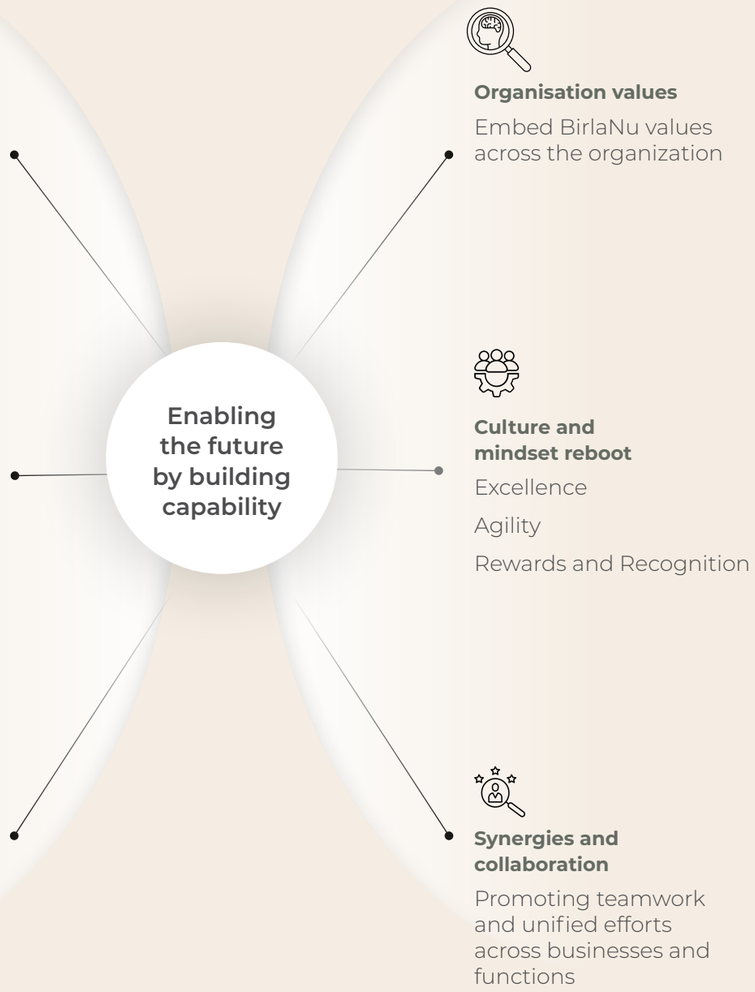
7 years 10 months
Average tenure of employees

~38 years
Average age of employees

23,800+
Learning hours for our employees

94
GPTW Trust Index Score

12th rank
India's Best Companies To Work For 2024 by GPTW



BOARD OF DIRECTORS



CK Birla
Chairman



Amita Birla,
Non-executive Director



Akshat Seth
Managing Director & Chief Executive Officer



Desh Deepak Khetrapal
Non-executive Director



Dr. Arvind Sahay
Independent Director



Sunil Bhumralkar
Independent Director



Nidhi Killawala
Independent Director



Prof. Janat Shah
Independent Director

Nomination and Remuneration cum Compensation committee

Stakeholders' Relationship committee

Corporate Social Responsibility committee

Risk Management committee

Audit committee

To know more about our Board of Directors, please visit our website
https://birlanu.com/investor/board-of-directors

AWARDS AND ACHIEVEMENTS



Brand of the Year 2025 - Roofing and Ceiling Ideas (INEX Reality +)

Award received for strategic leadership at the ET edge CEO Summit 2024



Impactful CEO - ET Edge CEO Summit 2024

Brand of the Year 2025 - Roofs and Walls Ideas (INEX Reality+)
Recognized as the Leading brand in roofs and walls solutions for 2025

Achievers Awards 2024

Legacy Leader in Building Material Solutions - Acheivers Award 2024

Awarded for leadership and sustained presence in the building Material Sector



Top 50 Great People Managers™ (2025)

Akshat Seth, Managing Director and Chief Executive Officer, BirlaNu, recognised among India's top 50 people managers (CEOs/MDs/Founders) by the Great Manager Institute®

MARKSMEN DAILY
MOST TRUSTED BRANDS OF INDIA
4TH EDITION
2024 - 2025

Most Trusted Brands of 2024-2025

Listed Among India's most trusted brands for the year 2024-2025

GreenPro

GreenPro Award 2023-25

Accredited with the GreenPro certification for sustainable product practice

Best Workplaces™ in Manufacturing
Great Place To Work.
INDIA 2025

Great Place to work, India

Recertified from March 2024 to March 2025

AWARDED
Superbrands
INDIA
Consumer & Industry Validated
2025

Superbrand 2025

Awarded the Superbrand title for 2025 in recognition of brand excellence

CORPORATE INFORMATION

Board of Directors

CK Birla
Chairman

Amita Birla
Non-Executive Director

Akshat Seth
Managing Director & CEO

Desh Deepak Khetrapal
Non-Executive Director

Sunil Bhumralkar
Independent Director

Arvind Sahay
Independent Director

Janat Shah
Independent Director

Nidhi Killawala
Independent Director

Key Managerial Personnel

Akshat Seth
Managing Director & CEO

Ajay Kapadia
Chief Financial Officer

Nidhi Bisaria
Company Secretary &
Compliance Officer

Bankers

HDFC Bank Limited

HSBC Limited

Kotak Mahindra Bank Limited

Federal Bank Limited

ICICI Bank Limited

YES Bank Limited

Axis Bank Limited

State Bank of India

Statutory Auditors

B S R and Co
Chartered Accountants

Secretarial Auditors

Ranjeet Pandey & Associates
Company Secretaries

Cost Auditors

S.S. Zanwar & Associates
Cost Accountants

Registrar & Share Transfer Agent

M/s. Venture Capital and Corporate Investments Pvt. Ltd.
"AURUM", 4th & 5th Floors,
Plot No. 57, Jayabheri Enclave
Phase – II, Gachibowli,
Hyderabad – 500032
Phone: 040-23818475/76
Email ID: investor.
relations@vccipl.com
Website: www.vccipl.com

Registered Office Address

Office No. 1 & 2, 7th Floor,
SLN Terminus, Survey No. 133,
Near Botanical Garden,
Gachibowli,
Hyderabad-500032,
Telangana, India
Phone: 040-6824 9000
Email Id: info@birlanu.com;
cs@birlanu.com
Website: https://birlanu.com

Corporate Office Address

6th Floor, Birla Tower,
25, Barakhamba Road,
New Delhi, 110 001, India

Corporate Identification Number

L74999TG1955PLC000656

Board's Report

Dear Members,

The Board of Directors are pleased to present the 78th Annual Report on the business and operations of the Company along with the audited financial statements for the financial year ended March 31, 2025.

SUMMARY OF FINANCIAL PERFORMANCE

The financial performance of the Company for the financial year ended March 31, 2025 is summarised below:

(₹ in crore)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Total Income	2,342.33	2,266.76	3,644.70	3,404.80
Earnings before Interest, Depreciation, Amortization & Tax	118.83	174.53	88.04	154.28
Less : Interest	24.36	10.75	68.24	35.35
Depreciation & Amortization	68.12	67.96	144.08	120.01
Profit/(Loss) Before Tax and Exceptional items	26.35	95.82	(124.28)	(1.09)
Add/(Less): Exceptional items / Profit / Income from JV	81.89	37.21	80.82	36.63
Profit/(Loss) before tax for the year	108.24	133.03	(43.46)	35.54
Less: Taxes	17.29	30.05	(10.56)	0.76
Profit/(Loss) after tax for the year	90.95	102.98	(32.90)	34.78
Other Comprehensive Income/(Loss) (Net of tax)	(0.48)	(0.14)	5.15	0.66
Total Comprehensive Income/(Loss) for the year	90.47	102.84	(27.75)	35.44
Basic Earnings Per Share (₹)	120.61	136.59	(43.63)	46.15
Diluted Earnings Per Share (₹)	120.61	136.59	(43.63)	46.15

REVENUE

BirlaNu achieved a net revenue from operations of ₹ 2,310.04 crore as against ₹ 2,230.85 crore in the previous year on standalone basis, an increase of 3.5% and on consolidated basis registered a net revenue from operation of ₹ 3,615.22 crore as against ₹ 3,374.97 crore in the previous year recording an increase of 7.1%.

With the addition of new capacities and introduction of new products, the Company anticipates a positive growth momentum in the coming year.

INTEREST & LOANS

Interest cost for the financial year 2024-25 has increased to ₹ 24.36 crore on a standalone basis as against ₹ 10.75 crore during the previous year. On consolidated basis, interest cost for the financial year 2024-25 stood at ₹ 68.24 crore as against ₹ 35.35 crore in the previous year.

The increase in interest cost is on account of increase in borrowings for acquisition of Crestia Group, capex for capacity enhancement and working capital requirements.

As on March 31, 2025, the Company has outstanding borrowings of ₹ 295.30 crore on standalone basis and ₹ 709.98 crore on consolidated basis. The debt equity ratio on consolidated basis stood at 0.58 times as of March 31, 2025 as against 0.44 times as of March 31, 2024.

PROFIT BEFORE TAX

During the year under review, BirlaNu registered profit before tax (PBT) of ₹ 26.35 crore (excluding income from exceptional items), on standalone basis as against ₹ 95.82 crore in the previous year, recording a decline of 73% mainly due to weak demand and soft pricing scenario in most product categories and volatility in resin prices.

Loss before tax on a consolidated basis for the financial year 2024-25 stood at ₹ 43.46 crore as against profit before tax of ₹ 35.54 crore in the previous year, recording a decline of 222% largely due to continued weak demand of flooring products in Europe market, in additon to the overall subdued demand environment and soft pricing senario.

NET WORTH

On a consolidated basis, the net worth of the Company as at March 31, 2025 stood at ₹ 1,211 crore as against ₹ 1,253 crore in the previous year.

The consolidated earnings per share (basic) for the financial year ended March 31, 2025 stood at ₹ (43.63) per share as against ₹ 46.15 per share for the financial year ended March 31, 2024.

A detailed segment-wise business performance of the Company for the financial year 2024-25 is included in the Management Discussion and Analysis report forming part of this Annual Report.

ACQUISITION

During the financial year 2023-24, the Board of Directors approved acquisition of 100% equity share capital of Crestia Polytech Private Limited ("**Crestia**") along with four other entities, namely, Topline Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited (formerly Sainath Polymers) and Aditya Poly Industries Private Limited (formerly Aditya Industries) ("**Crestia Group**") on the terms and conditions as agreed under the Share Subscription and Purchase Agreement ("**SSPA**") (includes amendment(s) and addendum(s) thereof) to strengthen the Company's Pipes and Fittings business in Eastern India.

As per the terms of the said SSPA, the Company acquired 100% of the paid-up equity share capital of Crestia on April 5, 2024, thereby making Crestia a wholly owned subsidiary of the Company with effect from the same date. Further, in accordance with the SSPA, Crestia entered into Share Purchase Agreements ("**SPA**") on April 5, 2024, with Topline Industries Private Limited, Aditya Polytechnic Private Limited, and Prabhu Sainath Polymers Private Limited (formerly Sainath Polymers), and subsequently on June 28, 2024, with Aditya Poly Industries Private Limited (formerly Aditya Industries), along with their respective existing shareholders. Pursuant to these agreements, Crestia acquired 100% of the equity share capital of all four entities, thereby making them wholly owned subsidiaries of Crestia and step-down subsidiaries of the Company, effective April 5, 2024, and June 28, 2024, respectively.

CHANGE IN NAME OF THE COMPANY

During the financial year, the Board recognized the need to strategically reposition the Company's brand identity to better align with its evolving business strategy and future aspirations, and proposed change in name of the Company from HIL Limited to BirlaNu Limited, reflecting the Company's progressive outlook and growth trajectory. This strategic move is the reflection of the transformation envisioned for the Company in line with the growth plans and making the Company consumer focused while retaining the legacy of Birla brand and the equity associated with it.

Accordingly, the name of the Company has been changed from "HIL Limited" to "BirlaNu Limited" with effect from March 19, 2025 as per the fresh certificate of incorporation issued by the Ministry of Corporate Affairs, Government of India. The stock exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, have noted the new name and the Stock/ Scrip Code of the Company stands changed from "HIL" to "BIRLANU" with effect from April 9, 2025.

MEMORANDUM AND ARTICLES OF ASSOCIATION

During the financial year, the Company amended its existing Memorandum and Articles of Association. The Memorandum of Association was aligned with the provisions of Table A of Schedule I of the Companies Act, 2013, and a new set of Articles of Association was adopted in line with the provisions of the Companies Act, 2013. These revisions were duly approved by the Board of Directors at its meeting held on January 21, 2025, and subsequently by the shareholders through postal ballot on February 24, 2025.

DIVIDEND

The Board at its meeting held on May 17, 2025 has recommended a final dividend of ₹ 30/- (i.e. 300%) per equity share of ₹ 10/- each for the financial year 2024-25. The dividend pay-out is subject to the approval of the shareholders at 78th Annual General Meeting of the Company.

As per Income Tax Act, 1961, as amended, dividend declared/paid after April 1, 2020 will be taxable in the hands of the shareholders. Shareholders are requested to visit **https://cms.birlanu.com/public/media/2025/03/13/faqs-on-tds.pdf**.

The Company has fixed Thursday, July 24, 2025 as the "**Record Date**" for the purpose of determining the entitlement of shareholders to receive the final dividend for the financial year ended March 31, 2025.

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Board of Directors of the Company have adopted a Dividend Distribution Policy. The policy lays down a broad framework and factors which the Board would consider for deciding the distribution of dividend to its shareholders. The said policy is available on the Company's website **https://cms.birlanu.com/public/media/2025/03/13/dividend-distribution-policy-2021.pdf**.

TRANSFER TO GENERAL RESERVES

During the year under review, the Company has not transferred any amount to General Reserves.

SHARE CAPITAL

The paid-up equity share capital as on March 31, 2025 was ₹ 754.09 lakh divided into 75,40,899 equity shares of ₹ 10/- each. During the year under review, there was no change in the paid-up equity share capital of the Company.

LISTING WITH STOCK EXCHANGES

The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. Annual listing fees for the year 2025-26 has been paid to these exchanges within the prescribed timelines. There was no suspension in trading of the equity shares of the Company during the financial year 2024-25.

MANAGEMENT DISCUSSION AND ANALYSIS

A report on Management Discussion and Analysis is appended to this report as per the requirements of SEBI Listing Regulations.

BOARD OF DIRECTORS, ITS COMMITTEES AND THEIR MEETINGS

The Company has a professional Board with an optimum combination of executive, non-executive and independent directors, including woman director, who bring to the table the right mix of knowledge, skill and expertise. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders.

As per the declarations received by the Company none of the Directors are disqualified under Section 164(2) and other applicable provisions of the Companies Act, 2013 ("**the Act**"). Certificate on non-disqualification as required under Regulation 34 of SEBI Listing Regulations forms part of the Corporate Governance Report.

During the financial year, 7 (seven) meetings of Board of Directors of the Company were convened and held in accordance with the provisions of the Act and Secretarial Standards issued by the Institute of Company Secretaries of India. The date(s) of the Board Meeting, attendance of the Directors is given in the Corporate Governance Report forming part of this annual report. The time-gap between any two consecutive meetings was within the period prescribed under the Act and SEBI Listing Regulations.

The Board has constituted the following five Committees:

1. Audit Committee
2. Nomination and Remuneration cum Compensation Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

The details of all the above Committees along with their terms of reference, composition, number of meetings and attendance at the meetings are provided in detail in the Corporate Governance Report annexed to this Board's Report.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors at its meeting held on March 28, 2024, based on the recommendation of the Nomination and Remuneration cum Compensation Committee, approved appointment of Ms. Nidhi Jagat Killawala (DIN:05182060) as an Additional Director of the Company, designated as an Independent Director with effect from April 1, 2024, not liable to retire by rotation; and appointment of Ms. Amita Birla (DIN:00837718) as an Additional Non-executive Director of the Company with effect from April 1, 2024, liable to retire by rotation. Both appointments were subsequently approved by the shareholders through postal ballot on May 2, 2024.

Further, the Board of Directors in its meeting held on May 7, 2024, based on the recommendation of the Nomination and Remuneration cum Compensation Committee, approved appointment of Prof. Janat Shah (DIN:01625535), as an Additional Director of the Company, designated as an Independent Director with effect from May 7, 2024, not liable to retire by rotation and the same was approved by the shareholders at the 77th Annual General Meeting held on July 30, 2024.

During the financial year, Ms. Gauri Rasgotra (DIN:06862334) ceased to be an Independent Director of the Company with effect from May 8, 2024 upon completion of her 10 (ten) years term. The Board placed on record its sincere appreciation and gratitude for the guidance and valuable contribution by Ms. Gauri Rasgotra during her tenure as a member of the Board.

In accordance with provisions of Section 152 of the Act and pursuant to Articles of Association of the Company, Mr. Desh Deepak Khetrapal (DIN:02362633) Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The brief details with respect to appointment of Mr. Desh Deepak Khetrapal, as required to be disclosed in accordance with Regulation 36 of SEBI Listing Regulations, Companies Act, 2013 and Secretarial Standards are included in the notice of the ensuing Annual General Meeting forming part of this Annual Report.

Apart from receiving directors' remuneration and sitting fee, no Non-executive Director except Ms. Nidhi Killawala, who is partner in Khaitan & Co. LLP, and Mr. CK Birla, Chairman, who is a relative of Ms. Avanti Birla, President - Strategy, had any pecuniary relationship with the Company. The details of

transactions entered into with Khaitan & Co. LLP and its affiliate firms and Ms. Avanti Birla forms part of the notes to the financial statements of the Company for the financial year 2024-25. (Refer note no. 40).

In terms of Regulation 25(8) of the SEBI Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based upon declarations received from Independent Directors, the Board of Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and that they are independent of the management.

Further, in the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs. Independent Directors are not subject to retire by rotation. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board members and Senior Management and Codes under SEBI (Prohibition of Insider Trading) Regulations, 2015.

During the financial year 2024-25, the overall managerial remuneration paid to Mr. Akshat Seth, Managing Director & CEO exceeded the limits stipulated under the provisions of Section 197 of the Act, i.e., 5% of the net profits of the Company, calculated as per Section 198 of the Act. Accordingly, approval of the shareholders was obtained on February 24, 2025 by way of special resolution under the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereof and applicable provisions of SEBI Listing Regulations, for payment of aggregate salary, allowances, perquisites and other benefits, variable pay and long term incentives as per Company's Scheme, as approved by the Board, as the minimum remuneration in the event of loss or inadequacy of profits in the financial year 2024-25.

In terms of provisions of Section 203 of the Act, during the financial year 2024-25 there was no change in the key managerial personnel of the Company and the following continued to hold their respective offices as on March 31, 2025:

i. Mr. Akshat Seth, Managing Director & CEO

ii. Mr. Ajay Madhusudan Kapadia, Chief Financial Officer

iii. Ms. Nidhi Bisaria, Company Secretary and Compliance Officer

BOARD EVALUATION

Pursuant to the provisions of the Act and SEBI Listing Regulations, every year a formal evaluation of the performance of the Board, its Committees, the Chairman and the individual directors is conducted. Structured forms covering evaluation of the Board, the Committees of the Board, the Chairperson, Independent Directors and Non-Independent Directors are devised for evaluation by all the Directors. Each Director is rated against various criteria such as composition of the Board, receipt of regular inputs and information, functioning, performance and structure of the Board Committees, skill set, knowledge and expertise of directors, preparation and contribution at the Board meetings, leadership, etc.

The Board reviews the key skills/expertise/ competence of the Directors, so that the Board of Directors comprises of a diverse and multidisciplinary group of professionals with requisite skills/ expertise/competence who can contribute towards providing strategic direction to the Company's management upholding the highest standards of Corporate Governance.

Further, as per the SEBI Listing Regulations, the following is the matrix of skills and competencies on which all the Directors are evaluated:

- Governance and Board service
- Business understanding
- Risk/Legal/Regulatory compliance
- Information Technology/ Accounting/ Financial experience
- Industry/Sector knowledge
- Strategy development and implementation

In a separate meeting of Independent Directors, performance of Non-Independent Directors (NEDs), the Board as a whole and the Chairman of the Company was evaluated. The performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated. The evaluation was carried out in terms of the Nomination, Remuneration & Evaluation Policy of the Company. The Nomination and Remuneration cum Compensation Committee of the Company annually reviews the performance evaluation process.

The evaluation process confirms that the Board and its Committees continue to operate effectively and that the performance of the Directors meets expectations.

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

In addition to giving a formal appointment letter to the newly appointed Independent Director on the Board, a detailed induction plan covering the role, function, duties, responsibilities and the details of compliance requirements expected from the director under the Companies Act, 2013 and relevant Regulations of SEBI Listing Regulations are given and explained to the new Director.

Pursuant to Regulation 25(7) of SEBI Listing Regulations, conducting familiarization programmes for the Independent Directors in the Company is a continuous process, whereby Directors are informed, either through presentations at the Board or the Committee meetings, board notes, interactions or otherwise about industry outlook, business operations, future strategies, business plans, competitors, market positions, products and new launches, internal and operational controls over financial reporting, budgets, analysis on the operations of the Company, etc.

Pursuant to Regulation 46 of SEBI Listing Regulations, the details required are available on the Company's website **https://cms.birlanu.com/public/media/2025/04/16/familiarization-programme-2024-25.pdf**.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company endeavours to have an appropriate mix of executive, non-executive and independent directors to maintain independence from the management and they continuously provide guidance on appropriate governance. The selection and appointment of Board members are done on the recommendations of the Nomination and Remuneration cum Compensation Committee. The appointments are based on meritocracy and having due regard for diversity. While evaluating the candidature of an independent director, the Committee abides by the criteria for determining independence as stipulated under the Companies Act, 2013 and the SEBI Listing Regulations. In case of re-appointment of directors, the Board takes into consideration the results of the performance evaluation of the directors.

The Nomination, Remuneration & Evaluation Policy for Directors, Key Managerial Personnel and Senior Management is placed on the website of the Company and can be accessed through the web link **https://cms.birlanu.com/public/media/2025/04/16/familiarization-programme-2024-25.pdf**

The objective of the Company's remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of the Company's stakeholders.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board has constituted a CSR Committee and has a well-defined policy on CSR as per the requirement of Section 135 of the Companies Act, 2013, which covers the activities as prescribed under Schedule VII of the Companies Act, 2013. The details about the CSR Committee are provided in the Corporate Governance Report, which forms part of this Report.

During the financial year 2024-25, the Company was required to spend Rs. 331.57 lakh, i.e., 2% of average of the net profits of last three financial years, on CSR activities and the actual CSR spent during the financial year 2024-25 was ₹ 331.78 lakh after adjusting ₹ 18.09 lakh excess amount spent and carried forward from the financial year 2023-24.

The Annual Report on CSR Activities, pursuant to Section 134(3)(o) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, forms part of this Report as **Annexure I**.

The CSR policy of the Company is placed on the Company's website and can be accessed through the web link: **https://cms.birlanu.com/public/media/2025/03/13/csr-policy.pdf**.

ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return of the Company for the financial year 2024-25 can be accessed through the web link on the Company's website **https://cms.birlanu.com/public/media/2025/04/14/annual-return-2024-25.pdf**.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Companies Act, 2013 and on the basis of compliance certificate received from the executives of the Company and subject to disclosures in financial statements, as also on the basis of the discussion with the Statutory Auditors of the Company from time to time and to the best of their knowledge and information furnished, the Board of Directors state that:

I. In preparation of the Annual Accounts for the financial year ended March 31, 2025, all the applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India and Companies Act, 2013 have been followed and there were no material departures.

II. They have adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for the financial year ended March 31, 2025.

III. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

IV. The Annual Accounts for the financial year ended March 31, 2025 have been prepared on a going concern basis.

V. Proper internal financial controls were in place and that the financial controls were adequate and operating effectively.

VI. The systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RISK MANAGEMENT

The Company has constituted a Risk Management Committee of the Board to review the enterprise risk management plan/process of the Company. The Risk Management Committee identifies potential risks, assesses their potential impact and develops strategies to mitigate the risks. Periodic follow-ups to monitor the status of strategies/actions initiated to mitigate the risks is also conducted.

The Company has a Risk Management Policy which is approved and reviewed by the Board from time to time. The Risk Management Policy acts as an overarching statement of intent and establishes the guiding principles by which risks are identified, assessed and mitigated across the organization. The Board reviews the risks associated with the enterprise periodically and oversees the implementation of various aspects of the Risk Management Policy through a duly constituted Risk Management Committee **("RMC")**. The RMC assists Audit Committee/ the Board in its oversight of the Company's management of key risks, including strategic and operational risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks under the aegis of the overall Enterprise Risk Management **("ERM")** Framework.

There are no risks identified by the Board which may threaten the existence of the Company. Please refer detailed section on risk management covered in the report on Management Discussion and Analysis which is an integral part of this Annual Report.

The details about composition of the Risk Management Committee and its meetings, attendance is provided in Corporate Governance Report which forms part of this Annual Report.

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, a detailed report on Corporate Governance forms an integral part of this Annual Report and is set out as a separate section.

The certificate of M/s. B S R and Co, (ICAI Firm Registration Number 128510W), Chartered Accountants, the Statutory Auditors of the Company, certifying compliance with the conditions of corporate governance as stipulated in the SEBI Listing Regulations is annexed with the Report on Corporate Governance. The Auditors' certificate for the financial year 2024-25 does not contain any qualification, reservation or adverse remark.

SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

VIGIL MECHANISM

The Company has in place a robust vigil mechanism through a Whistle Blower Policy to deal with instances of illegal practices, unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics Policy.

Adequate safeguards are provided against victimization to those who take recourse to the mechanism. The details of the Whistle Blower Policy are explained in the Corporate Governance Report. The Whistle Blower Policy is available on the Company's website and can be accessed through the web link **https://cms.birlanu.com/public/media/2025/03/13/whistle-blower-policy.pdf**.

The complaints received under Whistle Blower Policy are investigated thoroughly and detailed update including action taken, if any, on the same are presented to the Audit Committee and Statutory Auditors of the Company. There were two complaints received during the financial year 2024-25, both the complaints have been resolved during the financial year 2024-25 with appropriate action.

POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Prevention of Sexual Harassment at Workplace Act, 2013 and the Rules thereunder. The Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment.

The details of the number of cases filed under sexual harassment and their disposal, during the financial year 2024-25 is as under:

Number of cases pending as on the beginning of the financial year	Nil
Number of complaints filed during the financial year	Nil
Number of cases pending as on the end of the financial year	Nil
Number of workshops or awareness programs against sexual harassment carried out	The Company regularly conducts necessary awareness programs for its employees and all employees are provided detailed education during the induction.
Nature of action taken by the employer or district officer	Not Applicable

RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and SEBI Listing Regulations, as amended from time to time, the Company has formulated a Policy on Related Party Transactions **("RPT Policy")** for identifying, reviewing, approving and monitoring of Related Party Transactions and the same is uploaded on the website of the Company and can be accessed through the web link: **https://cms.birlanu.com/public/media/2025/03/13/related-party-transaction-policy.pdf**.

All related party transactions were at arm's length basis and in the ordinary course of business. All the related party transactions were reviewed and approved by the Audit Committee/ Board, as may be applicable. With a view to ensure continuity of day-to-day operations, an omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis, from the Audit Committee/Board. A statement giving details of all related party transactions entered pursuant to the omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review.

During the year under review, the Company entered into one material related party transaction i.e. payment of remuneration to Ms. Avanti Birla, a related party within the definition of Section 2(76) of the Act, occupying the office or place of profit in the Company and the same are approved by the Audit Committee, the Board and the shareholders at their respective meetings as required under the provisions of Regulation 23 and other applicable provisions, if any, of the SEBI Listing Regulations read with Section 177 and 188 and other applicable provisions, if any, of the Companies Act, 2013. Accordingly, the disclosure of the said related party transaction as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is made in Form AOC-2 annexed to this Report as **Annexure - II**.

In terms of Regulation 23 of SEBI Listing Regulations, the Company submits details of related party transactions as per the specified format to the stock exchanges on a half-yearly basis.

INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The Company has put in place adequate internal financial control procedures commensurate with its size, complexity and nature of business. The Company has identified and documented all key financial controls, which impact the financial statements as part of its Standard Operating Procedures. The financial controls are tested for operating effectiveness through ongoing monitoring and review process by the management and also independently by the Internal Auditor during the audit reviews. Where weaknesses are identified as a result of the reviews, new procedures are put in place to strengthen controls and these are in turn reviewed at regular intervals.

Further, BirlaNu continues to remain vigilant on the evolving cybersecurity threat landscape. In our endeavour to maintain a robust cybersecurity posture, the team has remained abreast of emerging cybersecurity events, so as to achieve higher compliance and its continued sustenance. Our ongoing commitment to leveraging technology remains steadfast with a focus on delivering value and creating a future ready organization. We continue to be certified against the Information Security Management System (ISMS) Standard ISO 27001-2013. During the year, our focus was on cybersecurity personnel training, reskilling and building a security culture of collective onus. Annually, BirlaNu undertakes a comprehensive cyber security review

with the support of third-party subject matter experts to identify and plug any gaps, as applicable.

Based on the review, nothing has come to the attention of the Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year.

AUDITORS

STATUTORY AUDITORS

M/s. B S R and Co, Chartered Accountants (FRN – 128510W) have been appointed as Statutory Auditors of the Company for a period of five years, i.e., from conclusion of 75th Annual General Meeting (AGM), held on July 29, 2022, till the conclusion of the 80th Annual General Meeting of the Company to be held in year 2027 under the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rules made thereunder.

The Auditors' Report for the financial year 2024-25 does not contain any reservation, qualification or adverse remark, on the financial statements of the Company. Auditors' Report is self-explanatory and therefore, does not require further comments and explanation.

Further, in terms of Section 143 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, notifications / circulars issued by the Ministry of Corporate Affairs from time to time, no fraud has been reported by the Auditors of the Company where they have reason to believe that an offence involving fraud is being or has been committed against the Company by officers or employees of the Company.

INTERNAL AUDITORS

The Company has an effective fulltime in-house and professionally competent internal audit team, which regularly monitors the effectiveness of the internal control systems. This function reports to the Audit Committee and the Managing Director about the adequacy and effectiveness of the internal control systems of the Company as well as the periodical results of its review of the Company's operations as per an approved internal audit plan duly approved by the Audit Committee. The in-house internal audit team works in tandem with M/s. Ernst and Young, LLP, whose professional services have been availed by the Company to audit specific locations and processes as per the Internal Audit plan approved by the Audit Committee. Together, they provide a robust framework.

The recommendations of the internal audit teams on improvements in the operating procedures and control systems for strengthening the operating procedures are also presented periodically to the Audit Committee.

COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with the rules framed thereunder, the cost audit records maintained by the Company in respect of its specified products are required to be audited by a Cost Auditor. The Board of Directors at its meeting held on May 17, 2025, on recommendation of the Audit Committee, re-appointed M/s. S.S. Zanwar & Associates, (Firm Registration No. 100283), as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of ₹ 8 lakh (Rupees Eight lakh only) plus applicable taxes and out of pocket expenses. The requisite resolution for ratification of remuneration of Cost Auditor by the shareholders of the Company has been set out in the Notice of ensuing AGM. The Cost Auditor has certified that their appointment is within the limits as prescribed under Section 141(3)(g) of the Act and that they are not disqualified from such appointment within the meaning of the said Act.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder and Regulation 24A of SEBI Listing Regulations, the Board of Directors at its meeting held on May 17, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Ranjeet Pandey & Associates, Company Secretaries (CP No. 6087) as Secretarial Auditor of the Company for a term of five consecutive years, i.e., from financial year 2025-26 till the financial year 2029-30, on such terms and conditions and at such remuneration as recommended by the Audit Committee and approved by the Board of Directors from time to time, subject to approval of shareholders at the ensuing Annual General Meeting.

The Company has received a consent from M/s. Ranjeet Pandey & Associates, along with a certificate confirming that they are qualified and competent to be appointed as Secretarial Auditor under the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Board recommends the appointment of M/s. Ranjeet Pandey & Associates, Company Secretaries (CP No. 6087) as Secretarial Auditor of the Company for the aforesaid term, for approval of the members by way of an ordinary resolution as set out at item no. 4 of the notice annexed with this Annual Report.

The Secretarial Audit Report issued by M/s. Ranjeet Pandey & Associates, Company Secretaries for the financial year ended March 31, 2025 is given in **Annexure III** attached hereto and forms part of this report. The report does not contain any qualifications, reservations or adverse remarks.

The Company has undertaken an audit for the financial year 2024-25 for all the applicable compliances under various regulations, circulars and notifications issued by the Securities and Exchange Board of India ("**SEBI**") and accordingly received Annual Secretarial Compliance Report from M/s. Ranjeet Pandey & Associates, Company Secretaries in terms of the SEBI Circular dated February 8, 2019 without any observations or comments and a copy of the same has been submitted to the Stock Exchanges within the prescribed time limit.

During the year under review, the Secretarial Auditor have not reported any matter under Section 143(12) of the Act, and therefore, no details are required to be disclosed under Section 134(3)(ca) of the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of loans, guarantees /security provided and inter-corporate investments made during the financial year ended March 31, 2025, forms part of the notes to the financial statements of the Company for the financial year 2024-25 at note no. 7, 9 and 53.

During the financial year, the Company acquired 35,53,000 equity shares of Crestia Polytech Private Limited ("**Crestia**") of ₹ 10/- each by subscribing to the private placement offered by Crestia and further, the Company acquired 44,90,000 equity shares of ₹ 10/- each from the existing shareholders of Crestia, thereby making it a wholly owned subsidiary of the Company with effect from April 5, 2024, at an aggregate consideration of ₹ 160.45 crore.

DEPOSITS

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 and as such, no amount of principal or interest was outstanding as on March 31, 2025.

SUBSIDIARIES AND JOINT VENTURES

The following are the details of subsidiaries and joint ventures of the Company as on March 31, 2025:

S. No.	Legal name of the entity	Relationship	Country of incorporation and Date	Full address
	Indian Subsidiaries			
1	Crestia Polytech Private Limited	Wholly owned Subsidiary	India 09.05.2013	2nd Floor, Shiv Krish Complex, Roop Bhawan Compound, Survey Plot No. 1125 & 1126, Ram Krishna Path, P.S. Budhha Colony, East Boring Canal Road, Patna-800001, Bihar, India.
2	Topline Industries Private Limited	Step Down Subsidiaries (WOS to Crestia Polytech Private Limited)	India 01.05.2020	
3	Aditya Polytechnic Private Limited		India 08.04.2015	
4	Prabhu Sainath Polymers Private Limited (earlier known as Sainath Polymers, a partnership firm)		India 15.03.2024	
5	Aditya Poly Industries Private Limited (earlier known as Aditya Industries, a partnership firm)		India 07.05.2024	

S. No.	Legal name of the entity	Relationship	Country of incorporation and Date	Full address
	Overseas Subsidiaries			
6	HIL International GmbH	Subsidiary (Wholly Owned Subsidiary)	Germany, 03.07.2018	Millenkamp 7-8, 48653 Coesfeld, Germany
7	Parador Holding GmbH	Step Down Subsidiary (WOS to HIL International GmbH)	Germany, 20.06.2016	Millenkamp 7-8, 48653 Coesfeld, Germany
8	Parador GmbH	Step Down Subsidiary (WOS to Parador Holding GmbH)	Germany, 21.09.2015	Millenkamp 7-8, 48653 Coesfeld, Germany
9	Parador Parkettwerke GmbH	Step Down Subsidiary (WOS to Parador GmbH)	Austria, 10.04.1998	Wiener Strasse 66, 7540 Güssing, Austria
10	Parador (Shanghai) Trading Co., Ltd.	Equity Joint Venture 50% of Parador GmbH and 50% Horgus Oriental Glamour Co., Ltd.	Republic of China, 08.08.2018	Room 1006, Floor 10, No 233 Taicang Road, Huangpu District, Shanghai Municipality, the People's Republic of China
11	Parador UK Limited	Step Down Subsidiary (WOS to Parador GmbH)	England and Wales, 13.07.2022	C/o Rodl & Partner Legal Ltd. 170 Edmund Street Ground Floor, Birmingham, United Kingdom B3 2HB
12	Parador Inc.	Step Down Subsidiary (WOS to Parador GmbH)	United States of America 23.01.2025	1209 Orange Street, City of Wilmington, Country of New Castle, Zip Code 19801

In compliance with the requirements of SEBI Listing Regulations, the Company has appointed Dr. Arvind Sahay, Independent Director of the Company as a Director on the Board of HIL International GmbH, Germany (material wholly owned subsidiary).

Supercor Industries Limited

The Company holds 33% of the share capital in Supercor Industries Limited ("**Supercor**"), a company incorporated under the laws of Nigeria. The State Government of Bauchi, Nigeria and other shareholders hold the remaining 67% of the share capital in Supercor.

During the year there was no significant development at Supercor Industries Limited. Supercor had already suspended its operations since the year 2016 due to cash flow crisis. The Company informed the Board of Supercor Industries Limited about its intention to sell its stake and has not been participating in any of the discussions of the Board / Management for last five years. The Interim Board set up by the Nigerian Government is not responsive and the Company is waiting to hear from the Board of Supercor for deciding further course of action. Accordingly, the Company has submitted an application to Reserve Bank of India (RBI) for suspension of UAN allotted towards the above said investment in Supercor and the same has been suspended by RBI.

In view of the above, the Company is not in a position to obtain any information/financials from the Joint Venture entity and hence the consolidated financial statements do not include the financial performance of Supercor Industries Ltd.

As per the provisions of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the Financial Statements of the Subsidiary Companies/Associate Companies/Joint Ventures in Form AOC-1 is attached as **Annexure IV** to this report.

SCHEME OF AMALGAMATION

During the year, the Board of Directors, at its meeting held on February 6, 2025, approved a proposal for the amalgamation of the Company's wholly owned subsidiary, Crestia Polytech Private Limited and its step-down subsidiaries Aditya Poly Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited, and Topline Industries Private Limited (collectively referred to as the "Transferor Companies") with the Company. The amalgamation will be executed through a Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. This strategic initiative aligns with the Company's long-term vision of optimizing operational efficiencies, strengthening market presence, and leveraging

synergies within the polytech and polymers manufacturing sector, where all the involved transferor entities are currently engaged. The above Scheme is subject to necessary approvals from the shareholders, creditors and regulatory authorities, including the jurisdictional National Company Law Tribunal, Regional Director, Ministry of Corporate Affairs and the Registrar of Companies, as may be applicable.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013. As per the provisions of Section 136 of the Companies Act, 2013, the Company has also placed audited accounts of its Subsidiaries on its website.

PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSONNEL

The disclosures relating to remuneration and other details as required in terms of the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure V**, which forms an integral part of this Report. Further, in terms of the first proviso to Section 136 of the Act, the Reports and Accounts are being sent to the shareholders excluding the information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The said information will be made available for inspection through electronic mode by writing to the Company at cs@birlanu.com from the date of circulation of the AGM Notice till the date of the AGM.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given in **Annexure VI** attached hereto and forms part of this Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

BirlaNu strongly believes that sustainable and inclusive growth is possible by using the levers of environmental and social responsibility while setting aspirational targets and improving economic performance to ensure business continuity and sustainable growth.

In terms of Regulation 34(2)(f) of the SEBI Listing Regulations, Business Responsibility and Sustainability Report ("**BRSR**") of the Company for the financial year ended March 31, 2025 forms part of this Annual Report and is set out as a separate section.

EMPLOYEE STOCK OPTIONS

During the financial year 2024-25, no stock options were granted under the HIL Limited Employee Stock Option Scheme 2019 and HIL Limited Employee Stock Option Scheme 2023 ("**Schemes**"). The relevant disclosure under Section 62 of the Companies Act, 2013 read with Rules made thereunder and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**SEBI (SBEB&SE) Regulations, 2021**) as of March 31, 2025, is available on the website of the Company and can be accessed through the web link **https://cms.birlanu.com/public/media/2025/04/14/esop-certification-2024-25.pdf**.

The Board of Directors at its meeting held on May 17, 2025 proposed amendment in the HIL Limited Employee Stock Option Scheme 2019 to amend the existing restrictive definition of "Eligible Employees" with the objective of extending the benefit of the Scheme to a wider pool of current and future employees including other consequential and cosmetic changes subject to approval of members at the ensuing AGM. Accordingly, necessary resolution has been included for approval of the members by way of a special resolution at item no. 6 of the notice annexed with this Annual Report.

A certificate from M/s. Ranjeet Pandey & Associates, Company Secretaries, Secretarial Auditor of the Company confirming that the Schemes have been implemented in accordance with the SEBI (SBEB&SE) Regulations, 2021 would be placed at the ensuing Annual General Meeting of the Company for inspection by the shareholders.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURT

During the year under review, no significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and operations of the Company.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year March 31, 2025 to which the financial statements relate and the date of signing of this report.

During the year, there is no application made or any proceeding pending on the Company, under the Insolvency and Bankruptcy Code, 2016.

CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company.

OTHER STATUTORY DISCLOSURES

The Board of Directors state that no disclosure or reporting is required with respect to the following items as there were no transactions related to the below items during the year under review:

a. Issue of equity shares with differential rights as to dividend, voting or otherwise.

b. Issue of sweat equity shares.

c. Provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

ACKNOWLEDGEMENTS

The Board of Directors take this opportunity to thank all the stakeholders of the Company for their continued support and express their sense of gratitude to the customers, vendors, banks, financial institutions, channel partners, business associates, Central and State Governments for their co-operation and look forward to their continued support in future. The Board of Directors wish to place on record their sincere appreciation for the contribution made by the employees at all levels and applaud them for their dedication and commitment towards the Company.

For and on behalf of the Board of Directors
BirlaNu Limited

CK Birla
Chairman
DIN: 00118473

Place: London
Date: May 17, 2025

ANNEXURE I

Annual Report on Corporate Social Responsibility (CSR) Activities for the financial year ended March 31, 2025

[Pursuant to Section 135 of the Companies Act, 2013 & Rules made thereunder]

1. Brief outline on CSR Policy of the Company:

BirlaNu aims to create a need-based, sustainable, and community-driven model for its CSR initiatives. The Company is committed to and encourages its employees to serve the community in need and give back to the society through various developmental activities for women, children, and environment (including natural calamities). The Company seeks to leverage its strength, global presence, and strong employee base to transform the delivery of its social programs efficiently and effectively.

The Board of Directors have adopted a policy on CSR in line with the Section 135 of the Companies Act, 2013.

2. Composition of CSR Committee:

S. No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Amita Birla (w.e.f. April 1, 2024)	Chairman, Non-executive Director	3	2
2	Mr. Desh Deepak Khetrapal	Member, Non-executive Director	3	3
3	Mr. Sunil Ramakant Bhumralkar	Member, Independent Director	3	3
4	Mr. Akshat Seth	Member, Managing Director & CEO	3	3
5	Prof. Janat Ghanshyam Shah (w.e.f. May 8, 2024)	Member, Independent Director	3	2
6	Ms. Gauri Rasgotra (till May 7, 2024)	Member, Independent Director	3	1

3. Web-link(s) where composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.

CSR Policy: **https://cms.birlanu.com/public/media/2025/03/13/csr-policy.pdf**.

Composition of the Committee: **https://www.birlanu.com/investor/committee-compositions**.

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR projects or programs undertaken by the Company are available on link given below: **https://cms.birlanu.com/public/media/2025/03/12/annual-action-plan-for-the-financial-year-2024-25.pdf**.

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a) Average net profit of the Company as per Section 135(5): **₹ 16,578.44 lakh**

   (b) Two percent of average net profit of the Company as per Section 135(5): **₹ 331.57 lakh**

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**

   (d) Amount required to be set-off for the financial year, if any: **₹ 18.09 lakh**

   (e) Total CSR obligation for the financial year [(b) + (c) - (d)]: **₹ 313.47 lakh**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **₹ 331.88 lakh**

(b) Amount spent in administrative overheads: **Nil**

(c) Amount spent on impact assessment, if applicable: **Nil**

(d) Total amount spent for the financial year [(a)+(b)+(c)]: **₹ 331.88 lakh**

(e) CSR amount spent or unspent for the financial year:

Total amount spent for the financial year (in ₹ lakh)	Amount Unspent (in ₹ lakh)				
	Total amount transferred to unspent CSR account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-Section (5) of Section 135		
	Amount (in ₹ lakh)	Date of transfer	Name of the fund	Amount (in ₹ lakh)	Date of transfer
331.88	Nil	Not Applicable	Not Applicable		

f) Excess amount for set-off, if any:

S. No.	Particulars	Amount (in ₹ lakh)
(i)	Two percent of average net profit of the Company as per Section 135(5)	331.57
(ii)	Total amount spent for the financial year	331.88
(iii)	Excess amount spent for the financial year ((ii)-(i))	0.31*
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years ((iii)-(iv))	-

*The Company has decided not to carry forward the excess spent to succeeding financial years.

7. Details of unspent CSR amount for the preceding three financial years:

S. No.	Preceding financial year	Amount transferred to unspent CSR account under Section 135(6) (in ₹ lakh)	Balance amount in unspent CSR account under sub-Section (6) of Section 135 (in ₹ lakh)	Amount spent in the financial year (in ₹ lakh)	Amount transferred to any fund specified under Schedule VII as per second proviso to sub-Section (5) of Section 135, if any		Amount remaining to be spent in succeeding financial years (in ₹ lakh)	Deficiency, if any
					Amount (in ₹ lakh)	Date of transfer		
1	FY-1	NIL						
2	FY-2							
3	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If yes, enter the number of capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5): Not applicable

Place: London
Date: May 17, 2025

Amita Birla
Chairman of CSR Committee
DIN:00837718

CK Birla
Chairman of Board
DIN: 00118473

ANNEXURE II

Form No. AOC-2

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

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

1. There are no contracts/arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

S. No.	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 arrangement or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	Ms. Avanti Birla, President – Strategy, a relative of Mr. Chandrakant Birla, Chairman and Non-executive Director and Ms. Amita Birla, Non-executive Director of the Company.	Payment of remuneration	Ongoing	Remuneration of ₹ 200.46 lakh (Rupees Two crore and forty six thousand) paid for the financial year 2024-25 consisting of basic salary, house rent allowance, special allowance, variable pay, other allowances, retiral benefits, other benefits and facilities, as per the rules and policies of the Company.	May 15, 2023 and May 7, 2024	Not applicable

For and on behalf of the Board of Directors
BirlaNu Limited

CK Birla
Chairman
DIN: 00118473

Place: London
Date: May 17, 2025

ANNEXURE III

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2025

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

To,
The Board of Directors,
BirlaNu Limited
(Formerly HIL Limited)
Office No. 1 & 2, L7 Floor,
SLN Terminus, Survey no. 133,
Near Botanical Gardens, Gachibowli,
Hyderabad, Telangana-500032

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "**BirlaNu 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 **BirlaNu Limited'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 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025, according to the provisions of:

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

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under;

iv) The Foreign Exchange Management Act, 1999 to the extent of Overseas Direct Investment;

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

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

   f) 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.

vi) As confirmed by the management, there is no law which is specifically applicable to the Company, being a Company engaged in offering comprehensive building material solutions.

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

i) Secretarial Standards issued by the Institute of Company Secretaries of India;

ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**").

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

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice has been given to all directors/ members of the committee, as the case may be, to schedule the Board Meetings including committee meetings during the financial year under review, agenda and detailed notes on agenda were sent properly before the scheduled meeting, 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 terms of the minutes of the board and committee meetings, all the decisions have been carried unanimously. The members of the Board have not expressed dissenting views on any of the agenda items during the financial year under review.

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:

i) declared and paid dividend and necessary compliances of the Act were made;

ii) obtained approval of shareholders and Registrar of Companies, Hyderabad for change in its name from HIL Limited to BirlaNu Limited and necessary compliances of the Act were made;

iii) altered its Memorandum of Association as per the requirements of Table A of Schedule I to the Act and adopted new set of Articles of Association in line with the Act and necessary compliances of the Act were made;

iv) acquired 100% equity share capital of Crestia Polytech Private Limited along with four other entities, namely, Topline Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited and Aditya Poly Industries Private Limited and necessary compliances of the Act were made;

v) obtained approval from board of directors for the Scheme of amalgamation of wholly owned subsidiary, namely, Crestia Polytech Private Limited and step-down subsidiaries of the Company, namely, Aditya Poly Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited, Topline Industries Private Limited with the Company.

For Ranjeet Pandey & Associates
Company Secretaries

CS RANJEET PANDEY
FCS- 5922, CP No.- 6087
UDIN: F005922G000369912

Place: New Delhi
Date: May 17, 2025

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

Annexure-I

To,
The Board of Directors,
BirlaNu Limited
(Formerly HIL Limited)
Office No. 1 &2, L7 Floor,
SLN Terminus, Survey no 133,
Near Botanical Gardens, Gachibowli,
Hyderabad, Telangana-500032

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

1. Management 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. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

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

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

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

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

For Ranjeet Pandey & Associates
Company Secretaries

CS RANJEET PANDEY
FCS- 5922, CP No.- 6087
UDIN:F005922G000369912

Place: New Delhi
Date: May 17, 2025

ANNEXURE IV

Form AOC-1

(Pursuant to first proviso to Section 129(3) read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

₹ in lakh unless otherwise mentioned

Name of the subsidiary		HIL International GmbH, Germany	Parador Holdings GmbH, Germany	Parador GmbH, Germany	Parador Parkettwerke GmbH, Germany	Parador UK Ltd., England
S. No.	Particulars	Wholly Owned Subsidiary	Step Down Subsidiary	Step Down Subsidiary	Step Down Subsidiary	Step Down Subsidiary
1	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	01.04.2024 – 31.03.2025	01.04.2024 – 31.03.2025	01.04.2024 – 31.03.2025	01.04.2024 – 31.03.2025	01.04.2024 – 31.03.2025
2	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Reporting currency: Euro Exchange rate: a. Average rate INR 90.76087/ Euro is considered for P&L items b. Closing rate INR 92.07683/ Euro is considered for balance sheet items				Reporting currency: GBP Exchange rate: a. Average rate INR 107.85311/ GBP is considered for P&L items b. Closing rate INR 110.61967/ GBP is considered for balance sheet items
3	Share capital	€ 27,346.24	€ 1,00,000.00	€ 25,000.00	€ 3,27,027.75	£10,000.00
4	Reserves & surplus	8,823.94	9,333.34	1.45	10,367.91	(654.48)
5	Total assets	93,955.30	46,616.49	68,548.58	21,826.19	354.67
6	Total liabilities	65,170.43	37,191.07	68,524.11	11,157.16	998.09
7	Investments	49,746.25	24.00	7,937.09	-	-
8	Turnover	-	-	1,19,466.63	27,223.45	1,804.30
9	Profit before taxation	(7,900.69)	-	-	(1,231.35)	(512.60)
10	Provision for taxation	-	-	-	-	-
11	Profit after taxation	(11,205.73)	-	-	(920.81)	(664.21)
12	Profit/(Loss) transferred	-	(7,186.98)	(6,703.46)	-	-
13	% of shareholding	100% held by BirlaNu Limited	100% held by HIL International GmbH, Germany	100% held by Parador Holdings GmbH, Germany	100% held by Parador GmbH, Germany	100% held by Parador GmbH, Germany

₹ in lakh unless otherwise mentioned

Name of the subsidiary		Crestia Polytech Private Limited	Topline Industries Private Limited	Aditya Polytechnic Private Limited	Prabhu Sainath Polymers Private Limited (Formerly Sainath Polymers)	Aditya Poly Industries Private Limited (Formerly Aditya Industries)
S. No.	Particulars	Wholly Owned Subsidiary	Step Down Subsidiary	Step Down Subsidiary	Step Down Subsidiary	Step Down Subsidiary
1	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	05.04.2024 – 31.03.2025	05.04.2024 – 31.03.2025	05.04.2024 – 31.03.2025	05.04.2024 – 31.03.2025	28.06.2024 – 31.03.2025
2	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR in Lakh				
3	Share capital	804.30	335.00	1,200.00	50.00	10.00
4	Reserves & surplus	6,283.13	(4,122.62)	(867.09)	867.24	(637.50)
5	Total assets	16,768.81	3,205.81	3,300.07	3,249.68	1,155.13
6	Total liabilities	9,681.38	6,993.43	2,967.16	2,332.44	1,782.78
7	Investments	4,764.36	-	-	-	-
8	Turnover	11,786.68	15,393.06	2,901.09	2,009.32	1,267.16
9	Profit before taxation	(1,072.27)	(1,204.62)	(556.17)	(273.13)	(311.37)
10	Provision for taxation	(184.11)	(308.15)	142.93	1.78	(78.35)
11	Profit after taxation	(888.16)	(896.47)	(699.10)	(274.91)	(233.02)
12	Proposed dividend	-	-	-	-	-
13	% of shareholding	100% held by BirlaNu Limited	100% held by Crestia Polytech Private Limited	100% held by Crestia Polytech Private Limited	100% held by Crestia Polytech Private Limited	100% held by Crestia Polytech Private Limited

1. Names of subsidiaries which are yet to commence operations: Parador Inc.

2. Names of subsidiaries which have been liquidated or sold during the year: NIL

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. No.	Name of Joint Ventures	Supercor Industries Limited, Nigeria	Parador (Shanghai) Trading Co., Ltd., China
1	• Last audited balance sheet date	31st December, 2015	31st December, 2024
	• Latest Balance Sheet	Refer note no. 53 to consolidated notes to Accounts.	Refer note no. 53 to consolidated notes to Accounts.
2	Shares of Joint Ventures held by the Company on the year end		
	• Number	41,25,000 equity shares of Naira 1/- each	One share of Euro 100,000 each
	• Amount of investment in JV	₹ 142.60 lakh	₹ 323.74 lakh
	• Extent of holding	33%	50%
3	Description of how there is significant influence	There is no significant influence	There is no significant influence
4	Reason why the associate/joint venture is not consolidated	Refer note no. 53 to consolidated notes to Accounts	Not Applicable
5	Net worth attributable to shareholding as per latest Balance Sheet		₹ (143.16) Lakh
6	Profit/(Loss) for the year		₹ (107.62) Lakh
	• Considered in Consolidation		
	• Not Considered in Consolidation		

1. Names of associates or joint ventures which are yet to commence operations: NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year: NIL

For and on behalf of the Board of Directors
BirlaNu Limited

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director& CEO
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No. 108447
Place: New Delhi

Nidhi Bisaria
Company Secretary
Membership No. F5634
Place: New Delhi

Date: May 17, 2025

ANNEXURE V

Disclosure of Remuneration

(Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25:

S. No.	Name of the Director/ Key Managerial Personnel (KMP) and Designation	Ratio of remuneration of each Director/ KMP to median remuneration of employees	% Increase/ (Decrease) in remuneration in the financial year 2024-25
1.	Mr. CK. Birla – Chairman	0.58	(89.78)
2.	Mr. Akshat Seth - Managing Director & CEO	104.90	10%
3.	Mr. Desh Deepak Khetrapal – Non-executive Director	0.58	(73.71)
4.	Ms. Amita Birla - Non-executive Director	0.58	Not applicable (Refer Note a)
5.	Mr. Sunil Ramakant Bhumralkar – Independent Director	0.58	Not applicable (Refer Note b)
6.	Dr. Arvind Sahay - Independent Director	0.58	(63.20)
7.	Ms. Nidhi Jagat Killawala – Independent Director	0.58	Not applicable (Refer Note a)
8.	Prof. Janat Ghanshyam Shah – Independent Director (appointed w.e.f. May 7, 2024)	Not applicable (Refer Note c)	
9.	Ms. Gauri Rasgotra – Independent Director (ceased w.e.f. May 8, 2024)		
10.	Mr. Ajay Madhusudan Kapadia – Chief Financial Officer	19.82	14%
11.	Ms. Nidhi Bisaria - Company Secretary	7.54	10%

Notes:

a. % increase of remuneration for the financial year 2024-25 could not be provided as the Directors were appointed/ceased during the financial year.

b. % increase is not comparable as the Director held office for part of previous year.

c. Ratio of remuneration to median remuneration of employees for the financial year 2024-25 could not be provided as the Director held office for part of the financial year.

d. Sitting fees is paid based on the number of meetings attended by the Non-executive/Independent Director, hence the % increase is not comparable and not considered for the purpose of above calculations.

(ii) During the financial year 2024-25, there was an increase of 6.68% in the median remuneration of employees.

(iii) As on March 31, 2025, there were 1,878 permanent employees on the rolls of the Company.

(iv) The average percentile increase in the salaries of employees other than managerial personnel during the financial year 2024-25 was 9%. The increase in the remuneration of managerial personnel for the same period was 10%.

(v) It is hereby affirmed that the remuneration paid to Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors
BirlaNu Limited

CK Birla
Chairman
DIN 00118473

Place: London
Date: May 17, 2025

ANNEXURE VI

Statement of particulars of the conservation of energy, technology absorption, foreign exchange earnings and outgo

[as per Rule 8 of Companies (Accounts) Rules, 2014]

A. Conservation of energy

I. Steps taken or impact on conservation of energy

In a strategic move towards enhancing energy efficiency and sustainability, several critical initiatives have been implemented across operations. A key initiative for the year is replacing part of conventional power with renewable power across several of our plants. We already have over 3.5MW of renewable energy and have identified further potential of about 16MW of renewable energy across our plants. This would translate into over ~35% of our annual power consumption coming from renewable sources. We are currently pursuing projects for about 7.5MW of solar power with investments of over ₹ 15 crore across several of our plants; with additional projects to be taken up subsequently.

Additionally, we are working with an external consultant to identify measures to reduce energy consumption. As part of this we have identified measures with total potential energy savings of nearly 6-7% and investments of nearly ₹ 5 crore. One such initiative is replacing high-capacity motors, with more energy-efficient ones, resulting in substantial power savings without compromising performance. Additionally, the reduction in motor horsepower and the procurement of IE4-rated motors—recognized for their superior energy efficiency—have contributed significantly to lowering electricity consumption. In the pumping systems, conventional positive displacement pumps were replaced with vertical pumps, offering better operational control and reduced energy use. To optimize compressed air systems, air compressors were evaluated for leakage points, and corrective measures were taken to minimize losses while determining and maintaining the most efficient operating pressure. Moreover, the adoption of Variable Frequency Drives (VFDs) has enabled dynamic control of motor speeds, aligning power usage with process demand. Lastly, the elimination of transformer losses has further strengthened the energy conservation efforts, paving the way for a more sustainable and cost-effective operational model.

II. Steps taken by the Company for utilization of alternate energy sources

The Company took several significant initiatives to promote the use of alternative and renewable energy sources, thereby reducing its dependency on conventional, non-renewable fuels. One of the key measures includes the utilization of agro-based fuels such as biomass briquettes, cashew husks, and rice husks for boiler operations. These sustainable fuels are being used as an eco-friendly substitute for traditional fossil fuels, contributing to lower carbon emissions.

Furthermore, the Company has already made substantial investments in renewable energy infrastructure, including the installation of wind turbines and solar power plants. These efforts are aimed at enhancing the use of clean energy sources and significantly minimizing reliance on conventional electricity derived from fossil fuels.

An important measure undertaken during the year was to substantially increase the share of renewable energy. As part of that initiative we are already working on implementing an additional 7.5MW of solar capacity. Thereby, by the end of FY26 we would have successfully installed capacity to replace nearly 15% of our power consumption by renewable sources which is expected to further increase to 20% by FY27.

In addition, the Company has introduced electric forklifts (EV forklifts) as a replacement for conventional diesel-powered forklifts. This transition has resulted in lower operational costs, reduced maintenance expenses, noise reduction, improved efficiency, and reduction of greenhouse gas emissions aligning with the Company's broader sustainability goals.

These initiatives reflect the Company's commitment to environmental stewardship and sustainable industrial practices.

III. Capital investment on energy conservation equipment

A capital expenditure (CAPEX) investment of ₹ 52 lakh has been made in FY25 and further CAPEX is proposed to be strategically allocated in FY26 to enhance the overall energy efficiency and operational performance of all the facilities. This investment reflects a long-term vision aimed at reducing energy consumption, minimizing operational costs, and supporting sustainable industrial practices. The funds are being deployed across multiple areas that directly contribute to lowering the plant's electrical load, improving equipment life, and optimizing process control. Beyond immediate energy savings, the investment is expected to yield significant returns over time through reduced utility bills, lower maintenance requirements, and enhanced equipment reliability. Furthermore, the focus on high-efficiency technologies aligns with broader environmental and regulatory goals, positioning the organization as a forward-thinking entity committed to responsible resource management.

We are committed to continuously investing in energy conservation measures. As we realise success in the PoCs that we are undertaking this year; we will horizontally deploy these energy conservation equipment and processes across our facilities.

B. Technology absorption

I. Efforts made towards technology absorption

The Company is continuously striving to upgrade its technology in all aspects through in-house R&D, primarily aimed at new product development, cost reduction of existing products and improving product quality. Specific areas in which Innovation was carried out during FY25 were:

a. Filed two new patent applications in India for the following:

   i. Accelerated carbonation curing of non-asbestos fibre cement boards and process thereof

   ii. Water resistant wall plaster

b. Two Indian and two international patents were granted during the year.

   i. Indian: (1) Process for manufacturing asbestos fibre cement corrugated roofing sheets utilizing pulverized dry waste (2) Light weight sandwiched pre-fabricated panels using expanded clay aggregates and manufacturing process thereof.

   ii. International: (1) Non asbestos sandwiched pre-fabricated panels with improved wet strength and sound insulation and manufacturing process thereafter (Sri Lanka) (2) Non asbestos fibre cement corrugated sheets and manufacturing methods thereof (Bhutan).

c. The Company developed and commercialized following new products through its in-house R&D facility – improved non asbestos roofing sheets delivering superior performance, high strength AAC blocks, silent pipes, PPR pipes developed, expansion of electrofusion HDPE fittings, organic based stabilizer, OPVC technology-manufacturing alignment, yellow metal primers, sheen emulsions (interior & exterior), false ceiling tile (elite & acme), acrylic texture, 1K dry wall board adhesive, grout admixture, granite tile adhesive, high coverage wall Putty and other construction and coating related products.

d. Improving quality of products through improved manufacturing processes and development of new raw material compositions.

II. The benefits derived like product improvement, cost reduction, product development or import substitution:

A standout achievement is the creation of the ultra-cool roof, a revolutionary product designed to enhance customer comfort and prolong the lifespan of roofing materials by reducing temperatures. This innovative solution also boasts of superior aesthetic appeal while offering anti-fungal, anti-algal, anti-bacterial, and water-repellent properties.

Moreover, the Company's efforts towards reuse of processed waste and other industrial waste have resulted in a nearly complete reuse of pipes and fittings process waste, minimizing waste through efficient processing and contamination control. Besides delivering on sustainability, this has also helped reduce production costs.

The production costs have been significantly slashed through strategic measures such as adopting cost-effective raw materials, optimizing power consumption, and enhancing technical efficiencies. With rising raw material prices, the Company has innovatively developed new blends of raw materials and their substitutes.

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

(a) the details of technology imported: Not Applicable

(b) the year of import: Not Applicable

(c) whether the technology been fully absorbed: Not Applicable

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

IV. Expenditure incurred on Research and Development: ₹ 825.18 lakh

C. Foreign exchange earnings and outgo

Details of foreign exchange earned in terms of actual inflows and the foreign exchange outgo in terms of actual outflows during the financial year are as under:

S. No.	Particulars	2024-25 (₹ in lakh)	2023-24 (₹ in lakh)
A	Foreign Exchange Earned		
	Export of Goods (C&F)	4.70	14.22
	Others#	2,771.52	-
	Total	**2,776.21**	**14.22**
B	Foreign Exchange Used		
	Raw Materials, Components, Spares and Capital Goods (CIF)	40,697.96	45,856.30
	Others*	2,824.97	3,767.76
	Total	**43,522.93**	**49,624.06**

#Pertains to interest on loan and corporate guarantee fee received from subsidiary.

*Includes loan given to subsidiary amounting to ₹ 2,788.43 lakh for FY 2024-25 and ₹ 3,641.30 lakh for FY 2023-24.

For and on behalf of the Board of Directors
BirlaNu Limited

CK Birla
Chairman
DIN 00118473

Place: London
Date: May 17, 2025

Management Discussion and Analysis

Macroeconomic overview

Global economy[1]

During 2024, the global economy experienced steady growth of nearly 3.2%. This growth came in the backdrop of continued geopolitical conflicts. The year was also one of the biggest years for elections globally as voters in more than 60 countries went to polls. With economic challenges, a consistent theme across most countries; several incumbent parties either lost or suffered significant setback and thereby resulting in shifting international trade policies.

Global headline inflation continued to decline last year amid easing energy and food prices. As a result, headline inflation by late 2024 was at or below target in over 60% of economies and remained only slightly above target elsewhere. Global trade in goods and services also rebounded in 2024, growing by an estimated 2.7%. Growth in goods trade accelerated in the second half of 2024, following a weaker-than-expected recovery in the first half.

Advanced economies expanded by ~1.7% in 2024, as steady U.S. growth and a modest pickup in the Euro area were dented by a sharp slowdown in Japan. Growth rates were divergent across emerging and developing economies with slower than expected growth in several energy exporting countries and more robust growth in others. In energy-importing economies excluding China, growth remained largely steady through the year, supported by a broad-based pickup in consumption and investment.

During the year, GDP growth in Europe continued to be relatively tepid with the European Union (EU) estimated to have grown at 1.0% and euro area at 0.8%. Even as real income growth had slowly begun to result in higher consumption during the year, exports declined as the industrial sector continued to struggle. Investment activity also remained relatively weak, weighed down by still tight monetary policy, subdued external demand, reduced profit margins, and weak business sentiment. Manufacturing activity remained weak on the back of persistently higher energy prices.

Outlook[1]

After enduring a prolonged and unprecedented series of geopolitical and economic shocks, the global economy appeared to be stabilizing, with steady yet underwhelming growth rates. However, the scenario has changed over the last few months as governments around the world reorder policy priorities and uncertainties have climbed to new highs. The global growth during the year is expected to be adversely impacted with effective tariff rates at levels not seen in nearly a century and a highly unpredictable trade environment. In addition the progress made last year in reigning inflation has mostly stalled with an increasing number of countries exceeding their inflation targets.

In this environment; the world GDP is projected to grow at 2.8% during 2025. Over 2025, growth is forecasted at ~1.4% for the advanced economies; lower than 1.8% achieved in the previous year. This growth is largely driven by the US which is forecasted to grow at 1.8%; Europe expected to drag down growth. Even though the emerging and developing economies however are expected to grow significantly faster at ~3.7%; this will still be lower than the growth of 4.3% achieved during 2024.

Continued geopolitical and policy uncertainty is expected to weigh on Eurozone economic growth, slowing down the anticipated recovery. During 2025, the Euro area is projected to grow at 0.8% before picking up modestly to 1.2% in 2026.

Indian economy overview

The Indian economy grew at a steady rate of 6.5% in FY2025[2], however this was much lower than the 8.2% growth recorded in the previous year. Through-out the year market and external conditions remained difficult. Indian consumer demand experienced a slowdown, particularly in the urban areas driven by stagnant wage growth, sluggish job market, higher interest rates and a slowdown in credit growth. While rural demand remained relatively stronger, the overall trend showed a muted consumption landscape across businesses. Lower overall demand also meant higher competitive intensity as several companies across sectors resorted to pricing cuts to drive demand with profitability getting impacted therefore. In addition lower Government spend further impacted business sentiments and results. The industrial sector grew by about 6.2% in FY25. Even as the first quarter saw strong industrial growth of 8.3%, growth slowed down in the ensuing quarters due to multiple reasons such as lower manufacturing exports, extended monsoons impacting sectors like mining, construction and lower / delayed Government spend on several infrastructure related projects partly on account of the General Elections.

[1]IMF, World Economic Outlook, April 2025
[2]https://www.pib.gov.in/PressReleasePage.aspx?PRID=2106921

Outlook

Overall, the outlook for the Indian economy appears positive. India's growth trajectory is expected to remain strong, driven by rising consumer demand, improved investment activity and policy support. By reducing personal taxes as announced during the budget, the Government has also enabled significant increase in disposable income for middle-class households which is likely to result in higher consumer spending.

India's real GDP is projected to grow at 6.5% for the current financial year 2025-26 (as per RBI); even as trade tensions and global uncertainty triggered by USA's imposition of tariffs might have some adverse impact on the growth. The agriculture sector is expected to perform well this year, due to healthy reservoir levels and strong crop production. The positive outlook for agriculture is likely to support rural demand, which remains strong. Urban consumption is also gradually increasing, aided by a rise in discretionary spending.

Investment activity has already gained momentum this year and is likely to improve further. This improvement is driven by sustained higher-capacity utilization and likely higher government spending on infrastructure this year. This will therefore also have a significant positive impact on the manufacturing sector. Easing inflationary pressures and accommodative monetary policies are expected to boost credit flow which will support both businesses and individuals. With macroeconomic stability in place, the economy is strategically placed to sustain its growth momentum. On the demand side, household consumption is expected to improve, while prospects of fixed investment remain bright.

Industry overview

Infrastructure industry[3]

Recognizing the crucial role that robust infrastructure sector plays in the economic and societal growth of the country, the Government is significantly accelerating its investment in infrastructure. The Union Budget for FY26 has allotted ₹ 11.21 lakh crore for infrastructure development. This allocation prioritises crucial sectors such as transportation, urban development and rural infrastructure, with a focus on bolstering resource allocation and economic growth. Even as this year's allocation is only marginally higher than previous year's allotment of ₹ 11.11 lakh crore, the actual increase is likely to be much higher considering that in 2024-25 the entire allocated amount was not spent, for example estimated actual spend during the year on water supply and sanitation was ₹ 43K crore lower than allocation.

Inclusive economic development and better connectivity across India is a key theme this year. The UDAN – Regional Connectivity Scheme aims to connect larger parts of country through air travel by adding 120 new destinations and targeting 4 crore passengers over the next decade. On the backbone of strong infrastructure, developing 50 top new tourist destinations sites along with world class facilities will further create construction related opportunities.

An allocation of ₹ 2.55 lakh crore has been made to the Ministry of Railways, part of which will be to support modernization of over 1,000 stations. Similarly, the Ministry of Road Transport and Highways has been allocated ₹ 2.87 lakh crore, a significant portion of this funding will be to support the Bharatmala Pariyojana, a national highway development program aimed at improving road connectivity.

In addition, there is continued focus on both rural and urban sector development through schemes such as Jal Jeevan Mission (JJM) which has been extended upto 2028, AMRUT 2.0, PMAY, etc. These initiatives are set to elevate both rural and urban living standards and further augment demand for construction solutions.

Real estate industry[4]

Currently contributing around 7% to India's GDP; real estate sector is slated for strong growth driven by increasing urbanization, rising incomes, government initiatives and technology advancements. The sector's share of GDP is expected to increase to over 16% over the next 20 years signifying the important role that the sector plays in the nation's economic growth. Despite certain challenges such as increasing construction costs and affordability, recent policy reforms and increased institutional investments are creating a supportive ecosystem. The real estate landscape in India is also evolving with emerging segments such as data centers, co-living, senior housing etc., with role of traditional asset classes therefore declining.

The Government's initiatives on ensuring transparency in governance, ease of doing business, and clear policy frameworks are providing a strong foundation for the sector's growth. The implementation of RERA (Real Estate Regulation and Development Act) has enhanced accountability, while initiatives like Smart Cities Mission and PMAY-U continue to accelerate urban development.

The real estate industry across segments is also increasingly adopting alternate materials to promote sustainability and reduce carbon footprints. AAC blocks and other eco-friendly materials are being

[3]https://www.ey.com/content/dam/ey-unified-site/ey-com/en-in/technical/alerts-hub/documents/2025/ey-union-budget-2025-alert-infra-sector.pdf

[4]Navigating the dynamics of real estate in India-by KPMG & NAREDCO

used to improve resource efficiency and minimize environmental impact. Innovations in building technologies, such as smart energy management systems and AI-driven predictive maintenance, are aiding practices that drive sustainability.

Fibre cement roofing industry

Fibre cement is widely utilised as a roofing material in the commercial, industrial and residential sectors. Owing to its resilience to varied weather conditions such as rain, hail and strong winds, fibre cement is the preferred choice of builders for roofing applications.

The fibre cement roofing market is anticipated to grow marginally at ~1% this year after having declined by 1-2% during FY25. This growth is largely driven by Government's continued focus on rural infrastructure development. For FY26 the Ministry of Rural Development has been allocated ₹ 1.88 lakh crore which is nearly 8% higher than previous year's estimated spend of ₹ 1.74 lakh crores. In addition, during the year, rural consumer demand is expected to improve supported by increased Government spending on welfare schemes, increased minimum support prices and gradual recovery in household incomes.

Pipes industry

During FY24 the Indian plastic pipes and fittings industry faced several challenges. Even though the industry had grown at ~10% CAGR between FY20 and FY24; growth during FY25 was significantly lower at ~5% driven largely by PVC price volatility, sluggish Government expenditure (on projects such as JJM) and overall lower customer demand. However, the industry continues to hold substantial growth potential and is expected to grow at 10-12% CAGR over the next couple of years, driven by higher Government spends and robust real estate and agriculture demand. India's per-capita-plastic pipe-consumption is lower than global average and significantly lower than that of US, Europe and China implying significant headroom for growth. However, continued volatility in PVC material prices might adversely impact industry margins and volumes in the near to mid-term.

Despite these challenges, the long term prospects for the industry remain promising. The Government has launched several initiatives and affordable housing measures. One notable example is the Jal Jeevan Mission, which has been allocated ₹ 67,000 crore and extended until 2028.[5] The Ministry of Housing and Urban Affairs (MoHUA) has approved the construction of over 3.53 lakh houses under the Pradhan Mantri Awas Yojana – Urban 2.0 (PMAY-U 2.0). Continued Government focus on PMAY-Urban is likely to support the demand for affordable housing in the urban real estate segment and therefore the plastic pipes industry.

The plastic pipes and fittings industry is also witnessing technological advancements, shift towards sustainability (such as use of recycled or biodegradable PVC), modular systems, and improved materials such as composites with enhanced properties like flexibility and chemical resistance. Certain new pipe technologies such as oPVC that improve mechanical properties of pipes are also gaining increased acceptance. Additionally, automation and digital technologies are being integrated into manufacturing processes, leading to increased efficiency and precision.

Flooring industry

The global flooring market is estimated to be over USD 250 billion and expected to grow at a 5-6% CAGR over the medium term. With increasing construction activity across residential and commercial sectors and trends for more sustainable flooring solutions, the demand for flooring continues to rise globally.

US and Europe are the two largest flooring markets globally. The US market is estimated to be over USD 43 billion and forecasted to grow at 2-3% to reach nearly USD 55-60 billion over the next 2-3 years. Resilient flooring is now the largest flooring segment in US surpassing carpets. The US resilient flooring market boasts a diverse range of products tailored for both residential and commercial use. Among these, vinyl flooring, especially LVT / LVP (luxury vinyl tile/ plank) have the highest share driven by favourable performance characteristics such as being cost-effective, water-resistant, easy installation, improved durability likeness to natural materials.

The European market is projected to grow at 2-3% CAGR over the next few years. Similar to the US, the European flooring is also increasingly shifting towards resilient choices. Across both these markets strong consumer preference for eco-friendly choices is also emerging. Therefore, market for sustainable flooring solutions that combine environment related responsibility with style and high-quality is growing rapidly.

Company overview

BirlaNu Limited (formerly HIL Limited), part of the USD 3 billion CKA Birla Group, is a home and building products and services Company. For nearly 80 years BirlaNu has been a pioneer in redefining the art of creating home and building solutions. The Company's portfolio spans Pipes, Construction Chemicals, Putty, Roofs, Walls and Floors. As a leading player in the building solutions space, BirlaNu integrates purpose and innovation into every offering, ensuring we meet evolving customer needs.

[5]https://www.pib.gov.in/PressReleaseIframePage.aspx?PRID=2098368

In FY25, HIL Limited was rebranded to BirlaNu Limited. BirlaNu represents a bold evolution of our legacy, blending innovation with heritage. The new brand is inspired by the people we serve and driven by a passion for continuous growth. As the world evolves, we remain committed to shaping spaces where life unfolds and inspiring beautiful, lasting design with our customers at the heart of everything we do.

We want BirlaNu to be a brand that empowers homeowners, builders, and designers to bring their vision to life—crafting buildings that stand the test of time. And that's why our brand campaign is anchored around a simple, powerful idea: "Build Your World."

Our updated brand architecture now unifies all our businesses—Pipes, Putty, Construction Chemicals, Walls, Roofs, and Floors—under a single identity. This alignment will help every customer and every partner understand who we are and what we stand for.

This is not just about changing how we look, it signifies a bold growth agenda. This rebranding is at the heart of a strong, strategic push toward fast-paced, value-building growth.

BirlaNu is not just a rebrand. It's a renewed promise. It signals our readiness for new customers, new markets, new conversations and new ideas. It reflects the world we live in today—faster, more digital, more design-led and deeply conscious of sustainability.

The Company has 32 best-in-class manufacturing facilities and two innovation hubs across India and Europe.

Nearly 8 decades of trust
in home & building solutions industry

30k +
retail touch points worldwide

21K+
channel partners globally

32
manufacturing facilities

80+
countries served

2
innovation hubs

60+
countries with green product credentials

5,000+
employees

30+
nationalities

At BirlaNu, we are built on a strong value system and the legacy of the CKA Birla Group. We foster an inclusive, technology driven workplace that empowers our people. Recognized as a Great Place to Work, we offer career mobility, flexible work options, and a focus on well-being. With transparent communication, progressive policies, and several talent programs, we invest in our people's growth and impact.

We are driven by three key brand values as we shape the future – 1) **"Innovation"** to redefine brilliance and simplify the future, 2) **"Excellence"** by challenging the status quo and raising the bar and 3) **"Sustainability"** for shaping the future for generations to come.

BirlaNu's key strengths

Strong value system and parentage: BirlaNu is a flagship Company of CKA Birla Group, a Company built on a legacy of trust. With nearly 80 years of rich experience, the Company's products are synonymous with quality and innovation.

Diverse product portfolio – The Company serves homeowners, builders and designers offering a complete range of home and building solutions across pipes, construction chemicals, putty, roofs, walls and floors. The Company's portfolio is continuously expanding to meet customers evolving needs. Crafted with care and precision, our products are designed to endure, evolve and elevate every space.

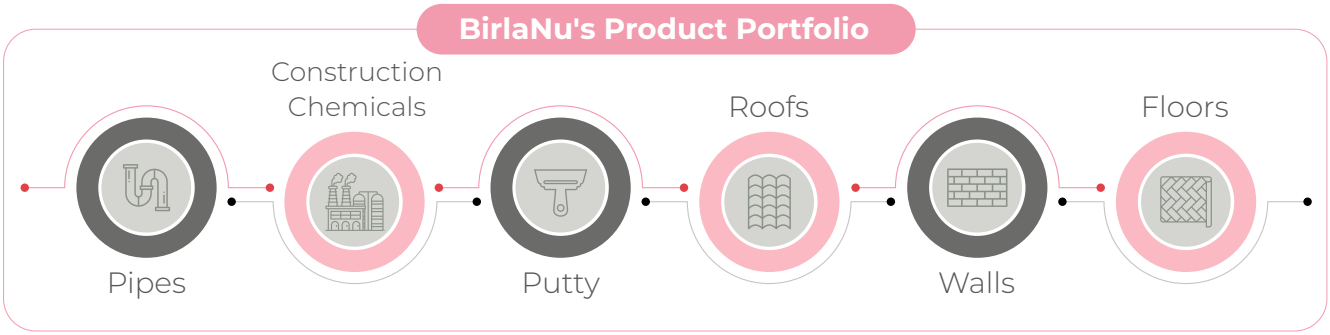
Extensive distribution network – BirlaNu is present in over 80 countries with over 30,000 retail touch points and a network of over 21K channel partners worldwide. Our brands such as Charminar enjoy industry leading sales network with over 60% tehsil penetration in India.

Global manufacturing footprint – With 32 state of the art manufacturing facilities across India, Germany and Austria we are able to serve our customers quicker and more efficiently. With industry best practices such as Lean Six Sigma and cutting edge Industry 4.0 and business intelligence tools we help deliver industry-leading efficiencies.

Innovation - BirlaNu is inspired by the people we serve and driven by a passion for continuous innovation and creativity, we empower homeowners, builders and designers to bring a vision to life, crafting innovative buildings and structures that stand the test of time. From Parador's eco-friendly Modular ONE flooring to TruFiT Leakproof Pipes, our solutions evolve with changing needs. Ultracool Roofs enhance comfort and efficiency, while Aerocon AAC Blocks enable faster, stronger construction. Patented advancements like the Organic Based Stabilizer (OBS) and India's first Electrofusion with Integrated Service Saddle are setting new industry benchmarks.

Leading brands – The Company has established leading brands across the segments it operates in such as Charminar, BirlaNu Aerocon, BirlaNu Leakproof Pipes, Topline and Parador.

Committed and skilled workforce – With over 5,000 employees from 30+ nationalities and across 160+ towns, BirlaNu believes that one of its greatest assets is its people. Being certified as 12th Great Place to Work in India and ranked 41 best Workplaces in Asia during 2024 is a testament to the pride and sense of belonging among its employees. Our culture, talent development initiatives and inclusive policies empower our employees to think beyond limits and work alongside our partners to develop ground breaking ideas and solutions.



Pipes

BirlaNu provides advanced water management solutions through two trusted brands: BirlaNu Leakproof Pipes and Topline. With a diverse range of over 20 products, its offerings includes CPVC, uPVC, SWR, Silent, UGD, Foamcore, Pressure, Column, Casing, PPR, HDPE, MDPE, Gas Pipes, Electrofusion Fittings, FHTC Fittings and Water Tanks—all paired with expertly engineered fittings and solvents.

Our innovation, TruFiT Technology, is at the heart of our offerings, ensuring precise tolerances for easy, leakproof assembly. Setting a new industry standard, BirlaNu Leakproof Pipes delivers peace of mind for homeowners and effortless installation for plumbers.

With cutting edge European technology, we deliver products with dimensional accuracy, uniform quality and superior performance. As pioneers in in-house CPVC compounding (under patent) we ensure full control over formulation for durability. Certified by ISO 45001, ISO 14001, ISO 9001, GreenPro, Ecolabel and GRIHA we prioritize sustainability and safety. Our adoption of Organic Based Stabilizers (OBS) for uPVC and Pressure Pipes sets a new benchmark, replacing traditional heavy metal stabilizers; and thereby further strengthening our innovation and sustainability credentials.

Besides pipes, we also have a comprehensive range of water storage solutions. Our water tanks are a robust solution ensuring clean and safe water storage. Built for durability and sustainability, these tanks are easy to install and resistant to corrosion and UV radiation.

Construction Chemicals

BirlaNu Construction Chemicals portfolio is designed to deliver innovative solutions for stronger, safer and long standing structures and for modern construction requirements. Our range of BirlaNu Tough Tile Adhesives, BirlaNu Tough Tile Grouts, BirlaNu Surface Cleaners and BirlaNu Plasters are engineered to support versatile applications across residential, commercial and large-scale projects. Our innovative TruBond technology ensures superior strength, durability and easy application for a flawless tile finish. Besides the tiling segment, the Company also offers several innovative products across stone fixing, protective coatings, dry mix and repair solutions.

Putty

BirlaNu TruColour Putty is a trusted solution for creating stunning, vibrant walls. Our putty products offer a comprehensive range of high quality solutions tailored to meet diverse construction needs, from time tested, versatile putty and durable Waterpoof putty to Gypsum plaster and weather resistant Texture putty. BirlaNu's innovative TruColour Technology enhances the durability and aesthetics of building surfaces with vibrant, fade resistant colours. Using weather resistant pigments, it ensures superior coating, long lasting finishes and eco-friendly production. TruColour sets a new standard in putty, offering builders and homeowners a reliable, high performance solution for lasting beauty and protection.

BirlaNu also offers a range of high-quality primers designed to provide superior adhesion, opacity and durability for all the surfaces.

Roofs

A market leader with nearly 25% market share in India, Charminar brand is synonymous with the category in India. Charminar roofs are high quality, visually appealing and durable fibre cement roofing solutions designed for multiple segments – residential, commercial and industrial. Our range of products combine strength and innovation, providing thermal insulation, fire resistance and superior performance.

Charminar is known for its innovative products such as colour coated roofs for contemporary spaces, and Ultracool roofs for cooler indoors. We also offer market leading sustainable product options such as "Charminar Fortune" for our eco-conscious customers. Besides roofing products, we offer various tools and accessories such as EPDM washers etc. that provide exceptional properties such as anti-corrosion, sealing, heat and harsh weather resistance for long-lasting structural support on the roofs.

Walls

BirlaNu Aerocon offers a versatile range of nature positive beautiful, wall solutions that combine strength, style and sustainability. Across AAC Blocks, sandwich panels, fibre cement and designer boards, each of our product is designed to meet the evolving demands of contemporary construction and balance form and function. Engineered for efficiency and durability, these products enable faster execution, superior thermal and acoustic performance and a reduced environmental footprint compared to traditional materials, helping customers build better, smarter and greener spaces.

AAC Blocks: Light-weight and offering excellent acoustic and thermal insulation, our Autoclaved Aerated cement (AAC) Blocks are crafted from fly ash, cement, lime and aeration agent to enable faster building while reducing cement and steel consumption. Compliant with IS 2185 Part 3 standards, they ensure consistent quality.

Panels: With two fibre-reinforced cement facing sheets surrounding lightweight cement core, our Panels redefine construction with their innovative design. Ready to install, they offer unmatched strength, durability and efficiency for wall applications. These panels are a smart, sustainable choice for building partitions, prefab structures, mezzanine flooring, cladding, boundary walls and fire separation making them a smart choice for safe, efficient and eco-friendly building solutions.

Designer Boards & Planks: By combining durability with design flexibility, our designer boards and planks redefine surface aesthetics. Engineered for both interiors and exteriors, these eco-friendly boards offer a natural grainy texture, enhanced visual appeal, dimensional stability and long term resistance to weather, termites and water.

Floors

Parador

Parador is a leading global interiors brand that specializes in engineered wood, laminate, vinyl flooring and the eco-friendly resilient flooring “Modular ONE” for residential, retail, hospitality and commercial segments. Founded in Germany in 1977, we are proud of our European heritage and our global reputation for exemplary design expertise and production. With a strong emphasis on craftsmanship, innovative design and quality, the products are manufactured in Germany and Austria. The business has a truly global business presence with sales in more than 80 countries worldwide.

At Parador, our mission is to be a conduit for expression for architects and designers. We appreciate the power of design and the emotional effect of a beautiful interior. We produce products of the highest quality and our decades of experience and craftsmanship inform everything we do.

We are committed to minimizing our impact on the environment, taking a holistic approach and working to the highest ecological standards. Sustainability is at the core of what we do, from design to production, we are committed to eco-friendly practices.

Business and financial performance

Business performance

BirlaNu achieved net revenue from operations of ₹ 2,310 crore as against ₹ 2,231 crore in the previous year on a standalone basis, an increase of 3.5%. On a consolidated basis, the Company registered net revenue from operation of ₹ 3,615 crore as against ₹ 3,375 crore in the previous year recording a growth of 7.11%. However, this growth has to be seen in the backdrop of a difficult market and external scenario, where most of the industry and peers have reportedunderwhelming results and which is true for both India and for Parador in Europe.

During the year under review, BirlaNu registered profit before tax (PBT) of ₹ 26.36 crore before profit from exceptional items, on standalone basis as against ₹ 95.82 crore in the previous year, recording a decline of 72% mainly due to pricing pressure emanating from intensifying competition in all categories and volatility in resin prices. Loss before tax on a consolidated basis for the financial year 2024-25 stood at ₹ 43.45 crore as against profit of ₹ 35.54 crore in the previous year, recording a de-growth of 222% largely due to continued weak demand for flooring product in Europeon market, in addition to overall subdued demand environment and soft pricing scenario.

On a consolidated basis, the net worth of the Company as of March 31, 2025 stood at ₹ 1,211 crore as against ₹ 1,253 crore in the previous year. The consolidated earnings per share (basic) for the financial year ended March 31, 2025 stood at ₹ (43.63) per share as against ₹ 46.15 per share for the financial year ended March 31, 2024.

Detailed segment–wise operational performance of the Company for the financial year 2024-25 is mentioned below.

Roofs

In Roofs, we sustained our market leadership and our ~23% market share, despite a decline in overall demand, reflecting our strong brand and channel strength. In this segment, we were keen to protect our price premium over the competitors. The Company’s focus on micro market management has resulted in enhancing rural tehsil penetration and adding new dealers to the strong Charminar channel network. Despite muted demand, during the year we were able

to significantly increase our channel billing across several focus states.

Considering the overall muted demand and pricing scenario during the year, we also doubled down on managing our profitability through various initiatives.

The Company continues to adopt and deploy digital tools viz. Industry 4.0, TMS, SFA, etc. across our plants and sales team to enhance efficiencies and productivity. During the year we also significantly leveraged digital campaigns on various platforms to generate additional leads and engaged with over 10K+ influencers.

"**Charminar**" and "**Charminar Fortune**" brands continue to enjoy the trust of the customers backed by the Company's enhanced customer-centric approach, unparalleled quality, superior after sales customer service and strategically positioned plants and depots to serve its customers effectively while optimising freight expenses.

Walls

This year the Walls business faced a combination of subdued demand, lower Government spends in infrastructure and increased competitive intensity with several new capacities being commissioned. While revenue for Panels and Boards increased by 1.9% and 6.0% respectively over last year; the year was challenging for Blocks segment where sales declined by 4.1%.

To tide over this situation, we have already taken several steps to expand our distribution network across segments, ramp up our sales with new customers and in newer geographies and increasing the share of value-added products in this portfolio. In addition to mitigate impact of declining NSR and manage profitability we have launched specific "Missions" across segments on margin improvement.

On the marketing front, BirlaNu Aerocon enhanced its brand presence across key infrastructure and industrial exhibitions to connect with key architects, engineers and developers. Strong digital lead acquisitions helped to specify the products across key projects. We further enhanced our sustainability credentials and were awarded the prestigious Green-Pro certification for Panels and Boards.

Polymers

This segment consists of "**Pipes**" and "**Construction Chemicals and Putty**". During FY25, despite sustained efforts on driving cost efficiency across operations and procurement; the performance on profitability of the Polymer Solutions suffered largely due to pricing pressures resulting from commodity price decline and competitive intensity. Consolidated revenue in FY25 was ₹ 634.81 crore compared to ₹ 535.38 crore last year driven largely by volume growth in Pipes and Construction Chemicals business.

BirlaNu's efforts were concentrated on expanding its distribution network, securing key project accounts with reputable builders and developers nationwide, and diversifying the product offerings. BirlaNu remains committed to strengthening our relationships with influencers such as plumbers, painters and applicators, through targeted retail marketing initiatives to cultivate greater brand loyalty.

Pipes

In a significant move to bolster our Pipes business, in April 2024, BirlaNu acquired Crestia Polytech Private Limited and its four group companies under the brand '**Topline**', a renowned brand of Pipes and Fittings in Eastern India. With this acquisition, the Company gained additional capacity of ~64,000 MTPA in East India, enhancing its ability to serve the eastern states while also securing customer access and necessary government approvals for relevant products and geographic segments. With this the Company has further expanded its product segments including HDPE pipes and fittings, PPR, FHTC, electrofusion fittings and water tanks. We have since successfully integrated Crestia with BirlaNu and several synergies across sales and operations are already being realized.

During FY25, the business achieved consolidated volume and revenue growth of 76% and 57% respectively over last year. This impressive growth came in the background of significantly reduced Government spending on projects such as Jal Jeevan Mission and unprecedented decline in resin prices which thereby affected both revenue and margins for the industry.

The sales growth for the business was driven by targeted distribution expansion efforts in the retail segment, as well as a focused approach to technical sales in the institutional and the Government segment, particularly within marquee residential projects nationwide. In addition, sustained efforts around material and labour costs, as well as working capital and inventory helped limit the impact of declining prices on profitability.

During the year we also significantly amped up our marketing efforts with significant engagement with the channel partners including influencers. In addition, several digital initiatives to improve efficiency and accelerate sales were deployed this year. Key amongst these was the launch of our Lead Management / CRM platform for the B2B business.

Putty and Construction Chemicals

In FY25 revenue for the segment de-grew by 7.9% which was largely on account of lower putty sales driven by intense competition. The Construction

Chemicals sales, however, were strong growing at 23% year-on year. The tiling segment in particular witnessed robust sales growth of 57% during the year.

The Company is committed to the segment's growth, with a strong management focus and dedicated sales teams. The Company is building a strong PAN India presence with a robust distribution network. BirlaNu continues to drive strong engagement program with channel partners and influencers via various on ground workshops and meets demonstrating the wide range of product lines and application procedures.

Floors

Parador's performance in 2025 reflected resilience and opportunity in the face of adversity. Despite recessionary macro-economic conditions and weak consumer sentiment, which led to a slowdown in construction and flooring demand across core European markets, we were able to pivot effectively. Leveraging Company's agile pricing strategy, restructuring our sales teams, and expanding into new markets, it doubled down on growth through commercial segments, product innovation, and improved execution. Strong cost discipline was maintained and capital deployment was optimized to ensure lean operations. As a result, the Company delivered a 7% revenue growth and a 9% volume growth in FY25.

In Q4 alone, volumes increased by 9% and revenue by 10% — marking the Company's best quarterly performance in the last 12 quarters. With strong margin delivery, the Company reported a positive EBITDA of Euro 2.0 million. Entering FY26, the management remain cautious of the prevailing tariff and macro-political uncertainties across Europe and global markets, but are committed to carrying forward the momentum of Q4 into the full year as presence in high-potential markets like the Americas, Middle East, and Asia begins to yield results.

Key financial ratios

Sl. No	Particulars	FY 2024-25	FY 2023-24	% Change	Comments
1	Debtors Turnover (Times)	12.82	16.49	(22.27)	-
2	Inventory Turnover (Times)	5.76	5.71	0.91	-
3	Debt Services Coverage Ratio (Times)	0.41	0.68	(40.46)	Reduced profits have resulted in the increased variance.
4	Current Ratio (Times)	1.04	1.34	(22.62)	-
5	Debt Equity Ratio (Times)	0.23	0.26	(11.40)	-
6	Operating Profit Margin (%)	5.14	7.82	(2.68)	-
7	Net Profit Margin (%)	0.39	2.95	(86.70)	Reduced operational profits during the year.
8	Return on Net Worth (%)/ Return on Equity (%)	0.74	5.71	(87.09)	Variance is due to reduced profits for the year.
9	Return on Capital Employed (%)	3.23	7.07	(54.35)	Variance due to reduced operating profits and increased borrowings.

(All numbers on standalone basis)

*For more details, please refer note no. 56 of the standalone financial statements forming part of this Annual Report.

Awards & recognition

In recognition of BirlaNu's constant pursuit of excellence in energy efficiency, environmental protection, safety, growth and innovation, the Company has been honoured and recognised at various forums. The prominent awards earned during the financial year 2024-25 are listed below:

- **Super Brand Award 2025**

  "Charminar" and **"Birla Aerocon"** have been awarded the Super Brands 2024-25 recognition in the category of *Cement Roofing Sheets by the Super Brands Council for six consecutive years.* Super Brands is the world's largest independent arbiter of branding, and this recognition pays tribute to the strongest and most valuable brands in the world through their publications. Achieving "Superbrands Status" strengthens a brand's position, adds prestige, and sets it apart from competitors.

- **Brand of the Year by Realty+**

  "Charminar" and **"Birla Aerocon"** received the **INEX** award in the Roofing & Ceiling Ideas category and in the Cement & Concrete category, respectively, from Realty+. The INEX awards program acknowledges brands that contribute to innovation, technology, and excellence in building materials, construction products, and systems that shape the future of the built environment.

  Birla Aerocon received the **Harit Bharat** award in the Harit Bharat Construction Materials category from Realty+. This award recognizes organizations and individuals who are committed to sustainable initiatives and contribute to environmental stewardship through their products and services.

- **GreenPro Certification**

  "Charminar Fortune", "Birla HIL CPVC Pipes", "Birla Aerocon Panels, Boards and AAC blocks" received the Green Pro certification in the *Green Product* category by *CII* - Green Products. This certification recognizes products that meet the stringent requirements of the Green Pro Eco label by the CII - Green Products & Services Council, confirming that these products are eco-friendly and sustainable.

- **Great Place to Work, 2024**

  The Company has been certified as a Great Place to Work for the sixth time in a row for the year 2024-25 with an outstanding trust index score of 94. The Company is ranked amongst:

  - India's Best Companies to Work for 2024: **Ranked #12** in India
  - Best Workplaces in Asia™ in 2024: **Ranked # 41** in Asia
  - Best in industry: Cement & Building Materials, 2024
  - Great Place To Work®, India; Re-certified from March 2024 to March 2025
  - Top 25 | India's Best Workplaces™ in Manufacturing, 2024 & 2025
  - Top 50 I Large India's Best Workplaces Building a culture of Innovation by All, 2024
  - Top 50 | Large India's Best Workplaces for Millennials, 2024

The Great Place To Work Certifications are a testament to Company's commitment to positive and enriching employee experience. As we go forward, we work towards our shared vision of becoming one of most admired brands in the home and building segments.

Intentional Innovation

BirlaNu has established advanced Innovation and R&D centres in both India and Germany, facilitating robust product development and research. The cutting-edge infrastructure at its Hyderabad Innovation centre, which includes an in-house pilot plant recognized by the Department of Scientific & Industrial Research (DSIR) of the Government of India, is dedicated to adopting innovative processes and studying industry dynamics to maintain a competitive edge. Continuous investment in technology has allowed BirlaNu to enhance the production and development of eco-friendly products. The innovation team focuses on improving existing offerings and creating value-added products tailored to consumer and industry demands through a consumer-centric approach.

Leveraging state-of-the-art facilities in India and Germany, BirlaNu's Innovation team is utilizing automation, IoT, and smart manufacturing to improve production efficiency and minimize waste.

Parador continues to invest in innovations related to product, operations and technology. Product innovations are holistic in design and concentrate on meeting customer need while also accelerating the differentiators that Parador offers into the marketplace. Recent innovations are focused on providing product differentiation across multiple channels and geographies to offer relevance to both the global and local consumer as well as demonstrating competence in customization and choice to allow designers an ability to express themselves within the interior space. Each product is carefully engineered for durability and longevity, incorporating innovative installation systems. Operational innovations are targeted at digitization and automation to drive flexibility within our manufacturing processes without increasing complexity or costs. Technology advancements are focused on both back end and front end that offer Parador a platform to expand its reach across new geographies and channels.

From Parador’s eco-friendly Modular ONE flooring to TruFiT leakproof pipe technology, our innovations are built for the evolving needs. Our Ultra Cool Roofs combat heat for better comfort and energy efficiency, while Aerocon AAC blocks and panels enable faster, stronger and sustainable construction. Our advanced Organic Based Stabilizer (OBS) for pipes and innovative electrofusion with integrated service saddle ensure greater durability, reliability and efficiency.

Technology & digital

BirlaNu is steadily advancing its digital transformation strategy aimed at boosting operational efficiency and addressing business challenges through the integration of advanced technologies.

By effectively embedding Industry 4.0 principles across our operations, we have made significant progress in smart manufacturing initiatives. Real-time monitoring through sensor-based systems has allowed for improved equipment productivity, reduced unplanned downtimes, and more efficient maintenance schedules. We are also piloting a digital manufacturing dashboard that will allow for decentralized monitoring and oversight into manufacturing operations. This would build in the future to a potential AI monitored manufacturing twin of our plants. Enhancements in logistics through advanced transport management systems and the automation of numerous operational tasks aim to increase efficiency while ensuring robust cybersecurity measures are in place to protect digital assets.

Beyond the shop floor and operations, we are modernizing our enterprise architecture to support better decision-making and customer engagement. A centralized data lake now brings together insights from key business systems, making real-time, role-based analytics more accessible across the organization. The successful go-live of our new ERP platform (SAP S/4HANA) marks a major milestone, laying the groundwork for AI-powered automation in our future-looking applications, such as predictive demand forecasting, intelligent supply chain optimization, and AI agentic workflows. The approach we will be taking going ahead is to have digital-led transformations that create platforms of value realization for our customers and employees.

Customer engagement has been further elevated with the rollout of an integrated lead management and sales force automation systems, stream-lining sales planning across primary and secondary markets. These tools are already delivering tangible benefits in field force productivity, with automated visit planning, attendance, and performance tracking. Across the value chain, digitization efforts have also yielded to indirect gains — with one such example being that of our product barcoding, warehouse management and layout planning, as well as an AIML-powered SKU counting app, that significantly reduced dispatch and loading errors in our Pipes business.

To further build on our customer-centricity, the Company is in the process of implementing best in class loyalty platforms to drive synergies across its businesses. Centred on delivering customer delight, this platform would result in better sales processes, increased lead conversion rates, higher share of the customer wallet and better influencer engagement and loyalty. This would truly fulfil our digital-promise of improving transparency, reducing manual workflows, and building an agile, collaborative ecosystems for long-term mutual growth.

Sustainability

For BirlaNu, sustainability is not a choice but a responsibility that we own. We are committed to sustainable growth by reducing our environmental footprint, helping customers minimize theirs, and scaling sustainable solutions. By driving circularity – repurposing industrial waste and pioneering various industry first innovations such as OBS for pipes we are driving our sustainability agenda in a more comprehensive manner. Our zero discharge plants and expanded renewable energy integration reflects our dedication to a greener future. We are making significant investments across our various plants to increase share of solar power and thereby reduce our carbon footprint. In addition, we are continuously investing in energy efficient equipment and adopting various digital solutions such as Industry 4.0 across our operations for real-time energy tracking and analytics to further optimizing energy usage.

BirlaNu adheres to air quality standards and recycles 100% of its process water, particularly at its manufacturing facilities. The Company is engaged in establishing an emissions baseline and intensity profile to achieve reduction goals for GHG based on measurable targets.

In addition, BirlaNu prioritises environmental protection through its strong commitment to sustainability. Various measures have been implemented to reduce the environmental footprint and enhance resource efficiency. These initiatives range from optimising energy usage to minimising waste generation, all with the goal of preserving the planet for future generations.

Ethically sourced, waste conscious and powered by clean energy, we are shaping a world where responsibility and innovation go hand in hand. We are not just building but redefining what is possible in a sustainable future. Every decision we make reflects our commitment to a greener, more responsible future, because true progress is sustainable.

Human capital

Supported by a dedicated workforce of over 5,000 employees representing 30+ nationalities and a network of 150K skilled applicators, we proudly serve customers across the globe.

BirlaNu firmly believes that talent is central to its strategy, recognizing that the quality and enthusiasm of its workforce significantly contributes to enhancing stakeholder value. To achieve its organizational goals, BirlaNu has a strong focus on employee engagement and talent development.

The Company has notably attained the 12th position in the "Great Place to Work" (GPTW) rankings in India and 41st rank in the Best Workplaces in Asia™ in 2024, which is a testament to our inclusive and, positive workplace culture. A key element of this commitment is the introduction of the JOSH Program, an initiative aimed at boosting employee engagement across all our facilities and offices.

The Company is also employing several digital initiatives to drive significantly higher level of engagement across its workforce. One such initiatives is the use of Amber, an AI based chatbot, which conducts real-time sentiment analysis across both our existing and past employees, thereby enabling actionable insights from employee feedback that are crucial for improving engagement scores.

The Company has strengthened the "DEI at BirlaNu" initiative to enhance women representation across the organization including manufacturing and sales. The Company is committed to diversity in hiring and to encourage an inclusive workforce.

To further strengthen its recruitment process, BirlaNu has implemented competency-based assessments for campus hires and apprenticeships.

As part of our focused learning program on enhancing capabilities of our frontline sales teams and their managers, we have introduced the Sales Learning Academy – iSAIL. This program is designed to address real-time market challenges and building confidence across levels, enabling our teams to succeed in an evolving business landscape. Our commitment to continuous learning ensures that our sales teams remain customer-focused, agile and future-ready.

As part of our corporate social responsibility initiatives, a skilling and certification program has been introduced to train tradespeople including plumbers, masons, and painters. Collectively, these initiatives aim to improve employee engagement and significantly enhance BirlaNu's standing as a leader in workplace excellence and innovation.

Risk management framework

While pursuing its business objectives, BirlaNu is exposed to various risks. However, the Company has developed organisational agility to anticipate, mitigate, and manage these risks. Several measures have been implemented to assess, identify, and effectively reduce risks that may arise periodically.

BirlaNu has a robust risk management policy approved by the Board. The policy outlines the aims and principles of risk management, as well as an overview of the risk management process, procedures, and associated responsibilities of the Committee members. The Risk Management Committee and the Audit Committee supervise the implementation of the Risk Management Framework.

On a half-yearly basis, a formal report on ‘Risks that Matter’ is reviewed by the Risk Management and Audit Committees for its review and guidance and subsequently presented to the Board.

Risk and concerns

Risks	Risk particulars	Mitigation strategies
 **Supply Chain Risks**	Supply chain disruptions could result in price fluctuation of critical raw materials such as fibre, cement, resin, wood, etc. thereby adversely impacting costs & margins.	BirlaNu has built long-term partnerships with its suppliers, reducing the risk of price fluctuations. The Company has built a global network of suppliers that allows diversification of supply sources and unhindered logistical movement of its inventory.
 **Macroeconomic Risks**	The geopolitical instability and volatility in the global economy, including a distorted supply chain and fluctuation in exchange rates, pose potential risks for the global operations of BirlaNu.	BirlaNu's operations, sales and supply sources are spread globally and across segments, decreasing its reliance on a single country or product. The Company has mapped and developed its extensive vendor base globally to insulate itself from any geopolitical instability.
 **Quality Risks**	Failure to maintain product quality and adherence to relevant quality standards may have a damaging effect on BirlaNu's reputation as well as its financial position.	BirlaNu follows strict quality control processes which ensures that only quality certified products are delivered to customers. BirlaNu is accredited by leading industry bodies for its product quality certification processes.
 **Technology Risks**	Failure to adopt cutting-edge technology by BirlaNu will undermine its operational efficiency and customer satisfaction, hindering the Company's growth. In addition cybersecurity concerns related to data theft can compromise privacy and breach in data which may ultimately lead to business loss or adversely impact brand reputation	BirlaNu's manufacturing facilities are equipped with advanced infrastructure and technologies that ensure the protection of its IT infrastructure and ensure seamless operations. Over the years there has been significant investment in digitalisation / Industry 4.0 deployment at the Company's plants. BirlaNu's digital infrastructure is poised to counter any external cyber security threats and ensure business continuity.
 **Financial Risks**	The Company is exposed to exchange rate volatility because of its global presence. Currency rate fluctuations could have a detrimental effect on profitability. BirlaNu's international operation and acquisition in the recent past can adversely impact the Company's finances like operating cost, revenue generation and profitability.	BirlaNu enters into forward contracts to hedge foreign exchange risks, thus limiting any negative impact from exchange rate fluctuations. BirlaNu's internal processes are robust to ensure accurate accounting of revenue and costs. BirlaNu has a well-established integration programme in place to ensure a seamless integration of acquisitions into BirlaNu's operations.

Risks	Risk particulars	Mitigation strategies
Environment Risks	Increasing focus on environmental protection also implies that any failure on behalf of BirlaNu to protect the environment can hamper its reputation and growth.	BirlaNu has well-managed environmental management programs to address workplace environment as well as environmental impacts. Processes and equipment to optimise energy consumption, a balanced ecological footprint, zero effluents & emissions, have been put in place and there is an increased focus on green product development. The Company has a defined ESG road map in place for all its factories and business operations. The road map is aligned with brand values of BirlaNu and budgets with respect to ESG are in place and monitored for timely execution. *Details are available in BRSR section B.*
Climate Change Risk	India's extreme weather conditions, especially heavy rain, can risk BirlaNu's operation, across its businesses.	All BirlaNu factories have adequate infrastructure to weather climate change risk. In addition, the Company has developed and established a Business Continuity Plan (BCP) which also encompasses disaster recovery. Details are available in *BRSR Principle 2 and Principle 6*.
Health and Safety Risks	The workforce contributes extensively to the growth of the Company. Not contributing towards their health and safety can reflect a negative working environment of the Company.	BirlaNu has a well-established EHS framework in place. Processes and equipment to ensure robust safety training and periodical health check-ups of its employees have been established in place. The Company has invested in infrastructure to ensure incident-free working environment and mitigate occupational hazards. Details are available in BRSR Principle 3.
Human Capital Risk (Talent Management)	Given BirlaNu's market leadership in several of its products, attrition is a major risk. Competition and other local companies are keen to hire BirlaNu resources.	▸ For 6 consecutive years, BirlaNu has been ranked as amongst the Top places to work by the GPTW survey; for 2024 we have been ranked 12th Great Places to Work in India and 41st Best Workplaces in Asia. ▸ BirlaNu has not only filled up all key senior leadership positions but also introduced succession planning, leadership training and individual development plan for its employees. ▸ Apart from tying up with top ranking educational institutions for scaling up skills of its employees, BirlaNu has also embarked on employee engagement programs and brand building initiatives to curtail attrition and ensure retention of its top performing resources.

Internal control systems and their adequacy

BirlaNu has strong internal control systems commensurate with the business requirements, scale of operations and applicable statutes. The Board of Directors and the Audit Committee are independent of the Management and oversee the Company's internal controls' adequacy and effectiveness. Such controls are deployed through policies, SOPs and Internal Financial Control (IFC) risk and control matrices. In addition, cybersecurity and digital IT general control assessment reviews are conducted periodically with the increasing use of digital applications and exposure to an external network.

Additionally, BirlaNu's whistle-blower policy provides a platform for various stakeholders to report and help the organisation in averting and preventing any suspicious activity or behaviour. The whistle-blower mechanism then investigates allegations of violations in a comprehensive manner with a zero-tolerance approach towards any reported cases of ethical breach. The whistle-blower policy offers complete confidentiality and protection to the whistle-blower against any attempted harassment.

BirlaNu has an advanced internal financial controls (IFC) framework where process owner's self-assess critical controls quarterly using the control's self-assessment tool, along with external evaluations by audit partners. Revised practices are updated in the control documents and timely updates to responsibilities in the execution of controls are undertaken.

Ernst & Young (E&Y) is the Internal Audit (IA) partner. With standard risk coverage, all critical business processes are thoroughly examined to understand the operations relevant to BirlaNu's business. The use of tools for data analytics remains an important component of the audit review. Also, BirlaNu has an internal audit department staffed by qualified professionals who plan, conduct, coordinate and monitor audit activities and follow up on compliance and specific actions identified.

Looking ahead, BirlaNu will continue to leverage data analytics and automation in audit procedures to appropriately scope and deep dive into identified focus areas. BirlaNu will continue to increase stakeholder awareness of governance, risk and compliance through training, workshops and culture-building.

Cautionary statement

Certain statement in the MDA section concerning future prospects may be forward looking statements which involve a number of underlying identified/non-identified risks and uncertainties that could cause actual results to differ materially. The results of these assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based, are also subject to change accordingly. These forward-looking statements represent the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, arising due to new information, future events, or otherwise.

For and on behalf of the Board of Directors
BirlaNu Limited

CK Birla
Chairman
DIN 00118473

Place: London
Date: May 17, 2025

Corporate Governance Report

[Pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

CORPORATE GOVERNANCE PHILOSOPHY

The essence of Corporate Governance is about maintaining the right balance between economic, social, individual and community goals. BirlaNu strongly believes in ethical and transparent behaviour at all levels. At BirlaNu, good corporate governance is a way of life and integrated in the way the Company does its business, as it encompasses everyday activities and is enshrined as a part of our way of working.

The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environmental and regulatory compliances. Our actions are governed by our values and principles, which are reinforced across all levels of the organisation. These principles have been and will continue to be our guiding force in future. For the Company, good corporate governance is synonymous with sound management, fairness, transparency and adequate disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a company to take sound decisions. This also enables the Board and management to achieve the goals and objectives effectively for the benefit of the Company and all its stakeholders such as customers, shareholders, creditors and employees.

Key elements of Corporate Governance include shareholders' rights, transparency, disclosure, internal controls, risk management, ethical behaviour, internal and external communications, high standards of safety, health, environment, accounting fidelity, product & service quality, stakeholder engagement and compliance. The Board has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes/mechanisms to achieve the said purpose. The Company continuously strives to achieve excellence in corporate governance through its values – Integrity, Commitment, Passion, Seamlessness and Speed.

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as **"SEBI Listing Regulations"**], the details of compliance for the financial year ended March 31, 2025 are as follows:

BOARD OF DIRECTORS

(a) Composition and other related matters:

The Company has a judicious mix of Executive Director and Non-executive Directors (including Independent Directors) to maintain independence, in-depth knowledge, specialized skills and rich experience, which is essential to separate the two main functions of the Board viz., governance and management. The Board of Directors of the Company comprises of 8 (eight) members: 1 (one) Non-executive Chairman (Promoter), 1 (one) Managing Director & CEO, 4 (four) Non-executive Independent Directors, and 2 (two) Non-executive Non-independent Directors. The composition includes 1 (one) woman Independent Director and 1 (one) woman Non-executive Non-independent Director. The Board composition is in compliance with the provisions of the Companies Act, 2013 (**"the Act"**), rules made thereunder and requirements of the SEBI Listing Regulations.

Composition of Board of Directors during the financial year 2024-25, number of Directorships including committee positions held by them as on March 31, 2025 are given below:

Name of the Director	Category of Directorship	Number of Directorships in Companies (including BirlaNu)			Number of Committee positions (including BirlaNu) [2]	
		Total Directorships [1]	Directorships in listed Companies	Directorships in other Public Companies	Chairman	Member
Mr.CK Birla (DIN: 00118473)	Chairman Promoter Non-executive Director	8	5	3	1	1
Mr. Desh Deepak Khetrapal (DIN: 02362633)	Non-executive Director	3	3	-	-	3

Name of the Director	Category of Directorship	Number of Directorships in Companies (including BirlaNu)			Number of Committee positions (including BirlaNu) [2]	
		Total Directorships [1]	Directorships in listed Companies	Directorships in other Public Companies	Chairman	Member
Ms. Amita Birla (DIN: 00837718)*	Non-executive Director	4	3	1	-	-
Dr. Arvind Sahay (DIN: 03218334)	Independent Director	3	2	1	1	5
Mr. Sunil Ramakant Bhumralkar (DIN: 00177658)	Independent Director	2	1	1	3	4
Ms. Nidhi Jagat Killawala (DIN: 05182060)*	Independent Director	2	2	-	1	4
Prof. Janat Ghanshyam Shah (DIN:01625535) #	Independent Director	2	1	1	-	2
Ms. Gauri Rasgotra (DIN: 06862334)+	Independent Director	1	1	-	1	2
Mr. Akshat Seth (DIN: 10039820)	Managing Director & CEO	1	1	-	-	1

***Ms. Amita Birla and Ms. Nidhi Jagat Killawala were appointed as Non-executive Director and Independent Director, respectively with effect from April 1, 2024.**

#Prof. Janat Ghanshyam Shah was appointed as an Independent Director of the Company w.e.f May 7, 2024.

+Ms. Gauri Rasgotra ceased to be an Independent Director of the Company w.e.f. May 8, 2024 upon completion of her term.

Notes:

(1) Excludes Directorships/Chairpersonships in private limited companies, foreign companies, companies registered under Section 8 of the Act, Government Bodies and alternate Directorships.

(2) Represents Chairpersonships/Memberships of Audit and Stakeholders Relationship Committees in all public limited companies as required under Regulation 26(1)(b) of SEBI Listing Regulations.

Details of directorship of Directors of the Company as on March 31, 2025, in other listed entities:

S.No.	Director	Listed Companies	Designation in the other company
1.	Mr. CK Birla	Orient Paper & Industries Limited	Non-executive Chairman
		Orient Cement Limited	Non-executive Chairman
		Orient Electric Limited	Non-executive Chairman
		Birlasoft Limited	Non-executive Director
2	Mr. Desh Deepak Khetrapal	Orient Cement Limited	Managing Director & CEO
		Mafatlal Industries Limited	Additional Independent Director
3	Ms. Amita Birla	Birlasoft Limited	Non-executive Chairman
		Orient Cement Limited	Non-Executive Director
4	Ms. Nidhi Jagat Killawala	Birlasoft Limited	Independent Director
5	Dr. Arvind Sahay	IFCI Limited	Independent Director
6	Mr. Sunil Ramakant Bhumralkar	-	-
7	Mr. Janat Ghanshyam Shah	-	-
8	Mr. Akshat Seth	-	-

Declarations:

- The composition of the Board is in conformity with Regulation 17(1) of SEBI Listing Regulations.
- Mr. CK Birla and Ms. Amita Birla are related to each other and none of the other Directors have any relationship, inter se.
- None of the Directors on the Board are directors in more than seven listed companies as required under Regulation 17A of SEBI Listing Regulations.
- None of the Independent Directors are serving as an independent director in more than seven listed entities as required under Regulation 17A of SEBI Listing Regulations.

- None of the Independent Directors are Managing Director or Whole Time Director on other listed entities as required under Regulation 17 of SEBI Listing Regulations.
- Independent Director means a Director as defined under Regulation 16 of the SEBI Listing Regulations and Section 149 of the Act and all the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulations 16(1)(b) and 25 of the SEBI Listing Regulations and Section 149(6) of the Act. In opinion of the Board, all the Independent Directors fulfils the conditions specified under SEBI Listing Regulations and the Act and are independent of the management.
- None of the Directors on the Board is a member of more than 10 (ten) committees and Chairman of more than 5 (five) committees across all the companies in which he/she is a Director as required under Regulation 26 of SEBI Listing Regulations.
- Except Mr. CK Birla, who holds 51,376 equity shares representing 0.68%, none of the other Non-executive Directors holds, directly or indirectly, shares or control in the Company.
- During the financial year 2024-25, information as specified in Part A of Schedule II to the Regulations such as annual operating plans and budgets, capital budgets, financial results of the Company, foreign currency exposures on quarterly basis and such other information as and when applicable were placed before the Board for its consideration.
- The senior management personnel confirmed that they don't have any personal interest in respect of any material financial and commercial transactions entered into by the Company, which may have a potential conflict with the interest of the Company at large.
- The maximum tenure of independent directors is in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder read with Regulation 25 of SEBI Listing Regulations.
- The Company has suitable Directors & Officers Insurance Policy obtained with adequate coverage and complies the requirement of Regulation 25(10) of SEBI Listing Regulations.
- A formal letter of appointment is issued to all Independent Directors, a specimen of which is been placed on the Company's website **https://cms.birlanu.com/public/media/2025/03/13/tc-for-appointment-of-independent-directors.pdf** Details of Directors along with their profile are available on the website of the company at **https://birlanu.com/investor/board-of-directors.**

Key skills, expertise and competencies of the Board of Directors:

The Board of the Company is adequately structured to ensure a high degree of diversity by age, education/ qualifications, professional background, sector expertise, special skills and geography. The Board of Directors has, based on the recommendations of the Nomination and Remuneration cum Compensation Committee, identified the following core skills/ expertise/competencies as required in the context of the businesses and sectors of the Company for its effective functioning and the same is mapped against each of the Directors:

Core skills/expertise / competencies	Mr. CK Birla	Mr. Desh Deepak Khetrapal	Ms. Amita Birla	Ms. Nidhi Jagat Killawala	Dr. Arvind Sahay	Mr. Sunil Ramakant Bhumralkar	Prof. Janat Ghanshyam Shah	Mr. Akshat Seth
Governance and Board service	✓	✓	✓	✓	✓	✓	✓	✓
Business understanding	✓	✓	✓	✓	✓	✓	✓	✓
Risk/Legal/Regulatory compliance	✓	✓	✓	✓	✓	✓	✓	✓
Information Technology/ Accounting/Financial experience	✓	✓	✓	✓	✓	✓	✓	✓
Industry/Sector Knowledge	✓	✓	✓	✓	✓	✓	✓	✓
Strategy development and implementation	✓	✓	✓	✓	✓	✓	✓	✓

The current composition of the Board meets the requirements of skills, expertise and competencies as identified above.

(b) **Board meetings and procedures:**

During the year under review, 7 (seven) Board meetings were held (as detailed below) and the maximum time-gap between any two consecutive meetings was not more than one hundred and twenty days, thereby complying with the applicable statutory requirements.

Date of Board meeting	Board Strength	No. of Directors Present	Percentage
May 7, 2024	8	8	100%
July 30, 2024	8	8	100%
August 13, 2024	8	7	85.71%
November 7, 2024	8	8	100%
January 21, 2025	8	8	100%
February 06, 2025	8	7	85.71%
March 25, 2025	8	7	85.71%

Name of the Director	Designation	No. of Board Meetings eligible to attend	Attendance	Percentage	Attendance in AGM held on July 30, 2024
Mr. CK Birla	Chairman & Non-executive Director	7	7	100%	Yes
Mr. Desh Deepak Khetrapal	Non-executive Director	7	6	85.71%	Yes
Ms. Amita Birla (w.e.f. April 1, 2024)	Independent Director	7	5	71.42%	Yes
Dr. Arvind Sahay	Independent Director	7	7	100%	Yes
Ms. Nidhi Jagat Killawala (w.e.f. April 1, 2024)	Independent Director	7	7	100%	Yes
Mr. Sunil Ramakant Bhumralkar	Independent Director	7	7	100%	Yes
Prof. Janat Ghanshyam Shah (w.e.f. May 7, 2024)	Independent Director	6	6	100%	Yes
Mr. Akshat Seth	Managing Director & CEO	7	7	100%	Yes
Ms. Gauri Rasgotra (till May 7, 2024)	Independent Director	1	1	100%	NA

The Board of Directors is the apex body constituted by the members for overseeing the overall functioning of the Company. The Board provides and evaluates the strategic directions of the Company, Management's policies and their effectiveness and ensures that the long-term interests of the shareholders are being served.

The Board meetings are generally held at the Corporate Office of the Company at Birla Tower, 25, Barakhamba Road, New Delhi. During the year under review, the Board meeting(s) were held with an option to participate in meeting through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') as per the facility enabled by Ministry of Corporate Affairs ('MCA'). The dates of the Board Meetings are finalized in consultation with all Directors well in advance. The Board is regularly apprised and has access to all important business-related information. All major agenda items are backed up with relevant and comprehensive background information, they are sent well in advance of the date of the Board Meeting(s) to enable the Board Members to take informed decision. In case of exigencies/sensitive matters, the details are directly placed at the meeting, with the permission of the Chair or the same are circulated at a shorter notice. Any Board member may, in consultation with the Chairman and with the consent of all Independent Directors present at the meeting, bring up any matter at the Board meeting for consideration by the Board. The agenda for the Board Meetings covers items as per Companies Act, 2013 and SEBI Listing Regulations to the extent these are relevant and applicable.

A detailed presentation is made covering various highlights and performance of the business at each Board Meeting. The Board reviews the items in agenda and in particular quarterly financial results, annual financial statements, annual operating plans and budgets, capital budgets. The compliance reports of laws applicable to the Company and minutes

of the Committee meetings are also reviewed/ noted by the Board.

Other significant details included in the presentation/ agenda discussion covers fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, material default in financial obligations, public or product liability claims, corporate guarantees/security issued, update on internal controls, instances of significant fraud along with quarterly / annual financial statements including budgets and capex and revenue budgets of subsidiaries.

The Company has an effective post meeting follow up procedure. The important decisions taken at the Board Meeting are communicated to the respective departments after the meetings for the implementation of the said decisions. Furthermore, the Board periodically reviews compliance status of all applicable laws to the Company as well as steps taken by the Company to rectify instances of non-compliance, if any.

During the year under review, the Board has accepted all the recommendations suggested by the Committees.

(c) Independent Directors:

The Independent Directors fulfil the criteria of independence as provided in Section 149(6) of the Act read with Schedule IV of the Companies Act, 2013 and Regulation 16(b) of SEBI Listing Regulations and have submitted their declaration of independence. All the Independent Directors have been appointed for a term of five years and letter of appointment containing detailed terms and conditions of their appointment were issued to all Independent Directors.

During the year under review, 1 (One) meeting of the Independent Directors of the Company was held on March 25, 2025 without the attendance of Non-independent Directors and members of Management to, *inter alia,*

(a) review the performance of Non-independent Directors and the Board of Directors as a whole;

(b) review the performance of the Chairperson of the Company, taking into account the views of the Executive Directors and Non-executive Directors;

(c) assess the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

(d) Board induction, training and familiarisation:

At the time of appointing a Director, a formal letter of appointment is given to them, which inter alia explains the terms and conditions of their appointment, role, function, duties and responsibilities expected of them as a Director/ Independent Director of the Company. They are also explained in detail the compliances required from them under the Companies Act, SEBI Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other relevant regulations on regular basis.

The Directors immediately upon appointment are familiarised with the Company's business model and its operations and industry of which it is a part. Interactions are held between the Directors and Senior Management Personnel of the Company at regular intervals. Directors are familiarised with the organisational set-up, functioning of various departments, internal control processes and relevant information pertaining to the Company. They are also provided with all the documents sought by them to have a better understanding of the Company.

They are periodically updated on the industry scenario, changes in regulatory framework and the impact thereof on the working of the Company.

The details of such familiarization programmes for Independent Directors are available on **https://cms.birlanu.com/public/media/2025/04/16/familiarization-programme-2024-25.pdf**

(e) Performance of the Board and evaluation:

Pursuant to provisions of the Companies Act, 2013 and SEBI Listing Regulations, a formal evaluation mechanism has been adopted by the Board for evaluating its own performance, the Directors individually, Chairman as well as the evaluation of the functioning of its Audit Committee, Nomination and Remuneration cum Compensation Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

- The performance evaluation was done using structured evaluation forms, as recommended by the Nomination and Remuneration cum Compensation Committee covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance which were circulated to

all the members of the Board along with the agenda papers for evaluation of the performance of the Board, its Committees and its Directors. The performance evaluation of the respective Committees and that of Independent and Non-Independent Directors was done by the Board excluding the Director being evaluated.

- The members of the Board evaluated the performance by filling the evaluation forms and the duly filled in evaluation forms were required to be sent to the Company Secretary or personally be submitted to the Chairman at the concerned meeting. Evaluation of individual director's performance is based on various parameters like director's profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.
- Based on the individual evaluation of the Directors, the Board initiated a detailed discussion at the concerned meeting on the performance of the Board/Committee/ Individual Director and formulated a final collective evaluation of the Board. The Board also provided individual feedback to the concerned Director on areas of improvement, if any.

COMMITTEES OF DIRECTORS

In terms of the SEBI Listing Regulations and the Act, the Board has constituted 5 (five) Committees viz. Audit Committee, Nomination and Remuneration cum Compensation Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. Keeping in view the requirements of the Companies Act, 2013 as well as the SEBI Listing Regulations, the Board decides the terms of reference of these Committees. The recommendations of these Committees, if any, are submitted to the Board for approval and the same have been accepted by the Board.

(a) Audit Committee

Composition and meetings:

As on March 31, 2025, the Audit Committee comprised of 5 (five) members amongst them 4 (four) are Non-executive Independent Directors and 1 (one) Non-executive Non-independent Director, in compliance with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act.

The Committee is empowered with the powers as prescribed under Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time.

The terms of reference of the Audit Committee are as under:

Primarily, the Audit Committee is responsible for:

1. Overseeing the Company's financial reporting process and disclosure of its financial information, to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, appointment, re-appointment, remmuneration and terms of appointment of Auditors of the Company.
3. Approval of payment to Statutory Auditors for any other services rendered by them.
4. Examining and 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 Section 134(3)(c) 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 the 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.
   (g) Modified opinions in draft audit reports.
5. Reviewing with the Management, the quarterly financial statements before submission to the Board for approval.
6. 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 utilized for purposes other than

those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placements, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing and monitoring the Auditor's independence and performance and effectiveness of the audit process.

8. Approval or any subsequent modification of transactions of the Company with related parties.

9. Scrutiny of inter-corporate loans and investments.

10. Valuation of undertakings or assets of the Company, wherever it is necessary.

11. Evaluation of internal financial controls and risk management systems.

12. Reviewing with the Management, performance of statutory and internal auditors, and adequacy of the internal control systems.

13. 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.

14. Discussion with Internal Auditors on any significant findings and follow up there on.

15. 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.

16. 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(s) of concern.

17. Looking into the reasons of substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

18. Reviewing the functioning of vigil mechanism.

19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.

20. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments as on the date of coming into force of this provision.

21. Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

22. Reviewing of Management Discussion and Analysis of financial condition and results of operations.

23. Reviewing management letters/letters of internal control weaknesses issued by the Statutory Auditors.

24. Reviewing internal audit reports relating to internal control weaknesses.

25. Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor.

26. Reviewing the statement of deviations:

    (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations.

    (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

27. All such other functions as may be specified by the Board from time to time.

During the year under review, 4 (four) Audit Committee Meetings were held and the maximum gap between any two meetings was not more than one hundred and twenty days. The dates of Audit Committee meetings held during the year, its composition and attendance of the Committee members at the meetings is as under:

Date of Audit Committee Meeting	Strength	No. of Directors Present	Percentage
May 7, 2024	5	4	
August 13, 2024	5	5	
November 7, 2024	5	5	
February 6, 2025	5	5	

Chairman Member 100% 80%

Name of the Director	Designation	No. of meetings	Attendance	Percentage
Mr. Sunil Ramakant Bhumralkar		4		
Mr. Desh Deepak Khetrapal		4		
Dr. Arvind Sahay		4		
Ms. Nidhi Jagat Killawala (w.e.f. April 1, 2024)		4		
Prof. Janat Ghanshyam Shah (w.e.f. May 7, 2024)		3		
Ms. Gauri Rasgotra (till May 7, 2024)		1	Nil	Nil

Chairman Member 100% Attendance

All members of the Audit Committee have requisite qualification for appointment on the Committee and they also possess sound knowledge of finance and accounting practices and have related management expertise by virtue of their experience and background. The Chairman of the Audit Committee has one-on-one meetings with both the Internal Auditors and the Statutory Auditors on a periodic basis to discuss key concerns, if any.

The Chairman of the Audit Committee, Mr. Sunil Ramakant Bhumralkar, was present at the Annual General Meeting of the Company held on July 30, 2024. The Company Secretary acts as a Secretary to the Audit Committee.

Statutory Auditors, Head of Internal Audit, external independent Internal Auditors, Group Internal Auditor, Managing Director & CEO and Chief Financial Officer are permanent invitees to the Committee meetings and they participate in meetings to brief the Committee and to answer and clarify queries raised by the Committee members.

(b) Nomination and Remuneration cum Compensation Committee

i. Composition and meetings

As on March 31, 2025, the Nomination and Remuneration cum Compensation Committee comprised of 4 (four) Non-Executive Directors out of which 3 (three) are Independent Directors. The Committee is empowered with the powers as prescribed under Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

The terms of reference of the Nomination and Remuneration cum Compensation Committee are as under:

1. Identifying candidates who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down.
2. Recommending to the Board, appointment and removal of directors and senior management.
3. Recommending to the Board, whether to extend or continue the term(s) of appointment of the independent director, based on the report of the performance evaluation of independent directors.
4. Formulating the criteria for determining qualification, positive attributes and

independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

5. Formulating the criteria for evaluation of independent directors and the Board and carrying out evaluation of every director's performance.

6. Devising a policy on diversity of board of directors.

7. Recommend to the board, all remuneration, in whatever form, payable to senior management.

8. Evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the roles and capabilities required on every appointment of an independent director. The candidate 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 external agencies, if required.

   (b) consider candidates from a wide range of backgrounds, having due regard to diversity.

   (c) consider the time commitments of the candidates.

9. To do such functions as specifically prescribed by the Board from time to time.

10. Carrying out functions, and is empowered to act, in terms of Companies Act, 2013, read with rules framed thereunder and SEBI Listing Regulations including any amendment or modification thereof.

The dates of the Committee meetings held during the year, its composition and attendance of the Committee members at the meetings is as under :

Date of Committee Meeting	Strength	No. of Directors Present	Percentage
May 7, 2024	5		
November 7, 2024	4		

No. of Directors Present 100%

Name of the Director	Designation	No. of Meetings	Attendance	Percentage
Dr. Arvind Sahay		2		
Mr. CK Birla		2		
Mr. Sunil Ramakant Bhumralkar		2		
Ms. Nidhi Jagat Killawala (w.e.f. April 1, 2024)		2		
Ms. Gauri Rasgotra (till May 7, 2024)		1		

Chairman Member 100% Attendance

ii. Nomination, Remuneration & Evaluation Policy

The Nomination and Remuneration cum Compensation Committee and the Board of Directors have devised a Nomination, Remuneration & Evaluation Policy (**"Remuneration Policy"**) of the Company to create a high-performance culture. It enables the Company to attract, retain and motivate Directors on the Board, Key Managerial Personnel and the Senior Management Team. BirlaNu's business model promotes customer centricity and requires employee mobility to address various project needs. The Remuneration Policy supports such

mobility through appropriate pay models that are at par with industry standards.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component), variable pay and other benefits including long-term incentive benefits to its Managing Director & CEO, Key Managerial Personnel and other Senior Management Team of the Company. Annual increments are recommended by the Nomination and Remuneration cum Compensation Committee which are normally effective from April 1st, of every year. Based on the performance of the Company vis-a-vis the concerned employee, the Nomination and Remuneration cum Compensation Committee decides and recommends to the Board of Directors the variable amount payable to them. The Nomination and Remuneration cum Compensation Committee also decides, and recommends to the Board of Directors, the remuneration (commission) payable to the Non-Executive Directors in addition to sitting fees which are paid for attending the Board and Committee Meetings.

The Nomination, Remuneration & Evaluation Policy of the Company, as adopted by the Board of Directors is available on the website of the Company and can be accessed through the following link: **https://cms.birlanu.com/public/media/2025/03/19/nomination-remuneration-evaluation-policy.pdf.**

The key objectives of this Policy include:

a. Guiding the Board of Directors in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

b. Specifying the manner for effective evaluation of the performance of members of the Board, the Board as a whole and Committees thereof, and review its implementation and compliance.

c. Recommending to the Board the remuneration, in whatever form, payable to the Directors, Key Managerial Personnel and Senior Management Personnel.

iii. Succession planning

The Nomination and Remuneration cum Compensation Committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board, in an endeavour to introduce new perspectives while maintaining experience and continuity.

By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met.

Our Board members bring to the table their broad and diverse skills and viewpoints to aid the Company in advancing its strategy. In addition, promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

iv. Criteria for selection of Directors

- The Nomination and Remuneration cum Compensation Committee identifies and ascertains the integrity, qualification, expertise and experience of the candidate for appointment as a director and ensures the same.
- The Nomination and Remuneration cum Compensation Committee ensures that the candidate proposed for appointment as director, is compliant with the provisions of the Act and of the SEBI Listing Regulations.
- The candidate's appointment as recommended by the Nomination and Remuneration cum Compensation Committee requires the approval of the Board.
- In case of appointment of Independent Directors, the Nomination and Remuneration cum Compensation Committee satisfies itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its functions and duties effectively.
- The Nomination and Remuneration cum Compensation Committee ensures that the candidate identified for appointment as a director is not disqualified for appointment under Section 164 of the Act or by any order of SEBI or any other regulatory authority.

(c) Stakeholders' Relationship Committee:

i. Composition and meetings

As on March 31, 2025, the Stakeholders' Relationship Committee comprised of 4 (four) members out of which 3 (three) are Independent Directors and 1 (one) Executive Director and is in conformity with the Companies Act, 2013 and the SEBI Listing Regulations.

The terms of reference of the Committee, inter alia, are as under:

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

In accordance with SEBI Listing Regulations, the Board has authorised the Company Secretary, who is also the Compliance Officer, to oversee the redressal of investor complaints.

The dates of the Committee meetings held during the year, its composition and attendance of the Committee members at the meetings is as under:

Date of Committee Meeting	Strength	No. of Directors Present	Percentage
May 7, 2024	5		
August 13, 2024	4		
November 7, 2024	4		
February 6, 2025	4		

No. of Directors Present 100% 75% 50%

Name of the Director	Designation	No. of Meetings	Attendance	Percentage
Ms. Nidhi Jagat Killawala (Member w.e.f. April 1, 2024) (Chairman w.e.f. May 8, 2024)		4		
Dr. Arvind Sahay		4		
Mr. Sunil Ramakant Bhumralkar		4		
Mr. Akshat Seth		4		
Ms. Gauri Rasgotra Chairman (till May 7, 2024)		1		

Chairman Member 100% 75% 50% Attendance

ii. Compliance Officer

Ms. Nidhi Bisaria, Company Secretary of the Company is designated as the Compliance Officer of the Company.

iii. Status of Investor Complaints

The status of investor complaints as on March 31, 2025 as reported under Regulation 13(3) of the SEBI Listing Regulations is as under:

No. of Investors' complaints received from April 1, 2024 to March 31, 2025	**NIL**
No. of Investors' complaints resolved from April 1, 2024 to March 31, 2025	
No. of Investors' complaints pending as of March 31, 2025	

(d) Corporate Social Responsibility Committee:

As on March 31, 2025, Corporate Social Responsibility (CSR) Committee comprised of 5 (five) Directors i.e. two Non-executive Directors, one Executive Director and two Independent Directors. During the year under review, CSR Committee met 3 (three) times on May 7, 2024, August 13, 2024 and November 7, 2024. The composition of the CSR Committee and the attendance of each Member of the Committee at the meetings is as follows:

Name of the Director	Designation	No. of meetings	Attendance	Percentage
Ms. Amita Birla (Member w.e.f. April 1, 2024) (Chairman w.e.f. May 8, 2024)		3		
Mr. Desh Deepak Khetrapal (Chairman till May 7, 2024)		3		
Mr. Sunil Ramakant Bhumralkar		3		
Prof. Janat Ghanshyam Shah (w.e.f May 8, 2024)		2		
Mr. Akshat Seth		3		
Ms. Gauri Rasgotra (till May 7, 2024)		1		

Chairman Member 100% 66.66% Attendance

The terms of reference of the CSR Committee, inter alia, are as under:

- Formulate and recommend to the Board, the Corporate Social Responsibility Policy **(CSR Policy)** containing guiding principles for selection, implementation and monitoring of CSR activities as specified under Schedule VII to the Act;
- Recommend the amount to be spent on CSR activities and review reports on performance of CSR;
- Review and monitor the Company's CSR Policy and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislations;
- Provide guidance to management to evaluate long term strategic proposals (including technologies adopted) with respect to CSR implications;
- Formulate and recommend to the Board (including any revisions thereto), an annual action plan in pursuance of the CSR Policy and have an oversight over its implementation; and
- Review the impact assessment carried out for the projects of the Company as per the requirement of the law.

The CSR Policy of the Company is available on the Company's website and can be accessed at **https://cms.birlanu.com/public/media/2025/03/13/csr-policy.pdf** The CSR Annual Report, as required under the Companies

Act, 2013, for the year ended March 31, 2025, is attached as Annexure I to the Board's report.

(e) Risk Management Committee:

i. Composition and meetings

As on March 31, 2025, the Risk Management Committee (RMC) comprised of 8 (eight) members out of which 5 (five) are Non-executive Directors consisting of 4 (four) Independent Directors and 1 (one) Non-executive Director; 2 (two) Key Managerial Personnel out of which 1 (one) is Executive Director (Managing Director & CEO) and the other 1 (one) is Chief Financial Officer; 1 (one) Head Internal Audit. The Company Secretary acts as the Secretary of the Risk Management Committee. The Committee is empowered with the powers as prescribed under Regulation 21 of SEBI Listing Regulations and Section 134 of the Companies Act, 2013. The Committee also acts as per the terms of reference and directions of the Board from time to time.

During the year under review, RMC met on April 26, 2024 and November 07, 2024. The composition of the RMC and the attendance of each Member of the Committee is as follows:

Name of the Director / KMP / Senior Management	Designation	No. of meetings	Attendance	Percentage
Mr. Sunil Ramakant Bhumralkar		2		
Mr. Desh Deepak Khetrapal		2		
Dr. Arvind Sahay		2		
Ms. Nidhi Jagat Killawala (w.e.f. April 1, 2024)		2		
Prof. Janat Ghanshyam Shah (w.e.f May 8, 2024)		1		
Mr. Akshat Seth		2		
Mr. Ajay Kapadia		2		
Mr. Mukesh Kumar Agarwal (w.e.f. November 8, 2024)		NA	NA	NA
Ms. Gauri Rasgotra (till May 7, 2024)		1	-	Nil
Mr. Purav Gala (till November 7, 2024)		2		

Chairman Member 100% Attendance

The terms of reference of the RMC, inter alia, are as under:

- To formulate a detailed risk management policy which shall include:
  a. A framework for identification of internal and external risks specifically faced by the listed entity, 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.
  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 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 RMC.
- The RMC 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.

REMUNERATION OF DIRECTORS

Remuneration of Managing Director & CEO

The Company pays remuneration to its Managing Director & CEO by way of salary and other benefits as per the terms agreed with the Company and Board of Directors and shareholders of the Company in accordance with the provisions of the Act and SEBI Listing Regulations including any amendment(s) or re-enactment(s) thereof from time to time.

Remuneration paid/accrued to the Managing Director & CEO for the financial year ended March 31, 2025 is as follows:

Name	Salary and allowances ₹	Perquisite ₹	Retiral Benefits ₹	Annual performance variable pay* ₹ and performance criteria	Long term Cash Incentive ₹and performance criteria	Total ₹	Stock Options granted	Notice Period	Severance Pay
Mr. Akshat Seth	546.57 lakh	20.92 lakh	28.13 lakh	175.79 lakh (Managing Director & CEO's performance and Company's performance)	NIL (Company's performance against targets)	771.40 lakh	NIL	6 months	NIL

*Retiral benefits exclude provision of ₹ 16.41 lakh made for the gratuity. Annual Performance variable pay is as accrued for the financial year 2024-25.

- Mr. Seth holds 36,603 stock options convertible into equivalent number of equity shares of the Company. 14,641 stock options are exercisable up to 4 years from July 17, 2024 and remaining 21,962 stock options up to 4 years from April 1, 2025 in terms of the HIL Limited Employee Stock Option Scheme 2023.
- During the financial year 2024-25, the overall managerial remuneration paid to Mr. Akshat Seth, Managing Director & CEO exceeded the limits stipulated under the provisions of Section 197 of the Act, i.e., 5% of the net profits of the Company, calculated as per Section 198 of the Act. Accordingly, the approval of the shareholders was obtained by way of special resolution dated February 24, 2025 under the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereof and applicable provisions of SEBI Listing Regulations, for payment of aggregate salary, allowances, perquisites and other benefits, variable pay and long term incentives as per Company's Scheme, as approved by the Board, as the minimum remuneration in the event of loss or inadequacy of profits in the financial year 2024-25.

Remuneration of Non-Executive Directors

The remuneration paid/payable to each of the Non-executive Directors for the financial year ended March 31, 2025 is as under:

(₹ in lakh)

Name of director	Sitting Fee	Commission	Total
Mr. CK Birla	8.00	4.60	12.60
Ms. Amita Birla	6.00	4.60	10.60
Mr. Desh Deepak Khetrapal	12.50	4.60	17.10
Mr. Sunil Ramakant Bhumralkar	16.50	4.60	21.10
Dr. Arvind Sahay	14.00	4.60	18.60
Ms. Nidhi Killawala	14.50	4.60	19.10
Prof. Janat Shah	10.50	4.15	14.65
Ms. Gauri Rasgotra	2.50	0.47	2.97
TOTAL	84.50	32.22	116.72

Notes:

a. The Members of the Company at the Annual General Meeting held on July 28, 2016 approved payment of remuneration in the form of commission to Non-Executive Directors of the Company for each financial year commencing from April 01, 2016. All the Non-Executive Directors are eligible to receive commission up to an aggregate amount of 1% of net profits as calculated in accordance with the provisions of Section 198 of the Companies Act 2013, as recommended by Nomination and Remuneration cum Compensation Committee and approved by the Board in accordance with the provisions of Section 197 of the Companies Act 2013, in addition to the sitting fees.

b. Sitting fee is paid to the Non-executive Directors for attending the Board Meetings, Audit Committee Meetings, Stakeholders' Relationship Committee Meetings, Corporate Social Responsibility Committee Meetings, Nomination and Remuneration cum Compensation Committee Meetings and Risk Management Committee Meetings.

c. The Executive Director is employee of the Company and is subject to service conditions as per the Company's policy. There is no separate provision for payment of severance fees.

d. As on March 31, 2025, none of the Independent Directors hold stock options or shares of the Company.

e. The Non-executive Independent Directors on the Company's Board, apart from receiving sitting fees and commission, if any, do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries or associate companies.

f. Details of the Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting, as required under Regulation 36 of SEBI Listing Regulations are provided in the Notice convening 78th Annual General Meeting.

g. Ms. Nidhi Jagat Killawala, Chairman of the Stakeholders' Relationship Committee was present at 77th Annual General Meeting of the Company held on July 30, 2024.

h. Criteria for making payment to Non-executive Directors: The criteria of making payment to the Non-executive directors is based on the varied roles played by them towards the Company. It is not just restricted to corporate governance or performance of the Company, but they also bring along with them significant professional expertise and rich experience across the wide spectrum of functional areas. There are no payments made to Non-executive Directors apart from sitting fee, remuneration in the form of commission and reimbursement of expenses, if any for attending the meetings of the Company.

i. A disclosure on Employee Stock Options, issue price, holding of ESOPs by KMPs, details of exercise, vesting, etc., is provided on website of the Company at **https://cms.birlanu.com/public/media/2025/04/14/esop-certification-2024-25.pdf**

SENIOR MANAGEMENT PERSONNEL

Below are the particulars of senior management personnel of the Company as on March 31, 2025 and changes therein during the financial year 2024-25:

S.No.	Name	Designation/ Role
1	Mr. Akshat Seth	Managing Director & CEO
2	Mr. Ajay Kapadia	Chief Financial Officer
3	Ms. Nidhi Bisaria	Company Secretary
4	Ms. Avanti Birla	President - Strategy
5	Mr. Vijay Lahoti	Business Head (Roofs, Walls, Putty & Construction Chemicals)
6	Mr. Arun Kumar Magoo	Business Head (Pipes)
7	Ms. Surbhi Puri Bist	Chief Human Resource Officer
8	Mr. Peeyush Bachlaus	Chief Marketing Officer
9	Mr. Mudit Agarwal	Head – Strategy
10	Mr. Sunit Kumar Dey	Head – Procurement
11	Mr. Pranav Ishwarlal Desai	Head - Innovation (w.e.f. July 30, 2024)
12	Mr. Mukesh Kumar Agarwal	Head - Internal Audit (w.e.f. November 8, 2024)
13	Mr. Purav Gala	Head - Internal Audit (till November 7, 2024)
14	Mr. Dilip Kastala	Chief Information Officer (till October 18, 2024)
15	Mr. Manish Khandelwal	Business Head – Construction Chemical & Putty (w.e.f. August 12, 2024 till October 3, 2024)

SUBSIDIARY COMPANY

As per the criteria given in Regulation 16 of SEBI Listing Regulations, HIL International GmbH, Germany is a material subsidiary of the Company. Brief details of the subsidiaries including step down subsidiaries are given in the Board's report.

The following key matters relating to the subsidiaries are regularly taken up by the Audit Committee/Board:

a. Quarterly updates on the business and financial performance of the material subsidiary is presented by the Managing Director & CEO to the Audit Committee and the Board of the Company.

b. Review of financial statements, investments made by the subsidiary.

c. Statement of all significant transactions and arrangements entered into by the subsidiaries.

d. Compliance certificates as required.

The Company has formulated a Material Subsidiary Policy and the same is available on website of the Company **https://cms.birlanu.com/public/media/2025/03/13/determining-material-subsidiaries.pdf.**

GENERAL BODY MEETINGS

a. Location, time and venue where last three Annual General Meetings were held:

Financial Year	Date & time of AGM	Venue of AGM
2023-24	Tuesday, July 30, 2024 at 3:00 pm IST	Held via two-way Video Conferencing ('VC') facility or other audio-visual means ('OAVM') and deemed venue of the meetings was registered office situated at Office Nos. 1&2, 7th Floor, SLN Terminus, Near Botanical Gardens, Gachibowli, Hyderabad 500 032
2022-23	Monday, July 31, 2023 at 3:00 pm IST	
2021-22	Friday, July 29, 2022 at 3:00 pm IST	

b. The details of special resolution(s) passed at the last three Annual General Meetings are as follows:

In the Annual General Meeting held on July 30, 2024	1. To appoint Prof. Janat Ghanshyam Shah (DIN:01625535) as an Independent Director of the Company. 2. To approve increase in the limit of managerial remuneration payable to Managing Director & Chief Executive Officer in excess of 5% of the net profits of the Company upto a limit of 8% of the net profits of the Company for the financial year 2023-24.
In the Annual General Meeting held on July 31, 2023	Nil
In the Annual General Meeting held on July 29, 2022	1. To consider and ratify re-appointment of Mr. Dhirup Roy Choudhary (DIN: 07707322) as the Managing Director (MD) and Chief Executive Officer (CEO) of the Company for a further term of 5 (five) years effective January 16, 2022 until January 15, 2027. 2. Increase in managerial remuneration limit payable to Mr. Dhirup Roy Choudhary, Managing Director and Chief Executive Officer of the Company, in excess of 5% of the net profits of the Company for the financial year 2021-22.

c. During the financial year 2024-25, total seven special resolutions were passed through postal ballot by the shareholders of the Company out of which:

A. Following four special resolutions were passed on February 24, 2025 through Postal Ballot Notice dated January 21, 2025:

i. Approval for change in name of the Company from "HIL Limited" to "BirlaNu Limited" and consequential alteration to the Memorandum of Association and Articles of Association of the Company:

Particulars	Remote e-Voting
Total number of valid votes	36,23,352
Votes cast in favour of the resolution	36,21,769
Votes cast against the resolution	1,583
Number of invalid votes	-

ii. Approval for adoption of revised Memorandum of Association as per the provisions of the Companies Act, 2013:

Particulars	Remote e-Voting
Total number of valid votes	36,23,354
Votes cast in favour of the resolution	36,22,271
Votes cast against the resolution	1,083
Number of invalid votes	-

iii. Approval for adoption of new set of Articles of Association of the Company as per the provisions of the Companies Act, 2013:

Particulars	Remote e-Voting
Total number of valid votes	36,23,354
Votes cast in favour of the resolution	36,22,217
Votes cast against the resolution	1,137
Number of invalid votes	-

iv. Approval for payment of overall remuneration to Mr. Akshat Seth, Managing Director & CEO for the financial year 2024-25.

Particulars	Remote e-Voting
Total number of valid votes	36,23,354
Votes cast in favour of the resolution	35,54,698
Votes cast against the resolution	68,656
Number of invalid votes	-

B. Following three special resolutions were passed on May 2, 2024 through Postal Ballot Notice dated March 28, 2024:

i. Re-appointment of Dr. Arvind Sahay (DIN: 03218334) as an Independent Director of the Company.

Particulars	Remote e-Voting
Total number of valid votes	27,39,282
Votes cast in favour of the resolution	26,64,371
Votes cast against the resolution	74,911
Number of invalid votes	-

ii. Appointment of Mr. Sunil Ramakant Bhumralkar (DIN: 00177658), as an Independent Director of the Company.

Particulars	Remote e-Voting
Total number of valid votes	27,39,245
Votes cast in favour of the resolution	27,38,810
Votes cast against the resolution	435
Number of invalid votes	-

iii. Appointment of Ms. Nidhi Jagat Killawala (DIN: 05182060) as an Independent Director of the Company.

Particulars	Remote e-Voting
Total number of valid votes	27,39,245
Votes cast in favour of the resolution	27,38,598
Votes cast against the resolution	647
Number of invalid votes	-

Procedure followed for Postal Ballot/ e-Voting:

a. In terms of the provisions of Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the **"Rules"**) and other applicable provisions, if any, of the Act and the Rules, General Circular No. 9/2024 dated September 19, 2024 read along with General Circular Nos. 9/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (collectively referred to as **"MCA Circulars"**), Regulation 44 of SEBI Listing Regulations, the postal ballot process was conducted by way of electronic voting only. The Company engaged the services of National Securities Depository Limited (**"NSDL"**) for the purpose of providing e-voting facility.

b. In accordance with the MCA Circulars, the Notices of Postal Ballot along with the instructions regarding e-Voting were sent only by e-mail to all those Shareholders entitled for.

c. Mr. Mohit Gujar (Membership No. 20557, CP No. 18644) of M/s P.S. Rao & Associates, Practising Company Secretaries, Hyderabad, was appointed as the Scrutinizer to conduct the Postal Ballots processes in a fair and transparent manner.

MEANS OF COMMUNICATION:

The Company acknowledges communication as a crucial component of the Corporate Governance framework and investors thereby honouring their commitment towards the Company's vision. Prompt and efficient communication with the investor community/external constituencies enables them to be aware of the Company's business activities, strategy and future prospects. For this purpose, the Company provides multiple channels of communications through the following ways:

Financial results

The quarterly/half-yearly/annual financial results are published within the timeline stipulated under SEBI Listing Regulations. The results are also uploaded on NSE and BSE through their respective portals. The financial results are generally published in newspapers viz. 'Business Standard' (in English) and 'Nava Telangana' (in Vernacular Language). They are displayed under 'Investors Relations' section of the Company's website viz. **https://birlanu.com/.**

Company's website

The Company's website **https://birlanu.com/** contains a separate section for investors wherein the updated information pertaining to the following quarterly, half-yearly and annual financial results, official press releases, Corporate Governance Report, Annual Report, shareholding pattern, policies adopted by the Company, Email address for grievance redressal and contact information of Compliance Officer and other corporate communication is available in a user-friendly and downloadable form.

Stock Exchange intimations

The Company intimates the Stock Exchanges all the price sensitive information or such other matters which in its opinion are material and of relevance to the Investors.

All submissions to the Exchanges including Shareholding Pattern and Corporate Governance Report are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the SEBI Listing Regulations are disseminated on the Stock Exchanges by filing them with the National Stock Exchange of India Limited (**"NSE"**) through NEAPS / NSE digital portal and with BSE Limited (**"BSE"**) through BSE Listing Centre.

They are also displayed on the Company's website at **https://www.birlanu.com/investor/stock-exchange-disclosures**

Press release and presentations

The Managing Director & CEO and Chief Financial Officer hold quarterly interactions with analysts, shareholders and major stakeholders where the Company's performance is briefed and discussed. The official press releases, the presentations made to the institutional investors and analysts, audio/video recording and transcript of the calls with analysts for quarterly/half-yearly/annual results are available on the Company's website at **https://www.birlanu.com/** and uploaded on the website of NSE and BSE.

SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system are: centralized 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.

Further, SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31 July, 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 (updated as on December 28, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution (**"ODR"**) Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link: **https://cms.birlanu.com/public/media/2025/03/12/sebi-master-circular-on-online-dispute-resolution-odr.pdf**

Designated exclusive email address

The Company's designated email id for investor services is **cs@birlanu.com.** Investors can also email their queries to Registrar and Share Transfer Agent of the Company at **investor.relations@vccipl.com.**

GENERAL SHAREHOLDER'S INFORMATION:

The Company is registered with the Registrar of Companies, Hyderabad, Telangana. The Corporate Identity Number (CIN) allotted to the Company is L74999TG1955PLC000656

Date, time and venue of AGM	Thursday, July 31, 2025, at 3:00 pm IST. In accordance with the General Circulars issued by the Ministry of Corporate Affairs, the AGM will be held through VC/OAVM only (facility hosted by NSDL)
Financial year	April 1, 2024 to March 31, 2025
Record date for final dividend	Thursday, July 24, 2025
Dividend payment date	Will be credited on or before August 22, 2025.
Listing on Stock Exchanges	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 National Stock Exchange of India Limited 'Exchange Plaza' 5th Floor, Plot #C/1, G-Block, Bandra Kurla Complex, Bandra, Mumbai – 400051
Listing fees	The listing fee for the financial year 2024-25 and 2025-26 has been paid to both the Stock Exchanges.
Payment of depository fees	Annual custody/issuer fee for the financial year 2024-25 has been paid to NSDL and CDSL.
ISIN	INE557A01011

E-Voting facility	Open Date: Monday, July 28, 2025 at 9:00 am IST Close Date: Wednesday, July 30, 2025 at 5:00 pm IST
Address for correspondence	Ms. Nidhi Bisaria Company Secretary & Compliance Officer BirlaNu Limited 6th Floor, Birla Tower, 25, Barakhamba Road, New Delhi-110001 Tel: 8977754645, Email: **cs@birlanu.com**
Suspension of trading	No securities of the Company were suspended from trading on Stock Exchanges during the year under review.
Convertible instruments	The Company has not issued any convertible instruments.

Remote e-Voting at the Annual General Meeting

To allow the Members to vote on the resolutions proposed at the Annual General Meeting, the Company has arranged for a remote e-Voting facility. The Company has engaged NSDL to provide e-voting facility to all the Members. Members whose names appear on the Register of Members as on Thursday, July 24, 2025 (**"cut-off date"**) shall be eligible to participate in e-Voting and the Members who have not already cast their vote by remote e-Voting can exercise their vote at the Annual General Meeting.

Registrar and Share Transfer Agent

Members are requested to correspond with the Company's RTA quoting their Folio no./DP ID and Client ID at the following addresses:

M/s Venture Capital and Corporate Investments Private Limited
'AURUM', 4th & 5th Floors, Plot No. 57,
Jayabheri Enclave, Phase - II,
Gachibowli, Hyderabad – 500032
Landline: 040-23818475/23818476
Email: investor.relations@vccipl.com

Share transfer process & dematerialisation

As mandated by SEBI and in terms of Regulation 40 of SEBI Listing Regulations, the Company's shares shall be transferred/traded only in dematerialized mode following the procedure as prescribed by SEBI under SEBI Listing Regulations read with relevant circulars issued by SEBI. Therefore, shareholders are requested to open a demat account with a Depository Participant (DP) and deposit their physical shares with such DP to get the shares demat at the earliest to avoid any kind of inconvenience.

The Company, its RTA and Stock Exchanges in compliance with SEBI Master Circular dated May 17, 2023 read with SEBI circular dated November 17, 2023 have disseminated the requirement of the holders of physical securities of the Company to furnish valid PAN, mandatory linking of PAN, furnishing KYC details and Nomination details, on their respective websites. Form ISR-1 to furnish PAN, KYC details, Form SH-13, ISR-3 and SH-14 to furnish nomination and opting out nomination details, respectively and Form ISR-2 to furnish for bank attested signatures of the security holder, are hosted on the respective websites of RTA and the Company.

Further, the security holder/ claimant shall submit duly filled Form ISR-4 hosted on the website of the Company for requests regarding issue of duplicate certificate, claim from unclaimed suspense account, transmission and other related service requests, along with the documents / details specified therein. The RTA/Company shall verify and follow the process of approving the service requests as prescribed in SEBI circular dated May 17, 2023 read with SEBI circular dated November 17, 2023.

Nomination facility

The shareholders holding shares in physical form are mandatorily required to furnish to the Company's RTA, the details of nomination in hard copy or through electronic mode with e-signature as follows:

i. Either,
   - Nomination through Form SH-13 as provided in the Rules 19 (1) of Companies (Shares capital and debenture) Rules, 2014 or
   - 'Declaration to Opt-out, as per Form ISR-3.

ii. In case of cancellation of nomination by the holder(s) through Form SH-14, then 'Declaration to Opt-out' shall be provided by the holder(s).

iii. Securities holder(s) can change their nominee through Form SH-14.

Shareholders holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the Nomination facility.

TRANSFER TO UNCLAIMED DIVIDEND AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

(i) Transfer of unclaimed dividend:

Members are hereby informed that under the Act, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven consecutive years or more to the IEPF. In view of the same, an aggregate amount of Rs. 11,52,230/- (Rs. 6,27,770/- of Final Dividend of FY 2016-17 and 5,24,460/- of Interim Dividend of FY 2017-18) have been transferred to Investor Education and Protection Fund (IEPF) on August 28, 2024 and March 12, 2025 respectively.

Members are requested to note the following due date(s) for claiming the unpaid or unclaimed dividend declared by the Company for FY 2017-18 and thereafter:

Financial Year	Interim / Final	Date of Declaration	Due date / cut-off date to transfer to IEPF
2017-18	Final	August 6, 2018	September 10, 2025
2018-19	Interim	February 8, 2019	March 12, 2026
2018-19	Final	July 24, 2019	August 27, 2026
2019-20	Interim	February 13, 2020	March 18, 2027
2019-20	Final	July 29, 2020	September 2, 2027
2020-21	Interim	February 2, 2021	March 8, 2028
2020-21	Final	July 30, 2021	September 3, 2028
2021-22	Interim	January 27, 2022	March 4, 2029
2021-22	Final	July 29, 2022	September 1, 2029
2022-23	Interim	January 27, 2023	February 28, 2030
2022-23	Final	July 31, 2023	September 1, 2030
2023-24	Interim	February 2, 2024	March 5, 2031
2023-24	Final	July 30, 2024	August 30, 2031

Members who have not encashed the dividend warrants so far in respect of the aforesaid period(s) are requested to make their claim to M/s Venture Capital and Corporate Investments Private Limited, RTA well in advance of the above due dates.

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended **('IEPF Rules')**, the Company has uploaded the information in respect of the unclaimed dividends as on March 31, 2025 on the website of the Company at **https://cms.birlanu.com/public/media/2025/03/20/statement-of-unpaid-and-unclaimed-dividend.pdf** The Members may log in to find out details of dividends outstanding for any of the previous years.

Pursuant to the provisions of the Act, the Company sends reminder letters to those shareholders whose unclaimed dividend/shares are liable to be transferred to the Investor Education and Protection Fund (IEPF).

(ii) Transfer of shares to IEPF

Pursuant to the provisions of Sections 124 and 125 of the Act read with the IEPF Rules, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. The said requirements do not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. Accordingly, the Company has transferred 2051 equity shares of face value Rs. 10 per share to the demat account of the IEPF Authority during FY 2024-25.

The Company had sent individual notice to all the Members whose shares were due to be transferred to the IEPF Authority and had also published newspaper advertisements in this regard.

The details of such shares transferred to IEPF are uploaded on the website of the Company at **https://www.birlanu.com/investor/dividend-iepf-information.**

(iii) Claim from IEPF Authority

The Members/Claimants, whose unclaimed dividends/ shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members/ Claimants can attach the Entitlement Letter and other documents mentioned thereon and file Form IEPF-5 available on **https://www.iepf.gov.in for claiming the dividend/shares.** Link to web form IEPF-5 is also available on the website of the Company at **https://www.birlanu.com/.** No claims shall lie against the Company in respect of the dividends/ shares so transferred.

Secretarial audit and other certificates

M/s Ranjeet Pandey & Associates, Practising Company Secretaries has conducted the secretarial audit of the Company for FY 2024-25. Their Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made thereunder, its Memorandum and Articles of Association, SEBI Listing Regulations and the other applicable SEBI Regulations. The Secretarial Audit Report forms part of the Board's Report as an Annexure.

In accordance with the SEBI Circular dated February 8, 2019 and additional affirmations required under Circulars issued by NSE and BSE dated March 16, 2023 and April 10, 2023 read with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s Ranjeet Pandey and Associates, Practising Company Secretaries, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2025.

A quarterly Reconciliation of Share Capital Audit has been carried out by a Company Secretary in practice to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

M/s P.S. Rao & Associates, Practising Company Secretaries, has issued a certificate confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI/MCA or any such statutory authority. The said Certificate is annexed to this Report on Corporate Governance as Annexure A.

Distribution of Equity Shares of the Company as on March 31, 2025:

Sl.No.	Range	No. of Shares	Percentage to Capital	No. of Shareholders	Percentage to Total
1	Upto - 500	16,68,248	96.99	32928	22.12
2	501 - 1000	3,96,869	1.59	539	5.26
3	1001 - 2000	3,65,105	0.75	256	4.84
4	2001 - 3000	1,92,421	0.23	77	2.55
5	3001 - 4000	1,27,846	0.11	37	1.70
6	4001 - 5000	1,18,135	0.08	26	1.57
7	5001 - 10000	2,85,137	0.12	42	3.78
8	10001 and above	43,87,138	0.13	45	58.18
Total		**75,40,899**	**100.00**	**33,950**	**100.00**

Shareholding Pattern as on March 31, 2025:

Sl. No.	Category	Number of shares held	Percentage of shareholding
(A)	**Promoter and Promoter Group**	30,59,212	40.57
(B)	**Public shareholding**		
1.	**Institutional Investor**		
a.	Mutual Funds	593	0.01
b.	Financial Institutions	-	-
c.	Alternative Investment Fund	2,900	0.04
d.	Banks	3,747	0.05
e.	Insurance Companies	-	-
f.	NBFCs registered with RBI	-	-
g.	Foreign Portfolio Investors	1,05,937	1.40
2.	**Central Government/State Government(s)**	3,05,552	4.05
3.	**Non-institutional Investor**		
a.	Overseas Corporate Bodies	1,22,000	1.62
b.	Bodies Corporate (not mentioned above)	5,22,212	6.93
c.	Non-Resident Individuals	2,59,615	3.44
d.	IEPF	39,722	0.53
e.	Resident Individuals/HUF	31,15,702	41.31
f.	Others (Cooperative Societies, Trusts, Clearing Members)	3,707	0.05
	Total Public Shareholding	44,81,687	59.43
	TOTAL (A) + (B)	**75,40,899**	**100.00**

Dematerialisation of shares and liquidity

Trading in equity shares of the Company is permitted only in dematerialized form. To facilitate trading in equity shares of the company in dematerialized form, the company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders can open an account with any Depository Participant registered with one of these two depositories.

Members holding shares in physical mode are urged in their own interest to hold these shares in dematerialized form with any Depository Participant.

As on March 31, 2025, 99.56% of the equity shares of the Company i.e., 75,08,024 equity shares are held in dematerialized form and remaining 0.44% i.e. 32,875 equity shares are held in physical form. Entire equity shareholding of the Promoters and Promoter Group of the Company is held in dematerialized form.

Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any Global Depository Receipts/American Depository Receipts/Warrants etc., during the financial year 2024-25.

Commodity price risk or foreign exchange risk and hedging activities:

During the year 2024-25, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against imports and also receivable from its wholly owned subsidiary. The details of foreign currency exposure are disclosed in notes forming part of the financial statements.

Manufacturing plant locations

Sl. No.	State	Products manufactured	Location
Manufacturing facilities			
1	Telangana	Boards	Hyderabad, Sanathnagar - 500018
2	Telangana	Fly Ash Blocks, Sandwich Panels and Pipes & Fittings	Thimmapur, Mahbubnagar District - 509325
3	Andhra Pradesh	AC Sheets & Next Gen Sheets	Vijayawada, Plot No.289, IDA, Kondapally - 521228
4	Haryana	AC Sheets, Next Gen Sheets, Sandwich Panels, Boards and Pipes & Fittings	Faridabad, Sector-25 – 121005
5	Haryana	Fly Ash Blocks & Dry Mix Products	Jhajjar, Amadalshahpur, -124146
6	Jharkhand	AC Sheets	Jasidih, Industrial Area – 814142
7	Tamilnadu	Fly Ash Blocks	Chennai, Kannigaiper Vil., Tiruvallur District -601102
8	Maharashtra	AC Sheets	Wada, Musarane Vil., Thane District – 421312
9	Uttar Pradesh	AC Sheets	Sathariya, SIDA, Jaunpur District – 222022
10	Odisha	AC Sheets & Boards	Balasore, IDCO, Plot No. 72, ND Centre, Somanathpur – 756019
11	Odisha	Fly Ash Blocks	Plot No.1683/84, Mouza- Harianta, Tehsil – Tangi, Choudwar, Cuttack -754025
12	Odisha	Sandwich Panels	IDCO, Plot No. Z-2, IID Centre, Somanathpur, Balasore
13	Gujarat	Fly Ash Blocks, Dry Mix Products and Pipes & Fittings	Golan (Village), Valod Taluka, Tapi District – 394640
Wind Mill Locations			
14	Gujarat	3.60 MW (2x1.80 MW)	Kutch District, Gujarat
15	Tamil Nadu	1.25 MW	Coimbatore, Tirupur District, Tamil Nadu
16	Rajasthan	2.50 MW (2x1.25 MW)	Jodhpur District, Rajasthan
17	Rajasthan	2.00 MW	Jaisalmer District, Rajasthan

Credit Ratings

During the year, M/s ICRA Limited (**"ICRA"**) revised its ratings for the Company's long term and short-term facilities and assigned rating for long-term-fund based term loan facilities. Further, M/s India Ratings & Research Pvt. Ltd., (**"Ind-Ra"**) has withdrawn the Long Term Issuer Rating of the Company as no rated instrument was outstanding. The details of the ratings are as under:

S. No.	Rating Agency	Type	Previous Rating	Current Rating
1	ICRA	Long-term/Short- term - Fund and Non-fund based credit facilities	[ICRA]AA (Negative) / [ICRA]A1+	[ICRA]AA- (Stable); Downgraded from [ICRA]AA and Outlook revised to Stable from Negative/ [ICRA] A1+; reaffirmed
2	ICRA	Long-term - Fund based – Term Loan	-	[ICRA]AA- (Stable); assigned
3	Ind-Ra	Long Term Issuer Rating	IND AA / Negative	Downgraded to IND AA-/Negative and withdrawn

OTHER DISCLOSURES:

a. Related Party Transactions:

In line with the requirements of the Companies Act, 2013 and SEBI Listing Regulations, as amended from time to time, the Company has formulated a Policy on Related Party Transactions (**'RPT Policy'**) for identifying, reviewing, approving and monitoring of Related Party Transactions and the Company's policy relating to dealing with Related Party Transactions is uploaded on the website of the Company and can be accessed through the web link: **https://cms.birlanu.com/public/media/2025/03/13/related-party-transaction-policy.pdf.**

All related party transactions entered into during FY 2024-25 were on arm's length basis and in the ordinary course of business. All the related party transactions were reviewed and approved by the Audit Committee/ Board, as may be applicable. With a view to ensure continuity of day-to-day operations, an omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on arm's length basis. A statement giving details of all related party transactions entered pursuant to the omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review.

During the year under review, the Company entered into one material related party transactions, i.e., payment of remuneration to Ms. Avanti Birla, a related party within the definition of Section 2(76) of the Act, occupying the office or place of profit in the Company and the same are approved by the Audit Committee, the Board and the shareholders at their respective meetings as required under the provisions of Regulation 23 and other applicable provisions, if any, of the SEBI Listing Regulations read with Section 177 and 188 and other applicable provisions, if any, of the Companies Act, 2013. Accordingly, the disclosure of the said related party transaction as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is made in Form AOC-2 annexed to Board's Report.

In terms of Regulation 23 of SEBI Listing Regulations, the Company submits details of related party transactions as per the specified format to the stock exchanges on a half-yearly basis.

The details of the transactions with related parties are provided in the accompanying Financial Statements. During the year there are no such materially significant related party transactions that may have potential conflict with the interests of the Company at large. Further during the year there were no transactions with the entities belonging to the promoter or promoter group which holds 10% or more shareholding in the Company.

b. Statutory compliance, penalties and strictures:

The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authority on all matters related to capital markets. During the last three years, no penalties or strictures have been imposed on the Company by these authorities. None of the Company's listed securities is suspended from trading.

c. Whistle Blower Policy/Vigil Mechanism:

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of corporate governance and stakeholder responsibility.

In line with requirement of the Companies Act, 2013 and of Regulation 22 of SEBI Listing Regulations, Vigil Mechanism/Whistle Blower Policy has been formulated for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct, etc. The said Policy provides for adequate safeguard against

victimization of Directors/employees who avail of such mechanism and provides access to the Chairman of Audit Committee in exceptional cases. It is affirmed that no person has been denied access to the Audit Committee. The Whistle Blower Policy has been placed on website of the Company and web link thereto is **https://cms.birlanu.com/public/media/2025/03/13/whistle-blower-policy.pdf**

All the complaints received under Whistle Blower Policy were investigated thoroughly and detailed update including action taken, if any, on the same was presented to the Audit Committee and Statutory Auditors of the company.

d. Prevention of insider trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors, designated persons and relatives of Directors and such designated persons. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated persons and relatives of such designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. Ms. Nidhi Bisaria, Company Secretary of the Company is designated as the Compliance Officer for the purpose of Code and is responsible for implementation of the Code.

e. Code of Conduct:

The Company has laid down a "Code of Conduct" for it's Directors and the Senior Management Personnel. The said Code is available on the website of the Company at **https://cms.birlanu.com/public/media/2025/04/04/birlanu-code-of-coduct-for-directors-smp-07112024.pdf.**

All the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2025. A declaration to this effect signed by Managing Director & CEO forms part of this report as an Annexure B.

Other policies under the SEBI Listing Regulations:

f. Policy on Archival and Preservation of Documents as required under Regulation 9 of the SEBI Listing Regulations is available on the website of the Company at **https://cms.birlanu.com/public/media/2025/03/13/preservation-of-documents.pdf**

g. Policy on Determination of Materiality for Disclosure of Events or Information as per Regulation 30 of the SEBI Listing Regulations is available on the website of the Company at **https://cms.birlanu.com/public/media/2025/03/13/determination-of-materiality-of-events-or-information.pdf**

h. Dividend Distribution Policy as adopted by the Company pursuant to Regulation 43A of the SEBI Listing Regulations is available on the website of the Company at **https://cms.birlanu.com/public/media/2025/03/13/dividend-distribution-policy-2021.pdf**

i. Accounting treatment in preparation of financial statements

The Company has prepared the financial statements in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act, as applicable.

j. CEO & CFO certification

A certificate signed by the Managing Director & CEO and Chief Financial Officer as stipulated in the Regulation 17(8) of SEBI Listing Regulations was placed before the Board along with financial statement(s) for the year ended March 31, 2025. The Board reviewed and took the same on record. The certificate is enclosed with this section as Annexure C.

k. Details of utilisation of funds raised through preferential allotment or qualified institutional placement

The Company has not raised any funds through preferential allotment or qualified institutional placement during the year under review.

l. Loans and advances in the nature of loans to firms / companies in which Directors are interested

The Company has not given any loans or advances to any firm/company in which its Directors are interested except to its wholly-owned subsidiaries and step-down subsidiaries. Details of the same forms part of standalone financial statements at Note no. 9.

m. Details of material subsidiaries including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

Name of material subsidiaries	Date of incorporation / acquisition	Place of incorporation	Name of the Statutory Auditors	Date of appointment of the Statutory Auditors
HIL International GmbH, Germany	August 27, 2018	Germany	KPMG, Germany	February 06, 2025

n. Policy on material subsidiary:

As per Regulation 16(1)(c) of SEBI Listing Regulations, the Company adopted a policy on material subsidiaries and placed the same on website of the Company at **https://cms.birlanu.com/public/media/2025/03/13/determining-material-subsidiaries.pdf**

o. Acceptance of recommendations of Committees by the Board of Directors:

In terms of the SEBI Listing Regulations, there have been no instances during the year under review, when the recommendations of any of the Committees were not accepted by the Board.

p. Total fees paid by the Company for all services rendered by the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is ₹ 173.90 lakh.

q. As per the confirmations received by the Company, during the financial year, there were no agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

r. Disclosure under Prevention of Sexual Harassment at Workplace Act, 2013:

As per the requirement of Prevention of Sexual Harassment at Workplace Act, 2013 (**"POSH Act"**) and rules made thereunder, the Company has adopted a policy on prevention, prohibition and redressal of sexual harassment of employees at workplace. The Company has also constituted Internal Complaints Committees. While maintaining the highest governance norms, the Company has appointed external independent person, Ms. Kiran Bhutada (Advocate) who has worked in this area and have the requisite experience and knowledge in handling such matters, as Member of each of the Committees. To build awareness in this area, the Company has been conducting induction/awareness programmes in the organization on a continuous basis.

During the year under review, no complaint of sexual harassment was received by the Company.

s. Compliance Certificate on Corporate Governance:

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with Para C and D of Schedule V and clauses (b) to (i) and (t) of Regulation 46(2) of SEBI Listing Regulations as applicable with regard to Corporate Governance.

A certificate from M/s B S R and Co, Chartered Accountants (FRN - 128510W), Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance for the financial year ended March 31, 2025 forms part of this report as Annexure D.

t. Mandatory Requirements:

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations relating to Corporate Governance.

u. Compliance with Discretionary Requirements:

The status of compliance with the discretionary requirements as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

- The Board: Non-Executive Chairman has a separate office which is not maintained by the Company.
- Shareholder Rights: The quarterly/half-yearly/ financial performance of the Company is made available on the Company's website at: **https://birlanu.com/investor/financials.**
- Modified opinion(s) in Audit Report: During the year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinion.
- Separate posts of Chairperson and the Managing Director & CEO: The Chairman of the Board is a Non-executive Director and not related to the Managing Director & CEO of the Company.
- Reporting of Internal Auditor: The Audit Committee is briefed through discussions and presentations made by the Internal Auditors of the Company regarding their observations, review, comments, recommendations, etc.

For and on behalf of the Board of Directors
BirlaNu Limited

CK Birla
Chairman
DIN: 00118473

Place: London
Date: May 17, 2025

Annexure(s) to Corporate Governance Report

Annexure - A

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
BirlaNu Limited
(Formerly: HIL Limited)
Office No 1 & 2, 7th Floor, SLN Terminus,
Sy No. 133, near Botanical Garden,
Gachibowli, Hyderabad-500032.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BirlaNu Limited (Formerly: HIL Limited) having CIN: L74999TG1955PLC000656 and having registered office at Office No 1 & 2, 7th Floor, SLN Terminus, Sy No. 133, near Botanical Garden, Gachibowli, Hyderabad - 500032 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us, we hereby certify that as on March 31, 2025, none of the following Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of the Director	DIN	Date of appointment in the Company
1	Mr. Chandrakant Birla	00118473	04.02.1980
2	Mr. Desh Deepak Khetrapal	02362633	28.10.2013
3	Dr. Arvind Sahay	03218334	08.02.2019
4	Mr. Akshat Seth	10039820	11.02.2023
5	Mr. Sunil Ramakant Bhumralkar	00177658	18.03.2024
6	Ms. Amita Birla	00837718	01.04.2024
7	Ms. Nidhi Jagat Killawala	05182060	01.04.2024
8	Prof. Janat Shah	01625535	07.05.2024

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 P.S. Rao & Associates
Company Secretaries

Mohit Gurjar
Partner
M.No. 20557; C P No: 18644
UDIN: A020557G000292928

Date: 07.05.2025
Place: Hyderabad

Annexure - B

Declaration on Code of Conduct

I, Akshat Seth, Managing Director & CEO of the Company, hereby declare that the Company has received the declarations from all the Board Members and Senior Management Personnel affirming compliance with Code of Conduct for Members of the Board and Senior Management for the financial year 2024-25.

For BirlaNu Limited

Place: New Delhi
Date: May 17, 2025

Akshat Seth
Managing Director& CEO
DIN: 10039820

Annexure - C

CEO CFO Certificate

(Under Regulation 17(8) of SEBI Listing Obligations and Disclosure Requirements Regulations, 2015)

A. We have reviewed financial statements (Standalone & Consolidated) along with the cash flow statement of the Company for the financial year ended 31st March, 2025 and that to the best of our knowledge and belief we hereby certify that:

   a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   b. 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 year which are fraudulent, illegal or violate of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of 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.

D. We have indicated to the auditors and the Audit committee:

   a. Significant changes in internal control over financial reporting during the period;

   b. Significant changes in accounting policies during the period and the same have been disclosed in the notes to the financial statements; and

   c. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For BirlaNu Limited

Ajay Kapadia
Chief Financial Officer
Membership No. 108447

Akshat Seth
Managing Director & CEO
DIN: 10039820

Place: New Delhi
Date: May 17, 2025

Annexure - D

Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members of
BirlaNu Limited
(formerly known as HIL Limited)

1. This certificate is issued in accordance with the terms of our engagement letter dated 11 August 2022 and addendum to the engagement letter dated 16 May 2025.

2. We have examined the compliance of conditions of Corporate Governance by **BirlaNu Limited (formerly known as HIL 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, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2025.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI''), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

9. 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.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R and Co**
Chartered Accountants
Firm's Registration No: 128510W

Sulabh Kumar Kedia
Partner
Membership No: 066380
ICAI UDIN: 25066380BMRJRB7641

Place: Mumbai
Date: 17 May 2025

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity:

S. No.	Particulars	
1.	Corporate Identity Number (CIN) of the Listed Entity	L74999TG1955PLC000656
2.	Name of the listed entity	BirlaNu Limited (formerly HIL Limited)
3.	Year of incorporation	1955
4.	Registered office address	Office No. 1 & 2, L7 Floor, SLN Terminus, Survey No. 133, Near Botanical Garden, Gachibowli, Hyderabad-500032, Telangana, India
5.	Corporate office address	6th Floor, Birla Tower, 25, Barakhamba Road, New Delhi – 110 001
6.	E-mail address	cs@birlanu.com
7.	Telephone no.	040-68249000
8.	Website	www.birlanu.com
9.	Financial year for which reporting is being done	April 1, 2024 to March 31, 2025
10.	Name of the Stock Exchange(s) where shares are listed	1. BSE Limited 2. National Stock Exchange of India Limited (NSE)
11.	Paid-up capital	₹ 754.09 Lakh
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. Ajay Kapadia Chief Financial Officer Phone: 040-68249000 E-mail: ajay.kapadia@birlanu.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone basis
14.	Name of assurance provider	Not Applicable for the reporting period as per SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.
15.	Type of assurance obtained	

II. Products/Services:

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

S. No.	Description of main activity	Description of business activity	% Turnover of the entity
1.	Roofing Solutions	Manufacture and sale of Fiber Cement Humid Cure Roofing Sheets	49.10%
2.	Building Solutions	Manufacture and sale of Autoclaved Aerated Concrete Blocks (Fly Ash Blocks), Fiber Cement Board and Walls.	23.32%
3.	Polymer Solutions	Manufacture and sale of a wide range of plumbing solutions, including CPVC, uPVC, Column, SWR and Pressure pipes ideal for household, industrial, and commercial applications; and Wall Care Putty.	27.48%

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

S. No.	Products/Services	NIC Code	% of Total turnover contributed
1.	Fibre Cement Sheets and Walls	23953	58.93%
2.	uPVC and CPVC Pipes	22209	19.78%
3.	Putty and Dry Mix	23949	5.33%
4.	ACC Blocks	23954	13.24%

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	24 plants (at 12 manufacturing locations)	5 Regional offices and 36 sales depots	65
International		NIL	

The details of offices exclude the R&D centre at Hyderabad. Each manufacturing location has administrative offices within the plant and is not included in the number of offices

19. Markets served by the entity:

a. Number of locations:

Locations	Number
National (No. of States)	27 States and 7 Union Territories
International (No. of Countries)	2 – Nepal and Sri Lanka

b. What is the contribution of exports as a percentage of the total turnover of the entity: 0.49%

c. A brief on types of customers

BirlaNu serves homeowners, builders and designers with sustainable, innovative solutions across pipes, construction chemicals, putty, roofs, walls and floors. Consumers of its products include individuals and organizations purchasing building materials for the construction, repair, or renovation of residential, commercial or institutional infrastructure and real estate developments. These customers are served both directly and through the Company's value chain network of dealers and distributors. Customers also include infrastructure companies (EPC), builders, and contractors who execute construction projects on behalf of end consumers. BirlaNu also collaborates with construction professionals such as architects, interior designers, MEP, and PMC consultants, who either directly procure or influence the purchase of its products and solutions.

IV. Employees:

20. Details as of the end of the Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female		Other	
			No. (B)	% (B / A)	No. (C)	% (C / A)	No. (D)	% (D / A)
			EMPLOYEES					
1.	Permanent (D)	1,174	1,126	96%	48	4%	-	-
2.	Other than Permanent (E)	63	61	97%	2	3%	-	-
3.	**Total employees (D + E)**	**1,237**	**1,187**	**96%**	**50**	**4%**	**-**	**-**
			WORKERS					
4.	Permanent (F)	641	641	100%	-	-	-	-
5.	Other than Permanent (G)	4,191	4,149	99%	42	1%	-	-
6.	**Total workers (F + G)**	**4,832**	**4,790**	**99%**	**42**	**1%**	**-**	**-**

1. All managerial cadre personnel have been considered as 'Permanent Employees'.
2. Fixed Term Contracts personnel (Direct and through 3rd parties) are categorized as 'Other than Permanent Employees'.
3. All associates and non-management employees at plants have been considered as permanent workers.
4. All contract workers have been considered as other than permanent workers.

b. Differently abled employees and workers:

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

21. Participation/Inclusion/Representation of women:

	Total (A)	No. and Percentage of Females	
		No. (B)	% (B / A)
Board of Directors*	8	2	25%
Key Managerial Personnel*	3	1	33%

*Including Managing Director & CEO

22. Turnover rate for permanent employees and workers

	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	22%	38%	22%	21%	21%	21%	25%	49%	26%
Permanent Workers	7%	-	6%	7%	-	7%	7%	-	7%

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

23. 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 the listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Crestia Polytech Private Limited	Wholly owned Subsidiary	100%	No. However, certain business responsibility initiatives related to ethics, transparency, accountability, the sustainable use of resources, and the well-being of employees have been adopted by the Company's subsidiaries.
2.	Topline Industries Private Limited	Step down Subsidiaries	100% held by Crestia Polytech Private Limited, India	
3.	Aditya Polytechnic Private Limited			
4.	Prabhu Sainath Polymers Private Limited			
5.	Aditya Poly Industries Private Limited			
6.	HIL International GmbH, Germany	Wholly owned Subsidiary	100%	
7.	Parador Holdings GmbH, Germany	Step down Subsidiaries	100% held by HIL International GmbH, Germany	
8.	Parador GmbH, Germany		100% held by Parador Holdings GmbH, Germany	
9.	Parador Parkettwerke GmbH, Austria		100% held by Parador GmbH, Germany	
10	Parador UK Limited			
11.	Parador, Inc. USA			

S. No.	Name of the holding/subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by the listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
12.	Parador (Shanghai) Trading Co. Ltd., China	Joint Venture	50%	No
13.	Supercor Industries Limited, Nigeria	Joint Venture	33%	

VI. CSR Details:

24. (i) Whether CSR is applicable as per Section 135 of the Companies Act, 2013: (Yes/No): **Yes**

(ii) Turnover (in ₹): **2310.04 crore**

(iii) Net worth (in ₹): **1267.60 crore**

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 the complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for the grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at the close of the year	Remarks
Communities	Yes[#]	-	-	-	-	-	NA
Investors (other than shareholders)	Yes*	-	-	-	-	-	NA
Shareholders	Yes*	-	-		-	-	NA
Employees and Workers	Yes**	-	-	No formal grievances	2	-	Timely resolution of the complaint
Customers (Dealers and Distributors)	Yes***	429	8	Will be resolved in due course	658	9	Complaints were resolved in FY25
Value Chain Partners	Yes[+]	1	-		1	-	

[#]Refer Principle 8, Essential Indicator 3 for details.

* https://birlanu.com/investor/investor-contact

** https://cms.birlanu.com/public/media/2025/03/13/whistle-blower-policy.pdf

*** Refer Principle 9, Essential Indicator 1 for details.

[+] BirlaNu actively engages with its suppliers to address any operational issues as they arise. Additionally, every spend category has defined grievance and escalation mechanisms, which are mentioned in the purchase order.

Note: The total complaints received across stakeholders include those through the whistle blower mechanism

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

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, an approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Water Management (Efficiency, Recycle & Reuse)	Risk	Effective water management is a focus area for BirlaNu, due to its importance for the Company's manufacturing operations and maintaining positive relationships with the communities around which the Company operates. Growing demand for the industrial use of water may lead to more stringent regulations for water usage, as well as for the treatment and discharge of wastewater. Many regions of India are facing significant water stress and two of BirlaNu's plants are located in Faridabad and Thimmapur, that are respectively categorised as "Over-Exploited" and "Semi-Critical water-stressed zones".	BirlaNu is committed to minimising water consumption and improving water recycling across its operations. The Company operates Zero Liquid Discharge plants and doesn't discharge any effluents. It has deployed water flow meters integrated with a telemetry system for real-time monitoring of water usage to drive efficiencies. It has made investments to increase its domestic wastewater treatment capacity to 215 KLD across all plants. This enables the reuse of approximately 2,424 KL of treated water per month for maintaining the green belt and other utility purposes. Additionally, to enhance groundwater recharge, BirlaNu has upgraded its rainwater harvesting infrastructure. This includes the construction of roof rainwater harvesting pits across all locations,with a recharge capacity of 22.4 m^3/hr, along with a roof rainwater storage system capable of holding 900 m^3 for reuse. These initiatives contribute to the Company's long-term water sustainability goals. For performance data on water consumption, please refer to Principle 6: Essential Indicators 3, 4 & Leadership Indicator 1.	Negative
2	Waste Management & Circular Economy	Risk and Opportunity	While ineffective waste management practices pose compliance and regulatory risks due to pollution, health hazards, and other adverse effects on the communities surrounding BirlaNu's operations. Further, increased waste related regulations, including Extended Producer Responsibility (EPR) Rules could lead to significant legal and regulatory repercussions. However, this also offers an opportunity to BirlaNu to consciously reuse waste in its manufacturing processes to minimise the impact on the environment. In addition, enhancing resource efficiency, minimising waste, and optimising waste management practices, may lead to improved margins.	BirlaNu has implemented robust waste management processes to ensure the proper storage and disposal of waste as per regulations. Waste disposal is managed by Pollution Control Board (PCB) authorised vendors for hazardous wastes and approved recyclers for non-hazardous waste. In addition, the Company complies with the EPR Rules for plastics. BirlaNu is placing greater emphasis on applying the 3R's (Reduce, Reuse, Recycle) principles in its waste management practices. There is increased focus on improvements in manufacturing processes to help reduce waste generated. The Company actively recycles green and dry waste within its manufacturing operations while maintaining strict quality standards. The Company collaborates with its vendors to optimize packaging of raw materials including use of recyclable materials. BirlaNu continued it's emphasis on housekeeping for appropriately identifying and disposing of accumulated non-hazardous, non-recyclable waste. For details, please refer Principle 6 Essential Indicator 10 and Principle 2, Essential Indicator 4, and Principle 2, Leadership Indicator 3, and Principle 6, Essential Indicator 9.	Negative/ Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, an approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	GHG emissions	Risk and Opportunity	The Risk is from the Company's products and some of its key raw materials that have energy intensive manufacturing processes. Additionally, upstream and downstream transportation, waste and other elements contribute to BirlaNu's carbon footprint. Due to the impact of GHG emissions on climate change, regulatory risks could impact the Company and the dynamics of its target markets. The Opportunity is due to the increase in adoption of green buildings which reduces GHG emissions during the operations/use phase. Additionally, the Green Building norms place emphasis on sustainability across the product lifecycle including the embodied carbon in construction material. Multiple key stakeholders including end-consumers, contractors, investors, and regulators are paying increasing attention to the GHG footprint of products and companies.	BirlaNu recognizes climate change related risks and the importance to its stakeholders that it improves its performance on this aspect. The Company's strategy emphasizes addressing stakeholder concerns around the impacts of GHG emissions. The Company currently monitors its operational Scope 1 and 2 emissions and has taken targets to address underlying parameters to improve its performance on emissions intensity. It has experimented with using PNG instead of diesel and has been substituting carbon intensive fossil-fuels with solid biomass boiler fuel. Additionally, energy efficiency and improving renewable mix are strategic operational focus areas discussed in Energy Management. The Company has obtained "Green" product certifications (Refer to Section B, Certifications) for relevant products to address the opportunity among customers focusing on green buildings. For details, please refer Principle 6, Essential Indicator 8, Leadership Indicator 4, and for performance in Principle 6, Essential Indicator 7.	Positive
4	Energy Management and Renewable Energy	Opportunity	Energy costs contribute significantly to the operating costs of the Company, and their availability is critical for ensuring optimal production and capacity utilisation. Increased scale of renewable energy adoption, coupled with technology evolution, has reduced renewable energy costs. Operational focus on energy efficiency reduces costs. Adopting renewable energy sources and innovative technologies helps mitigate long-term risks tied to energy price fluctuations and regulatory changes.	The Company has undertaken a series of energy efficiency improvement initiatives including operational improvements and making capital investments across its plants. These include motor management, air and pressure management, use of variable flow drives etc. The Company has initiated benchmarking of energy intensity and actively deploys successful projects horizontally across similar processes and equipment. The Company has been evaluating opportunities to increase renewable energy in its energy consumption mix. These will be in addition to the existing installed capacity of its wind and solar energy assets. Increased focus on energy has led to recategorization of the RE energy consumption more accurately and the data for FY24 has been restated accordingly. For details, please refer Annexure VI - of Board's Report, Principle 6 Leadership Indicator 4, and for performance in Principle 6 Essential Indicator 1.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, an approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Innovation for Sustainable products	Opportunity	Customer demand is increasingly shifting towards environmentally and socially responsible products. Sustainable products with an emphasis on improved environmental impacts across its product lifecycle are a source of competitive advantage. Resource efficiency with external certifications on sustainability help build brand salience with sustainability and customer trust.	A core pillar of BirlaNu's business strategy is driven by its thrust on innovation for building a pipeline of sustainable products. The Company has launched Ultra Cool Charminar with a 10% better SRI (Solar Reflection Index) to improve consumer experience. It has dedicated resources that focus on commercialization of its innovation and the Company has been granted 4 patents, 2 each in India and Internationally for product innovations in asbestos, non-asbestos roofing and for sandwich panels. BirlaNu exploring collaborations with National/ International Institutes, R&D organizations, for developing cutting edge innovation, products and solutions as a part of its Global Partnership initiatives. The Company has augmented its R&D infrastructure through a new incubation lab to accelerate the development of high-performance construction chemicals and provide a complete tile adhesive testing facility. The lab will support customized solutions, and enhance collaboration across Innovation, Quality, and Technical Service teams. The lab is also designed to evolve into a centre for NABL-certified testing of select products, ensuring compliance with industry standards. The Company focuses on a variety of innovations across all its businesses and has received GreenPro and GRIHA certifications as validation for the sustainability credentials of its products as detailed in Section B, Certifications. For additional details, please refer Annexure VI of Board's Report and the Intentional innovation section of the MD&A.	Positive
6	Human Capital	Opportunity	Investing in human capital development while ensuring a diversity and inclusiveness with equal opportunities for all improves the Company culture and ensures productivity, teamwork, and innovation. Engaged and skilled employees contribute positively to organizational resilience and adaptability in dynamic market conditions. Access to varied experiences and capabilities helps build a responsive and resilient culture, driving collaboration, productivity and innovation. This enhances the Company's understanding of diverse customer preferences and improves its ability to effectively engage stakeholders across its global markets. Moreover, prioritizing employee well-being, diversity and professional growth strengthens brand reputation as a socially responsible corporate to attract and retain talent while grooming business leaders.	BirlaNu's vision is to be an employer of choice and it focuses on employee feedback to drive improvements in its policies and building a diverse and inclusive workplace culture. The Company's efforts in this direction are driven by the Executive Leadership and HR while being supported by expert inputs from external partners. The Company participates in independent assessments like the Great Places to Work (GPTW) to obtain holistic feedback on its processes which includes benchmarking with industry peers. Employee engagement and learning and development initiatives are focused on the needs identified through various feedback channels to inform employee engagement, health and wellness as well as benefits. BirlaNu has launched the "DEI at BirlaNu" initiative to enhance the representation of women across different levels and functions across the organisation, including in manufacturing and sales positions. The Company is committed to promoting diversity in hiring, augmented by a supportive work culture. It has an exemplary record with POSH due to its focus on gender sensitivity, POSH training for the entire workforce and a robust grievance management system.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, an approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				There is emphasis on skill development to foster a performance culture and help achieve better career progression outcomes. Programs spanned across behavioural, functional, and leadership development. Training is provided on manufacturing excellence (5S, Lean Six Sigma, Green Belt & Yellow Belt Certifications for process improvement and waste reduction as well as technical training on topics like Hydraulics and Pneumatics, among others. i-SAIL, a Sales Learning Academy, was launched in FY25, focusing on building future-ready sales teams. The Company continues to invest in mentorship, coaching, and higher education support as required and undertakes a variety of leadership development initiatives. For details, please refer to the Human capital section of the MD&A.	
7	Occupational Health & Safety (OHS)	Risk	Inadequate OHS practices can lead to workplace injuries, illnesses, or fatalities. These have a negative impact on employee well-being, human rights and expectations of responsible employment. Poor safety performance can also result in significant reputational damage, legal liabilities, and regulatory penalties. Additionally, these incidents increase downtime, reduce productivity, increase insurance and compensation costs besides raising stakeholder concerns around governance and risk management.	BirlaNu takes a proactive approach by undertaking mandatory safety training, ongoing hazard identification and risk assessments. Though the focus is on the prevention of injuries, there are some near misses and unsafe conditions that are identified and reported. Detailed corrective and preventive actions are implemented with learnings and best practices being horizontally deployed across plants. Two of the Company's plants have been certified for compliance with the ISO 45001 standard and the same processes are being deployed across its plants. The Company continues to expand identification of opportunities to deploy technology solutions to improve working conditions. *For details, please refer Principle 3, Essential Indicators 10-15.*	Negative
8	Product Safety	Risk	Product safety concerns could impact the demand for the Company's products. Installers engaged in installation, maintenance, and repair, as well as building occupants face associated risks. Compliance with asbestos regulations governing its use, handling, and disposal adds complexity and any product liability risks stemming from failures and disposal require meticulous management.	The Company ensures that the materials used and the manufacturing processes it deploys prioritize customer safety during the product use stage. In addition, BirlaNu adheres to industry-leading standards for a harm-free manufacturing process to ensure safety and compliance at every stage of the manufacturing process. Particular attention is paid for products which require handling of asbestos fibre. These are complemented with communication of safe handling and disposal instructions mitigates risks across the product lifecycle. In the reporting year, Fibre Week was organized across all its relevant plants wherein focused training and awareness sessions were carried out. Regular audits are undertaken to ensure robustness of risk mitigation measures. Additionally, BirlaNu has developed products which prioritize safer alternatives to align with evolving market and regulatory trends towards environmental sustainability.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, an approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9	Labour Relations	Risk	The Company's manufacturing operations require a large labour workforce the majority of whom are contractual workers. Issues including wage disputes, safety, working conditions, freedom of association, etc, could potentially lead to work disruptions, decreased productivity, compliance issues, or legal liabilities.	Effective management of labour relations is essential for BirlaNu's business. The Company focuses on proactive management, maintaining open communication channels, and addressing issues ensuring operational continuity and a productive work environment. A specialized industrial relations function is responsible for addressing the needs of its workers and mitigating labour relations risk. It has implemented robust governance and policy frameworks to monitor and ensure adherence to statutory and regulatory requirements, human rights laws, health and safety, working conditions, and procedures to redress grievances. The Company actively monitors its contractual labour providers for compliance with all relevant regulations. *For details, please refer Principle 3 and Principle 5.*	Negative
10	Sustainable Supply Chain	Opportunity	Recognizing and addressing supply chain risks across raw material availability, price volatility, supply chain and supplier diversity drives value creation for manufacturing companies. Supplier-related environmental and social concerns can impact business continuity, performance and reputation. Responsible sourcing enables companies to build more resilient supply chains, reduce environmental impact, ensure regulatory alignment, and unlock long-term value through responsible sourcing practices.	BirlaNu takes a partnership approach to address supply chain risks in a structured manner across its critical categories. A significant number of its key suppliers in critical categories are large enterprises with well-established sustainability practices and certifications. The Company will be rolling out a structured sustainable sourcing policy and Supplier Code of Conduct which lays out its sustainability-linked expectations from suppliers. This covers aspects including regulatory compliance, environmental performance, human rights among others. The policy is being communicated to the Company's critical suppliers and suppliers would be expected to self-certify their adherence to the Code. *For details on Sustainable Sourcing, please refer Principle 2, Essential Indicator 2.*	Positive
11	Digitalisation	Opportunity	Digital technology delivers significant value by enhancing operational efficiency while also improving stakeholder experience. Transforming BirlaNu to be a 'Digitally Native' organization is crucial to building a future-ready organization.	BirlaNu continues to execute on its Digital & Technology strategy roadmap by investing in digital infrastructure and solutions aligned with the Company's business strategy. The Company has expanded the use of IoT technology for ensuring safety in its manufacturing operations, energy and water management. BirlaNu has implemented digital solutions across sales and marketing to improve its connect with its downstream value chain including dealers, sub-dealers and influencers, use of automation in manufacturing operations has helped to reduce waste while improving productivity. *For details, please refer Techonology & digital section of the MD&A.*	Positive
12	CSR	Opportunity	BirlaNu has identified key economic and social challenges that it addresses through targeted CSR initiatives which are aligned with the CSR rules. These initiatives not only benefit underprivileged communities build strong relationships while enhancing the Company's reputation as a responsible corporate citizen in the communities within which it operates.	BirlaNu has developed its CSR strategy under the guidance of the CSR committee of the Board which are aligned with the CSR Rules, 2014 as notified by the Ministry of Corporate Affairs. The focus is on healthcare, education and skilling and community development initiatives which are targeted towards beneficiaries from vulnerable and marginalized communities. The CSR strategy is designed to create a sustainable, community-driven model that generates a lasting positive impact across social, economic, and environmental dimensions. *For details on CSR initiatives, please refer the Community section of the Annual Report on Page 39, CSR Report of the Board in Annexure II and Principle 8, Leadership Indicator 6.*	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, an approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
13	Corporate Governance and Risk Management	Opportunity	Robust corporate governance mechanisms and internal controls which address regulator and stakeholder expectations transparently foster corporate credentials. Upholding high business ethics while implementing strong Board and management oversight and controls for financial and non-financial aspects is increasingly crucial for multi-stakeholder value creation. Implementation of an effective risk management framework anticipates operational and macro challenges while institutionalizing resilient processes and protocols.	BirlaNu prides itself on its approach towards corporate governance with an emphasis on ethics, transparency and accountability. The Company ensures adherence to all the statutory laws and disclosure regulations applicable to a listed entity, in letter and spirit. The Company identifies and addresses risks that may be financial, strategic or operational in nature. These may be macroeconomic, geopolitical, sectoral and market-based besides ESG risks like labour, health and safety, supply chain disruptions, etc. Leaders across functions and locations are responsible for assessing risk probability and impacts besides developing business continuity and risk mitigation plans. The Risk Management Committee of the Board meets twice a year to review relevant risks providing oversight and guidance on their impact and mitigation. For details on other Key Risks, please refer section on Risk Management of the MD&A.	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether the entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes, refer Note 1	No, refer Note 2	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	No[+]	No [+]	Yes	No[+]	No [+]		Yes	No [+]
c. Weblink of the Policies, if available	*	**	-	#	##	-		#	**
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes		Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes Refer Note 3		No	No	Yes Refer Note 3			No	Yes Refer Note 3
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by the entity and mapped to each principle	▸ P2 and P9: ISO 9001 ▸ P3 – ISO 45001 Faridabad Walls and Golan Pipes plants ▸ P6 – ISO 14001 Faridabad Walls and Golan Pipes plants ▸ P6 and P3: IS-15778:2007, IS-13592:2013, IS-4983:2000 (Faridabad, Golan & Thimmapur) ▸ P6 and P3:IS-7834: Part-1:1987, IS-14735:1999 (Golan), IS-14871:2000 (Kondapalli) ▸ P6 and P3: IS-2185: Part-3:1983 (Thimmapur, Chennai, Jhajjar, Golan) ▸ P6 and P3: IS-459:1992 (Kondapalli, Faridabad, Sathariya, Wada, Jasidih, Balasore) ▸ P3 and P5: Great Places to Work Certified ▸ P2 and P6: GreenPro Award for BirlaNu CPVC Pipes at Golan and Faridabad plants ▸ P2 and P6: GreenPro Award for Birla Aerocon Fibre Cement Boards, Birla Aerocon Walls and Birla Aerocon AAC Blocks.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	▸ P2 and P6: GRIHA Certified Birla Aerocon AAC Blocks and Walls, CPVC, uPVC and SWR Pipes. ▸ P2, P6 and P9: CFTRI and CIPET for Pipes ▸ P2 and P6: ROHS for Pipes ▸ P9: ISO27001-2013								
5. Specific commitments, goals, and targets set by the entity with defined timelines, if any	**Environmental** ▸ 2% YOY reduction in Energy intensity, 15% by FY 2030 on a baseline FY24 ▸ 2% YOY Electrical Energy Intensity reduction, 15% by FY 2030 on a base line of FY24 ▸ Renewable Energy: 30% of total electrical energy consumed by FY30 ▸ Reduce hazardous waste sent to landfill by 30% by FY30 on baseline of FY25 ▸ Reduce 15% YoY of non-hazardous waste sent to landfill by FY30 on a baseline of FY25 ▸ Increase 1% waste input material as of total input materials ▸ Water neutral by FY32 ▸ Reduce total water withdrawal intensity by 5% YoY on a baseline of FY25 ▸ Implement and stabilize ZLD processes across all plants by FY25 ▸ ISO 14001 at all plant locations by FY30 **Social** ▸ LTIFR <1, Zero fatality Year-On-Year. ▸ ISO 45001 at all plant locations by FY27. ▸ 10% improvement in the gender diversity by FY25. ▸ GPTW Rank: Continue to be in the Top 50 in India. ▸ 2.75 average learning person-days per employee in FY26. **Governance** ▸ 100% training of staff and above employees on the Code of Conduct, Human Rights and POSH. ▸ Zero environmental and labour non-compliance. ▸ Transform BirlaNu into a 'Digital Native' Organization.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met	**Environmental** ▸ 100% of plants are effectively Zero Liquid Discharge: Please refer Principle 6, Essential Indicator 5 ▸ ~5% improvement in energy Intensity per Rupee of turnover ▸ ~1% improvement in GHG Emissions intensity per Rupee of turnover ▸ ~15% reduction in Scope 1 intensity **Social** ▸ 25,740 hours of safety training, no major/serious accidents were reported ▸ 2 Plants (Golan Pipes and Faridabad Walls) certified for ISO 45001 ▸ GPTW Rank 12 for FY25 ▸ 23,843 hours training, average 2.6 learning person-days per employee ▸ Product Portfolio with Green Certification expanded **Governance** ▸ 100% training on the Code of Conduct, Human Rights and POSH ▸ No non-compliances on environment or labour laws have been notified.								

Note 1: EHS and Quality Policy have clauses that cover key aspects of product safety throughout the life cycle.

Note 2: The Company is a member of various industry associations and trade unions as disclosed in Principle 7, Essential Indicator 1. However, currently, the Company doesn't engage in public policy advocacy and therefore, there is no need for a policy.

Note 3: The Company ensures that the value chain partners are aware of the Company's Codes and Policies. Elements of Principles 1, 5, and 9 are included in the contracts. Principles 2, 3, and 5 form a part of BirlaNu's supplier engagement. A significant proportion of BirlaNu's procurement is with suppliers who have implemented robust ESG-focused systems.

*https://cms.birlanu.com/public/media/2025/04/04/birlanu-code-of-coduct-for-directors-smp-07112024.pdf and https://cms.birlanu.com/public/media/2025/03/13/whistle-blower-policy.pdf

**https://cms.birlanu.com/public/media/2025/03/13/quality-policy.pdf

†These policies have been approved by the MD & CEO.

#https://cms.birlanu.com/public/media/2025/03/13/csr-policy.pdf

##https://cms.birlanu.com/public/media/2025/03/13/human-rights-policy.pdf

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership, and oversight									

7. Statement by the 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 BirlaNu, our ESG strategy is a core enabler of long-term value creation, risk mitigation, and resilience in a rapidly evolving business environment. Our commitment is not only aligned with global expectations but also positioned to deliver sustainable growth.

With a strong legacy of driving responsible change—both within our industry and in the communities where we operate, we continue to embed ESG principles across our operations. Our transition is anchored in agility, enabled by continuous innovation, focused investments in research and technology, and strategic partnerships.

The ESG goals we have set reflect our clear recognition of the urgency of decarbonisation and the increasing importance of stakeholder-driven performance metrics. These efforts are integral to strengthening our competitive position and future-proofing the business.

I encourage you to go through our latest BRSR for a comprehensive overview of the progress we have made on this front."

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Akshat Seth, Managing Director & CEO is responsible for the implementation and oversight of the business responsibility policies.
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.	The Managing Director and CEO along with the Executive Leadership team are collectively and individually responsible for decision-making and performance on sustainability issues. They drive and monitor the overall performance and periodically inform the Board on ESG matters. The Risk Management Committee reviews the ESG risks to the business half-yearly and the overall performance is assessed at least once a year by the Board.

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)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Managing Director & CEO									Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Managing Director & CEO									Ongoing								

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.

Yes, the Company has obtained certifications which are by independent assessments and the names of the certifying bodies are mentioned below:

ISO 9001 (P9) by TUV- NORD

ISO 14001 (P6) and ISO 45001 (P3) by SWISSCERT

ISO 27001 (P9) – Det Norske Veritas

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)	NA	NA	NA	NA	NA	NA	No	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)							Yes, refer Note 2 of answer to question (1)		
The entity does not have the financial or human and technical resources available for the task (Yes/No)							No		
It is planned to be done in the next financial year (Yes/No)							No		
Any other reason (please specify)							No		

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

1

PRINCIPLE:



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 programmes held	Topics/principles covered under the training and its impact	%age of persons in the respective category covered by the awareness programmes
Board of Directors	The Board of Directors and Key Managerial Personnel (KMPs) have attended 18 familiarization programs during the Board meetings and other Committee meetings	The familiarization and other training programs are aligned with the responsibilities of the Board, SEBI Listing Regulations and all the relevant BRSR Principles. The details are available at https://cms.birlanu.com/public/media/2025/04/16/familiarization-programme-2024-25.pdf	100%
Key Managerial Personnel			
Employees other than BoD and KMPs	444	Principles 1,3,5 and 9	100%
Workers (Permanent)	144	Principles 1,3,5,6 and 9	100%

*Health and Safety trainings are conducted 4 to 5 times a month in each plant with attendees across employees and workers participating in addition to induction training conducted for all contractual workers. These are not included above.

Note: Coverage of Principle 3 (Upskilling and Health and Safety) training for other than permanent workers is available in Principle 3 Essential Indicator 8.

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 Requirements) Regulations, 2015 and as disclosed on the entity's website):

BirlaNu periodically evaluates the regulatory compliance risks pertaining to its business and takes necessary actions to mitigate such risks. Its commitment to regulatory compliance is reaffirmed by the online compliance tool 'Legatrix'. The tool links statutory compliances to each area of corporate activity and is managed by the Company's Legal Head. No Regulatory Authority or Courts issued or imposed any order or penalty on the Company qualifying the criteria of materiality that could have a negative impact on its future operations.

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:

   Not applicable.

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.

   BirlaNu has integrated its anti-bribery and anti-corruption framework within the Codes of Conduct for Employees as well as that for its Directors, and Senior Management. These principles are further reinforced through the Whistle Blower Policy and relevant HR policies and practices. Clear procedures for transparent and accessible reporting of any violations are detailed in the Whistle Blower Policy. The relevant policies can be accessed at BirlaNu's website at the links https://cms.birlanu.com/public/media/2025/04/04/birlanu-code-of-coduct-for-directors-smp-07112024.pdf and https://cms.birlanu.com/public/media/2025/03/13/whistle-blower-policy.pdf respectively.

   The Company actively promotes awareness of the whistle blower mechanism and provides training on the Codes of Conduct among stakeholders to support effective implementation and adherence. All reported concerns are reviewed every quarter by the Audit Committee and the Board of Directors.

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

	FY 2024-25	FY 2023-24
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

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

	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	
Number of complaints received in relation to issues of conflict of interest of the KMPs	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

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

	FY 2024-25	FY 2023-24
Number of days of accounts payables	46	45

Note: The days of accounts payable for FY24 have been restated as per guidance from the Industry Standards Note on BRSR Core (SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024). The relevant items under Trade Payables as reported in the financial statements are included against Accounts Payable.

9. Openness of business: Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	4.52	3.33%
	b. Number of trading houses where purchases are made from	33	22
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	86.45%	85.94%
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	72.88%	73.75%
	b. Number of dealers/distributors to whom sales are made	4,092	4,056
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/ distributors	11.01%	10.51%
Share of RPTs in	a. Purchases (Purchases with related parties /Total Purchases)	0.94%	0.54%*
	b. Sales (Sales to related parties/ Total Sales)	1.18%	0.06%*
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	100%⁺	100%⁺
	d. Investments (Investments in related parties/ Total Investments made)	100%	100%

*Both goods and services purchased from and sold to Related Parties have been considered.

⁺Loan and investment are 100% with the Company's wholly owned subsidiaries.

Note: Data on purchases from trading houses and purchases from related parties for FY 24 have been restated as per guidance from the Industry Standards Note on BRSR Core (SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024).

Leadership Indicators:

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics/principles covered under the training	%age of value chain partners covered (by the value of business done with such partners) under the awareness programmes
4,098 (Influencer meetings with 97,623 participants in total)	Installation, Product Video, Technical Datasheet, Commercial Policy and Product Certifications (including GreenPro and GRIHA certifications)	Not direct customers and hence cannot be calculated
45 (Retailer meetings with 4,020 participants in total)	Installation, Product Video, Technical Datasheet, Commercial Policy and Product Certifications (including Green certifications)	Not direct customers and hence cannot be calculated
110 (Contractor meetings with 4,500 participants in total)		
10 (Consultant meetings with 50 participants in total)		
370	Health and Safety	3.5%

2. Does the entity have processes in place to avoid/ manage conflicts of interest involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, BirlaNu has implemented robust processes to manage conflicts of interest involving Board Members and Senior Management. Directors are required to disclose their interests in the Company, or companies or bodies corporate or firms or other association of individuals including details of shareholding, annually or upon any change. Directors also submit an annual declaration (as per the Code of Conduct), affirming their commitment to act in the Company's best interest and ensure that any other business or personal association that they may have, does not involve any conflict of interest with the operations of the Company.

The Company's Secretarial team maintains a comprehensive database of the Directors and their declared interests. These are shared with the Finance team to help identify and monitor any potential conflicts of interest related to the Directors and the KMPs of the Company. Senior Management similarly confirms each year that they have not engaged in any material, financial and commercial transactions that could conflict with the Company's interests at large. Directors with a declared interest in any Board agenda item recluse themselves from related discussions and decisions.

2 PRINCIPLE:

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.

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	100%*	54%*	R&D projects focussed on improving product durability, reducing material consumption, water reduction during product usage and improving product sustainability through asbestos reduction and increasing waste utilisation.
Capex	11%	17%	Improvements in Health and Safety equipment and safeguards, Investments to improve Rainwater Recharging systems, Energy efficiency.

Note: By design, the capex in Plant and Machinery factors energy efficiency, safety, and ergonomics for new equipment. This is over and above the contribution as mentioned above.

*R&D expenses cannot be measured by individual projects due to shared resources across projects and BU. The reported figure is estimated based on the %age of projects with specific improvements in Environmental and Social Impacts.

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

   No, the Company's critical raw material suppliers are large entities with established sustainability practices and certifications. BirlaNu is in the process of approval for its sustainable sourcing policy which lays down the Company's principles towards sustainable sourcing. In addition, the Company will be rolling out its Supplier Code of Conduct which lays down its expectations from its suppliers on a variety of ESG aspects.

   b. If yes, what percentage of inputs were sourced sustainably?

   ~5.6% (by value) of our raw material is recycled and reused waste from other industries as detailed in Principle 2 Leadership Indicator.

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.

   BirlaNu recognizes the significance of end-of-life management for its products. Safe recovery, reuse, recycling, and disposal of products at the end of their life fall outside the Company's direct control and responsibility, given their long lifespan. As BirlaNu manufactures building and construction materials, they are ultimately disposed of as Construction and Demolition (C&D) waste. The Company's products do not fall under E-Waste at end-of-life. Plastic and E-Waste during the Company's operations are disposed of as per Waste Management Rules as detailed in Principle 6, Essential Indicators 9 and 10. Post-consumer plastic packaging waste is addressed through EPR as explained in Principle 2, Essential Indicator 4.

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, the Company has obtained EPR Targets as both an importer and brand owner for plastics (E-Waste is not applicable). For FY25, the minimum plastic recycling targets are approximately 63.5 tons of CAT-1, 61.5 tons of CAT-2, 63.5 tons of CAT-1 EOL, and 143.5 tons of CAT-2 EOL. Additionally, BirlaNu successfully achieved its targets for FY24 by purchasing Plastic Credits.

Leadership Indicators:

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for the manufacturing industry) or for its services (for the service industry)? If yes, provide details in the following format?

NIC Code	Name of the Product/ Service	% of total turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link
BirlaNu has not conducted an independent LCA for any of its key products during the financial year 2024-25. GreenPro and GRIHA adopt a holistic life cycle approach to assess products' environmental impact. BirlaNu's GreenPro and GRIHA certifications are mentioned in Section B, Question 4.					

2. If there are any significant social or environmental concerns and/or risks arising from the production or disposal of your products/services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same:

Name of Product / Service	Description of the risk/concern	Action Taken
The use of Asbestos in manufacturing has well-defined environmental risks and requirements which are addressed through appropriate certifications and actions as discussed in Section A, Q26 – Product Safety.		

3. Percentage of recycled or reused input material to total material (by value) used in production (for the manufacturing industry) or providing services (for service industry):

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25	FY 2023-24
Flyash	1.64%	4.52%
Pondash	0.12%	0.37%
Slag	0.76%	1.22%
CRP Pulp	2.10%	3.44%
Jeans Pulp	0.47%	1.13%
Pulp	0.47%	0.08%

Note: For roofing, boards and panels as well as pipes, the Company's process incorporates dry waste recycling. The ratio of Dry Waste Recycling (DWR) is as per quality and strength guidelines. Calculation is based on purchase data.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Stakeholder group from whom the complaint is received	FY 2024-25			FY 2023-24		
	Re-used	Recycled	Safely disposed	Re-used	Recycled	Safely disposed
Plastics (including packaging)	Not applicable Please refer Principle 2, Essential Indicator 3					
E-waste						
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not applicable Please refer Principle 2, Essential Indicator 3	

3 PRINCIPLE:

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 the employees:**

Category	Total (A)	% of employees covered by: Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Daycare facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Employees											
Male	1,126	1,126	100%	1,126	100%	NA	-	1,126	100%	-	-
Female	48	48	100%	48	100%	48	100%	NA	-	-	-
Total	**1,174**	**1,174**	**100%**	**1,174**	**100%**	**48**	**100%**	**1,126**	**100%**	**-**	**-**
Other than Permanent Employees											
Male	61	61	100%	61	100%	-	-	61	100%	-	-
Female	2	2	100%	2	100%	2	100%	-	-	-	-
Total	**63**	**63**	**100%**	**63**	**100%**	**2**	**100%**	**61**	**100%**	**-**	**-**

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

Category	Total (A)	% of workers covered by: Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Daycare facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Workers											
Male	641	641	100%	641	100%	-	-	641	100%	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**641**	**641**	**100%**	**641**	**100%**	**-**	**-**	**641**	**100%**	**-**	**-**
Other than Permanent Workers											
Male	4,149	4,149	100%	4,149	100%	-	-	4,149	100%	-	-
Female	42	42	100%	42	100%	42	100%	-	-	-	-
Total	**4,191**	**4,191**	**100%**	**4,191**	**100%**	**42**	**100%**	**4,149**	**99%**	**-**	**-**

Note: Health insurance, accident insurance, maternity & paternity benefits are provided to workers under ESI.

c. Spending on measures towards the 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 wellbeing measures as a % of total revenue of the Company	0.46%	0.44%

Note: Measures towards employee wellbeing included in the table above are medical insurance, accident insurance, and canteen facilities at all locations.

Note: Data on well-being measures and the total income from operations for FY24 have been restated as per guidance from the Industry Standards Note on BRSR Core (SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024).

2. Details of retirement benefits, for the current financial year and previous financial year:

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%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	3%	75%	Yes	3%	84%	Yes
Others – please specify	N.A					

Note: - All employees and workers (permanent and other than permanent) have been included for FY25 and FY24 above. Retirement benefits include Group Insurance or ESIC, and Workmen's Compensation is not applicable. FY24 data has been restated to include other than permanent employees and other than workers, ensuring comparability of the data above.

3. Accessibility of workplaces: Are the premises/offices of the entity accessible to differently-abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard:

BirlaNu is committed to fostering a diverse and inclusive organizational culture. Aligned with its goal, all offices and plant admin spaces of the Company are being enabled for better accessibility.

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

Yes, BirlaNu has an Equal Opportunity Policy that is available on the Company's internal portal. As an equal opportunity employer, BirlaNu is open to employing people with disabilities for jobs that can be performed by the candidate safely. The policy is communicated to all employees and relevant external stakeholders. During induction, new employees are given orientation on the equal opportunity policy and the Company's grievance handling mechanism related to this policy.

5. Return to work and retention rates of permanent employees and workers who took parental leave:

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	89%	100%	100%
Female	100%	50%	100%	100%
Total	100%	88%	100%	100%

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. There is a grievance committee to address the grievances of permanent workers through complaint registers at all the factories, which are reviewed regularly.
Other than Permanent Workers	Yes. Grievance boxes are provided at all the plant locations to receive grievances from contract workers. Once a month, grievances received by the workers are opened and reviewed by the plant's leadership team. Suitable actions are taken to address these grievances and other feedback.
Permanent Employees	Yes. Employees can share their grievances or feedback with their reporting managers or Management through the various digital redressal mechanisms available in the organization. Appropriate actions are taken to address grievances and feedback received.
Other than Permanent Employees	Yes, other than permanent employees, can also use the mechanisms as 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 the respective category (A)	No. of employees/ workers in the respective category, who are part of the association(s) or union (B)	% (B/A)	Total employees/ workers in the respective category (C)	No. of employees/ workers in the respective category, who are part of the association(s) or Union (D)	% (D/C)
Permanent Employees						
Total	**1,174**	**-**	**-**	**1,199**	**-**	**-**
-Male	1,126	-	-	1,143	-	-
-Female	48	-	-	56	-	-
Other	-	-	-	-	-	-
Permanent Workers						
Total	**641**	**269**	**42%**	**640**	**265**	**41%**
-Male	641	269	42%	640	265	41%
-Female	-	-	-	-	-	-
Other	-	-	-	-	-	-

8. Details of training given to employees and workers:

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	1,187	1,187	100%	939	79%	1,186	1,186	100%	1,052	89%
Female	50	50	100%	40	80%	58	58	100%	55	95%
Other	-	-	-	-	-	-	-	-	-	-
Total	**1,237**	**1,237**	**100%**	**979**	**79%**	**1,244**	**1,244**	**100%**	**1,107**	**89%**
Workers										
Male	4,149	4,149	100%	310	7%	4,863	4,863	100%	374	8%
Female	42	42	100%	-	-	40	40	100%	-	-
Total	**4,191**	**4,191**	**100%**	**310**	**7%**	**4,903**	**4,903**	**100%**	**374**	**8%**

Data includes both permanent and other than permanent employees and workers.

9. Details of performance and career development reviews of employees and workers:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	1,187	1,050	88%	1,186	983	83%
Female	50	47	94%	58	43	74%
Total	**1,237**	**1,097**	**89%**	**1,244**	**1,026**	**82%**
Workers						
Male	4,149	359	9%	4,863	341	7%
Female	42	-	-	40	-	-
Total	**4,191**	**359**	**9%**	**4,903**	**341**	**7%**

Note: All eligible employees (permanent and other than permanent) and permanent workers have received career development and performance reviews. Workers who are a part of trade unions that have wage agreements and other than permanent workers are not eligible for career development and performance reviews. FY24 data has been restated to exclude other than permanent workers, ensuring comparability of the data above.

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 of such system?

The health and safety of its employees and workers is a critical priority for BirlaNu. The Company adheres to both global and National Occupational Health and Safety standards. The Company monitors its Environmental and Occupational Health and Safety practices to ensure compliance with all applicable regulations and abides by the Occupational Health and Safety Management System at all its plants. The Occupational Health and Safety Management System covers 100% of its employees and workers. The Company has achieved ISO 45001 certifications at two of its plants—Golan and Faridabad. Furthermore, BirlaNu has developed a progressive plan to expand the ISO 45001 certification across its operations nationwide.

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

BirlaNu conducts Hazard Identification and Risk Assessment (HIRA) on a routine and non-routine basis to ensure workplace safety. Hazards are identified through inspections, worker feedback and incident reports covering unsafe acts and unsafe conditions. Risks are assessed using a 5x5 matrix based on likelihood and severity, with controls implemented via engineering solutions, administrative measures, and PPE. The EHS lead of each plant conducts regular inspections and collaborates with department heads to address safety issues. Quarterly safety meetings and interdepartmental EHS audits ensure continuous safety improvements, with processes in place to identify and assess work-related hazards and risks regularly.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/ No)

Yes, BirlaNu has established clear processes for workers to report work-related hazards and remove themselves from potential risks. Employees are encouraged to suggest safety improvements via written submissions in a suggestion box. The Company has implemented a robust system for reporting and investigating Environment, Health, and Safety (EHS) events, ensuring proper categorization of incidents. This approach ensures consistent reporting and investigation while identifying and addressing bottlenecks in processes, procedures, and practices.

Each work area and shift are assigned a designated supervisor to whom hazards must be reported. In cases of high-severity risks, operations are paused to mitigate potential harm. Regular mock drills are conducted as part of the emergency preparedness plan, with specific emergency scenarios identified to ensure employees are equipped to respond swiftly and effectively.

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

The well-being of its people is integral to the success of BirlaNu's employer brand and its vision for the future. The Company has developed a robust system to monitor employees' overall health, addressing both occupational and non-occupational illnesses. Employee health is prioritized from the pre-employment medical check-up and continues throughout their tenure, extending to a year post-retirement from the Company. Regular medical check-ups are provided to all employees, along with personalised health education and counselling sessions. Each plant location has tie-ups with local hospitals nearby, which offer access to discounted healthcare services for BirlaNu's employees and workers.

Further, in compliance with regulatory requirements, the Company has conducted asbestos-related health check-ups. State-specific Standard Operating Procedures (SOPs) are in place for periodic health check-ups, which include half-yearly pulmonary function tests (PFT) and X-rays every three years. Retired permanent workers are also contacted every three years to encourage follow-up X-ray examinations, ensuring ongoing health monitoring.

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	-	-
	Workers	0.45	0.45
Total recordable work-related injuries	Employees	-	-
	Workers	5	5
No. of fatalities	Employees	-	-
	Workers	-	-
High-consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

**Including contract workforce*

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

Health and Safety at the workplace is a focus for BirlaNu and is regularly reviewed by the executive leadership. The Company has implemented a formal program that outlines management and employee responsibilities to maintain a safe working environment. The program includes policies and procedures for identifying hazards, assessing risks, implementing control measures, and providing employee training and education.

- Risk Management- The Company conducts regular risk assessments to identify potential hazards, evaluate associated risks, and implement control measures to mitigate those risks. Depending on the risk score, engineering controls such as ventilation systems, guardrails, machine guards, and interlocks are implemented to eliminate or reduce exposure to hazards. Additionally, the workplace is regularly inspected to evaluate hazards and the effectiveness of control measures and ensure compliance with relevant regulations and standards.
- The Company conducts monthly Rewards & Recognition programs to acknowledge best practices in health and safety. In addition, to ensure adherence and accountability, penalties are applied to EHS violators, reinforcing a strong commitment to compliance and safety.
- The Company also leverages technology to enhance safety by installing AI cameras in high-risk areas to monitor danger zones in real-time, automatically identifying potential hazards and providing alerts. In roles where manual intervention is not feasible, these AI cameras offer continuous monitoring to mitigate risks.
- Continuous Improvement: Kaizen-based principles have been implemented to drive continuous improvement in EHS protocols, with 90 EHS Kaizens successfully executed and incorporated into regular systems.
- Focused Awareness Programs: Starting in November, the Company started organizing Fiber Day to ensure proper handling of fibre in the specified area to reinforce safe practices. In addition, Health & Safety Week is celebrated annually from March 4th to March 10th, featuring activities such as PPE displays, infographic drawings, and quiz competitions to engage employees.
- Training and Education: Employees receive ongoing training on safe work practices, hazard identification, and proper PPE usage (e.g., hard hats, safety goggles, respirators, gloves and safety shoes). Over 25,740 hours of training till March 2025 and a 100% EHS Induction rate for new employees have been conducted across locations to ensure comprehensive safety knowledge. A 2-day workshop on EHS and Safety was held for leadership teams to strengthen their knowledge and commitment to safety. In addition, third-party safety training is conducted regularly on PPE usage and factory safety procedures to ensure adherence to best practices.
- CAPA Deployment: The accidental CAPA system is implemented across all SBUs, to address safety incidents and risks. The Company achieved a greater than 80% closure rate, demonstrating the Company's commitment to continuous safety improvements and incident prevention.
- Mock Drills and Emergency Preparedness: 26 mock drills were conducted to assess the readiness and competency of the Emergency Response Team (ERT) and First Aid teams in effectively managing emergencies.

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 year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	Nil	Nil	NA	Nil	Nil	NA
Health and Safety	Nil	Nil	NA	Nil	Nil	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working conditions	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:

Based on a near miss, the Company implemented a work permit compliance check to minimize the risk of accidents. This has been implemented across all plants and Strategic Business Units (SBUs) and is monitored regularly. The Company achieved an average of 94% compliance across all plants. Additionally, the team took appropriate steps to fine-tune processes, including implementing a daily work permit system, assigning supervisors for higher-risk tasks, and enhancing worker awareness of EHS protocols to improve safety. In response to another incident at the Faridabad Sheet Plant, the height of pulp storage was reduced, and a "work permit" discussion forum was created for real-time communication. Also, CAPA measures, including stricter monitoring of storage areas and enforcement of safety policies, have been deployed across plants to ensure ongoing safety improvements and prevent the recurrence of similar incidents.

Leadership Indicators:

1. Does the entity extend any life insurance or any compensatory package in the event of death:

BirlaNu's permanent employees are covered under Term Life Insurance at no additional cost. Under this, in the unfortunate event of an employee's demise during their employment, the nominee will receive an amount equivalent to "40 times the last drawn monthly basic salary of the deceased employee". In addition, workers are also covered under the ESIC Act. For FY25, there was one reported death case, and ₹ 8,39,286/- was paid as compensation.

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

Contractual workforce service providers are routinely assessed to verify compliance with statutory obligations, including PF, Gratuity, Insurance, Taxes, and related dues. Additionally, approval of the current month's billing is contingent upon certification from the respective unit HR, confirming that all statutory payments for the previous month have been duly met. In addition, all contracts with the Company's value chain partners specify their obligations towards the payment of "Taxes & Duties", "Compliance with Laws", "Compliance with Statutory Obligations", "Indemnification", "Audit Provisions", etc. These bind the value chain partners to ensure the timely and complete payment of statutory dues.

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 2024-25	FY 2023-24
Employees	Nil		Nil	
Workers				

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)

BirlaNu currently does not have a structured program to provide transition assistance to retiring employees. However, health insurance coverage is extended to retired employees and their families (spouse and two dependent children), for two years following retirement.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	3.5%
Working conditions	

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners:

The Company has reviewed and revised its work permit system and enhanced awareness and training sessions for its contractual workers in line with enhanced health and safety protocols. These are also a result of horizontal deployment of practices based on the ISO 45001 certifications.

4 PRINCIPLE:



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.

BirlaNu is dedicated to maintaining the highest standards of transparency, accountability, and ethical conduct in its management of stakeholder relationships across its operations. The Company categorises stakeholders as any entities, groups, organisations, or communities influenced directly or indirectly by its operations and across its value chain. In the reporting year, the Company reviewed its key stakeholder groups and their prioritisation based on their impact on its value creation and the impact of its business activities on its stakeholders. BirlaNu's key stakeholders and engagement mechanisms are detailed in Principle 4, Essential Indicator 2. Proactive management of stakeholders ensures that the Company has a comprehensive view of potentially conflicting expectations and can be effective and responsive. A better understanding of their needs and feedback enables the Company to adapt its operations and processes while being aligned with its core values and strategic objectives.

2. List of stakeholder groups identified as key for the entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as a vulnerable & marginalized group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisements, Community Meetings, Notice Board, Website), others	Frequency of engagement (Annually/ Half yearly/ Quarterly/ Others-please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Local Communities	Yes	▸ Community Meetings for need identification ▸ Partnership with local implementation partners	▸ Need-based ▸ Ongoing	▸ Need and impact on Society at large ▸ Selection of CSR Projects ▸ Implementation Partners ▸ Alignment of CSR projects with BirlaNu's strategy ▸ Project outcome and impact ▸ Healthcare and wellbeing ▸ Education and related infrastructure ▸ Community development
Employees and Workers	No	▸ Employee Experience Survey ▸ Townhall ▸ HRMS ▸ Human Resources portal ▸ CHRO Hub ▸ Emails from Employee Communication ▸ Business Meetings	▸ Annual ▸ Quarterly ▸ Monthly ▸ Ongoing	▸ Company's vision, mission and values ▸ Business performance updates ▸ Training and capability building ▸ Aspects of employee well-being ▸ Performance management and career development ▸ Employee engagement activities
Customers	No	▸ Exhibitions and events ▸ Website and social media ▸ Distributor/ Retailer/ Direct Customer/ Achievers Meet ▸ Customer plant visits ▸ Trade body membership ▸ Information on packaging ▸ Customer Contact Center	▸ Ongoing	▸ Customer surveys & complaints management ▸ Product features and benefits ▸ Product quality and availability feedback ▸ Timeliness of customer support ▸ Satisfaction with after-sales service ▸ Responsible guidelines/ manufacturing ▸ Awareness and initiatives for climate change
Suppliers and Partners	No	▸ Procurement channels ▸ Suppliers/ traders/ manufacturers' visits ▸ Product workshops ▸ Seminars	▸ Ongoing	▸ Quality, Price ▸ Timely delivery and payments ▸ Transparency ▸ New product introduction ▸ New business opportunity ▸ Jointly working on product quality enhancement ▸ Sustainable procurement practices
Government and Regulatory Authorities	No	▸ Compliance reports ▸ Industry forums ▸ Statutory meetings	▸ Ongoing	▸ Statutory environmental, social and governance compliance ▸ Compliance-related requirements, such as filing periodic returns, reports, payment of taxes, etc.
Shareholders and Investors	No	▸ Annual General Meeting ▸ Investor conferences/ calls/ meetings ▸ Investor communications/ press releases/ ▸ Relevent advertisements ▸ Stock Exchange Intimations	▸ Ongoing	▸ Governance and financial performance ▸ Business updates ▸ Growth plans and product pipeline

Stakeholder Group	Whether identified as a vulnerable & marginalized group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisements, Community Meetings, Notice Board, Website), others	Frequency of engagement (Annually/ Half yearly/ Quarterly/ Others-please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Dealers & Distributors	No	▸ Dealer conferences ▸ Regional meetings ▸ Email communications ▸ Training workshops ▸ Sales reports ▸ Product catalogues and price lists ▸ Promotional materials ▸ Social media updates ▸ Direct sales calls ▸ Dealer Management System	▸ Monthly, ▸ Quarterly ▸ Ongoing	▸ Sales performance and targets ▸ Product availability and quality, ▸ Pricing and promotions ▸ Marketing support and materials ▸ Training and education on product features ▸ Customer preferences and market trends ▸ Resolving issues or concerns regarding deliveries or payments ▸ Collaboration on marketing campaigns and promotions
Influences and Applicators	No	▸ One-on-one meetings ▸ Events, exhibitions and expos ▸ Digital media ▸ Training workshops ▸ Product catalogues ▸ Direct sales calls ▸ Training and awareness workshop ▸ App for coupons	▸ Ongoing	▸ Awareness of the Company and Products Profile ▸ Business Collaboration and Value Addition ▸ Training and education on product features ▸ Customer preferences and market trends ▸ Collaboration on marketing campaigns and promotions
Bankers	No	▸ In-person meetings/ visits	▸ On need basis	▸ Transparent financial transactions ▸ Timely repayment of debt
Industry Associations	No	▸ Emails and letters ▸ Meetings and seminars ▸ Representations ▸ Conferences	▸ Annually ▸ Half-yearly ▸ Quarterly ▸ As and when required	▸ Policy matters and initiatives ▸ Broader policy development and consensus-building process

Leadership Indicators:

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

   The Board has delegated the responsibility of stakeholder consultation on environmental and social topics to the Executive Leadership of BirlaNu. Functional leaders have a structured engagement mechanism as discussed in Principle 4, Essential Indicator 2 (above). These ongoing engagements, actions taken and implications for the business are periodically reviewed by the Board through the Board Familiarization Programmes (please refer Principle 1, Essential Indicator 1). Investor and Shareholder concerns are presented to the Stakeholders' Relationship Committee while the CSR Committee reviews inputs received from its communities. These committees and Board Familiarization Programmes provide a critical forum for ensuring that the Board takes cognizance of diverse stakeholder perspectives and concerns during decisions related to economic, environmental, and social impacts.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.

   Yes, Stakeholder consultation is a key process for identifying both the environmental and social needs of the stakeholders. Employee feedback and input are gathered through BirlaNu's engagement platforms, which inform the development of new initiatives and policies.

For example, based on employee feedback, BirlaNu has introduced optional holidays for both office and field-based employees, providing the option to use Advance PL in case of medical exigencies, increased the limit for paternity leave, and introduced bereavement leave. Similarly, customer feedback is crucial in guiding the R&D team to develop new products and enhance existing ones. The implementation of health and safety continuous improvement programs (Kaizen) has led to the successful completion and horizontal deployment of several initiatives. On the basis of feedback from its influencers, the Company has launched a digital loyalty program to smoothen the process for coupon redemptions and other activities thereby building stronger engagement with this key stakeholder group.

3. Provide details of instances of engagement with and actions taken to address the concerns of vulnerable/ marginalized stakeholder groups.

BirlaNu actively engages with vulnerable and marginalized communities near its plant operations to understand their needs and address them, demonstrating its strong commitment to social responsibility. Through structured initiatives, the Company ensures community voices are heard and incorporated into decision-making, leading to improved access to education, healthcare, and livelihood opportunities. One such initiative is the "Rural Mental Health Program" in Odisha, Telangana, and Andhra Pradesh, which aims to enhance quality of life by raising mental health awareness, providing free psychiatric consultations and treatment, and supporting those with mental illnesses. All of BirlaNu's CSR activities are similarly tailored to the needs of the communities surrounding the operational facilities of the Company.

5 PRINCIPLE:

Businesses should respect and promote human rights

Essential Indicators:

1. Employees and workers who have been provided training on human rights issues and policy(ies) 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	1,174	1,174	100%	1,199	1,199	100%
Other than permanent	63	63	100%	45	45	100%
Total	**1,237**	**1,237**	**100%**	**1,244**	**1,244**	**100%**
Workers						
Permanent	641	641	100%	640	640	100%
Other than permanent	4,191	4,191	100%	4,263	4,263	100%
Total	**4,832**	**4,832**	**100%**	**4,903**	**4,903**	**100%**

Note: *Human Rights Training includes POSH and Employee Code of Conduct among others*

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	1,126	-	-	1,126	100%	1,143	-	-	1,143	100%
Female	48	-	-	48	100%	56	-	-	56	100%
Others	-	-	-	-	-	-	-	-	-	-
Total	**1,174**	**-**	**-**	**1,174**	**100%**	**1,199**	**-**	**-**	**1,199**	**100%**
Other than Permanent										
Male	61	-	-	61	100%	43	-	-	43	100%
Female	2	-	-	2	100%	2	-	-	2	100%
Others	-	-	-	-	-	-	-	-	-	-
Total	**63**	**-**	**-**	**63**	**100%**	**45**	**-**	**-**	**45**	**100%**
Workers										
Permanent										
Male	641	-	-	641	100%	640	-	-	640	100%
Female	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total	**641**	**-**	**-**	**641**	**100%**	**640**	**-**	**-**	**640**	**100%**
Other than Permanent										
Male	4,149	3,964	96%	185	4%	4,223	4,223	100%	-	-
Female	42	42	100%	-	-	40	40	100%	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total	**4,191**	**4,006**	**95.59%**	**185**	**0.02%**	**4,263**	**4,263**	**100%**	**-**	**-**

3. Details of remuneration/salary/wages, in the following format

a. Median Remuneration/Wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of the respective category (Amount in Lakh)	Number	Median remuneration/ salary/ wages of respective category (Amount in Lakh)
Board of Directors (BoD)*	5	4.60	2	4.60
Key Managerial Personnel**	2	497.63	1	60.19
Employees other than BoD and KMP	1124	7.88	47	8.50
Workers (Permanent)*	641	4.07	-	-

*Includes only Non-executive Directors. The Non-executive Directors of the Company are entitled to sitting fees and commission as per the statutory provisions. The details of the remuneration of Non-executive Directors are provided in the Corporate Governance Report. Sitting fees are paid based on the number of meetings attended by a Non-executive Director and hence not considered for the calculation of median remuneration.

**KMPs include the Managing Director & CEO, Chief Financial Officer and Company Secretary of the Company.

Note: Annualised salaries of KMPs/Employees/Workers as of March 31, 2025, have been considered for calculation of median remuneration.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25	FY 2023-24
Gross wages paid to females (Gross wages paid to females as % of total wages)	4.17%	3.85%*

Note: *The data includes all permanent and non-permanent employees and workers and the women workforce within them.*
**Figures for FY23-24 have been restated based on reclassified and recategorized as per guidance from the Industry Standards Note on BRSR Core (SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024)*

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)

   Human rights impacts and issues relating to the Company are addressed comprehensively through various internal and external platforms. The Chief HR Officer (CHRO) is the focal point (individual) responsible for addressing human rights impacts. The POSH Committee also plays a critical role in addressing and preventing instances of sexual harassment within the workplace.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues:

   The Company has established a dedicated portal for Grievance Management, where all human rights grievances are evaluated by a cross-functional team including the CHRO, Legal Head, and Internal Audit Head. These grievances are investigated, and necessary actions are implemented. Moreover, a dedicated email address for POSH-related matters is provided, which is directly managed by the Chairperson of the POSH Internal Committee.

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	-	NA	NA	-	NA	NA
Discrimination at workplace	-	NA	NA	-	NA	NA
Child Labour	-	NA	NA	-	NA	NA
Forced Labour/ Involuntary Labour	-	NA	NA	-	NA	NA
Wages	-	NA	NA	-	NA	NA
Other human-rights related issues	-	NA	NA	-	NA	NA

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 of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees/workers	-	-
Complaints on POSH upheld	-	-

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases:

   The mechanisms outlined in the Whistle Blower Policy and Sexual Harassment at Workplace Policy are designed to protect the interests of complainants in cases of discrimination and harassment. BirlaNu upholds a strict non-retaliation policy, ensuring confidentiality to safeguard the complainant's identity, and providing clear channels for reporting any retaliatory actions. Any individual that is found to be targeting a complainant will face disciplinary action. Together, these measures create a supportive and secure environment, allowing individuals to raise concerns without fear of retaliation.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

   The Company's commitment to human rights extends to the workforce, contractors, and suppliers. All business agreements and contracts have clauses on human rights compliance. This includes legal compliance, and prohibition of harmful practices like child labour, forced labour, and discrimination.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100% assessed, no discrepancy found.
Forced/involuntary labour	100% assessed, no discrepancy found.
Sexual harassment	100% assessed, no discrepancy found.
Discrimination at workplace	100% assessed, no discrepancy found.
Wages	100% assessed, no discrepancy found.
Others – please specify	Not Applicable

Note: BirlaNu's Internal Auditors conduct assessments as per their audit schedule. Assessments are also periodically conducted by the respective Government authorities.

11. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 10 above:

No specific risks, concerns, or instances related to the assessments in Question 10 were noted during the reporting year. As a proactive measure, BirlaNu ensures awareness and e-learning sessions regularly to educate all employees and workers on the subject through its Code of Conduct training.

Leadership Indicators:

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

BirlaNu has not received any grievances/complaints on human rights issues. Hence, no business modifications are required.

2. Details of the scope and coverage of any human rights due diligence conducted.

No Human Rights due diligence was conducted in the reporting year FY25.

3. Is the premise/office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

All BirlaNu offices and administrative offices at manufacturing plants are equipped with the necessary infrastructure to support employees and visitors with disabilities, as discussed in Principle 3, Essential Indicator 3.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	3.5%
Discrimination at workplace	3.5%
Child Labour	3.5%
Forced Labour/Involuntary Labour	3.5%
Wages	3.5%
Others – Nil	Not Applicable

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments in Question 4 above.

None.

6

PRINCIPLE:



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

Essential Indicators:

Note: IMF USD-INR PPP data for FY25 at 20.66 has been used for FY24 and FY25 as per guidance from the Industry Standards Note on BRSR Core (SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024). PPP based figures throughout Principle 6 have been revised accordingly.

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25	FY 2023-24
From renewable sources		
Total electricity consumption (A)	16,792.79	17,088.66
Total fuel consumption (B)	3,79,510.74	4,01,996.20
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	**3,96,303.53**	**4,19,084.85**
From non-renewable sources		
Total electricity consumption (D)	2,66,903.46	2,68,666.24
Total fuel consumption (E)	1,88,765.35	2,21,314.06
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	**4,55,668.81**	**4,89,980.30**
Total energy consumed (A+B+C+D+E+F)	**8,51,972.35**	**9,09,065.15**
Energy intensity per rupee of turnover GJ/Rupee (Total energy consumed / Revenue from operations)	3.69×10^{-05}	4.07×10^{-05}
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) GJ/USD (Total energy consumed / Revenue from operations adjusted for PPP)	7.62×10^{-04}	8.42×10^{-05}
Energy intensity in terms of physical Output	Not Applicable	Not Applicable
Energy intensity (optional) – the relevant metric may be selected by the entity.	Not Applicable	Not Applicable

Energy calculations are limited to the manufacturing operations of the Company and do not include electricity consumption at offices, depots or any Company vehicles. Revenue considered for intensity calculation is Revenue from Operations. A total of 69,53,626 KWh of Wind Energy has been produced by BirlaNu windmills, which have been provided to the grid. This has not been considered as part of renewable energy consumer.

Energy calculations are based on factors and equations from WRI's GHG Protocol, EPA.Gov, DEFRA and the 2016 IPCC Protocol. Biomass calorific values are based on sample data. Renewable sources include capex solar energy generated, wind energy, and Biomass (de-oiled cashew-nut shell, briquettes, rice husk) used in boilers, and firewood for the canteen. Non-renewable sources include grid electricity for plants, diesel for DG sets and material handling equipment, coal, PNG and LPG (for process use and, in the canteens).

**Note: FY24 data for Energy has been restated and corrected based on recategorization.*

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No.

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, BirlaNu does not have any of its plants identified as Designated Consumers ("DCs") under the Performance, Achieve, and Trade ("PAT") Scheme.

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 kilo litres)		
(i) Surface water	-	-
(ii) Ground water	9,77,895.94	8,86,757.52
(iii) Third party water	23,639.38	15,532.73
(iv) Seawater / desalinated water	-	-
(v) Others – Bottled Water	1,071.98	434.14
Total volume of water withdrawal (in kilo litres) (i + ii + iii + iv + v)	**10,02,607.30**	**9,02,724.39**
Total volume of water consumption (in kilo litres)	**9,90,042.04**	**8,95,051.65**
Water intensity per rupee of turnover (kL / INR)	4.29×10^{-05}	4.01×10^{-05}
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) kL/USD PPP (Total water consumption / Revenue from operations adjusted for PPP)	8.85×10^{-04}	8.29×10^{-04}
Water intensity in terms of physical Output	Not Applicable	Not Applicable
Water intensity (optional) – the relevant metric may be selected by the entity		

Revenue considered for intensity calculation is Revenue from Operations. FY 2023-24 consumption data is restated due to regrouping of treated water recycled and used in garden into consumption since it is recycled within the fence.

Third-party water includes water purchased from water tankers and municipal water.

For FY 2023–24, 47,424.45 KL of water and in FY 2024–25, 62,034 KL of water has been treated and recycled for gardening and has been included in the total water consumption volume.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Ground water		
- No treatment	-	-
- With treatment – soak pit	12,565.27	7,672.75
(iii) To Sea water		
- No treatment	-	-
- With treatment	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – ETP/STP	-	-
Total water discharged (in kilolitres)	**12,565.27**	**7,672.75**

The Company is in the process of operationalizing water telemetry for accurate measurement of discharge and STP. In some of the plants, water discharge figures are estimated for FY25 and FY24. As a Zero Liquid Discharge (ZLD) facility, all discharged water is treated and used entirely within our premises. In FY25, 43,371. 13 kl of water was treated in ETP and STP and used for gardening while the corresponding value for FY24 was 47,424.40 kl.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, the name of the external agency. No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation:

BirlaNu has made substantial investments to achieve Zero Liquid Discharge (ZLD) across all its plants. None of the manufacturing processes across plants generate any process effluents. Only domestic wastewater is generated from toilets and the canteen, which is treated, and the treated water is utilized for the irrigation of the green belt. This helps ensure no water is discharged, with no liquid waste released onto land or into water bodies. In addition, BirlaNu has invested in digital monitoring systems using water flowmeters with Telemetry for efficient monitoring and reducing water wastage. The Company has also expanded rainwater storage across various plant locations in India. For more details, please check Principle 6 of Leadership Indicators Question 4.

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	Tonnes	140.38	113.69
SOx	Tonnes	16.49	20.11
Particulate matter (PM)	Tonnes	33.87	17.44
Persistent organic pollutants (POP)	Tonnes	Not Applicable	Not Applicable
Volatile organic compounds (VOC)	Tonnes	Not Applicable	Not Applicable
Hazardous air pollutants (HAP)	Tonnes	Not Applicable	Not Applicable
Others–please specify	Tonnes	Not Applicable	Not Applicable

The emissions are recorded based on quarterly measurements of the DG sets and the boiler stacks and the Company monitors other air emissions for SOx, NOx, and Particulate Matter (PM10 and PM2.5). POP, VOC, and HAP as described above are not material for our operations and hence are not monitored. As a practice, BirlaNu ensures that all air pollution parameters are within the permissible limits and compliant with the prevalent norms prescribed by the regional Pollution Control Boards, indicating efficient management of industrial operations and stringent air pollution control processes.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency. (Y/N) If yes, the name of the external agency. No, however, periodic audits are conducted by independent, authorized 3rd party agencies and accordingly Pollution Control Board compliance reports are provided.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	17,946.34	21,061.77
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	50,891.25	50,331.45
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO_2 equivalent per Rupee of Turnover	2.98×10^{-06}	3.20×10^{-06}
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)	Metric tonnes of CO_2 equivalent per USD adjusted for PPP of Turnover	6.16×10^{-05}	6.61×10^{-05}
Total Scope 1 and Scope 2 emission intensity in terms of physical output		Not Applicable	Not Applicable
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		Not Applicable	Not Applicable

Revenue considered for intersity calculation is revenue from operations. GHG emissions calculations are limited to the manufacturing operations of the Company and do not include electricity consumption at offices, depots or any Company vehicles. Fugitive emissions, including refrigerants, fire suppressants and small ad-hoc use gases, have not been included. These are minor in quantity and will not have a material impact on the GHG Emission values.

Scope 1 GHG Emissions: Based on factors and equations from WRI's GHG Protocol, EPA.Gov, DEFRA and IPCC's fifth assessment report. Fuels for Stationary Combustion (2006 IPCC guidelines) include diesel for DG sets, coal, PNG, and LPG. Mobile Combustion includes Diesel consumed in forklifts and material handling equipment. CH_4 and N_2O emission by biomass, i.e., de-oiled cashew nutshell, briquette, rice husk, and firewood, is accounted for. Biogenic emissions released from the use of Biomass for FY 2024-25 are 40,124.50 tCO_2, while those of FY 2023-24 are 42,329.56 tCO_2.

Scope 2 GHG Emissions: Based on the Grid Electricity EF - Central Electricity Authority, Govt. of India, CO_2 baseline database for Indian Power Sector, Version 20, December 2024 at the aggregate level (With RE). Renewable Energy (Wind Energy) which is directly provided to the grid has been reduced from the Scope 2 emissions.

**Note: FY24 data for Scope 2 emissions has been restated and corrected.*

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Being a future-focused organisation, BirlaNu recognises Climate Change and GHG Emissions as a material ESG risk, which also aligns with the Govt of India's Nationally Determined Contribution (NDCs) towards GHG emission reduction. The Company has taken quantified goals to help drive this focus. The manufacturing operations of BirlaNu's plants are taking focused programs for improving the renewable energy mix, use of biomass, and energy efficiency. The Company has undertaken the initiative to assess opportunities to enhance solar energy across its plants. A number of energy saving initiatives have been implemented including use of VFD's, motor management through optimizing power, air compression management among others. There is a significant focus on manufacturing excellence to minimize waste and improve yield which have an impact on energy consumption and GHG impact of waste disposal.

Given BirlaNu's focus on improving the environmental impacts of its business, the Company ensures a minimum of 33% of the land in its plants is dedicated to the green belt. In some of the Company locations including Faridabad, the green cover is significantly greater which would effectively help offset its GHG emissions. For more details, please refer to Annexure VI of the Board's Report.

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)**	1,023.28	2,107.30
E-waste **(B)**	13.03	12.41
Bio-medical waste **(C)**	0.01	1.64
Construction and demolition waste **(D)**	2,686.48	112.00
Battery waste **(E)**	1.38	14.56
Radioactive waste **(F)**	-	-
Other Hazardous waste. Please specify, if any. (G)	**12,749.62**	**13,324.42**
Used Oil	5.15	6.18
Asbestos Cement trimming sheets (Discarded sheets)	10,962.47	12,359.70
Process sludge containing asbestos fibre	1,782.00	958.54
Other Non-hazardous waste generated **(H)**. Please specify, if any	68,090.31	56,333.00
Total (A+B + C + D + E + F + G + H)	**84,564.11**	**71,905.33**
Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations) MT/Rupee	3.66×10^{-06}	3.22×10^{-06}
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) MT/USD PPP	7.56×10^{-05}	6.66×10^{-05}
Waste intensity in terms of physical output		
Waste intensity (optional) – the relevant metric may be selected by the entity	Not Applicable	Not Applicable
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	10,409.92	38,175.87
(ii) Re-used	3,963.25	7,566.64
(iii) Other recovery operations	3,511.56	8,036.48
Total	**17,884.73**	**53,778.99**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0.01	1.64
(ii) Landfilling	66,679.35	18,124.70
(iii) Other disposal operations	-	-
Total	**66,679.37**	**18,126.34**

Non-hazardous waste generated includes metal and wood scrap, process waste, and garbage (including food waste). Recycled waste consists of non-hazardous waste materials including metal and wood waste, plastic scraps, tyre waste, and MS barrels by an authorised waste recycler as well as composted wet waste. Any asbestos-based dry waste that cannot be recycled is transferred annually to TSDF (Treatment, Storage, Disposal Facility). Incineration is done for biomedical waste per the Hazardous Waste Management Rules. Landfilling involves the disposal of boiler ash, broken powder blocks, process sludge containing non-asbestos fibre, and non-asbestos discarded sheets. The Company endeavours that the majority of landfills are directed toward the reclamation of land by the communities surrounding its manufacturing facilities. However, the rest is handled by an authorised waste disposal Company. There has been one-time disposal of Construction and Demolition waste and other non-recyclable waste to landfill for some of our plants.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by the Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:

    BirlaNu is committed to its goal of environmental responsibility which is executed through a detailed waste management strategy. Hazardous and non-hazardous waste generated at all locations is collected and segregated according to its characteristics, in line with the Waste Management Rules for specific types of waste.

    Hazardous waste is sent to PCB-authorized vendors for safe disposal, in compliance with regulatory norms. Any asbestos waste deemed unsuitable for reuse is disposed of at a Treatment, Storage, and Disposal Facility (TSDF), ensuring safe and environmentally sound management. Dry waste, which may contain asbestos or used lubricant oil, is meticulously handled with advanced dust collection systems and strict safety protocols. For non-hazardous waste such as metal, wood, and MS drums, the Company has mapped various waste streams and ensures appropriate storage. This waste is then sold to authorized dealers for recycling, repurposing, or proper disposal.

    Additionally, BirlaNu adopts circular economy and 5R principles, prioritizing waste reduction and resource efficiency. The Company incorporates alternative materials from thermal power plants and steel production units into its manufacturing processes. All discarded or defective products, including pipes, boards, panels, and sheets, are grounded and converted into Dry Waste Recycle (DWR) wherever applicable and reused as input material in manufacturing. Furthermore, synthetic packaging materials wherever possible have been replaced with sustainable alternatives to foster a culture of reuse and recycling.

    The Company ensures that all relevant regulations, protocols and processes enforcing strict safety, handling, and disposal of asbestos fibre are followed to prevent exposure. In addition, it continues to invest its R&D efforts towards reducing asbestos in its products. No other hazardous or toxic chemicals are used in our manufacturing processes.

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/office	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.
The Company does not have operations or offices located in ecologically sensitive areas such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones, etc. Therefore, environmental approvals or clearances specific to these areas do not apply to BirlaNu's operations.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

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 Weblink
No environmental impact assessments of projects undertaken have been conducted in the current financial year.					

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, and Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S.No.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/ penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is compliant with all applicable environmental laws, regulations, and guidelines in India, including the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and the Environment Protection Act, along with the associated rules. No non-compliance has been reported or observed by any regulatory authority.				

Leadership Indicators:

1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):

For each facility/plant located in areas of water stress, provide the following information:

a. Name of the area: Only the Company's Faridabad plant has been categorized within a Water Stress Area (Over Exploited) as per the Ground Water Resource Assessment 2024 carried out by the Central Ground Water Board (CGWB)

b. Nature of operations: Manufacturing of Roofing Sheets, Walls and Pipes

c. Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilo litres)		
(i) Surface water	-	-
(ii) Ground water	99,696.08	61,680.00
(iii) Third party water	14,593.38	5,702.70
(iv) Sea water / desalinated water	-	-
(v) Others – Bottled Water	1,048.92	394.20
Total volume of water withdrawal (in kilo litres) (i + ii + iii + iv + v)	**1,15,338.38**	**67,776.90**
Total volume of water consumption (in kilo litres)	**1,12,062.00**	**67,776.90**
Water intensity per rupee of turnover (kL / INR)*		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – soak pit	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – ETP/STP	-	-
Total water discharged (in kilo litres)	**-**	**-**

#Faridabad is the only manufacturing location of the Company which is in a water-stressed area. In FY25, 3,276.00 kl of water was treated in ETP and STP and used for gardening while the corresponding value for FY24 was 5,180.15 kl.

*BirlaNu does not currently report revenue by facility. Faridabad facility operates multiple plants across product categories and hence, the Company cannot calculate the water intensity per rupee of turnover.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: Not applicable

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	MTs of CO_2 equivalent	The Company has not initiated the process for inventorying its Scope 3 emissions	
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, the name of the external agency. Not Applicable

3. With respect to the ecologically sensitive areas reported in Question 11 of Essential Indicators above, provide details of the significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities:

Not Applicable, as the Company does not have operations in ecologically sensitive areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as the outcome of such initiatives, as per the following format:

S.No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1.	Motor management across locations	Optimized management of motors across the process line by changing motors, improving efficiency across different locations, resulting in reduced power consumption and enhanced operational performance.	The impact of the capital expenditure (Capex) has been partially realized in FY25, with full realization expected from FY26 onwards. The focus has been on identifying opportunities through Capex and operational benefits.
2.	Optimized agitation for power, ash reduction	Reduced fly ash generation and more efficient handling contribute to lower power consumption and reduced ash disposal.	Reducing the dependency on fly ash, avoid landfilling & improve resource efficiency.
3.	Optimization of air and fan efficiency.	Reduced leakages and optimized air pressure in the operational process	Minimizing air leakages and optimizing air pressure reduces power consumption, lowers operating costs, and enhances equipment longevity.
4.	Air quality improvement	Installed Dust Collector system for Cement and Fly Ash	Improving air quality, reducing health risks, enhancing equipment efficiency and lowering costs
5.	Enhanced the current roof rainwater harvesting systems	Implemented additional groundwater recharge wells, employed piezometers with a telemetry system as per CGWA norms to track groundwater withdrawal, and installed digital water flow meters to monitor consumption patterns.	Maximization of rainwater collection to recharge groundwater, reduce leakages and wastage.
6.	Waste water Management	Installation and upgrading of the STP, coupled with digitization to enable the use of treated water for the green belt. Soil Biotechnology (SBT)-based STPs have been installed at some locations.	Better water usage, effective distribution of treated wastewater, and remote monitoring. No sludge generation, low maintenance and power, no odour issues, and easy operation.
7.	Increased use of industrial waste for cementitious products	Increased usage of pond ash and Slags	Minimize reliance on fly ash, prevent landfilling, and enhance resource efficiency.

S.No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
8.	Asbestos reduction	The raw material mix was adjusted to maintain the required product characteristics while reducing the proportion of asbestos.	Reduction of asbestos in the raw material mix.
9.	Automation of manufacturing processes for AAC blocks	Optimized recipe and waste reduction, in turn it helps reduce RM consumption and wastage (process losses).	Wastage controlled below 5%.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link:

BirlaNu integrates Business Continuity and Disaster Management into its Enterprise Risk Management framework with an ambition to minimize downtime and maintain uninterrupted operations. Fire drills and emergency preparedness exercises are routinely conducted for office staff, while Emergency Response Teams (ERT) undergo rigorous training in firefighting, rescue operations, and first aid. Semi-annual mock drills assess their effectiveness, ensuring swift and efficient crisis response. Tailored onsite emergency protocols equip ERT teams to handle emergencies within and beyond company premises, strengthening BirlaNu's overall crisis management capabilities.

To safeguard IT infrastructure, critical data is safeguarded with immutable storage at a secondary location, protecting against cyber threats and accidental loss. To further enhance resilience, the Company is exploring cloud-based disaster recovery solutions on a leading cloud service platform, enabling secure and rapid recovery when needed. BirlaNu's IT security measures are aligned with ISO 27001 certification requirements, reinforcing the integrity and reliability of its digital infrastructure.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

Most of the Company's tier-I suppliers have implemented sustainable practices related to environmental compliance and impacts. Asbestos fibre is sourced as per prevailing regulatory norms and following industry best practices. Appropriate training as well as health and safety measures are undertaken throughout the value chain. None of BirlaNu's products or downstream operations have negative environmental impacts beyond disposal at the end of life.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts:

Not Applicable – please refer Question 6 above.

8. How many Green Credits have been generated or procured:

(a) By the listed entity: None

(b) By the top ten (in terms of value of purchases and sales, respectively) value chain partners: Currently not available.

7

PRINCIPLE:

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. 10**

   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.	The Fibre Cement Product Manufacturer's Association (FCPMA)	National
2.	Confederation of Indian Industry (CII)	National
3.	The Federation of Telangana Chambers of Commerce and Industry (FTCCI)	State
4.	Faridabad Industries Association	State
5.	Balasore Chamber of Industries	State
6.	Haryana Environmental Management	State
7.	Green Rating for Integrated Habitat Assessment (GRIHA)	National
8.	Indian Green Building Council (IGBC)	National
9.	Indian Plumbing Association (IPA)	National
10.	Indian Plumbing Skills Council (IPSC)	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
None		

Leadership Indicators:

1. Details of public policy positions advocated by the entity:

S.No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
BirlaNu does not engage in direct public or regulatory policy advocacy with the government. However, it actively participates in various industry and trade bodies, including those where it is a founding member, as outlined under Principle 7, Essential Indicator 1(b). Through these platforms, the Company shares its expertise and perspectives on key industry matters. When approached by policymakers, BirlaNu is open to contributing insights to help shape policy frameworks, particularly in areas relevant to its operations and their broader societal impact.					

8 PRINCIPLE:

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:

   None of the projects of the Company had any stipulation to conduct a Social Impact Assessment (SIA) during the reporting period.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by the entity, in the following format:

   No Rehabilitation and Resettlement is ongoing or required for any of BirlaNu's projects.

3. Describe the mechanisms to receive and redress grievances of the community:

   BirlaNu works closely with complainants to resolve community complaints through open dialogue. Complaints can be submitted verbally or in writing, with dedicated email addresses info@birlanu.com and cs@birlanu.com or through our "Contact Us" webpage. Upon receiving a complaint, appropriate company officials are designated to investigate and address the grievance. If needed, grievances are escalated to Senior Management for further review and resolution.

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	16.54%	13.02%
Directly from within India	77.97%	73.56%

*Figures for FY23-24 have been restated based on Value of Purchase data being reclassified and recategorized as per guidance from the Industry Standards Note on BRSR Core (SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024)

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 24-25	FY 2023-24*
Rural	40.33%	42.89%
Semi-urban	0.00%	0.00%
Urban	10.74%	10.86%
Metropolitan	48.92%	46.25%

*Figures for FY23-24 have been restated based on reclassification and recategorization of wage data as per guidance from the Industry Standards Note on BRSR Core (SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024)

Leadership Indicators:

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

   As the Company was not required to conduct any Social Impact Assessments, this requirement is not applicable.

2. Provide the following information on CSR projects undertaken by the entity in designated aspirational districts as identified by government bodies:

   There are no designated aspirational districts around the area of operations of the Company.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No): No

   (b) From which marginalized /vulnerable groups do you procure? Not Applicable

   (c) What percentage of total procurement (by value) does it constitute? Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by the entity (in the current financial year), based on traditional knowledge:

S.No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Nil				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved:

   There were no disputes related to intellectual property in the reporting year and no corrective actions were required.

6. Details of beneficiaries of CSR Projects:

S.No.	CSR Project	No. of Persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Healthcare & Wellness (4 Projects)	26,417+	100%
2.	Education & Community Development (7 Projects)	3,463+	100%

9 PRINCIPLE:

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:

   As a customer-focused organization, BirlaNu incorporates consumer feedback into its research, product development, and distribution strategies. Feedback is also obtained from other stakeholders in the downstream value chain including influencers and applicators. A structured feedback mechanism using digital platforms supported by a centralized customer service cell spans the entire downstream value chain. This handles complaints from end users, channel partners, and influencers. This setup ensures transparent, timely resolution by directing queries to the appropriate internal teams and enabling consistent follow-up.

   In addition, the Company's leverages its sales force fostering stronger brand loyalty and long-term partnerships. To deepen engagement, the Company has introduced a digital loyalty and engagement platform tailored for influencers, alongside a Customer Relationship Management (CRM) system and a Sales Force Automation (SFA) tool to improve operational efficiency and enhance the overall customer experience.

   Dealer and distributor complaints are categorized into technical/manufacturing, application-related, or logistics issues to ensure accurate resolution routing. These are managed via dedicated dealer portals, with investigations—including site visits when required—initiated promptly. Validated complaints are addressed within 15 days, typically through the issuance of a Credit Note (CN), based on the legitimacy of the claim.

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	38.23%
Safe and responsible usage	8.88%
Recycling and/or safe disposal	5.38%

Note: The majority of BirlaNu's revenue comes from Roofs and Walls which do not have packaging. The disclosure above is based on the products that have GreenPro and GRIHA Environmental certifications. In addition to the figure disclosed above for "Safe and Responsible Usage", the Company also provides installation manuals and works with applicators, contractors and other intermediaries to ensure safe installation and responsible usage. This translates to a revenue contribution of 59%.

3. Number of consumer complaints in respect of the following:

	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
Data privacy	Nil	NA	NA	Nil	NA	NA
Advertising	Nil	NA	NA	Nil	NA	NA
Cyber-security	Nil	NA	NA	Nil	NA	NA
Delivery of essential services	Nil	NA	NA	Nil	NA	NA
Restrictive Trade Practices	Nil	NA	NA	Nil	NA	NA
Unfair Trade Practices	Nil	NA	NA	Nil	NA	NA
Other	Nil	NA	NA	Nil	NA	NA

4. Details of instances of product recalls on account of safety issues:

	Number	Reason for recall
Voluntary recall	Nil	NA
Forced recall	Nil	NA

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, the Company is committed to maintaining a resilient, secure, and future-ready IT infrastructure. It has established a robust Information Security Management System (ISMS) policy for cybersecurity and data privacy risks, accessible to all employees via the HRMS portal. This policy extends beyond employees to all users accessing BirlaNu's IT infrastructure and resources. To strengthen security, the Company has successfully adopted Zero Trust Network Access (ZTNA), enforcing strict verification protocols for every user and device.

Additionally, a Privileged Access Management (PAM) tool has been deployed alongside continuous threat monitoring tools to enhance access control and security vigilance. The Company ensures its IT infrastructure remains up to date by receiving vulnerability-related information from service providers and implementing necessary protection measures, all certified as per ISO 27001:2013. Employee awareness remains a key priority, with training sessions conducted through the EC-Council Aware platform, IT induction programs for new joiners, and biannual cybersecurity awareness sessions. An annual phishing simulation exercise further reinforces cybersecurity preparedness.

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:

There have not been any complaints related to any of these issues. Based on the Company's monitoring mechanisms, and feedback collection, it proactively undertakes actions to prevent issues from occurring as mentioned for ISMS.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact:

b. Percentage of data breaches involving personally identifiable information of customers:

c. Impact, if any, of the data breaches

There have been no instances of data breaches for FY25.

Leadership Indicators:

1. Channels/platforms where information on products and services of the entity can be accessed (provide a web link, if available):

All product information across product categories is readily available on the Company's website https://birlanu.com/. Details of the Company's products and related technical services are also directly disseminated by its field force to its network of dealers, distributors, construction professionals, and channel partners. BirlaNu's sales force has been digitally empowered with a sales force automation platform which is also used to provide product information to dealers, distributors, sub-dealers and retailer. The Company also has a presence on online B2B marketplaces such as IndiaMart, and TradeIndia among others and it continues to evaluate additional channels. The Company also participates in tradeshows, exhibitions, and social media initiatives to apprise both current and prospective customers about its offerings.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services:

   The product packaging for the Company's Putty and Construction Chemicals contains information on safe and responsible usage. For other categories including roofing and walling solutions, BirlaNu provides information booklets on safety aspects during installation besides training to customers via its distribution partners. The Company also engages directly with influencers and applicators when it provides the required guidance on safe and responsible usage.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services:

   BirlaNu's activities do not fall within the provisions of the Essential Services Maintenance Act (ESMA). However, the Company proactively shares information about any potential disruptions or discontinuations of its product availability with its customers via its salesforce and other channels of communication.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did the entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity, or the entity as a whole? (Yes/No):

   BirlaNu ensures compliance with the Bureau of Indian Standards, the Legal Metrology Act, and all other applicable labelling regulations. The Company's product packaging carries additional information on product benefits supplemented with guidance on usage. The Company actively engages with its customers to obtain feedback on various aspects of its product portfolio, loyalty programs, customer engagement, and other operational aspects. Details are mentioned in Principle 4, Essential Indicator 2. The Company also periodically undertakes structured customer satisfaction surveys to compliment the inputs it receives as part of operational interactions, marketing conversations, etc.

For and on behalf of the Board of Directors
For BirlaNu Limited

Akshat Seth
Managing Director & CEO
DIN: 10039820

Place: New Delhi
Date: May 17, 2025

Standalone

Financial Statements

Independent Auditor's Report

To
The Members of **BirlaNu Limited**
(Formerly known as HIL Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of BirlaNu Limited (Formerly known as HIL 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), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

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 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit 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 SAs 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 judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

See Note 23 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company's revenue is primarily derived from sale of products of roofing solutions, building solutions, polymer solutions and others. We have identified timing of revenue recognition as a key audit matter because there are variations in different sale contracts and consequently, there is a risk of revenue being overstated on account of recognition before transfer of control particularly due to pressures for achieving the performance targets for the year.	Our audit procedures include the following: ▸ We assessed the appropriateness of the revenue recognition accounting policies and compliance with Indian accounting standards; ▸ We evaluated the design and implementation of key internal financial controls with respect to revenue recognition and tested operating effectiveness of such controls on selected transactions; ▸ We performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to assess whether criteria for revenue recognition are met; ▸ We tested sample journal entries selected based on specified risk-based criteria, to identify unusual items;

The key audit matter	How the matter was addressed in our audit
	▸ We tested, on a sample basis using statistical sampling, specific revenue transactions recorded around the year end date to check whether revenue has been recognised in the correct reporting period by testing the underlying documents; and ▸ We carried out product wise year on year variance analysis on revenue recognised during the year to identify unusual variances

Impairment of non-current investments in subsidiary

See Note 7 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company has non-current investments in its subsidiary, HIL International GmbH, Germany amounting to INR 27,346.24 lacs. The Company's investments in subsidiary are valued at cost less provision for other than temporary impairment. These investments are assessed for impairment when an indicator of impairment exists. The Management annually assesses the existence of impairment indicators and performs impairment testing if there is any indicator. In performing the impairment test, the Company has made several key assumptions, such as growth rates, discount rates and forecasted cash flows relating to the aforesaid entity. We identified impairment of non-current investment in subsidiary as a key audit matter because these estimates involve significant judgement, and the underlying assumptions are inherently uncertain.	Our audit procedures include the following: ▸ We evaluated the design and implementation of key internal financial controls of the Company with respect to the impairment assessment of investments and tested operating effectiveness of such controls; ▸ Evaluated the impairment indicator assessment performed by the Company considering quantitative and qualitative factors; ▸ We tested budgeting procedures upon which the cash flow forecasts were based. We also compared the actual past performances with the budgeted figures; ▸ We involved internal valuation specialists to assist us in evaluating the key assumptions and methodology used by the Company, in particular those relating to the forecast of the revenue growth, profit margins and discount rate. Internal valuation specialists also compared the assumptions to externally derived data in relation to key inputs such as projected economic growth, competition, inflation and discount rates; ▸ We assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions; and ▸ We assessed the adequacy of the disclosures including disclosures of key assumptions, judgments and sensitivities.

Impairment of Goodwill

See Note 6 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company performs impairment assessment of Goodwill under Ind AS 36 "Impairment of Assets" on an annual basis and whenever there is an indication of impairment. The aforesaid asset arose on acquisition of a business in earlier years. In performing the impairment test, the Company has made several key assumptions, such as growth rates, discount rates and forecasted cash flows relating to the aforesaid entity. We identified impairment of Goodwill as a key audit matter because these estimates involve significant judgement, and the underlying assumptions are inherently uncertain.	Our audit procedures include the following: ▸ We evaluated the design and implementation of key internal financial controls of the Company with respect to the impairment assessment of Goodwill and tested operating effectiveness of such controls; ▸ We tested budgeting procedures upon which the cash flow forecasts were based. We also compared the actual past performances with the budgeted figures; ▸ We involved internal valuation specialists to assist us in evaluating the key assumptions and methodology used by the Company, in particular those relating to the forecast of the revenue growth, profit margins and discount rate. Internal valuation specialists also compared the assumptions to externally derived data in relation to key inputs such as projected economic growth, competition, inflation and discount rates; ▸ We assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions; and ▸ We assessed the adequacy of the disclosures including disclosures of key assumptions, judgments and sensitivities.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are 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 state of affairs, profit/ 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 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 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, the Management and Board of Directors are 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.

The Board of Directors is 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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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.

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 Section 143(11) 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 A. 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 matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

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 Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 01 April 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. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B".**

B. 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:

a. 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 39 to the standalone financial statements.

b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 49 to the standalone financial statements.

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the Note 60 to the standalone financial statements, no funds 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 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 60 to the standalone financial statements, no funds 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 directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause

(i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 16 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account which, along with access management tool, as applicable, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

i. in case of an accounting software used for maintaining general ledger until 16 August 2024, the audit trail feature was not enabled at the database level to log any direct data changes.

ii. in case of an accounting software used for maintaining general ledger from 17 August 2024, which is operated by a third party service provider, in the absence of reporting on compliance with the audit trail requirements at database level in the independent auditor's report of service organisation, we are unable to comment whether audit trail feature of the said accounting software was enabled at the database level and operated from 17 August 2024 to 31 March 2025 for all relevant transactions recorded in the accounting software.

iii. in case of an accounting software used for maintaining the books of account relating to vendor invoice processing, in the absence of an access management tool (implemented from 1 March 2025), the feature of recording audit trail (edit log) facility was not enabled for the period from 1 April 2024 to 28 February 2025.

Further, for the periods where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
ICAI UDIN:25066380BMRJQX7079

Place: Mumbai
Date: 17 May 2025

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of BirlaNu Limited (Formerly known as HIL Limited) for the year ended 31 March 2025

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

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

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (INR in lacs)	Held in the name of	Whether promoter, director or their relative or employee	Period since when it is held	Reason for not being held in the name of the Company
Freehold Land	1.27	Faridabad Complex Administration (now known as Municipal Corporation of Faridabaxd)	No	1964	Pending settlement of dispute regarding external development charges with Haryana Urban Development Authority, Faridabad.
Land	427.60	The Embassy of Union of Soviet Socialist Republics	No	1989	The process for transfer of property in the name of the Company is in progress.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit, has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts/ deliveries has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the

Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year except that the Company has made investments in companies and other parties during the year and granted loans and provided guarantee to the companies, in respect of which the requisite information is as below.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans or stood guarantee to any other entity as below:

Particulars	Guarantees	Loans
Aggregate amount during the year Subsidiaries*	INR 6,303.00 lakh	INR 2,788.43 lakh
Balance outstanding as at balance sheet date Subsidiaries*	INR 6,303.00 lakh	INR 2,762.30 lakh

*As per the Companies Act, 2013

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made, guarantees provided during the year and the terms and conditions of the grant of loans provided during the year are not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither given loans nor has it provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company and the loans given and guarantee provided to the parties covered under Section 186 of the Act, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases of tax deducted at source.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Income-Tax, Duty of Excise or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Disputed amount (INR in lakhs)	Amount paid under protest (INR in lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Sales tax/ Value added tax	3.61	0.94	1988-89 1990-91 1997-98	Supreme Court of India
Central Sales Tax Act, 1956	Sales tax/ Value added tax	115.07	29.31	1981-82 1985-86 2001-02 2002-03 2012-13 2013-14 2014-15 2015-16 2016-17 2017-18	High Court(s)
Central Sales Tax Act, 1956	Sales tax/ Value added tax	571.47	368.62	1989-2002 2007-2018	Tribunal(s)
Central Sales Tax Act, 1956	Sales tax/ Value added tax	484.20	75.84	1993-1995 1997-1998 1999-2000 2001-2006 2007-2008 2011-2012 2013-2017	Appellate authority upto commissioner's level
Goods and Services Tax Act, 2017	Goods and Service tax	2,426.20	76.70	2017-23	Appellate authority upto commissioner's level
Goods and Services Tax Act, 2017	Goods and Service tax	7,160.20	494.82	2017-23	High Court of Tamil Nadu
The Central Excise Act, 1944	Excise duty (including service tax)	107.61	17.51	2004-09	Supreme Court of India
The Central Excise Act, 1944	Excise duty (including service tax)	1.28	-	2007-08	High Court(s)

Name of the statute	Nature of the dues	Disputed amount (INR in lakhs)	Amount paid under protest (INR in lakhs)	Period to which the amount relates	Forum where dispute is pending
The Central Excise Act, 1944	Excise duty (including service tax)	392.56	21.04	2008-18	CESTAT(s)
The Central Excise Act, 1944	Excise duty (including service tax)	235.58	1.17	2003-09 2014-17	Appellate authority upto commissioner's level
Income-tax Act, 1961	Income-tax	1,564.50	628.72	2005-06 2013-14	Hon'ble High Court of Telangana and Andhra Pradesh
Income-tax Act, 1961	Income-tax	1,181.58	16.10	2017-18 2019-20 2020-21 2021-22	Appellate authority upto commissioner's level
Wealth tax	Wealth tax	56.98	-	1994-95 1995-96 1996-97 1997-98 1998-99	Hon'ble High Court of Telangana and Andhra Pradesh

As explained to us, the Company did not have any disputed statutory dues on account of Provident Fund, Employees' State Insurance and Duty of Customs.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures (as defined under the Act).

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

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

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

(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 our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

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

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

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

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

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

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

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

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

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

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, 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 that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

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

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
ICAI UDIN:25066380BMRJQX7079

Place: Mumbai
Date: 17 May 2025

Annexure B to the Independent Auditor's Report on the standalone financial statements of BirlaNu Limited (Formerly known as HIL Limited) for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of BirlaNu Limited (Formerly known as HIL 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.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of

records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 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 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
ICAI UDIN:25066380BMRJQX7079

Place: Mumbai
Date: 17 May 2025

Standalone Balance Sheet

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
I ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	63,817.70	62,454.90
(b) Capital work-in-progress	4	5,460.44	3,626.87
(c) Investment property	5	1,880.98	1,911.35
(d) Goodwill	6	747.25	747.25
(e) Other intangible assets	6	1,761.08	2,180.97
(f) Intangible assets under development	6	152.48	518.51
(g) Financial assets			
(i) Investments	7	43,432.79	27,379.97
(ii) Trade receivables	8	20.30	31.21
(iii) Loans	9	15,192.68	12,136.08
(iv) Other financial assets	10	1,885.03	1,568.84
(h) Other tax assets (net)		222.33	584.56
(i) Other non-current assets	11	1,472.29	1,573.41
Total non-current assets		**1,36,045.35**	**1,14,713.92**
Current assets			
(a) Inventories	12	38,792.70	41,428.10
(b) Financial assets			
(i) Investments	7	-	10,229.38
(ii) Trade receivables	8	19,559.56	13,481.04
(iii) Cash and cash equivalents	13	263.55	6,846.25
(iv) Bank balances other than (iii) above	14	88.82	91.83
(v) Other financial assets	10	670.34	2870.24
(c) Other current assets	11	7,514.03	5,553.42
Total current assets		**66,889.00**	**80,500.26**
TOTAL ASSETS		**2,02,934.35**	**1,95,214.18**
II EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	756.81	756.81
(b) Other equity	16	1,26,002.91	1,18,319.45
TOTAL EQUITY		**1,26,759.72**	**1,19,076.26**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	6,592.50	11,200.00
(ia) Lease liabilities	18	936.45	349.27
(ii) Other financial liabilities	20	-	21.68
(b) Provisions	21	1,507.06	1,558.56
(c) Deferred tax liabilities (net)	34	2,842.95	3,128.54
Total non-current liabilities		**11,878.96**	**16,258.05**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	22,937.90	20,109.91
(ia) Lease liabilities	18	337.58	165.22
(ii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	19	2,436.50	2,068.83
Total outstanding dues of creditors other than micro enterprises and small enterprises	19	22,999.28	21,729.10
(iii) Other financial liabilities	20	11,602.53	11,242.29
(b) Other current liabilities	22	2,957.36	3,204.95
(c) Provisions	21	862.77	1,166.73
(d) Current tax liabilities (net)		161.75	192.84
Total current liabilities		**64,295.67**	**59,879.87**
TOTAL LIABILITIES		**76,174.63**	**76,137.92**
TOTAL EQUITY AND LIABILITIES		**2,02,934.35**	**19,5214.18**
Summary of material accounting policies	3		
See accompanying notes to the standalone financial statements			

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

Standalone Statement of Profit and Loss

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

	Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
I	Revenue from operations	23	2,31,004.03	2,23,085.27
	Other income	24	3,229.04	3,591.08
	TOTAL INCOME (I)		**2,34,233.07**	**2,26,676.35**
II	**EXPENSES**			
	Cost of materials consumed	25	1,20,729.19	1,20,841.85
	Purchases of stock-in-trade	26	22,032.39	10,840.35
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	27	(1,056.43)	(1,383.42)
	Employee benefits expense	28	21,314.97	19,281.47
	Finance costs	29	2,436.32	1,074.74
	Depreciation and amortisation expenses	30	6,811.97	6,795.59
	Other expenses	31	59,329.42	59,644.31
	TOTAL EXPENSES (II)		**2,31,597.83**	**2,17,094.89**
III	**Profit before tax and exceptional items (I-II)**		**2,635.24**	**9,581.46**
IV	**Exceptional Items**	**66**	**8,189.41**	**3,721.29**
V	**Profit before tax (III+IV)**		**10,824.65**	**13,302.75**
VI	**Tax expense:**			
	Current tax	34	1,997.89	3,584.41
	Deferred tax	34	(268.46)	(579.33)
	Total Tax expense		**1,729.43**	**3,005.08**
VII	**Profit for the year (V-VI)**		**9,095.22**	**10,297.67**
VIII	**Other comprehensive income/ (loss)**			
	Items that will not be reclassified subsequently to profit or loss			
	(a) Remeasurements of defined benefit (liability) / asset		(72.13)	(18.50)
	Income-tax relating to above item		18.15	4.64
			(53.98)	**(13.86)**
	(b) Fair value changes on equity investments through other comprehensive income		7.16	0.07
	Income-tax relating to above item		(1.02)	(0.02)
			6.14	**0.05**
	Other comprehensive income for the year, net of tax		**(47.84)**	**(13.81)**
IX	**Total comprehensive income for the year (VII+VIII)**		**9,047.38**	**10,283.86**
X	Earnings per equity share (Face value of INR 10 each)	37		
	Basic (in INR)		120.61	136.59
	Diluted (in INR)		120.61	136.59
	Summary of material accounting policies	3		
See accompanying notes to the standalone financial statements				

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

Standalone Statement of Cash Flows

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

	Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
A	**Cash flows from operating activities**		
	Profit for the year (before tax)	10,824.65	13,302.75
	Adjustments for:		
	Depreciation and amortisation expense	6,811.97	6,795.59
	Rental income from investment property	(565.24)	(559.98)
	Provision for impairment of receivables, advances and other assets, net	198.65	221.74
	Liabilities no longer required written back	(136.85)	(439.62)
	Bad debts written off	-	204.69
	Net loss on sale of property, plant and equipment	293.97	104.02
	Unrealised foreign exchange fluctuations, net	(258.60)	16.91
	Gain on sale of non-current assets held for sale	(8,189.41)	(3,721.29)
	Change in fair value of financial assets measured at FVTPL, net	728.60	968.34
	Gain on sale of current investments net	(17.84)	(34.20)
	Employee share based payment expense / (reversal)	332.78	348.04
	Finance costs	2,436.32	1,074.74
	Commission on corporate guarantee given for subsidiary	(144.98)	-
	Interest income on financial assets	(61.01)	(38.00)
	Interest income from loan to subsidiary	(1,093.40)	(864.12)
	Government grant	(28.18)	(84.55)
	Dividend income on equity securities	(0.38)	(0.25)
	Operating profit before working capital adjustments	**11,131.05**	**17,294.81**
	Working capital adjustments:		
	Decrease / (increase) in inventories	2,635.40	(4,676.56)
	Increase in trade receivables	(6,266.36)	(2,922.04)
	Increase in other financial assets	(70.32)	(137.39)
	(Increase) / decrease in other assets	(1,993.36)	893.27
	Increase in trade payables	1,701.37	359.87
	Increase in other financial liabilities	(25.71)	66.08
	(Decrease) / increase in provisions	(422.47)	387.22
	Increase in other liabilities	523.59	39.17
	Cash generated from operating activities	**7,213.19**	**11,304.43**
	Income-tax paid (net of refund)	(1,666.75)	(3,629.81)
	Net cash from operating activities (A)	**5,546.44**	**7,674.62**
B	**Cash flows from investing activities**		
	Acquisition of property, plant and equipment	(8,893.49)	(8,429.84)
	Proceeds from sale of property, plant and equipment	7,583.70	3,771.53
	Advance for sale of non-current asset held for sale	87.00	830.00
	Acquisition of business	(15,444.71)	-
	Proceeds from sale of mutual funds	31,896.14	10,533.68
	Purchase of mutual funds	(21,648.92)	(20,698.97)
	Commission on corporate guarantee given for subsidiary	104.68	-
	Interest received	2,713.48	27.01
	Dividend received	0.38	0.25
	Bank balances not considered as cash and cash equivalents (net)	3.01	(5.52)
	Loans given to subsidiary	(2,788.43)	(3,641.30)
	Rent received from long-term investment in properties	565.24	559.98
	Net cash used in investing activities (B)	**(5,821.92)**	**(17,053.18)**
C	**Cash flows from financing activities***		
	Repayment of long-term borrowings	(9,795.05)	(4.98)
	Receipts of long-term borrowings	5,000.00	12,003.95
	Receipts of short-term borrowings (net)	2,923.13	7,496.06
	Interest on lease liabilities	(108.26)	(48.13)
	Repayment of lease liabilities	(389.76)	(275.17)
	Finance costs	(2,237.57)	(920.34)
	Proceeds from issue of share capital	-	41.17
	Dividend paid on equity shares	(1699.71)	(3,021.14)
	Net cash (used in) / from financing activities (C)	**(6,307.22)**	**15,271.42**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)	**(6,582.70)**	**5,892.86**
	Cash and cash equivalents at the beginning of the year	6,846.25	953.39
	Cash and cash equivalents at the end of the year	**263.55**	**6,846.25**

Standalone Statement of Cash Flows

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

*** Changes in liabilities arising from financing activities:**

Particulars	As at 01 April 2024	Cash flow changes	Non-cash changes	As at 31 March 2025
Long-term borrowings	13,295.22	(4,795.05)	39.83	8,540.00
Short-term borrowings	18,014.69	2,923.13	52.58	20,990.40
Lease liabilities	514.49	(498.02)	1,257.56	1,274.03

Particulars	As at 01 April 2023	Cash flow changes	Non-cash changes	As at 31 March 2024
Long-term borrowings	1,192.78	11,998.97	103.47	13,295.22
Short-term borrowings	10,520.54	7,496.06	(1.91)	18,014.69
Lease liabilities	758.48	(323.30)	79.31	514.49

Note:

a) The above standalone statement of cash flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.

b) Cash and cash equivalents comprises of:

Particulars	As at 31 March 2025	As at 01 April 2024
Balances with banks:		
- On current accounts	263.55	6,846.25
Cash and cash equivalents as per balance sheet	**263.55**	**6,846.25**

Summary of material accounting policies (refer note 3)

See accompanying notes to the standalone financial statements

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

Standalone Statement of Changes in Equity

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

a. Equity share capital

Particulars	Balance at the beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
Balance as at 31 March 2025	**756.81**	**-**	**756.81**	**-**	**756.81**
Balance as at 31 March 2024	756.48	-	756.48	0.33	756.81

b. Other equity

Particulars	Reserves and surplus					Items of OCI	Total
	Retained earnings	Securities premium	General reserve	Capital redemption reserve	Shares options outstanding account	Equity investments through OCI	
Balance at 01 April 2023	**64,895.40**	**1,593.43**	**44,100.00**	**35.00**	**13.58**	**24.83**	**1,10,662.24**
Total comprehensive income for the year ended 31 March 2024							
Profit for the year	10,297.67	-	-	-	-	-	10,297.67
Share based payment, net of reversal	-	-	-	-	348.04	-	348.04
Other comprehensive income (net of tax)	(13.86)	-	-	-	-	0.05	(13.81)
Total comprehensive income	**10,283.81**	**-**	**-**	**-**	**348.04**	**0.05**	**10,631.90**
Transactions with owners- Dividend	(3,015.52)	-	-	-	-	-	(3,015.52)
Share options exercised	-	56.53	-	-	(15.70)	-	40.83
Balance at 31 March 2024	**72,163.69**	**1,649.96**	**44,100.00**	**35.00**	**345.92**	**24.88**	**1,18,319.45**
Balance at 01 April 2024	**72,163.69**	**1,649.96**	**44,100.00**	**35.00**	**345.92**	**24.88**	**1,18,319.45**
Total comprehensive income for the year ended 31 March 2025							
Profit for the year	9,095.22	-	-	-	-	-	9,095.22
Share based payment, net of reversal	-	-	-	-	332.78	-	332.78
Other comprehensive income (net of tax)	(53.98)	-	-	-	-	6.14	(47.84)
Total comprehensive income	**9,041.24**	**-**	**-**	**-**	**332.78**	**6.14**	**9,380.16**
Transactions with owners- Dividend	(1,696.70)	-	-	-	-	-	(1,696.70)
Share options exercised	-	-	-	-	-	-	-
Balance at 31 March 2025	**79,508.23**	**1,649.96**	**44,100.00**	**35.00**	**678.70**	**31.02**	**1,26,002.91**

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

1. Corporate information

BirlaNu Limited (formerly HIL Limited) ('the Company' or 'the Holding Company') is a Company domiciled in India, with its registered office situated at Level 7, SLN Terminus, Gachibowli, Hyderabad -500032, Telangana. The Company has been incorporated as a public limited company under the provisions of Companies Act, 2013 and its equity shares are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited in India.

The Company operations are broadly classified into Roofing Solutions, Building Solutions, Polymer Solutions and Others.

Roofing Solutions consists of manufacturing, selling and distribution of Fiber Cement Sheets, Colored Steel Sheets and Cement based Non-Asbestos Corrugated Sheets with manufacturing facilities located at Faridabad, Jasidih, Kondapalli, Wada, Sathariya and Balasore.

Building Solution broadly classifies into Wet-Walling Solutions and Dry-Walling Solutions, which includes manufacturing and distribution of Fly Ash Blocks, Smart Fix, Smart Bond, Panels and Boards with manufacturing facilities located at Hyderabad, Thimmapur, Faridabad, Chennai, Golan, Jhajjar, Balasore and Cuttack.

Polymer Solutions consists of UpVC, CpVC, SWR Pipes & Fittings and Wall Putty with manufacturing facilities located at Faridabad, Thimmapur, Golan and Jhajjar.

It includes the trading of Construction Chemicals consisting of Ready-mix Plasters, Primers, Block Joining Mortars and Tile Adhesives.

Others includes Material Handling and Processing Plant and Equipment with manufacturing facilities at Hyderabad, and revenue generated through Wind Turbine Generators situated in Gujarat, Tamil Nadu and Rajasthan.

2 Basis of preparation

A. Statement of compliance

a) These standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provision of the Act under the historical cost convention on an accrual basis and going concern except for certain financial instruments which are measured at fair values, notified under the Act and Rules prescribed thereunder.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

b) The standalone financial statements were authorised for issue by the Company's Board of Directors on 17 May 2025.

c) Details of the Company's accounting policies are included in note 3.

B. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts presented in Indian Rupees have been rounded-off to two decimal places to the nearest Lacs except share data or as otherwise stated.

C. Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items, which are measured on an alternative basis on each reporting date.

Items	Measurement basis
- Certain financial assets and liabilities (including derivative instruments)	Fair value

2. Basis of preparation (Contd..)

C. Basis of measurement (Contd..)

Items	Measurement basis
- Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations
- Net identifiable assets, goodwill and other intangibles on business acquisition	Fair value
- Leases	Lease liability is measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application. Right-to-use asset has been measured as an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application. Practical expedient on transition to exclude initial direct costs from ROU asset measurement is considered.
- Non-current assets held for sale	The assets classified as held for sale are measured at lower of carrying amounts and fair value less costs to sell at the time of classification.

D. Use of estimates and judgment

In preparing these standalone financial statements, Management has made judgements, estimates and assumptions that affect the application of Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- Note 50 - leases: whether an arrangement contains a lease;
- Note 50 - lease classification.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

- Note 06 - impairment test of goodwill: key assumptions used in discounted cash flow projection;
- Note 07 - impairment test of investments: key assumptions used in discounted cash flow projection;
- Note 10 - impairment of financial assets.
- Note 11 - impairment test of other assets;
- Note 21 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 33 - fair value consideration transferred on business acquisition and fair value of net identifiable assets on acquisition date;
- Note 34 - recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilized;

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

2. Basis of preparation (Contd..)

D. Use of estimates and judgment (Contd..)

- Note 36 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 55 - measurement of ECL allowance for trade receivables and contract assets;

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 05 - investment property;
- Note 42 - share based payment arrangements;
- Note 55 - financial instruments;
- Note 33 - business acquisition.

F. Current/ Non-current classification

The Company classifies an asset as current asset when:

(a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;

(b) it holds the asset primarily for the purpose of trading;

(c) it expects to realise the asset within twelve months after the reporting period; or

(d) the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

(a) it expects to settle the liability in its normal operating cycle;

(b) it holds the liability primarily for the purpose of trading;

(c) the liability is due to be settled within twelve months after the reporting period; or

(d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

3. Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these standalone financial statements unless otherwise indicated.

a. Foreign currency transactions

Transactions in foreign currencies are translated into functional currency of the

3. Material accounting policies (Contd..)

a. Foreign currency transactions (Contd..)

Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

- foreign currency monetary items are translated in the functional currency at the exchange rate at the reporting date.
- non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.
- non-monetary assets and liabilities denominated in a foreign currency that are measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.
- exchange differences are recognised in profit or loss in the period in which they arise, except exchange differences arising from the translation of the following items which are recognised in other comprehensive income (OCI).
- An investment in equity securities designated as at FVOCI (except on impairment, in which case foreign currency differences that have been recognised in OCI are reclassified to profit or loss).

b. Financial instruments

i. Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

At the time of initial recognition, these financial assets (unless it is a trade receivable without a significant financing component) or financial liabilities are measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. A trade receivable without a significant financing component is initially measured at transaction price.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- fair value through other comprehensive income (FVOCI) - equity investment; or
- fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets in which case all affected financial assets are re-classified on first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

3. Material accounting policies (Contd..)

b. Financial instruments (Contd..)

at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Contract liabilities against payment have been considered as other financial liabilities. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which either substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the

3. Material accounting policies (Contd..)

b. Financial instruments (Contd..)

new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative financial instruments

The Company holds derivative financial instruments to hedge its foreign currency. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. Changes in the fair value of any derivative instrument are recognised immediately in the profit or loss and are included in other income or expenses.

c. Property, plant and equipment and capital work-in-progress

i. Recognition and measurement

Property, plant and equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Items of property, plant and equipment including capital work-in-progress are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price (after deducting trade discounts and rebates), including import duties and non-refundable purchase taxes if any, all costs directly attributable to bringing the item to its working condition, for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Freehold land is carried at historical cost less any accumulated impairment losses.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Capital work-in-progress

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as other non-current assets.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the profit or loss.

Freehold land is not depreciated. Leasehold land and Leasehold improvements are depreciated over the period of the lease.

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

3. Material accounting policies (Contd..)

c. Property, plant and equipment and capital work-in-progress (Contd..)

The estimated useful lives of items of property, plant and equipment are estimated by the management, which are equal to the life prescribed under the Schedule II of the Act, except for following assets mentioned below which are based on technical evaluation and past experience:

Plant and machinery: 19 years for continuous processing plants (CPP) as against 15 years

Certain moulds and dies: 6 / 9 years as against 8 years

Wind power generation plant: 25 years as against 22 years

The estimated useful lives of items of property, plant and equipment acquired in business combination have been considered at the remaining useful life on acquisition date (as per books of account of the acquiree).

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions / (disposals) is provided on a pro-rata basis i.e. from / (upto) the date on which asset is ready for use / (disposed off).

d. Goodwill and other intangible assets

i. Recognition and measurement

Goodwill

Acquisition method as per Ind AS 103 *'Business Combinations'* is used for valuation of goodwill arising on business acquisition see note 3(v). Subsequent to initial recognition, goodwill is measured at cost, less accumulated impairment losses (see note 3(g) (ii)), if any.

Service concession arrangements

The Company recognises an intangible asset arising from a service concession arrangement to the extent it has a right to charge for use of the concession infrastructure. The fair value, at the time of initial recognition of such an intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement, is regarded to be its cost. Subsequent to initial recognition the intangible asset is measured at cost, less any accumulated amortisation and accumulated impairment losses, if any.

Other intangible assets

Other intangible assets including acquisitions by the Company in a business combination (see note 3 (v)) are initially measured at cost. Such intangible assets with definite lives, are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible asset with indefinite life, is not amortised and is tested for impairment annually.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

iii. Amortisation

Goodwill and other intangible assets with indefinite lives are not subject to amortisation as per Ind AS 103 and is tested for impairment annually, or more frequently when there is an indication that the value of cash-generating unit to which these assets have been allocated, may be impaired.

For other intangible assets, amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated

3. Material accounting policies (Contd..)

d. Goodwill and other intangible assets (Contd..)

useful lives using the straight-line method, and is included in depreciation and amortisation in profit or loss.

The estimated useful lives are as follows:

Asset	Years
- Service concession arrangement	25
- Computer software	5
- Brand	5
- Non-compete	5

The estimated useful life of an intangible asset in a service concession arrangement is the period from when the Company is able to charge the public for the use of the infrastructure to the end of the concession period.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

e. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on investment property other than perpetual leasehold land is calculated on a straight-line basis based on the useful life estimated by the management, which is equal to life prescribed in Schedule II of the Act.

Investment property is derecognised either when it has been disposed off or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. On disposal of investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the profit or loss.

Transfers to (or from) investment property are made only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

f. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined on a moving weighted average basis, and includes expenditure in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads on normal operating capacity. In the case of raw materials and stock-in-trade, cost comprises of cost of purchase.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated selling expenses necessary to make the sale. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that

Notes to the standalone financial statements

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3. Material accounting policies (Contd..)

the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

g. Impairment

i. Impairment of financial assets

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables, loans, contract assets are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not

3. Material accounting policies (Contd..)

g. Impairment (Contd..)

have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, investment property are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the profit or loss. They are allocated first to reduce the carrying value of goodwill allocated to the CGU and then to reduce the carrying amount of other assets in the CGU or prorata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

h. Employee benefits

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed during the period as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Share-based payment arrangements

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in 'Share options outstanding account' reserves in equity, over the period in which the performance and / or service conditions are fulfilled in employee benefits expense. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share. Incase of cancellation of options granted before the completion

Notes to the standalone financial statements

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3. Material accounting policies (Contd..)

h. Employee benefits (Contd..)

of vesting period the cost is reversed in the statement of profit and loss.

iii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays contributions into a separate entity and will have no legal or constructive obligation to pay further amounts.

Company providing retirement benefit in the form of provident fund and superannuation fund is a defined contribution scheme. The contributions payable to the provident fund and superannuation fund are recognised as expenses, when an employee renders the related services. The Company has no obligation, other than the contribution payable to the funds.

iv. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Company has created an approved gratuity fund, which has taken a group gratuity cum insurance policy with Life Insurance Corporation of India (LIC), for future payment of gratuity to the employees. The Company accounts for gratuity liability of its employees including contract workers on the basis of actuarial valuation carried out at the year end by an independent actuary. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Discount rate is determined by reference to market yields government bonds, at the end of the reporting period. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

v. Compensated absences

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of such period, the benefit is classified as

3. Material accounting policies (Contd..)

h. Employee benefits (Contd..)

a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. Such entitlement is discounted to determine its present value. The obligation is measured semi-annually by a qualified actuary on the basis of actuarial valuation using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

vi. Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

i. Revenue

Revenue from contract with customers

The Company generates revenue from its ordinary activities i.e., from sale of goods and services. A contract in this context shall fulfill all of the following conditions:

- Both the parties to the contract agree on the contract terms.
- Performance obligations of each of the parties is identifiable and there exists a commitment to perform their respective obligations; and
- The commercial substance or the purchase consideration is measurable and the collectability is probable.

Disaggregation of revenue

The Company disaggregates revenue from contracts with customers by the nature of sale i.e. manufactured and traded goods, solutions i.e. roofing solutions, building solutions, polymer solutions and others and geographic market. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of Company's revenues and cash flows are affected by industry, market and other economic factors.

Contract balances

The Company classifies the right to consideration in exchange for sale of goods as trade receivables, advance consideration as contract liability against payment and unredeemable customer loyalty points as contract liability against performance obligation.

Performance obligations and revenue recognition policies

Revenue is measured based on the consideration adjusted with discounts and incentives, if any, as specified in the contracts with customers. Revenue is recognised to the extent of fulfillment of each of the performance obligations to the contract. The Company recognises revenue when it transfers control over the goods or services to the customers. The following details provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers including significant payment terms and the related revenue recognition policies.

a. Sale of products

(i) Nature and timing of satisfaction of performance obligations, including significant payment terms: The timing of transfer of control is driven by the individual terms of contracts. Invoices are usually payable within agreed credit terms. For customer loyalty programme refer note (b) below.

(ii) Revenue is recognised when a customer obtains control of the goods which is driven by the individual terms of contracts. For contracts that permit the customer to return an item, revenue is recognised to the extent that it is

Notes to the standalone financial statements

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3. Material accounting policies (Contd..)

i. Revenue (Contd..)

highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

b. Customer loyalty programmes

(i) Nature and timing of satisfaction of performance obligations including significant payment terms: Customers who purchases products may enter into Company's customer loyalty programme and earn credits. These credits are redeemed against the awards as per the terms of the programme.

(ii) The Company allocates a portion of the consideration received to loyalty credits. This allocation is based on the relative stand-alone selling prices. The amount allocated to the loyalty programme is deferred, and is recognised as revenue when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote. The deferred revenue is included in contract liability against performance obligation.

c. Sale of services

Revenue from sale of services is recognised when it is measurable and it is probable that future economic benefits will flow to the entity in accordance with tariff provided in power purchase agreement.

j. Recognition of dividend income, interest income or expense, rental Income

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Rental income from investment property is recognised as part of other income in the Statement of profit or loss on a straight-line basis over the term of the lease.

k. Government grants

Government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant; they are then recognised in profit or loss as other income on a systematic basis.

l. Leases

i. Leases as lessee

As a lessee, the Company recognises right-of-use assets and lease liabilities for most leases – i.e. these leases are on-balance sheet. The Company decided to apply recognition exemptions to short-term leases.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. 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 uses the definition of a lease in Ind AS 116. At inception or on reassessment of a contract that contains a lease component, the

3. Material accounting policies (Contd..)

l. Leases (Contd..)

Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right of use asset reflects that the Company will exercise the purchase option. In that case, estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certian adjustments to reflect the terms of the lease and type of asset lease. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Lease payments included in the measurement of the lease liability comprise:

a. Fixed payments including in-substance fixed payments

b. Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date

c. Amounts expected to be payable under a residual value guarantee

d. The exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with the leases as an expense in the profit and loss on a straight line basis over lease term.

Notes to the standalone financial statements

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3. Material accounting policies (Contd..)

l. Leases (Contd..)

The Company presents right-of-use assets that do not meet the definition of Investment Property in 'Property, plant and equipment' and lease liabilities in 'Financial liabilities' in the Balance sheet.

ii. Leases as lessor

At inception or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

m. Income-tax

Income-tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to to a business combination, or item recognised directly in equity or in other comprehensive income. The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence

3. Material accounting policies (Contd..)

m. Income-tax (Contd..)

of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Group has not rebutted this presumption.

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

n. Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

o. Provision, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs. Expected future operating losses are not provided for.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract which is determined based on the incremental cost of fulfilling the obligation under the contract and an allocation of other cost directly related to fulfilling the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

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3. Material accounting policies (Contd..)

o. Provision, contingent liabilities and contingent assets (Contd..)

Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events, the occurrence or non-occurrence of which is dependent on the happening of one or more uncertain future events not wholly within the control of the entity; or a present obligation arising from past events with no probability of future outflow of economic benefits or the outflow cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are recognised in the period in which it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

Provisions, Contingent liabilities and Contingent assets are reviewed at each reporting date.

p. Earnings per share ("EPS")

Basic earnings per share is computed by dividing the net profit (or loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit (considered in determination of basic earnings per share) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

q. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit / (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

r. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

s. Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held for sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated. These assets are classified seperately from the other assets / liabilities in the balance sheet.

t. Investments in subsidiaries and joint ventures

Investments in subsidiaries and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, investments in subsidiaries and joint ventures are carried

3. Material accounting policies (Contd..)

at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the profit or loss.

u. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

v. Business Combinations

In accordance with Ind AS 103, Business Combination, the Company accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Company. In determining whether a particular set of activities and assets is a business, the Company assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment (see note 3(g) (ii)). Any gain on a bargain purchase is recognised in other comprehensive income ("OCI") and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities. Items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries are combined like to like basis.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in the statement of profit and loss.

w. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

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4. Property, plant and equipment

Particulars	Freehold land (refer note (a) below)	Leasehold land	Buildings	Railway sidings	Plant and equipment (refer note (b) below)	Furniture and fittings	Office equipment	Vehicles	Right of use assets (refer note (e) below)	Total	Capital work-in-progress (refer note (f) below)
A. Cost or Deemed cost (Gross carrying amount)											
As at 01 April 2023	3,418.59	75.43	19,583.15	0.63	62,654.93	812.46	651.74	270.60	2,706.74	90,174.27	2,905.38
Additions	-	-	1,375.02	-	5,348.29	24.04	75.06	40.52	37.18	6900.11	7,584.42
Disposals	-	-	(13.36)	-	(335.58)	(6.30)	(6.96)	(12.11)	(29.44)	(403.75)	-
Transfers to Property, plant and equipment	-	-	-	-	-	-	-	-	-	-	(6,862.93)
As at 31 March 2024	**3,418.59**	**75.43**	**20,944.81**	**0.63**	**67,667.64**	**830.20**	**719.84**	**299.01**	**2,714.48**	**96,670.63**	**3,626.87**
As at 01 April 2024	3,418.59	75.43	20,944.81	0.63	67,667.64	830.20	719.84	299.01	2714.48	96670.63	3,626.87
Acquisitions through business combination	-	-	-	-	-	-	-	-	-	-	
Additions	-	-	2,310.44	-	4,216.02	283.61	74.75	9.51	1,188.29	8,082.62	8,727.90
Disposals	(6.74)	-	(10.12)	-	(1,298.88)	(20.62)	(13.10)	(1.28)	(583.19)	(1,933.93)	-
Transfers to Property, plant and equipment	-	-	-	-	-	-	-	-	-	-	(6,894.33)
Reclassification to non-current assets held for sale	(24.30)	-	(44.36)	-	-	-	-	-	-	(68.66)	-
As at 31 March 2025	**3,387.55**	**75.43**	**23,200.77**	**0.63**	**70,584.78**	**1,093.19**	**781.49**	**307.24**	**3,319.58**	**1,02,750.66**	**5,460.44**
B. Accumulated depreciation											
As at 01 April 2023	-	75.43	4,101.72	0.51	22,443.14	461.01	444.19	143.03	531.61	28,200.64	-
For the year ended 31 March 2024	-	-	775.17	-	5010.16	84.59	87.83	34.05	308.17	6,299.97	-
Disposals	-	-	(8.91)	-	(223.91)	(5.29)	(6.72)	(10.61)	(29.44)	(284.88)	-
As at 31 March 2024	**-**	**75.43**	**4,867.98**	**0.51**	**27,229.39**	**540.31**	**525.30**	**166.47**	**810.34**	**34,215.73**	**-**
As at 01 April 2024	-	75.43	4,867.98	0.51	27,229.39	540.31	525.30	166.47	810.34	34,215.73	-
For the year ended 31 March 2025	-	-	873.70	-	4700.33	64.26	81.64	30.81	453.44	6,204.18	-
Disposals	-	-	(1.63)	-	(897.78)	(14.82)	(12.50)	(0.43)	(547.11)	(1,474.27)	-
Reclassification to non-current assets held for sale	-	-	(12.68)	-	-	-	-	-	-	(12.68)	-
As at 31 March 2025	**-**	**75.43**	**5,727.37**	**0.51**	**31,031.94**	**589.75**	**594.44**	**196.85**	**716.67**	**38,932.96**	**-**
C. Net carrying amounts (A-B)											
As at 31 March 2024	**3,418.59**	**-**	**16,076.83**	**0.12**	**40,438.25**	**289.89**	**194.54**	**132.54**	**1,904.14**	**62,454.90**	**3,626.87**
As at 31 March 2025	**3,387.55**	**-**	**17,473.40**	**0.12**	**39,552.84**	**503.44**	**187.05**	**110.39**	**2,602.91**	**63,817.70**	**5,460.44**

4. Property, plant and equipment (Contd..)

Note:

a) Title deeds of immovable properties not held in the name of the Company:

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or their relative or their employee	Property held since which date	Reason for not being held in the name of the Company
Freehold Land as at 31 March 2025 and as at 31 March 2024	1.27	Faridabad Complex Administration (now known as Municipal Corporation of Faridabad)	No	1964	Pending settlement of dispute regarding external development charges with Haryana Urban Development Authority, Faridabad.

b) Refer note 46 for details of assets purchased for Research and Development.

c) Refer note 17 for details of assets pledged against borrowings.

d) The Company has not revalued any property, plant and equipment after initial recognition, during the year ended 31 March 2025 and 31 March 2024.

e) Right of use assets comprise of the following assets:

Particulars	Buildings	Land	Vehicles	Total
A. Cost or Deemed cost (Gross carrying amount)				
As at 01 April 2023	856.68	1,820.62	29.44	2,706.74
Additions	37.18	-	-	37.18
Disposals	-	-	(29.44)	(29.44)
As at 31 March 2024	**893.86**	**1,820.62**	**-**	**2,714.48**
As at 01 April 2024	893.86	1,820.62	-	2,714.48
Additions	1,188.29	-	-	1,188.29
Disposals	(583.19)	-	-	(583.19)
As at 31 March 2025	**1,498.96**	**1,820.62**	**-**	**3,319.58**
B. Accumulated depreciation				
As at 01 April 2023	409.44	96.11	26.06	531.61
For the year ended 31 March 2024	269.86	34.93	3.38	308.17
Disposals	-	-	(29.44)	(29.44)
As at 31 March 2024	**679.30**	**131.04**	**-**	**810.34**
As at 01 April 2024	679.30	131.04	-	810.34
For the year ended 31 March 2025	418.51	34.93	-	453.44
Disposals	(547.11)	-	-	(547.11)
As at 31 March 2025	**550.70**	**165.97**	**-**	**716.67**
C. Net carrying amounts (A-B)				
As at 31 March 2024	**214.56**	**1,689.58**	**-**	**1904.14**
As at 31 March 2025	**948.26**	**1,654.65**	**-**	**2602.91**

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4. Property, plant and equipment (Contd..)

f) Ageing details of capital work-in-progress (CWIP) is as below*

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4,967.03	478.68	14.73	-	5,460.44
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2025	**4,967.03**	**478.68**	**14.73**	**-**	**5,460.44**
Projects in progress	3,049.45	577.42	-	-	3,626.87
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2024	**3,049.45**	**577.42**	**-**	**-**	**3,626.87**

*It includes projects whose completion is overdue or has exceeded its cost compared to its original plan. Following is the completion schedule of such projects:

CWIP Projects in progress	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Blocks Packing Automation	108.17	-	-	-	108.17
Others	191.05	-	-	-	191.05
As at 31 March 2025	**299.22**	**-**	**-**	**-**	**299.22**
Balasore FOB plant	123.36	-	-	-	123.36
As at 31 March 2024	**123.36**	**-**	**-**	**-**	**123.36**

No projects have been temporarily suspended as at 31 March 2025 and 31 March 2024.

CWIP includes total interest expense capitalised during the year amounting to INR 96.72 Lacs (31 March 2024: INR Nil).

5. Investment property

A. Reconciliation of carrying amount

Particulars	As at 31 March 2025	As at 31 March 2024
Cost or Deemed cost (Gross carrying amount) (a)		
Opening balance	2,204.89	2,204.89
Disposals	-	-
Closing balance	**2,204.89**	**2,204.89**
Accumulated depreciation (b)		
Opening balance	293.54	263.17
Depreciation for the year	30.37	30.37
Closing balance	**323.91**	**293.54**
Net carrying amounts (a-b)	**1,880.98**	**1,911.35**
Fair value	**8,229.00**	**7,570.00**

5. Investment property (Contd..)

B. Amounts recognised in profit or loss:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Rental income derived from investment properties (refer note 24)	565.24	559.98
Direct operating expenses (including repairs and maintenance)	-	-
Profit arising from investment properties before depreciation and indirect expenses	565.24	559.98
Less: Depreciation	30.37	30.37
Profit arising from investment properties before indirect expenses	534.87	529.61

C. Measurement of fair values

(i) Fair valuation hierarchy

The fair value of investment property has been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The valuer is a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

The fair value measurement for all of the investment property has been categorised as a level 3 fair value based on the inputs to the valuation technique used (see note 2(E)).

(ii) Valuation technique

Discounted cash flows method and Market comparable method have been used for valuation. The valuation model considers the present value of net cash flows to be generated from the property, taking into account the expected rental growth rate, vacant periods, occupancy rate, lease incentive costs such as rent-free periods and other costs not paid by tenants, if any. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.

D. Investment property comprises of the following:

(i) The Company along with other co-owners, has developed a plot of land at 25 Barakhamba Road, New Delhi, where the Company's share is 15%. The registration of the said plot of the value of INR 427.60 Lacs (31 March 2024: INR 427.60 Lacs) in the name of the Company is pending. Refer details below:

Title deeds not held in the name of the Company:

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or their relative or their employee	Property held since which date	Reason for not being held in the name of the Company
Land as at 31 March 2025 and 31 March 2024	427.60	The Embassy of Union of Soviet Socialist Republics	No	1,989	The process of transfer of property in the name of the Company, is in progress.

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for the year ended 31 March 2025
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5. Investment property (Contd..)

D. Investment property comprises of the following: (Contd..)

(ii) The Company has given the investment properties located in New Delhi and Hyderabad on operating lease to some parties. Certain lease agreements are cancellable and some are non-cancellable in nature. There are no contingent rents in the lease agreements. The lease terms are mainly for 3 to 5 years and are renewable at the option of the lessee. There are no restrictions imposed by lease agreements on realisability of the investment property. Although there are sub-lease rights given to the lessees, there are no sub-leases as on the reporting date.

E. Refer note 44 for details of future minimum lease receipts.

6. Goodwill and Other intangible assets

Particulars	Goodwill	Other intangible assets					Intangible assets under development (refer note (a) below)
		Softwares	Brand	Non-compete fee	Service concession arrangements	Total	
Reconciliation of carrying amount							
A. Cost or Deemed cost (Gross carrying amount)							
As at 01 April 2023	747.25	1,855.78	157.76	27.35	1,997.94	4,038.83	166.11
Additions	-	311.87	-	-	-	311.87	664.27
Transfers to Intangible assets	-	-	-	-	-	-	(311.87)
As at 31 March 2024	**747.25**	**2,167.65**	**157.76**	**27.35**	**1,997.94**	**4,350.70**	**518.51**
Balance at 01 April 2024	747.25	2,167.65	157.76	27.35	1,997.94	4350.70	-
Additions	-	236.40	-	-	-	236.40	-
Disposals	-	(1,002.07)	-	-	-	(1,002.07)	(129.63)
Transfers to Intangible assets	-	-	-	-	-	-	(236.40)
As at 31 March 2025	**747.25**	**1,401.98**	**157.76**	**27.35**	**1,997.94**	**3,585.03**	**152.48**
B. Accumulated amortisation							
As at 01 April 2023	-	1,041.95	19.62	3.40	639.51	1,704.48	-
Amortisation for the year	-	340.59	31.55	5.47	87.64	465.25	-
Disposals	-	-	-	-	-	-	-
As at 31 March 2024	**-**	**1,382.54**	**51.17**	**8.87**	**727.15**	**2,169.73**	**-**
Balance at 01 April 2024	-	1,382.54	51.17	8.87	727.15	2,169.73	-
Amortisation for the year	-	452.76	31.55	5.47	87.64	577.42	-
Disposals	-	(923.21)	-	-	-	(923.20)	-
As at 31 March 2025	**-**	**912.09**	**82.72**	**14.34**	**814.79**	**1,823.95**	**-**
C. Net carrying amounts (A-B)							
As at 31 March 2024	**747.25**	**785.11**	**106.59**	**18.48**	**1,270.79**	**2,180.97**	**518.51**
As at 31 March 2025	**747.25**	**489.89**	**75.04**	**13.01**	**1,183.15**	**1,761.08**	**152.48**

6. Goodwill and Other intangible assets (Contd..)

Notes:

(a) Ageing details of intangible assets under development (IAUD) is as below*

Particulars	For intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	127.91	16.73	7.84	-	152.48
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2025	**127.91**	**16.73**	**7.84**	**-**	**152.48**
Projects in progress	425.49	87.35	5.67	-	518.51
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2024	**425.49**	**87.35**	**5.67**	**-**	**518.51**

*It includes projects whose completion is overdue or has exceeded its cost compared to its original plan. Following is the completion schedule of such projects:

Particulars	For intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Others	20.67	-	-	-	20.67
As at 31 March 2025	**20.67**	**-**	**-**	**-**	**20.67**
Others	44.88	-	-	-	44.88
As at 31 March 2024	**44.88**	**-**	**-**	**-**	**44.88**

No projects have been temporarily suspended as at 31 March 2025 and 31 March 2024.

(b) The Company has not revalued any intangible assets after initial recognition, during the year ended 31 March 2025 and 31 March 2024.

(c) Impairment

See accounting policy in note 3(g).

Impairment testing for cash generating unit containing goodwill

For the purpose of impairment testing, goodwill is allocated to the Company's operating division which represents the lowest level within the Company at which goodwill is monitored for internal management purposes, not higher than the Company's operating segment. The goodwill acquired through business combination has been allocated to CGU "Cuttack unit" which is part of the Building Solutions segment of the Company. The carrying amount of goodwill as at 31 March 2025 is INR 747.25 Lacs.

Following key assumptions were considered for goodwill valuation :

Particulars	As at 31 March 2025	As at 31 March 2024
Budgeted annual growth rate for 5 years (Average)	18.15%	17.62%
Terminal value growth rate	5.00%	3.00%
Budgeted EBITDA margins for 5 years (Average)	9.53%	17.16%
Weighted average cost of capital % (WACC) post tax	14.29%	15.10%

The cash flow projections include specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate has been determined based on the management's estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

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6. Goodwill and Other intangible assets (Contd..)

Weighted average cost of capital % (WACC) = (We*Re)+(Wd*Rd)

Re = Risk free return + (market premium x beta for the Company)+ additional risk premium.

Rd = Cost of debt *(1-tax rate)

We,Wd = Average debt to capital ratio

The Company has performed sensitivity analysis around the base assumptions and has concluded that no reasonable change in key assumptions would result in the recoverable amount of the CGU to be less than the carrying value. Accordingly, no impairment charges were recognised for the year ended 31 March 2025 and 31 March 2024.

7. Investments

Non-current	As at 31 March 2025	As at 31 March 2024
Interest in subsidiary		
Investment in equity instruments - unquoted- at cost less provision for other than temporary impairment		
HIL International GmbH, Germany : 3,40,25,000 equity shares of Euro 1 each fully paid*	27,346.24	27,346.24
(31 March 2024 : 3,40,25,000 equity shares of Euro 1 each fully paid)		
Crestia Polytech Private Limited : 80,43,000 equity shares of INR 10 each fully paid	16,045.66	-
(31 March 2024 : NIL)		
	43,391.90	**27,346.24**
Refer note 53(a) for details of subsidiary.		
Interest in joint venture		
Investment in equity instruments - unquoted - at cost less provision for other than temporary impairment		
Supercor Industries Limited, Nigeria: 41,25,000 equity shares of Naira 1 each fully paid	142.60	142.60
(31 March 2024 : 41,25,000 equity shares of Naira 1 each fully paid)		
Less: Provision for investment in joint venture	(142.60)	(142.60)
	-	**-**
Refer note 53(b) and 53(c) for details of joint venture.		
Investment in equity instruments - unquoted at FVOCI (refer note (a) below)		
Birla Buildings Limited - 5,000 equity shares of INR 10 each fully paid	40.89	33.73
(31 March 2024 : 5,000 equity shares of INR 10 each fully paid)		
	40.89	**33.73**
	43,432.79	**27,379.97**
Aggregate amount of unquoted non-current investments	43,575.39	27,522.57
Aggregate amount of provision for impairment in value of non-current investments	142.60	142.60

(i) *Impairment testing for investments held in subsidiary

Basis the indicators of impairment, the Company assesses the possible impairment in the value of its investments in its wholly owned subsidiary company (HIL International GmbH) by using discounted cash flow (DCF) method.

7. Investments (Contd..)

Following key assumptions were considered while performing the impairment testing:

Particulars	As at 31 March 2025	As at 31 March 2024
Annual growth rate for 5 years (Average)	11.30%	16.31%
Terminal value growth rate	1.00%	0.50%
Budgeted EBITDA margins for 5 years (Average)	7.65%	7.32%
Weighted average cost of capital % (WACC) post tax	14.90%	13.80%

The cash flow projections include specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate has been determined based on the management's estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Weighted average cost of capital % (WACC) = (We*Re)+(Wd*Rd)

Re = Risk free return + (market premium x beta for the Company)+ additional risk premium.

*Rd = Cost of debt *(1-tax rate)*

We,Wd = Average debt to capital ratio

The Company has performed sensitivity analysis around the base assumptions and has concluded that no reasonable change in key assumptions would result in the recoverable amount of the investments in subsidiary to be less than the carrying value. No impairment charges were recognised for the year ended 31 March 2025 and 31 March 2024.

Particulars	As at 31 March 2025	As at 31 March 2024
Current		
Investments in mutual funds - quoted at FVTPL	-	10,229.38
	-	10,229.38
Aggregate book value of quoted current investments	-	10,229.38
Aggregate market value of quoted current investments	-	10,229.38

(a) Equity shares designated as at fair value through other comprehensive income

The Company designated the investments shown below as equity shares at FVOCI because these equity shares represent investments that the Company intends to hold long-term for strategic purposes.

Particulars	Investment in Birla Buildings Limited	
	As at 31 March 2025	As at 31 March 2024
Fair value at beginning of the year	33.73	33.66
Dividend income recognised during the respective year (refer note 24)	0.38	0.25
Fair value at end of the year	40.89	33.73

No strategic investments were disposed off during the year ended 31 March 2025 and 31 March 2024, and there were no transfers of any cumulative gain or loss within equity relating to these investments.

The Company has not traded or invested in Crypto currency or Virtual currency during the year ended 31 March 2025 and 31 March 2024.

Refer note 55(A) and 55(C) for the Group's exposure to fair value measurement, credit risk and market risk.

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8. Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Secured	20.30	22.80
Unsecured	851.19	693.41
	871.49	**716.21**
Less: Provision for impairment	(851.19)	(685.00)
	20.30	**31.21**
Current		
Secured	1,657.05	1,552.85
Unsecured (refer Note 40 for receivables from related parties)	18,622.35	12,615.47
	20,279.40	**14,168.32**
Less: Provision for impairment	(719.84)	(687.28)
	19,559.56	**13,481.04**

Refer note 17 for details of trade receivables pledged against borrowings.

There are no outstanding trade receivables from directors or other officers of the Company or from firms or private companies in which director is partner or member as at 31 March 2025 and as at 31 March 2024.

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables							
- considered good	6,646.53	12,597.47	267.94	47.62	-	-	19,559.56
- credit impaired	42.15	214.02	185.71	133.39	37.61	106.96	719.84
Total undisputed trade receivables (A)	**6,688.68**	**12,811.49**	**453.65**	**181.01**	**37.61**	**106.96**	**20,279.40**
Disputed trade receivables							
- considered good	-	-	-	-	20.00	0.30	20.30
- credit impaired	-	1.60	46.81	150.99	53.27	598.52	851.19
Total disputed trade receivables (B)	**-**	**1.60**	**46.81**	**150.99**	**73.27**	**598.82**	**871.49**
As at 31 March 2025 (A+B)	**6,688.68**	**12,813.09**	**500.46**	**332.00**	**110.88**	**705.78**	**21,150.89**

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables							
- considered good	4,687.24	8,667.61	102.55	16.12	7.52	-	13,481.04
- credit impaired	42.54	139.67	228.33	158.86	20.27	97.61	687.28
Total undisputed trade receivables (A)	**4,729.78**	**8,807.28**	**330.88**	**174.98**	**27.79**	**97.61**	**14,168.32**
Disputed trade receivables							
- considered good	-	12.71	18.50	-	-	-	31.21
- credit impaired	-	-	22.84	69.52	47.77	544.87	685.00
Total disputed trade receivables (B)	**-**	**12.71**	**41.34**	**69.52**	**47.77**	**544.87**	**716.21**
As at 31 March 2024 (A+B)	**4,729.78**	**8,819.99**	**372.22**	**244.50**	**75.56**	**642.48**	**14,884.53**

There were no unbilled receivables as at 31 March 2025 and as at 31 March 2024.

Refer note 55 (C) for the Company's exposure to credit risk and market risk.

9. Loans

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Loan to subsidiary		
Unsecured, considered good (refer note 54 (b) and 40)	15,192.68	12,136.08
	15,192.68	**12,136.08**

10. Other financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Unsecured, considered good		
Security deposits	1,511.71	1,429.67
Bank deposits due to mature after 12 months from the reporting date *	6.79	6.79
Derivative assets	366.53	132.38
	1,885.03	**1,568.84**
Doubtful		
Security deposits	25.00	25.00
Other receivables	644.68	644.68
	669.68	**669.68**
Less: Provision for doubtful other financial assets	(669.68)	(669.68)
	-	**-**
	1,885.03	**1,568.84**
* It includes bank deposits held against bank guarantees amounting to INR 6.79 Lacs (31 March 2024: INR 6.79 Lacs).		
Current		
Unsecured, considered good		
Interest accrued on fixed and security deposits	72.54	60.26
Interest accrued on loan to subsidiary (refer note 40)	462.96	2,060.87
Derivative assets	-	644.90
Commission accrued on corporate guarantee (refer note 40)	112.73	72.43
Contract assets	17.37	27.04
Other receivables	4.74	4.74
	670.34	**2,870.24**
Doubtful		
Dividend receivable	9.01	9.01
Less: Allowance for doubtful receivable (refer note 40)	(9.01)	(9.01)
	-	**-**
	670.34	**2870.24**

11. Other assets

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Unsecured, considered good		
Capital advances	268.87	440.11
Advances other than capital advances		
Balance with government authorities	1,148.86	1,073.49
Prepayments	54.56	59.81
	1,472.29	**1,573.41**

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

11. Other assets (Contd..)

Particulars	As at 31 March 2025	As at 31 March 2024
Doubtful		
Advances other than capital advances		
Advance to suppliers and service providers	160.62	160.72
	160.62	**160.72**
Less: Allowance for doubtful advances	(160.62)	(160.72)
	-	**-**
	1,472.29	**1,573.41**
Current		
Unsecured, considered good		
Advances other than capital advances		
Advance to suppliers and service providers	5,303.51	4,348.79
Advance to employees	152.28	128.19
Balance with government authorities	1,385.60	719.07
Prepayments	616.65	338.65
Others		
Non-current assets held for sale*	55.99	18.72
	7,514.03	**5,553.42**

* All the assets classified under non-current assets held for sale as on 31 March 2024 have been sold during the year. During the year, the Company has identified certain assets to be sold and efforts to sell have started.

12. Inventories

Particulars	As at 31 March 2025	As at 31 March 2024
(Valued at lower of cost and net realisable value)		
Raw materials	14,962.19	18,802.43
Work-in-progress	391.47	586.49
Finished goods	18,104.93	17,746.42
Stock-in-trade	1,093.26	417.09
Stores and spares	1,440.20	1,502.42
	35,992.05	**39,054.85**
Inventories in transit		
Raw materials	2,399.84	2,215.83
Finished goods	147.27	148.74
Stock-in-trade	223.13	-
Stores and spares	30.41	8.68
	2,800.65	**2,373.25**
	38,792.70	**41,428.10**

The write down of finished goods to net realisable value during the year amounted to INR 285.40 Lacs (31 March 2024: INR 330.49 Lacs). The write down are included in changes in inventories of finished goods.

Refer note 17 for details of inventories pledged against borrowings.

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

13. Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Balances with banks		
- on current accounts	263.55	6,846.25
	263.55	**6,846.25**

14. Bank balances other than Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Unpaid dividend accounts	76.68	79.69
Deposits with banks with original maturity of more than 3 months but remaining maturity of less than 12 months*	12.14	12.14
	88.82	**91.83**

*It includes bank deposits held against bank guarantees amounting to INR 12.14 Lacs (31 March 2024: 12.14 lakhs)

15. Share capital

Particulars	As at 31 March 2025	As at 31 March 2024
Authorised share capital		
95,00,000 (31 March 2024: 95,00,000) equity shares of INR 10 each	950.00	950.00
50,000 (31 March 2024: 50,000) preference shares of INR 100 each	50.00	50.00
	1,000.00	**1,000.00**
Issued, subscribed and fully paid-up capital		
75,40,899 (31 March 2024: 75,40,899) equity shares of INR 10 each fully paid-up	754.09	754.09
Forfeited shares (amount originally paid-up)	2.72	2.72
	756.81	**756.81**

(i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	31 March 2025		31 March 2024	
	Number of shares	Amount INR In Lacs	Number of shares	Amount INR In Lacs
Shares outstanding at the beginning of the year	75,40,899	754.09	75,37,563	753.76
Shares issued on exercise of Employee Stock Option Scheme (refer note 42)	-	-	3336	0.33
Shares outstanding at the end of the year	**75,40,899**	**754.09**	**75,40,899**	**754.09**

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

15. Share capital (Contd..)

(ii) Rights, preferences and restrictions attached to the equity shares

The Company has only one class of equity shares having a face value of INR 10/- each. Accordingly, all equity shares rank equal with regard to dividends and share in the Company's residual assets on winding up. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The final 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 equity shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Particulars of shareholders holding more than 5% of total number of equity shares

Equity shares of INR 10 each, fully paid-up	31 March 2025		31 March 2024	
	Number of shares	% of Holding	Number of shares	% of Holding
Central India Industries Limited	10,74,634	14.25%	10,74,634	14.25%
Orient Paper and Industries Limited	9,06,360	12.02%	9,06,360	12.02%

As per records of the Company, including its register of shareholders/ members, the above shareholding represents both legal and beneficial ownership of shares.

(iv) Shares reserved for issue under Option

For details of shares reserved for issue under Employee Stock Option Schemes of the Company, refer note 42.

(v) Equity shares of INR 10 each, held by promoters at the end of the year

S. No.	Name of the promoter	31 March 2025			31 March 2024		
		Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
1	Mr. Chandra Kant Birla	51,376	0.68%	-	51,376	0.68%	-
2	Amer Investments (Delhi) Limited	3,08,763	4.09%	-	3,08,763	4.09%	-
3	Hitaishi Investments Limited	67,066	0.89%	-	67,066	0.89%	-
4	Hyderabad Agencies Private Limited	4,100	0.05%	-	4,100	0.05%	-
5	Orient Paper and Industries Limited	9,06,360	12.02%	-	9,06,360	12.02%	-
6	Universal Trading Company Limited	4,000	0.05%	-	4,000	0.05%	-
7	Central India Industries Limited	10,74,634	14.25%	-	10,74,634	14.25%	-
8	Gwalior Finance Corporation Limited	96,200	1.28%	-	96,200	1.28%	-
9	Ranchi Enterprises and Properties Limited	4,500	0.06%	-	4,500	0.06%	-
10	Ashok Investment Corporation Limited	3,17,743	4.21%	-	3,17,743	4.21%	-
11	Shekhavati Investments and Traders Limited	2,24,470	2.98%	-	2,24,470	2.98%	-
		30,59,212	40.56%	-	30,59,212	40.56%	-

16. Other equity

(A) Reserves and surplus

(i) Securities premium

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	1,649.96	1,593.43
Add: Premium received on exercise of employee stock options	-	56.53
	1,649.96	**1,649.96**

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) General reserve

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	44,100.00	44,100.00
Add: Amount transferred from surplus balance in the standalone statement of profit and loss	-	-
	44,100.00	**44,100.00**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

(iii) Capital redemption reserve

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	35.00	35.00
Add: Additions during the year	-	-
	35.00	**35.00**

Capital redemption reserve was created for redemption of preference shares and the balance represents the unutilised amount after complete redemption of the same.

(iv) Share options outstanding account

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	345.92	13.58
Less: Transferred to securities premium on exercise of stock options	-	(15.70)
Add: Share based payment expenses (refer note 28)	332.78	348.04
	678.70	**345.92**

The Company has formulated equity-settled share-based payment plans for certain categories of employees of the Company. Refer Note 42 for further details on these plans

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16. Other equity (Contd...)

(A) Reserves and surplus (Contd..)

(v) Retained earnings

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	72,163.69	64,895.40
Add: Profit for the year	9,095.22	1,0297.67
Items of other comprehensive income directly recognised in retained earnings		
- Remeasurement of defined benefit (asset) / liability, net of tax	(53.98)	(13.86)
Amount available for appropriations	**81,204.93**	**75,179.21**
Less : Appropriations		
Interim dividend on equity shares (amount per share INR Nil (31 March 2024: INR 15.00))	-	(1,131.13)
Final dividend on equity shares (amount per share INR 22.50 (31 March 2024: INR 25.00))	(1,696.70)	(1,884.39)
Total appropriations	**(1,696.70)**	**(3,015.52)**
Total retained earnings	**79,508.23**	**72,163.69**
Total reserves and surplus (A)	**1,25,971.89**	**1,18,294.57**

(B) Other comprehensive income ("OCI")

Particulars	As at 31 March 2025	As at 31 March 2024
Equity investments through OCI		
Balance at the commencement of the year	24.88	24.83
Changes in fair value	6.14	0.05
Total other comprehensive income (B)	**31.02**	**24.88**
Total (A+B)	**1,26,002.91**	**1,18,319.45**

Dividends

After the reporting dates, the following dividends on equity shares were proposed by the Board of Directors subject to the approval at the Annual General Meeting; the dividends have not been recognised as liabilities.

Particulars	As at 31 March 2025	As at 31 March 2024
Dividend on equity shares (amount per equity share INR 30.00 (31 March 2024: INR 22.50))	2,262.27	1,696.70

Dividend paid during the year ended 31 March 2025 includes an amount of INR 22.50 per equity share towards final dividend for the year ended 31 March 2024. Dividends paid during the year ended 31 March 2024 include an amount of INR 25.00 per equity share towards final dividend for the year ended 31 March 2023 and an amount of INR 15.00 per equity share towards interim dividend for the year ended 31 March 2024.

The Board of Directors of the Company have recommended a final dividend of INR 30.00 per share (300%) on 17 May 2025 for the financial year ended 31 March 2025. There was no interim dividend declared during the financial year ended 31 March 2025.

17. Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current borrowings		
Secured		
Term loan from banks	6,592.50	11,200.00
	6,592.50	**11,200.00**
Current borrowings		
Unsecured		
Loans repayable on demand		
From banks		
- Working capital loan*	20,019.29	18,014.69
From banks		
- Buyers' credit	971.11	-
Secured		
Term loan from banks		
- Current maturities of term loan*	1,947.50	803.95
Term loan from others		
- Current maturities of interest free sales tax loan from a financial institution (refer note (b) below)	-	1,291.27
	22,937.90	**20,109.91**
	29,530.40	**31,309.91**

*Includes an amount of INR 69.30 Lacs for year ended 31 March 2025 (31 March 2024: INR 18.64 Lacs), towards the interest accrued but not due.

17. Borrowings (Contd..)

Particulars	Lender	Nature of loan	Amount As at		Interest rate (P.a.)		Repayment terms	Security	Remarks
			31-03-2025	31-03-2024	31-03-2025	31-03-2024			
BirlaNu Limited (formerly HIL Limited)	Federal bank	Term loan	3,790.00	8,000.00	8.40%	8.40%	16 quarterly instalments of INR 236.87 lakhs each from June 2025 to March 2029	Charge on identified fixed assets	The company has partly prepaid the loan to the tune of INR 3600 lakhs
	HDFC Bank	Term loan	4,750.00	-	8.14%	-	20 quarterly instalments of INR 250 lakhs each from January 2025 to October 2029	Charge on identified fixed assets	
	Kotak Mahindra bank	Term loan	-	4,000.00	8.50%	8.50%	16 quarterly instalments of INR 250 lakhs each from June 2025 to March 2029	Charge on identified fixed assets	Prepaid during the year
	HSBC Limited	Working Capital loan	-	4,950.00	7.26% - 8.90%	7.16%-8.65%	Range from 7 to 90 days	Unsecured	Repaid during the year
	HDFC Bank	Working Capital loan	4,000.00	4,000.00	7.36% - 8.18%	7.16%-8.65%	Range from 7 to 90 days	Unsecured	
	Kotak Mahindra bank	Working Capital loan	2,000.00	600.00	7.75% - 8.35%	7.16%-8.65%	Range from 7 to 90 days	Unsecured	
	Federal bank	Working Capital loan	8,000.00	5,000.00	7.75% - 8.25%	7.16%-8.65%	Range from 7 to 90 days	Unsecured	
	ICICI bank	Working Capital loan	3,450.00	3,450.00	7.40% - 8.07%	7.16%-8.65%	Range from 7 to 90 days	Unsecured	
	YES bank	Working Capital loan	2,500.00	-	7.50% - 8.27%	7.16%-8.65%	Range from 7 to 90 days	Unsecured	
	HDFC bank	Buyer's credit	971.11	-	4.82%-5.92%	-	120 to 150 days	Unsecured	

17 Borrowings (Contd..)

(a) The Company's borrowings are subject to compliance with certain pre-defined financial and other covenants, whereby the Company is required to meet certain specified financial ratios and other commitments/measures. During the current period, the Company has complied with the requirements of these loan agreements as at or for the year ended 31 March 2025 except for certain covenants in respect of the borrowings from Federal Bank and Kotak Mahindra bank. The management, has however, obtained necessary waivers from these lenders waiving the aforesaid breaches during the year ended 31 March 2025. Accordingly, these borrowings have been continued to be classified in accordance with their originally agreed repayment schedule in these financial statements.

(b) Represents interest free sales tax loan taken from a financial institution, which is repayable after 7 years from the date of its respective disbursement with the last installment falling due in August 2024. As per the agreement, these loans was secured by way of first charge on its entire assets of Sathariya unit, first charge on plant and equipment of its Balasore unit and collateral security of Corporate office building of the Company located at Gachibowli, Hyderabad. The loan amount was completely repaid during the current year and charge against the loan has been released.

(c) In respect of the following charges, the Company is in the process of collecting no due certificate from the respective parties and the same is expected to get closed in the next financial year. The charges on these loans are open with Registrar of Companies (ROC) Hyderabad: 1. Indian Oil Corporation Limited amounting to INR 4 Lacs.

(d) There were no delays / defaults in repayment of dues or delays in payment of interest to banks and financial institutions.

Refer note 55 (C) for the Company's exposure to interest rate and liquidity risks.

18. Lease liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Lease liabilities (refer note 50)	936.45	349.27
	936.45	**349.27**
Current		
Lease liabilities (refer note 50)	337.58	165.22
	337.58	**165.22**

19. Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises (MSME) (refer note 41)	2,436.50	2,068.83
Total outstanding dues of creditors other than micro enterprises and small enterprises (refer note 40 for payables to related parties)	22,999.28	21,729.10
	25,435.78	**23,797.93**

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19. Trade payables (Contd..)

Particulars	Unbilled dues	Not due	Outstanding for following periods from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	1,642.47	794.03	-	-	-	2,436.50
(ii) Others	4,743.88	13,621.72	4,124.10	267.26	31.71	140.83	22,929.50
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	69.78	69.78
As at 31 March 2025	**4,743.88**	**15,264.19**	**4,918.13**	**267.26**	**31.71**	**210.61**	**25,435.78**

Particulars	Unbilled dues	Not due	Outstanding for following periods from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	1,458.02	610.81	-	-	-	2,068.83
(ii) Others	4,768.34	12,800.32	3,803.93	88.64	74.81	123.28	2,1659.32
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	69.78	69.78
As at 31 March 2024	**4,768.34**	**14,258.34**	**4414.74**	**88.64**	**74.81**	**193.06**	**2,3797.93**

Refer note 55 (C) for the Company's exposure to interest rate and liquidity risks.

20. Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Liabilities on business acquisition	-	21.68
	-	**21.68**
Current		
Capital creditors (refer note 41)	688.43	1,154.89
Unpaid dividend*	76.68	79.69
Sundry deposits	4,627.05	4,502.94
Derivative liabilities	317.84	-
Contract liability against performance obligation	1,318.50	1,571.12
Contract liability against payment	1,663.84	1,957.20
Liabilities on business acquisition	658.10	33.06
Other financial liabilities- discounts and commissions	2,252.09	1,943.39
	11,602.53	**11,242.29**

* Amount lying in unpaid / unclaimed dividend account shall be credited to Investor Education and Protection Fund as per the timelines prescribed under the Companies Act, 2013 with due approvals.

21. Provisions

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Provision for employee benefits		
- Gratuity (refer note 36(b))	574.43	415.14
- Other long-term employee benefit plans	-	359.87
- Compensated absences	932.63	783.55
	1,507.06	**1,558.56**
Current		
Provision for employee benefits		
- Compensated absences	136.77	140.78
- Other long-term employee benefit plans	49.30	368.71
- Employee related other costs (refer note 51)	49.97	13.32
Other provisions		
- Provision for litigations (refer note 51)	236.73	253.92
- Provision- others (refer note 51)	390.00	390.00
	862.77	**1,166.73**

22. Other liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Current		
Statutory liabilities	1,624.44	1,093.81
Government grant*	-	28.18
Advance for sale of non-current asset held for sale	87.00	830.00
Other liabilities	1,245.92	1,252.96
	2,957.36	**3,204.95**

*Government grant is recognised on fair valuation of Interest free sales tax loan.

23. Revenue from operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue from contracts with customers		
- Sale of products		
Finished goods	2,03,711.87	2,07,681.01
Traded goods	26,127.75	14,036.46
- Sale of services		
Service concession arrangements (refer note 43)	151.18	220.62
Other operating revenues		
- Scrap sales	876.38	707.56
- Liabilities no longer required, written back	136.85	439.62
	2,31,004.03	**2,23,085.27**

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23. Revenue from operations (Contd..)

Disaggregation of revenue

Particulars	Reportable segments for the year ended 31 March 2025			
	Roofing Solutions	Building Solutions	Polymer Solutions	Others
By sources of revenue				
Revenue from contracts with customers	1,12,869.65	53,512.03	63,378.64	230.48
Other operating revenues	544.54	360.65	102.10	5.94
	1,13,414.19	**53,872.68**	**63,480.74**	**236.42**
By geographical markets				
- India	1,12,729.90	53,448.57	63,454.62	231.72
- Others	684.29	424.11	26.12	4.70
	1,13,414.19	**53,872.68**	**63,480.74**	**236.42**
By major product lines				
- Cement based products: sheets, panels, boards	1,13,414.19	2,2,709.26	-	-
- Pipes and Fittings	-	-	45,693.16	-
- Putty and dry mix	-	463.27	11,858.45	-
- Fly ash blocks	-	30,588.01	-	-
- Others	-	112.14	5,929.13	236.42
	1,13,414.19	**53,872.68**	**63,480.74**	**236.42**
Timing of revenue recognition				
Products transferred at a point in time	1,13,414.19	53,872.68	63,480.74	236.42
Products and services transferred over time	-	-	-	-
	1,13,414.19	**53,872.68**	**63,480.74**	**236.42**

Particulars	Reportable segments for the year ended 31 March 2024			
	Roofing Solutions	Building Solutions	Polymer Solutions	Others
By sources of revenue				
Revenue from contracts with customers	1,14,189.02	54,081.01	53,363.93	304.13
Other operating revenues	517.42	440.83	174.29	14.64
	1,14,706.44	**54,521.84**	**53,538.22**	**318.77**
By geographical markets				
- India	1,14,026.81	54,008.56	53,523.75	304.55
- Others	679.63	513.28	14.47	14.22
	1,14,706.44	**54,521.84**	**53,538.22**	**318.77**
By major product lines				
- Cement based products: sheets, panels, boards	1,14,706.44	21,959.99	-	-
- Pipes and Fittings	-	-	34,252.35	-
- Putty and dry mix	-	524.53	14,707.08	-
- Fly ash blocks	-	32,037.32	-	-
- Others	-	-	4,578.79	318.77
	1,14,706.44	**54,521.84**	**53,538.22**	**318.77**
Timing of revenue recognition				
Products transferred at a point in time	1,147,06.44	54,521.84	53,538.22	318.77
Products and services transferred over time	-	-	-	-
	1,14,706.44	**54,521.84**	**53,538.22**	**318.77**

23. Revenue from operations (Contd..)

Reconciliation of revenue recognised from contract with customers with contract prices

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue as per contracted price	2,39,014.10	2,31,284.21
Less: Contract liability against performance obligation	1,318.50	1,571.12
Less: Discounts	7,704.80	7,775.00
	2,29,990.80	**2,21,938.09**

Contract balances

The following table provides information about the receivables, contract assets and contract liabilities from contracts with customers:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Trade receivables (refer note 8)	21,150.89	14,884.53
Contract assets (refer note 10)	17.37	27.04
Contract liabilities (refer note 20)	2,982.34	3,528.32

- Trade receivables are the amounts receivable by the Company from the Revenues from Contracts with customers and other operating revenues.
- The contract assets primarily relate to the Company's rights to consideration for work completed but not billed at the reporting date.
- The contract liabilities primarily relate to the advance consideration received from customers and contract liabilities arising from loyalty programmes of the Company. The amount of INR 3528.32 Lacs included in contract liabilities at 31 March 2024 have been recognised as revenue during the year ended 31 March 2025 (31 March 2024: INR 3722.63).

No information provided about remaining performance obligations as at 31 March 2025 and 31 March 2024 that have an original expected duration of one year or less, as allowed by Ind AS 115.

24. Other income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Dividend income on equity securities - at FVOCI- investment held at reporting date (refer note 7)	0.38	0.25
Gain on sale of current investments, net	17.84	34.20
Interest income under the effective interest method on financial assets at amortised cost	61.01	38.00
Interest income from loan to subsidiary at amortised cost	1,093.40	864.12
Commission on corporate guarantee given for subsidiary	144.98	73.36
Rental income		
From investment property (refer note 5)	565.24	559.98
From others	9.72	8.92
Net gain on foreign currency transactions	1,164.45	1,758.65
Fair value gain on financial assets measured at fair value through profit and loss, net	-	29.89
Government grant	28.18	84.55
Miscellaneous income	143.84	139.16
	3,229.04	**3,591.08**

Notes to the standalone financial statements

for the year ended 31 March 2025
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25. Cost of materials consumed

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventory of materials at the beginning of the year	21,018.26	17,748.83
Add: Purchases during the year	1,17,072.96	1,24,111.28
Less: Inventory of materials at the end of the year	(17,362.03)	(21,018.26)
	1,20,729.19	**1,20,841.85**

26. Purchases of stock-in-trade

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Purchases of stock-in-trade	22,032.39	10,840.35

27. Changes in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the beginning of the year		
Finished goods	17,895.16	16,363.71
Stock-in-trade	417.09	480.37
Work-in-progress	586.49	671.24
	18,898.74	**17,515.32**
Inventories at the end of the year		
Finished goods	18,252.20	17,895.16
Stock-in-trade	1,316.39	417.09
Work-in-progress	391.47	586.49
	19,960.06	**18,898.74**
Changes in inventories	(1,061.32)	(1,383.42)
Add: Finished goods of trial run production capitalised	4.89	-
	(1,056.43)	**(1,383.42)**

28. Employee benefits expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	18,624.60	16,632.39
Contribution to provident and other funds (refer note 36(a))	922.66	830.96
Employee share based payment expense - equity settled (refer note 42)	332.78	348.04
Gratuity expenses (refer note 36(b))	347.65	302.19
Staff welfare expenses	1,087.28	1,167.89
	21,314.97	**19,281.47**

Notes to the standalone financial statements

for the year ended 31 March 2025
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29. Finance costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expenses on long-term loans measured at amortised cost	636.62	20.52
Interest expenses on working capital loans measured at amortised cost	1,467.73	657.87
Interest expenses on other financial liabilities measured at amortised cost	39.83	108.18
Interest expenses on lease liabilities	108.26	48.13
Interest expenses on security deposits and others	183.88	240.04
	2,436.32	**1,074.74**

30. Depreciation and amortisation expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (refer note 4)	5,750.74	5,991.80
Amortisation of intangible assets (refer note 6)	577.42	465.25
Depreciation on investment property (refer note 5)	30.37	30.37
Depreciation on right of use assets (refer note 4)	453.44	308.17
	6,811.97	**6,795.59**

31. Other expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Consumption of stores and spares	4,316.31	4,469.57
Power and fuel	8,507.30	8,892.17
Contract wages	7,307.08	6,981.23
Repairs and maintenance		
Plant and equipment (excluding stores and spares consumption)	931.02	833.43
Buildings	306.26	312.44
Others	1,687.20	1,430.72
Carriage outwards	21,199.79	21,417.82
Packing expenses	1,087.06	1,144.59
Rent (refer note 50)	672.60	710.99
Rates and taxes	607.40	270.93
Insurance	223.29	203.57
Professional, consultancy and legal expenses (refer note (i) below)	2,524.29	3,092.62
Advertisement and sales promotion	3,706.80	3,336.55
Travelling and conveyance	2,375.78	2,185.70
Commission on sales	118.26	161.84
Directors' commission	32.22	105.00
Directors' fee	84.50	72.00
Donations*	400.00	400.25
Net loss on sale of property, plant and equipment	293.97	104.02
Provision for impairment of receivables, advances and other assets, net	198.65	221.74
Bad debts written off	-	204.69

Notes to the standalone financial statements

for the year ended 31 March 2025
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31. Other expenses (Contd..)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Fair value loss on financial assets measured at fair value through profit and loss	728.60	998.23
Expenditure on corporate social responsibility	331.88	388.41
Miscellaneous	1,689.16	1,705.80
	59,329.42	**59,644.31**

*Donations include INR 300 Lacs contribution made to Electoral Trust (31 March 2024: INR 300.25 Lacs).

Note:

(i) Payment to auditors (included in professional, consultancy and legal expenses) (exclusive of taxes)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
As auditor		
Statutory audit fee	58.00	58.00
Tax audit fee	6.00	6.00
Limited review of quarterly results	39.00	30.00
Consolidation	50.00	14.00
For other services		
For certification	7.90	11.40
For reimbursement of expenses	13.00	12.56
	173.90	**131.96**

32. Details of corporate social responsibility expenditure

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
a) Gross amount required to be spent by the Company during the year	331.57	388.41
Less: Adjustment of excess spent during the previous financial years	(18.09)	-
Net amount required to be spent by the Company during the year	313.47	388.41
b) Amount approved by the board to be spent during the year	318.50	388.41
c) Amount spent during the year (in cash) :		
i) Construction/ acquisition of any asset	-	-
ii) On purposes other than (i) above	313.47	406.51
iii) Nature of CSR activities		
Eradicating hunger, poverty and malnutrition		
Promoting education		
Community Development		
d) Related party transactions	-	-
e) Shortfall /(excess) at the end of the year	-	(18.09)
f) Movements in provision of liability created	-	-

33. Business combination

On 11 March 2024, the Company had entered into a Share subscription and purchase agreement (SSPA) (as amended) with Crestia Polytech Private Limited ('Crestia') for subscription and purchase of the shares of Crestia. Pursuant to the SSPA, Crestia entered into Share purchase agreements (SPAs) with the respective shareholders of Topline Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited (formerly known as "Sainath Polymers") and Aditya Poly Industries Private Limited (formerly known as "Aditya Industries") (Crestia and other entities as mentioned here are together referred to as 'the Group entities'). Post completion of the agreed closing conditions, the Company obtained control over the Group entities effective 05 April 2024. The Company has made investment of INR 16,045.66 lakhs in the Group entities as on 31 March 2025 including amounts payables towards hold back consideration and contingent consideration payable.

34. Income-tax

(A) Amount recognised in the statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax	2,126.49	3,531.34
Income-tax for earlier years	(128.60)	53.07
Deferred tax attributable to temporary differences	(268.46)	(579.33)
Tax expenses	**1,729.43**	**3,005.08**

(B) Amount recognised in other comprehensive income ("OCI")

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Deferred tax related to items recognised in OCI		
Deferred tax income / (expense) on remeasurements of defined benefit (asset) / liability	18.15	4.64
Deferred tax (expense) / income on fair value gain on investments in equity instruments through OCI	(1.02)	(0.02)
Deferred tax income / (expense) recognised in OCI	**17.13**	**4.62**

(C) Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit before tax	10,824.65	13,302.75
Enacted tax rate in India	25.168%	25.168%
Tax using the Company's domestic tax rate	2,724.35	3,348.04
Tax effect of:		
Non-deductible tax expenses	195.96	209.69
Rate difference	(823.86)	(44.93)
Recognition of tax allowances	(258.17)	(567.14)
Others	2.62	6.35
	1,840.90	2,952.01
Adjustments in respect of income-tax for earlier years	(128.60)	53.07
Income-tax expense recognised in the standalone statement of profit and loss	**1,712.30**	**3,005.08**

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34. Income-tax (Contd..)

(D) The major components of deferred tax liabilities/ assets arising on account of timing differences are as follows:

Particulars	31 March 2025	31 March 2024
Deferred tax liabilities		
Excess of depreciation / amortisation on fixed assets under income-tax law over depreciation / amortisation provided in books of account	5,140.46	5,274.57
Fair value gain on derivatives	12.25	-
Right of use assets	489.00	313.13
Others	5.85	10.05
Total deferred tax liabilities (A)	**5,647.56**	**5,597.75**
Deferred tax assets		
Allowable for tax purposes on payment basis	1,594.71	1,559.44
Provision for doubtful trade receivables	642.52	592.58
Lease liabilities	320.65	129.49
Others	246.73	187.70
Total deferred tax assets (B)	**2,804.61**	**2,469.21**
Net deferred tax liability (A-B)	**2,842.95**	**3,128.54**

(E) Movement in temporary differences:

Particulars	Balance as at 01 April 2023	Recognised in profit or loss during 2023-24	Recognised in OCI during 2023-24	Balance as at 31 March 2024	Recognised in profit or loss during 2024-25	Recognised in OCI during 2024-25	Balance as at 31 March 2025
Deferred tax liabilities							
Excess of depreciation / amortisation on fixed assets under income-tax law over depreciation / amortisation provided in books of account	5,336.46	(61.89)	-	5,274.57	(134.11)	-	5,140.46
Fair valuation gain in derivatives	181.72	(181.72)	-	-	12.25	-	12.25
Right of use assets	382.84	(69.71)	-	313.13	175.87	-	489.00
Others	14.80	(4.76)	0.02	10.05	(5.22)	1.02	5.85
Total deferred tax liabilities (A)	**5,915.82**	**(318.08)**	**0.02**	**5,597.75**	**48.79**	**1.02**	**5,647.56**
Deferred tax assets							
Allowable for tax purposes on payment basis	1,415.34	144.10	-	1,559.44	35.27	-	1,594.71
Provision for doubtful trade receivables	536.72	55.86	-	592.58	49.94	-	642.52
Lease liabilities	190.89	(61.41)	-	129.49	191.16	-	320.65
Others	60.35	122.70	4.64	187.70	40.88	18.15	246.73
Total deferred tax assets (B)	**2,203.30**	**261.25**	**4.64**	**2,469.21**	**317.25**	**18.15**	**2,804.61**
Net deferred tax (asset) / liability (A-B)	**3,712.52**	**(579.33)**	**(4.62)**	**3,128.54**	**(268.46)**	**(17.13)**	**2,842.95**

35. Operating segments

The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of paragraph 3 of Ind AS 108 'Operating Segments', no disclosures related to segment are presented in these standalone financial statements.

36. Employee benefits

The Company has the following post-employment benefit plans:

(a) Defined contribution plan

The following amount has been recognised as an expense in standalone statement of profit and loss on account of contribution to provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

Particulars	31 March 2025	31 March 2024
Contribution to provident fund	911.33	819.45
Contribution to employees state insurance schemes	11.33	11.51
	922.66	**830.96**

(b) Defined benefit plan

In accordance with the 'The Payment of Gratuity Act, 1972', the Company provides for Gratuity, the Employees' Gratuity Fund Scheme (the Gratuity Plan), covering eligible employees. Liabilities with regard to such Gratuity Plan are determined by an actuarial valuation as at the end of the year and are charged to the standalone statement of profit and loss. This defined benefit plans expose the Company to actuarial risks, such as liquidity risk, interest rate risk, investment risk, etc.

Interest Rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Liquidity Risk: This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Investment Risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

The Gratuity plan is administered through Group Gratuity Scheme with Life Insurance Corporation of India ("LIC"). Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service or part thereof in excess of six months.

The Company has determined that, in accordance with the terms and conditions of the gratuity plan, and in accordance with statutory requirements (including minimum funding requirements) of the plan of the relevant jurisdiction, the present value of refund or reduction in future contributions is not lower than the balance of the total fair value of the plan assets less the total present value of obligations. As such, no decrease in the defined benefit asset is necessary at 31 March 2025 (31 March 2024: no decrease in defined benefit asset). Project unit credit method has been used for valuation.

Notes to the standalone financial statements

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36 Employee benefits (Contd..)

(b) Defined benefit plan (Contd..)

i. Reconciliation of the net defined benefit (asset) / liability

The following tables summarises the components of net benefit expense recognised in the standalone statement of profit and loss, the funded status and amount recognised in the standalone balance sheet for the gratuity plan:

Particulars	31 March 2025	31 March 2024
Reconciliation of present value of defined benefit obligation		
Balance at the beginning of the year	2,683.67	2,421.39
Current service cost	317.99	278.59
Interest cost	191.74	180.78
Re-measurement (or actuarial) (gain) / loss arising from:		
- change in demographic assumptions	-	-
- change in financial assumptions	106.09	54.82
- experience variance (i.e. actual experience vs assumptions)	(24.02)	(29.63)
Benefits paid	(260.13)	(222.28)
Balance at the end of the year	**3,015.34**	**2,683.67**
Reconciliation of the present value of plan assets		
Balance at the beginning of the year	2,268.53	2,105.27
Interest income	162.08	157.18
Contributions paid into the plan	0.37	0.34
Benefits paid	(0.01)	(0.95)
Return on plan assets, excluding amount recognised in net interest expense	9.94	6.69
Balance at the end of the year	**2,440.91**	**2,268.53**
Net defined benefit liability recognised in standalone balance sheet	**574.43**	**415.14**
Expense recognised in standalone statement of profit and loss		
Current service cost	317.99	278.59
Net interest cost on the net defined benefit liability	29.66	23.60
	347.65	**302.19**
Remeasurements recognised in other comprehensive income		
Actuarial loss / (gain) on defined benefit obligation	82.07	25.19
Return on plan assets, excluding amount recognised in net interest expense	(9.94)	(6.69)
	72.13	**18.50**

Plan assets

Plan assets comprises of the following:

Particulars	31 March 2025	31 March 2024
Fund managed by LIC	100%	100%

ii. Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	31 March 2025	31 March 2024
Discount rate	6.65%	7.15%
Future salary growth	8.00%	8.00%
Attrition rate	7.00%	7.00%
Mortality rate (as a % of Indian Assured Lives Mortality 2012-14 (IALM) for FY 2024-25 and FY 2023-24)	100%	100%

36 Employee benefits (Contd..)

(b) Defined benefit plan (Contd..)

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the market yields of high quality corporate bonds on the valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

iii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation and current service cost by the amounts shown below:

Particulars	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Effect of 1% change in the assumed discount rate	2,809.52	3,249.47	2,508.48	2,882.66
Effect of 1% change in the assumed salary growth rate	3,244.09	2,810.16	2,879.06	2,508.25
Effect of 50% change in the assumed attrition rate	2,944.21	3,111.07	2,641.92	2,739.23
Effect of 10% change in the assumed mortaility rate	3,014.79	3,015.84	2,683.36	2,683.92

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

There are no changes in the methods and assumptions used in preparing the sensitivity analysis from the previous year.

Expected contributions to the plan for the next annual reporting period

The Company expects to contribute a sum of INR 929.96 Lacs to the plan for the next annual reporting period (31 March 2024: INR 722.35 Lacs).

Maturity profile of the defined benefit obligation

Expected cash flows on undiscounted basis

Particulars	31 March 2025	31 March 2024
Within 1 year	451.34	521.48
2 to 5 years	1,228.74	1,029.52
6 to 10 years	1,246.16	1,129.36
More than 10 years	2,503.70	2,293.49

As at 31 March 2025, the weighted average duration of the defined benefit obligation was 7 years (31 March 2024: 7 years).

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37. Earnings per share ("EPS")

Particulars	31 March 2025	31 March 2024
(a) Net profit attributable to the equity shareholders	9,095.22	10,297.67
(b) Weighted average number of equity shares outstanding during the year	75,40,899	75,38,952
(c) Effect of potential equity shares on employee stock options outstanding*	-	-
(d) Weighted average number of equity shares outstanding for computing diluted earnings per share [(b) + (c)]	75,40,899	75,38,952
(e) Nominal value of equity shares (in INR)	10.00	10.00
(f) Basic earnings per share (in INR) [(a)/(b)]	120.61	136.59
(g) Diluted earnings per share (in INR) [(a)/(d)]	120.61	136.59

*As at 31 March 2025: 65,656 (31 March 2024: 65,656) options were excluded from the diluted weighted average number of equity share calculation because their effect would have been anti-dilutive.

The average market value of the Company's shares for the purpose of calculating the dilutive effect of share options was based on quoted market prices for the year during which the options were outstanding.

38. Capital commitments

Particulars	31 March 2025	31 March 2025
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	713.14	4,346.93

Other commitments

(i) The Holding Company has issued a corporate guarantee of Euro 33.705 million (31 March 2024: Euro 33.705 million) at a commission of 0.50% p.a. on the outstanding guarantee amount, in favour of the wholly owned subsidiary company, HIL International GmbH, Germany on 27 September 2023 in respect of the loan taken by the subsidiary from ICICI Bank UK PLC, Germany. Further, the Holding company has extended an unconditional letter of financial support to HIL International GmbH and its subsidiaries ('the subsidiary group') to the extent necessary for the subsidiary group. This will enable the subsidiary group to continue to operate their business and meet their financial obligations for the foreseeable future and specifically at least until 31 December 2026. The Holding company will continue to make available such funds as are needed by the Subsidiary group.

(ii) The Company has issued a corporate guarantee of INR 4450 lakhs at a commission of 1% p.a. on the outstanding guarantee amount, in favour of the wholly owned subsidiary company, Crestia Polytech Private Limited, on 29 March 2025 in respect of the loan taken by the subsidiary from Axis Bank Limited.

(iii) The Company has issued a corporate guarantee of INR 1853 lakhs at a commission of 1% p.a. on the outstanding guarantee amount, in favour of the wholly owned Step down subsidiary company, Prabhu Sainath Polymers Private Limited, on 29 March 2025 in respect of the loan taken by the Step down subsidiary from Axis Bank Limited.

39. Contingent liabilities

A. Contingent liabilities (not provided for) in respect of:

Particulars	31 March 2025	31 March 2024
(a) Demand raised by the Income-tax authorities, being disputed by the Company*	1,181.10	1,180.92
(b) Demands raised by sales tax and Goods and service taxes authorities, being disputed by the Company**	10,247.35	8,591.89
(c) Demands (including penalties) raised by excise authorities, being disputed by the Company***	698.37	698.37
(d) Appeal filed by the Company before the High Court of Judicature of Andhra Pradesh against the decision of appeal in favour of the Income-tax department pertaining to wealth tax matter.	56.98	56.98
(e) Pending cases with High Court where Income-tax department has preferred appeals	1,531.36	1,531.36
(f) Demand for property tax, being disputed by the Company^	-	-
(g) Other claims against the Company not acknowledged as debts ****	271.11	271.11

(h) There are other civil matters against the Company of which one such case is pertaining to certain mining activity performed by the Company in the past. The National Green Tribunal ("NGT"), New Delhi, disposed off the above case in the earlier year, directing that the restoration of mine to be carried out by State of Jharkhand; and filing of claims by the victims before the District Judge, Chaibasa for adjudication. Aggrieved by some of the findings in the aforesaid Orders and subsequent Orders passed by NGT, the Company filed a Civil Appeal before the Honourable Supreme Court of India. The Honourable Supreme Court of India directed to issue notice to other parties and maintain status in the meantime. During the earlier year, the district mining officer, Chaibasa, has sought payment of environment compensation of INR 1344 lakhs from the Company which is in wilful disobedience of the aforesaid order passed by the Honourable Supreme Court. The Company has responded accordingly. In view of the aforesaid Status Quo Order the further proceedings before NGT are being adjourned from time to time. Management believes that the final outcome of the above matter is not expected to be material on the financial statements.

* Income-tax demand comprises of demand from the Indian tax authorities upon completion of their assessment. The tax demands are mainly on account of disallowance of the benefit on research & development expenses, other expenses not allowed.

** The demands raised by the sales tax authority are mainly towards enhancement of turnover due to certain disallowances, entry tax on stock transfers and local sales tax demand upon completion of assessment and various other miscellaneous cases raised by the respective state authorities.

**During the year ended 31 March 2023, the Company received a demand from Goods and Services Tax Department, Government of Tamil Nadu, Chennai amounting to INR 7160 lakhs for the period 01 July 2017 to 31 August 2022, with regards to HSN (Harmonized System Nomenclature) Classification code of one of the product sold by the Company. The Company challenged the said Orders by filing Appeals before Deputy Commissioner (Appeals), Chennai. Aggrieved by the order of the Appellate Authority confirming the demand, the Company has challenged the said Orders in the Honourable High Court of Madras by filing writ petition. Further, during the previous year, a demand for an amount of INR 470 lakhs was received by the Company from Goods and Services Tax Department, Government of Tamil Nadu, Chennai on this matter for the period 01 September 2022 to 31 March 2023. As on 31 March 2025, the Company has considered the aforesaid amount of INR 7630 lakhs as Contingent liability.

*** The demand raised by the excise authority is mainly towards excise duty demand including interest and penalty towards disallowance of availment of CENVAT credit and wrong classification of products as taxable versus exempt product.

**** Other claims against the Company not acknowledged as debt mainly includes liability towards fuel surcharge adjustment disputed with electricity board for the financial year 2008-09 and 2009-10.

^ Greater Hyderabad Municipal Corporation ("GHMC") had served property tax demand notices on the Company claiming outstanding property tax to the tune of INR 1083 lacs and the same was considered as contingent liability. The Company challenged the said demand notices in the Honourable High Court of Telangana ("High Court"). During the earlier year, the Honourable High Court has passed an order directing GHMC to reassess the tax dues

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39. Contingent liabilities (Contd..)

A. Contingent liabilities (not provided for) in respect of: (Contd..)

subject to compliance of applicable laws. The original tax dues stand disposed in view of fresh tax computation within the provision of law. While the Company is awaiting fresh demand notice from GHMC consequent to the order of Honourable High Court, the management has created adequate provision basis its own assessment.

The Company is contesting various claims and demands and the Management believes that its position will likely be upheld in the process and accordingly no expense has been accrued in the standalone financial statements for such claims and demands received as the ultimate outcome of this process will not have a material adverse effect on the Company's standalone financial statements.

Pending resolution of the aforesaid respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above.

The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its standalone financial statements. The Company does not expect any reimbursements in respect of the above contingent liabilities.

B. On 28 February 2019, the Hon'ble Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. However, considering that there are numerous interpretative issues relating to retrospective application of this judgement, the Company has made a provision for provident fund contribution based on the best estimate during the earlier year. The Company will evaluate its position and update its provision, if required, on receiving further clarity on the subject.

40. Related parties

A. List of related parties and nature of relationship

Name of the related party	Nature of relationship	Country	% of Holding as at	
			31 March 2025	31 March 2024
Supercor Industries Limited (refer note 53(b)	Joint venture	Nigeria	33%	33%
HIL International GmbH (refer note 53(a))	Wholly owned subsidiary	Germany	100%	100%
Parador Holding GmbH (refer note 53(a))	Step-down subsidiary	Germany	100%	100%
Parador GmbH	Step-down subsidiary	Germany	100%	100%
Parador Parkettwerke GmbH	Step-down subsidiary	Austria	100%	100%
Parador UK Ltd	Step-down subsidiary	United Kingdom	100%	100%
Parador INC. (incorporated on 24 January 2025)	Step-down subsidiary	United States of America	100%	-
Parador (Shanghai) Trading Co., Ltd.	Joint venture	China	50%	50%
Crestia Polytech Private Limited	Wholly owned Subsidiary	India	100%	-
Topline Industries Private Limited	Step-down Subsidiary	India	100%	-
Aditya Polytechnic Private Limited	Step-down Subsidiary	India	100%	-

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40. Related parties (Contd..)

A. List of related parties and nature of relationship (Contd..)

Name of the related party	Nature of relationship	Country	% of Holding as at	
			31 March 2025	31 March 2024
Prabhu Sainath Polymers Private Limited	Step-down Subsidiary	India	100%	-
Aditya Poly Industries Private Limited	Step-down Subsidiary	India	100%	-

Particulars	Nature of relationship
Key Management personnel (KMP)	
Mr. Akshat Seth	Chief Executive Officer ("CEO") and Managing Director (“MD”)
Mr. Saikat Mukhopadhyay	Chief Financial Officer (till 23 July 2023)
Mr. Ajay Kapadia	Chief Financial Officer (w.e.f. 24 July 2023)
Mr. Kamal Saboo	Company Secretary and Head - Legal (w.e.f. 15 July 2023 till 01 September 2023)
Ms. Nidhi Bisaria	Company Secretary (w.e.f. 02 September 2023)
Non-Executive Directors and Independent Directors	
Mr. Chandrakant Birla	Chairman (Non-executive Director)
Mr. Desh Deepak Khetrapal	Non-executive Director
Ms. Gauri Rasgotra	Independent Director (till 08 May 2024)
Mr. V.V. Ranganathan	Independent Director (till 17 March 2024)
Mr. Sunil Ramakant Bhumralkar	Independent Director (w.e.f 18 March 2024)
Dr. Arvind Sahay	Independent Director
Ms. Amita Birla	Non-executive Director (w.e.f 01 April 2024)
Ms. Nidhi Jagat Killawala	Independent Director (w.e.f 01 April 2024)
Prof. Janat Ghanshyambhai Shah	Independent Director (w.e.f 07 May 2024)
List of other related parties with whom there are transactions	
Birla Buildings Limited	Other related parties
CK Birla Corporate Services Limited	Other related parties
GMMCO Limited	Other related parties
National Engineering Industries Limited	Other related parties
Orient Cement Limited	Other related parties
Orient Electric Limited	Other related parties
Orient Paper and Industries Limited	Other related parties
CK Birla Healthcare Private Limited	Other related parties
Central India Industries Limited	Other related parties
Ms. Avanti Birla	Relative of Promoter
Amer Investments (Delhi) Limited	Other related parties
Ashok Investment Corporation Limited	Other related parties
Hitaishi Investments Limited	Other related parties
Hyderabad Agencies Private Limited	Other related parties
Gwalior Finance Corporation Limited	Other related parties
Ranchi Enterprises and Properties Limited	Other related parties
Shekhavati Investments and Traders Limited	Other related parties
Universal Trading Company Limited	Other related parties
Khaitan & Co	Other related parties
Khaitan & Co	Other related parties
Khaitan & Co LLP	Other related parties
Khaitan & Co AOR	Other related parties

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for the year ended 31 March 2025
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40. Related parties (Contd..)

B. Transactions with related parties^

Related party	Nature of transactions	31 March 2025	31 March 2024
Non-Executive Directors and Independent Directors	Sitting fees, reimbursements and commission	116.72	177.00
	Dividend Paid	11.56	20.55
Key Management personnel (KMP)			
	- Salaries*/ Managerial remenuration	1,040.70	936.64
	- Long term incentives	-	147.50
	- Gratuity	50.85	30.03
	- Compensated absences	32.37	19.97
	- Sale of assets	-	7.20
Relative of Promoter			
Ms. Avanti Birla	- Salaries*	200.46	171.16
	- Long term incentives	-	44.48
	- Gratuity	14.45	4.65
	- Compensated absences	17.15	6.73
Parador GmbH, Germany	Purchase of goods	90.02	15.81
HIL International GmbH, Germany	Interest income on loan	1,093.40	864.12
	Interest received on loan	2664.76	-
	Commission on Corporate Guarantee	144.98	73.36
	Commission on Corporate Guarantee received	106.76	-
	Loans given ^^	2,788.43	3641.30
Crestia Polytech Private Limited	Sale of Raw materials	4,016.91	-
	Sale of Assets	6.43	-
	Purchase of goods	290.53	-
	Purchase of Assets	8.88	-
	Guarantee given on behalf of subsidiary	4450.00	-
Topline Industries Private Limited	Sale of Raw materials	727.90	-
Aditya Polytechnic Private Limited	Sale of Raw materials	908.97	-
	Sale of Assets	6.57	-
	Purchase of goods	48.06	-
	Rent paid	1.50	-
Prabhu Sainath Polymers Private Limited	Sale of Raw materials	561.69	-
	Sale of Assets	22.13	-
	Purchase of goods	27.75	-
	Guarantee given on behalf of subsidiary	1,853.00	-
Aditya Poly Industries Private Limited	Sale of Raw materials	362.80	-
GMMCO Limited	Purchase of goods	7.26	35.50
	Purchase of services	20.63	6.41
Orient Electric Limited	Sales of finished goods	0.78	-
National Engineering Industries Limited	Rent and maintainence charges	416.78	61.53
Birla Buildings Limited	Rent and maintainence charges	48.71	43.15
	Rent received	0.24	0.03
	Dividend received	0.38	0.25
CK Birla Corporate Services Limited	Professional services received	675.22	750.18
	Brand usage charges	66.52	81.84

40. Related parties (Contd..)

B. Transactions with related parties^ (Contd..)

Related party	Nature of transactions	31 March 2025	31 March 2024
Orient Paper and Industries Limited	Rent received	54.66	54.66
	Sale of finished goods	3.37	6.59
	Dividend paid	203.93	362.54
	Rent paid	-	114.09
Orient Cement Limited	Rent received	69.46	69.46
	Sales of finished goods	0.39	0.51
	Purchase of goods	6.86	-
Khaitan & Co	Professional services received	5.10	-
Khaitan & Co	Professional services received	62.41	-
Khaitan & Co LLP	Professional services received	81.81	-
Khaitan & Co AOR	Professional services received	6.66	-
Central India Industries Limited	Dividend paid	241.79	429.85
CK Birla Healthcare Private Limited	Purchase of services	14.99	-
Amer Investments (Delhi) Limited	Dividend paid	69.47	123.51
Ashok Investment Corporation Limited	Dividend paid	71.49	127.10
Hitaishi Investments Limited	Dividend paid	15.09	26.83
Hyderabad Agencies Private Limited	Dividend paid	0.92	1.64
Gwalior Finance Corporation Limited	Dividend paid	21.65	38.48
Ranchi Enterprises and Properties Limited	Dividend paid	1.01	1.80
Shekhavati Investments and Traders Limited	Dividend paid	50.51	89.79
Universal Trading Company Limited	Dividend paid	0.90	1.60

C. Balances outstanding^

Related party	Details	31 March 2025	31 March 2024
Supercor Industries Limited, Nigeria	Dividend receivable on investments #	9.01	9.01
Non-Executive Directors and Independent Directors	Commission	32.22	105.00
Key Management personnel (KMP)			
	- Salaries*/ Managerial remenuration	288.78	221.16
	- Gratuity	50.85	30.95
	- Compensated absences	32.37	20.64
	- Long term incentives	-	147.50
Relative of Promoter			
Ms. Avanti Birla	- Salaries*	41.04	31.32
	- Gratuity	14.45	7.45
	- Compensated absences	17.15	9.28
	- Long term incentives	-	44.48
Parador GmbH, Germany	Trade payable	83.35	15.81
HIL International GmbH, Germany**	Loan given	15,192.68	12,136.08
	Interest accrued on loan given	462.96	2,060.87
	Commission on Corporate Guarantee receivable	111.59	73.36
	Guarantee given on behalf of subsidiary	31,034.50	24,637.10

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40. Related parties (Contd..)

C. Balances outstanding^ (Contd..)

Related party	Details	31 March 2025	31 March 2024
Crestia Polytech Private Limited	Trade receivable	1,854.16	-
	Trade payable	58.26	-
	Guarantee given on behalf of subsidiary^^^	4,450.00	-
Aditya Polytechnic Private Limited	Trade receivable	614.96	-
	Trade payable	9.41	-
Prabhu Sainath Polymers Private Limited	Trade receivable	303.36	-
	Trade payable	5.24	-
	Guarantee given on behalf of subsidiary^^^	1,853.00	-
Aditya Poly Industries Private Limited	Trade receivable	348.85	-
GMMCO Limited	Trade payable	1.72	13.85
Birla Buildings Limited	Rent payable	1.33	0.45
	Rent receivable	0.28	0.04
CK Birla Corporate Services Limited	Trade payables	42.87	87.31
CK Birla Healthcare Private Limited	Trade payables	16.19	-
Orient Cement Limited	Trade receivable	0.46	-
Orient Paper & Industries Limited	Rent receivable	-	3.89
National Engineering Industries Limited	Reimbursements	6.17	2.25
Khaitan & Co	Trade payable	0.57	-
Khaitan & Co LLP	Trade payable	7.23	-

During earlier year, the Company made provision for the dividend receivable amounting to INR 9.01 Lacs from Supercor Industries Limited ("Supercor") as the receipt of same is considered to be doubtful. Further, the Company has also made provision for value of investment in Supercor in the books of account amounting to INR 142.60 Lacs.

* Payment of insurance costs are made for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable, therefore, not included above.

** The related party loan given to HIL International GmbH, Germany in the earlier year, was for the purpose of partly financing the acquisition of 100% shareholding of Parador Holding GmbH, Germany. The outstanding loan amount is repayable in three instalments starting 16 August 2027 upto 16 August 2029. The said loan carries an interest rate of 8% p.a. (31 March 2024: 8% p.a.).

^^^ During the current year, the Company has given a corporate guarantee (CG) at a commission of 1% p.a on the outstanding CG amount to Crestia Polytech Private Limited and Prabhu Sainath Polymers Private Limited.

^^ During the earlier year, the Company has given a loan and a corporate guarantee (CG) at a commission of 0.50% p.a on the outstanding CG amount to HIL International GmbH, Germany.

^ Disclosures are including Goods and Services Tax, wherever applicable.

41. Details of dues to Micro Enterprises and Small Enterprises as per Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

The information as required under the MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	31 March 2025	31 March 2024
(a) The principal amount remaining unpaid to any supplier as at the end of each accounting year [(including INR 297.87 Lacs shown under capital creditors (31 March 2024: INR 174.84 Lacs) and INR 57.15 Lacs (31 March 2024: INR 54.74 Lacs) shown under liabilities on business acquisition]	2,791.52	2,298.41
(b) The interest due thereon remaining unpaid to any supplier as at the end of each accounting year;*	-	0.67

41. Details of dues to Micro Enterprises and Small Enterprises as per Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 (Contd..)

Particulars	31 March 2025	31 March 2024
(c) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006;	Nil	Nil
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
(f) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	Nil	Nil

42. Share based payments

A. Description of share-based payment arrangements

Employee stock option scheme (equity-settled)

The Company provides share-based payment schemes to its eligible employees as identified in the employee stock option schemes. The relevant details of these schemes and the grants are as below:

On 12 August 2019, the Nomination and Remuneration cum Compensation Committee of the Board of Directors of the Company approved the HIL Employees Stock Option Scheme 2019 (ESOP scheme 2019) for issue of stock options to identified employees of the Company.

On 27 January 2023, the Nomination and Remuneration cum Compensation Committee of the Board of Directors of the Company approved the HIL Employees Stock Option Scheme 2023 (ESOP scheme 2023) for issue of stock options to identified employees of the Company. Subsequently, the scheme was approved by the Shareholders of the Company on 04 April 2023, through Postal Ballot process.

According to the scheme, eligible employees identified by the Nomination and Remuneration cum Compensation Committee are entitled to options, subject to satisfaction of the prescribed vesting conditions.

The relevant terms of the grant as mentioned in the ESOP scheme 2019 and ESOP scheme 2023 are as below:

Particulars	ESOP scheme 2023			ESOP scheme 2019
	Grant I	Grant II	Grant III	Grant I
Date of grant	15 July 2023	19 October 2023	19 October 2023	14 October 2019
Number of options outstanding	56054	1742	7860	-
Vesting period	40% - 16 July 2024	40% - 19 October 2024	40% - 19 October 2025	40% - end of year 3
	60% - 01 April 2025	60% - 19 October 2025	60% - 19 October 2026	60% - end of year 4

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42. Share based payments (Contd..)

A. Description of share-based payment arrangements (Contd..)

Particulars	ESOP scheme 2023			ESOP scheme 2019
	Grant I	Grant II	Grant III	Grant I
Exercise period	4 years from the respective dates of vesting	4 years from the respective dates of vesting	4 years from the respective dates of vesting	4 years from the respective dates of vesting
Exercise price (INR)	2,999.50	2,931.00	2,931.00	1,234.15
Weighted average market price (INR)	1,075.72	1,171.22	1,302.37	1,234.15

B. Measurement of fair values

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans measured based on the Black Scholes valuation model are as follows:

As at 31 March 2024

Particulars	ESOP scheme 2023					
	Grant I		Grant II		Grant III	
	Tranche 1	Tranche 2	Tranche 1	Tranche 2	Tranche 1	Tranche 2
Grant date	15 July 2023		19 October 2023		19 October 2023	
Fair value at grant date (INR)	1,075.72	1,075.72	1,171.22	1,171.22	1,302.37	1,302.37
Exercise price (INR)	2,999.5	2,999.5	2,931.00	2,931.00	2,931.00	2,931.00
Expected volatility (weighted average volatility)	41.25%	46.84%	45.35%	45.35%	44.48%	44.48%
Risk-free interest rate (based on government bonds)	6.91%	6.93%	7.28%	7.28%	7.30%	7.30%
Time to maturity (in years)	5.00	5.72	5.00	6.00	6.00	7.00
Expected dividends yields	1.79%	1.79%	0.85%	0.85%	0.85%	0.85%

As at 31 March 2025

Particulars	ESOP scheme 2023					
	Grant I		Grant II		Grant III	
	Tranche 1	Tranche 2	Tranche 1	Tranche 2	Tranche 1	Tranche 2
Grant date	15 July 2023		19 October 2023		19 October 2023	
Fair value at grant date (INR)	1,075.72	1,075.72	1,171.22	1,171.22	1,302.37	1,302.37
Exercise price (INR)	2,999.50	2,999.50	2,931.00	2,931.00	2,931.00	2,931.00
Expected volatility (weighted average volatility)	41.25%	46.84%	45.35%	45.35%	44.48%	44.48%
Risk-free interest rate (based on government bonds)	6.91%	6.93%	7.28%	7.28%	7.30%	7.30%
Time to maturity (in years)	5.00	5.72	5.00	6.00	6.00	7.00
Expected dividends yields	1.79%	1.79%	0.85%	0.85%	0.85%	0.85%

The expected life of the stock is based on current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome. The weighted average remaining contractual life for the stock options outstanding is 3.90 years (31 March 2024: 4.90 years).

42. Share based payments (Contd..)

C. Reconciliation of outstanding share options

The details of activity under "ESOP scheme 2023" are summarised below:

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
Outstanding at the beginning of the year	65,656	3,336
Granted during the year	-	65,656
Vested and exercised during the year	-	3,336
Outstanding at the end of the year	65,656	65,656

There are no share exercised during the year ended 31 March 2025. The weighted average share price at the date of exercise for share options exercised during the year ended 31 March 2024 was INR 2809.20 per share.

43. Service concession arrangement

On 21 March 2011, the Company entered into a service concession agreement with Gujarat Urja Vikas Nigam Limited (the grantor) to provide the service of generation of electricity and selling the same to grantor. The Power Plant was commissioned and available for use on 18 April 2011. Under the terms of the agreement, the Company will sell all available capacity of electricity generated from the 1.8 MW wind power plant at village Vandhiya, Gujarat for a period of 25 years at a fixed rate of INR 3.56 per kwh for delivered energy as certified by state electricity authority of Gujarat state load dispatch center ("SLDC"), starting from 18 April 2011 (commercial operation date). The Company will be responsible for any maintenance services required during the concession period. The Company does not expect major repairs to be necessary during the concession period.

On 24 September 2014, the Company entered into a service concession agreement with Ajmer Vidyut Vitran Nigam Limited (the grantor) to provide the service of generation of electricity and selling the same to grantor. The Power Plant was commissioned and available for use on 30 September 2014. Under the terms of the agreement, the Company will sell all available capacity of electricity generated from the 2 MW wind power plant at village Rajgarh, district Jaisalmer for a period of 25 years at a fixed rate of INR 5.31 per kwh for the delivered energy conforming the standards as approved by Rajasthan Electricity Regulatory Commission ("RERC"), starting from 30 September 2014 (commercial operation date). The Company will be responsible for any maintenance services required during the concession period. The Company does not expect major repairs to be necessary during the concession period.

The Company recognised service concession arrangement with Gujarat Urja Vikas Nigam Limited and Ajmer Vidyut Vitran Nigam Limited under intangible asset model, on the basis that the Company will receive variable amount of revenue from the respective DISCOMs in Gujarat and Rajasthan depending upon the actual amount of electricity generated and supplied to the respective DISCOMs. The DISCOMs has not assured any minimum amount of proceeds to the Company. The Company bears the demand risk and the right to receive cash from the DISCOMs is not unconditional i.e. it depends upon the actual amount of electricity generated and supplied to the DISCOMs.

The service concession agreements with the Gujarat Urja Vikas Nigam Limited and Ajmer Vidyut Vitran Nigam Limited does not contain a renewal option. The standard rights of the grantor to terminate the agreement in both the arrangements include poor performance by the Company and the event of a material breach of the terms of the agreement by the Company. The standard rights of the Company to terminate the agreement in both the arrangements include failure of the grantor to make payment under the agreement and a material breach by the grantor of the terms of the agreement.

During the year, the Company has recorded revenue of INR 151.18 Lacs (31 March 2024: INR 220.62 Lacs) on generation of power, and recorded profit of INR 22.96 Lacs (31 March 2024: INR 39.81 Lacs).

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44. Leases - In the capacity of lessor

The Company has given certain properties under non-cancellable leases to various parties. The Company has classified these leases as operating leases because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. Following are the details of future minimum lease receivables under the agreements:

Particulars	31 March 2025	31 March 2024
Not later than one year	252.91	462.37
Later than one year and not later than five years	23.41	276.41
Later than five years	-	-

45. Capital management

The Company aims to maintain a strong capital base so as to maintain the confidence of all stakeholders and to sustain future development of the business.

In order to maintain the capital structure, the Company monitors the return on capital, as well as the level of dividends to equity shareholders. The Company aims to manage its capital efficiently so as to safeguard its ability to continue as going concern and to optimise returns to all its shareholders. For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves and debt represents non-current borrowings and current borrowings.

The Company's total debt to equity ratio at the reporting dates were as follows:

Particulars	31 March 2025	31 March 2024
Total debt	29,530.40	31,309.91
Total debt (A)	**29,530.40**	**31,309.91**
Total equity	1,26,759.72	1,19,076.26
Total equity (B)	**1,26,759.72**	**1,19,076.26**
Total debt to total equity ratio (A/B)	**0.23**	**0.26**

46. Expenditure incurred on research and development

Revenue expenditure debited to respective heads of accounts includes expenditure incurred on Research and Development during the year amounting to INR 706.26 Lacs (31 March 2024: INR 645.76 Lacs) and assets / equipment purchased for research activities of INR 118.92 Lacs (31 March 2024: INR 124.82 Lacs) disclosed under Property, plant and equipment.

47. Expenditure during construction period (included in capital work-in-progress)

Particulars	31 March 2025	31 March 2024
Balance brought forward (A)	-	-
Expenditure incurred during the year		
Cost of material consumed	11.34	-
Employee benefits expense	121.98	-
Consumption of stores and spares	1.44	-
Contract wages	6.22	-
Power and fuel	25.57	-
Finance cost	96.72	-
Rent	11.56	-
Rates and taxes	2.84	-
Insurance	2.88	-
Travelling and conveyance	66.75	-

47. Expenditure during construction period (included in capital work-in-progress) (Contd..)

Particulars	31 March 2025	31 March 2024
Miscellaneous	5.30	-
Total expenditure during construction period (B)	**352.60**	**-**
Less: Turnover (C)	11.02	-
Less: Stocks of finished goods out of trial run production (D)	4.89	-
Total (A+B-C-D)	**336.69**	**-**
Allocated to property, plant and equipment	-	-
Balance carried forward	336.69	-

48. The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international transactions entered into with the associated enterprise during the financial year and expects such records to be in existence latest by 31 October 2025, as required by law. The Management confirms that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

49. The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts (including derivative contracts), if any, has been made in the books of account.

50. Leases - In the capacity of lessee

The following tables summarise the movement in lease liabilities :

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning	514.49	758.48
Additions	1,188.27	31.18
Interest expenses	108.26	48.13
Deletions	(38.98)	-
Repayment of principal and interest lease liabilities	(498.02)	(323.30)
Balance at the end	**1,274.03**	**514.49**

As at balance sheet date, the Company is not exposed to future cash flows for extension / termination options, residual value guarantees and leases not commenced to which lessee is committed.

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The Company has taken certain rented premises on lease with contract terms within one year. These leases are short-term in nature and the Company has elected not to recognise right-of-use-assets and lease liabilities for these assets. The Company has incurred following expenses relating to short-term leases for which the recognition exemption has been applied (refer note 31).

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Expenses relating to short term leases (refer note 31)	672.60	710.99
Expenses relating to low value leases	-	-

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50. Leases - In the capacity of lessee (Contd..)

The following are the amounts recognised in standalone statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on Right-of-use assets	453.44	308.17
Interest expenses	108.26	48.13
	561.70	**356.30**

Amounts recognised in Statement of Cash flows

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Repayment of principal and interest lease liabilities	498.02	323.30
	498.02	**323.30**

Total minimum lease payments are as follows:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Not later than 1 year	419.47	193.36
Later than 1 year and not later than 5 years	640.58	154.18
More than 5 years	1,529.99	1,336.73

51. Other provisions

Particulars	Opening balance	Created during the year	Utilised during the year	Closing balance	Current	Non-current
(i) For the year ended 31 March 2025						
Provision for employee related other costs [refer note (a) below]	13.32	49.97	(13.32)	49.97	49.97	-
Provision for litigations [refer note (b) below]	253.92	11.35	(28.54)	236.73	236.73	-
Provision - others [refer note (c) below]	390.00	-	-	390.00	390.00	-
	657.24	**61.32**	**(41.86)**	**676.70**	**676.70**	**-**
(ii) For the year ended 31 March 2024						
Provision for employee related other costs [refer note (a) below]	-	16.94	(3.62)	13.32	13.32	-
Provision for litigations [refer note (b) below]	307.25	-	(53.33)	253.92	253.92	-
Provision - others [refer note (c) below]	390.00	-	-	390.00	390.00	-
	697.25	**16.94**	**(56.95)**	**657.24**	**657.24**	**-**

(a) The wage agreement at few of the manufacturing locations of the Company is pending as at 31 March 2025.

(b) Provision for litigations represents provision towards potential liability against various ongoing indirect tax cases based on Company's internal assessment.

(c) Provision - others represents provision towards possible obligation against certain past events for which the expected outflow is certain.

52. Particulars of hedged foreign currency exposure as at the balance sheet date

The details of forward contracts outstanding at the year end are as follows:

	Currency	Number of contracts	Amount in foreign currency	Purpose
As at 31 March 2025	USD	38	2,34,64,704	For hedging of current and future trade payables
	EUR	18	1,65,00,000	For hedging of loan receivables
As at 31 March 2024	USD	8	32,24,728	For hedging of current and future trade payables
	USD	3	10,13,000	For hedging of loan receivables
	EUR	2	2,00,000	For hedging of current and future trade payables
	EUR	18	1,25,00,000	For hedging of loan receivables
	EUR/USD	1	8,45,000	For hedging of loan receivables

53. Investment

a) Interest in subsidiary

(i) The Company incorporated a wholly owned subsidiary "HIL International GmbH" at Germany on 04 July 2018 which acquired 100% shareholding of Parador Holding GmbH, Germany through sale and purchase agreement dated 11 July 2018 and completed the acquisition on 27 August 2018.

(ii) The Company had entered into a Share subscription and purchase agreement (SSPA) (as amended) with Crestia Polytech Private Limited ('Crestia') for subscription and purchase of the shares of Crestia. Pursuant to the SSPA, Crestia entered into Share purchase agreements (SPAs) with the respective shareholders of Topline Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited (formerly known as "Sainath Polymers") and Aditya Poly Industries Private Limited (formerly known as "Aditya Industries") (Crestia and other entities as mentioned here are together referred to as 'the Group entities'). Post completion of the agreed closing conditions, the Company obtained control over the Group entities effective 05 April 2024. The Company has made investment of INR 16,045.66 lakhs in the Group entities as on 31 March 2025.

b) Interest in joint venture

The Company's interest in a joint venture company is as follows:

Name of the joint venture company	Country of incorporation	Proportion of ownership interest	For the year ended on	Description of Interest
Supercor Industries Limited	Nigeria	33%	31 December 2024	JV established for manufacture of asbestos cement sheets

The Company's share of the assets, liabilities, income and expenses of the jointly controlled entity as at and for the years ended 31 December 2024 and 2023 are as follows:

Proportion of Company's interest in a joint venture company

Particulars	31 December 2024 (Unaudited)*	31 December 2023 (Unaudited)*
Assets		
Non-current assets	-	-
Current assets	-	-

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

53. Investment (Contd..)

b) Interest in joint venture (Contd..)

Particulars	31 December 2024 (Unaudited)*	31 December 2023 (Unaudited)*
Liabilities		
Non-current liabilities	-	-
Current liabilities	-	-
Income		
Revenue from operations	-	-
Other income	-	-
Expenses		
Raw materials consumed	-	-
Manufacturing and other expenses	-	-
Interest and financial charges	-	-
Depreciation expense	-	-
Provision for tax	-	-
Proposed dividend	-	-
Contingent liabilities	-	-
Capital commitments	-	-

* Data not available. Refer note (c) below

During the year ended 31 March 2025 and 31 March 2024, the Company did not receive any dividend from Supercor Industries Limited.

c) The Company in financial year 1979-80 had invested in Supercor Industries Limited, Nigeria ("Supercor"). Supercor suspended its operations from November 2015 and closed its offices because of which it has not prepared any financial statements since then. Therefore, the Company has been unable to incorporate the requisite financial information, if any, of Supercor in its consolidated financial statements as required under Section 129(3) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's investment in Supercor as at 31 March 2025 amounts to INR NIL (31 March 2024: INR NIL), after considering the provision for diminution in value of investments amounting to INR 142.60 Lacs (31 March 2024: INR 142.60 Lacs). During the previous year, on the basis of the request filed by the Company, an intimation was received from Reserve Bank of India for suspension of the Unique Identification Number allotted to Supercor. The Management does not foresee any future liability on account of any claim, with respect to Supercor over and above the amount invested in Supercor.

54. Disclosures pertaining to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

a) The Company has made investment in the following Companies:

Entity	As at 01 April 2024	Allotment / purchases during the year	Sold during the year	Provision for diminution	As at 31 March 2025
Investment in equity instruments					
HIL International GmbH, Germany	27,346.24	-	-	-	27,346.24
Supercor Industries Limited, Nigeria (refer note 53 (c))	-	-	-	-	-
Crestia Polytech Private Limited	-	16,045.66	-	-	16,045.66

54. Disclosures pertaining to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013 (Contd..)

Entity	As at 01 April 2023	Allotment / purchases during the year	Sold during the year	Provision for diminution	As at 31 March 2024
Investment in equity instruments					
HIL International GmbH, Germany	27,346.24	-	-	-	27,346.24
Supercor Industries Limited, Nigeria (refer note 53 (c))	-	-	-	-	-

b) The Company has given unsecured interest bearing loans to its following subsidiary (details are excluding interest accrued but not due) :

Entity	As at 01 April 2024	Given / (repaid) during the year	Impact of foreign exchange translation	As at 31 March 2025*	Maximum balance outstanding during the year
HIL International GmbH, Germany	12,136.08	2,788.43	268.17	15,192.68	15,192.68

Entity	As at 01 April 2023	Given / (repaid) during the year**	Impact of foreign exchange translation	As at 31 March 2024*	Maximum balance outstanding during the year
HIL International GmbH, Germany	8,499.34	3,641.30	(4.56)	12,136.08	12,427.08

*Restated at the closing conversion rate as the loan was given in foreign currency.

The above loan given to HIL International GmbH, Germany was for the purpose of partly financing acquisition of 100% shareholding of Parador Holding GmbH, Germany. The outstanding loan amount is repayable in three instalments starting 16 August 2027 upto 16 August 2029. The said loan carries an interest rate of 8% p.a. (31 March 2024: 8% p.a.).

** During the year ended 31 March 2024, the Company has given a loan to HIL International GmbH, Germany amounting to INR 1606 Lacs for regular business purpose, which was repaid fully during the year ended 31 March 2024. The said loan carried an interest rate of 8% p.a.

The Company has given a long-term loan of Euro 3 million (INR 2788.43 Lacs) and Euro 4 million (INR 3641.30 Lacs) to its wholly owned subsidiary (WOS) HIL International GmbH, Germany on 01 October 2024 and 14 August 2023 respectively for the purpose of meeting its financial requirements especially the working capital requirements. The same is outstanding as at the year end. The said loan carries an interst rate of 8% p.a.

During the year ended 31 March 2025, the Company has issued a corporate guarantee (CG) of INR 4450 Lacs and INR 1853 Lacs at a commission of 1% p.a on the outstanding CG amount, in favour of the wholly owned subsidiary company, Crestia Polytech Private Limited and wholly owned step-down subsidiary company, Prabhu Sainath Polymers Private Limited, on 29 March 2025 in respect of the loan taken by them from Axis Bank Limited.

During the year ended 31 March 2024, the Company has issued a corporate guarantee (CG) of Euro 33.705 million at a commission of 0.50% p.a on the outstanding CG amount, in favour of HIL International GmbH, in respect of the loan taken by HIL International GmbH from ICICI bank UK PLC, Germany.

55. Financial instruments - fair values and risk management

A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31 March 2025

Particulars	Notes	Carrying amount					Fair value			
		FVTPL	FVOCI	Other financial assets -amortised cost	Other financial liabilities - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Derivative assets	10	366.53	-	-	-	366.53	-	366.53	-	366.53
Investments in equity instruments	7	-	40.89	-	-	40.89	-	-	40.89	40.89
		366.53	**40.89**	**-**	**-**	**407.42**	**-**	**366.53**	**40.89**	**407.42**
Financial assets not measured at fair value										
Trade receivables	8	-	-	19,579.86	-	19,579.86	-	-	-	-
Loans	9	-	-	15,192.68	-	15,192.68	-	-	-	-
Other financial assets	10	-	-	2,188.84	-	2,188.84	-	-	-	-
Cash and cash equivalents	13	-	-	263.55	-	263.55	-	-	-	-
Other bank balances	14	-	-	88.82	-	88.82	-	-	-	-
		-	**-**	**37,313.75**	**-**	**37,313.75**	**-**	**-**	**-**	**-**
Financial liabilities measured at fair value										
Derivative liabilities	20	317.84	-	-	-	317.84	-	317.84	-	-
		317.84	**-**	**-**	**-**	**317.84**	**-**	**317.84**	**-**	**-**
Financial liabilities not measured at fair value										
Borrowings	17	-	-	-	29,530.40	29,530.40	-	-	-	-
Lease liabilities	18	-	-	-	1,274.03	1,274.03	-	-	-	-
Trade payables	19	-	-	-	25,435.78	25,435.78	-	-	-	-
Other financial liabilities	20	-	-	-	11,284.69	11,284.69	-	-	-	-
		-	**-**	**-**	**67,524.90**	**67,524.90**	-	-	-	-

The fair value of trade receivables, loans, other financial assets, cash and cash equivalents, other bank balances, trade payables, borrowings, lease liabilities, other financial liabilities, approximate their carrying amount largely due to short-term nature of these instruments.

Notes to the standalone financial statements

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55. Financial instruments - fair values and risk management (Contd..)

A. Accounting classifications and fair values (Contd..)

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31 March 2024

Particulars	Notes	Carrying amount					Fair value			
		FVTPL	FVOCI	Other financial assets -amortised cost	Other financial liabilities - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Derivative assets	10	777.28	-	-	-	777.28	-	777.28	-	777.28
Investments in mutual funds	7	10,229.38	-	-	-	10,229.38	10,229.38	-	-	10,229.38
Investments in equity instruments	7	-	33.73	-	-	33.73	-	-	33.73	33.73
		11,006.66	**33.73**	**-**	**-**	**11,040.39**	**10,229.38**	**777.28**	**33.73**	**11,040.39**
Financial assets not measured at fair value										
Trade receivables	8	-	-	13,512.25	-	13,512.25	-	-	-	-
Loans	9	-	-	12,136.08	-	12,136.08	-	-	-	-
Other financial assets	10	-	-	3,661.80	-	3,661.80	-	-	-	-
Cash and cash equivalents	13	-	-	6,846.25	-	6,846.25	-	-	-	-
Other bank balances	14	-	-	91.83	-	91.83	-	-	-	-
		-	**-**	**36,248.21**	**-**	**36,248.21**	-	-	-	-
Financial liabilities not measured at fair value										
Borrowings	17	-	-	-	31,309.91	31,309.91	-	-	-	-
Lease liabilities	18	-	-	-	514.49	514.49	-	-	-	-
Trade payables	19	-	-	-	23,797.93	23,797.93	-	-	-	-
Other financial liabilities	20	-	-	-	11,263.97	11,263.97	-	-	-	-
		-	**-**	**-**	**66,886.30**	**66,886.30**	-	-	-	-

The fair value of trade receivables, loans, other financial assets, cash and cash equivalents, other bank balances, trade payables, borrowings, lease liabilities, other financial liabilities, approximate their carrying amount largely due to short-term nature of these instruments. Investments in mutual funds, which are classified as FVTPL are measured using net asset value at the reporting date multiplied by the quantity held.

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for the year ended 31 March 2025
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55. Financial instruments - fair values and risk management (Contd..)

B. Measurement of fair values

i. Valuation technique and significant unobservable inputs

Derivative assets / liabilities: The fair value is determined using forward exchange rates at the reporting date and present value calculations based on high credit quality yield curve in the respective currencies.

Investment in equity instruments: The fair value is determined based on the value determined as per discounted cash flows approach as on the reporting date.

ii. Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in 2024-25 and no transfers in either direction in 2023-24.

iii. Level 3 fair values

Particulars	FVOCI Equity securities
Balance at 01 April 2023	33.66
Net change in fair value (unrealised)	0.07
Balance at 31 March 2024	**33.73**
Balance at 01 April 2024	33.73
Net change in fair value (unrealised)	7.16
Balance at 31 March 2025	**40.89**

Sensitivity analysis

For the fair values of FVOCI equity securities, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects:

Particulars	OCI, net of tax	
	Increase	Decrease
2024-25	81.67	(18.85)
Annual growth rate (2.5% movement)		
2023-24		
Annual growth rate (2.5% movement)	151.60	(13.78)

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

a) Liquidity risk
b) Market risk
c) Credit risk

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and deployment of risk management framework. The Board of Directors has adopted a Risk Policy, which empowers the management to access and monitoring the risk management parameters along with action taken and the same is updated to Board of Directors.

The Company's risk management policies are established to identify and analyse the risks being faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market

55. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risk faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the result of which are reported to the audit committee.

a) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

As disclosed in Note 17, the Company has a secured bank loan that contains a loan covenant. A future breach of covenant may require the Company to repay the loan earlier than indicated. Under the agreement, the covenant is monitored on a regular basis by the treasury department and regularly reported to the Management to ensure compliance with the agreement.

The interest payments on variable interest rate loans reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

The Company aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables). The Company also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts reflect the principal amounts that are gross and undiscounted, and exclude the impact of netting agreements.

31 March 2025

Particulars	Carrying amount	Contractual Cash flows				
		Total	Upto 1 year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Term loan from banks including interest accrued but not due	8,540.00	10,122.50	2,578.21	2,417.62	5,126.66	-
Working capital loan from banks including interest accrued but not due and Buyers' credit	20,990.40	20,990.40	20,990.40	-	-	-
Trade payables	25,435.78	25,435.78	25,435.78	-	-	-
Liabilities on business acquisition	658.10	658.10	658.10	-	-	-
Capital creditors	688.43	688.43	688.43	-	-	-

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55. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

Particulars	Carrying amount	Contractual Cash flows				
		Total	Upto 1 year	1-2 years	2-5 years	More than 5 years
Unpaid dividend	76.68	76.68	76.68	-	-	-
Security deposits	4,627.05	4,627.05	4,627.05	-	-	-
Lease Liabilities	1,274.03	2,590.04	419.47	160.14	480.44	1,529.99
Contract liabilities	2,982.34	2,982.34	2,982.34	-	-	-
Other financial liabilities	2,252.09	2,252.09	2,252.09	-	-	-
	68,496.00	**71,394.51**	**61,679.65**	**2,577.76**	**5,607.10**	**1,529.99**
Derivative financial liabilities						
Derivative liabilities	317.84	317.84	317.84	-	-	-
	317.84	**317.84**	**317.84**	**-**	**-**	**-**

31 March 2024

Particulars	Carrying amount	Contractual Cash flows				
		Total	Upto 1 year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Interest free sales tax loan - secured	1,291.27	1,355.81	1,355.81	-	-	-
Term loan from Bank	12,003.95	12,003.95	803.95	2,800.00	8,400.00	
Working capital loan from banks including interest accrued but not due	18,014.69	18,014.69	18,014.69	-	-	-
Trade payables	23,797.93	23,797.93	23,797.93	-	-	-
Liabilities on business acquisition	54.74	58.06	25.00	33.06	-	-
Capital creditors	1,154.89	1,154.89	1,154.89	-	-	-
Unpaid dividend	79.69	79.69	79.69	-	-	-
Security deposits	4,502.94	4,502.94	4,502.94	-	-	-
Lease Liabilities	514.49	1684.27	193.36	65.50	88.68	1,336.73
Contract liabilities	3,528.32	3,528.32	3,528.32	-	-	-
Other financial liabilities	1,943.39	1,943.39	1,943.39	-	-	-
	66,886.30	**68,123.94**	**55,399.97**	**2,898.56**	**8,488.68**	**1,336.73**

55. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

b) Market risk

Market risk is the risk that results from changes in market prices - such as foreign exchange rates, interest rates and others – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Company uses derivatives to manage market risks.

i) Foreign currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated. The functional currency for the Company is Indian Rupees. The currencies in which these transactions are primarily denominated is US dollars and Euros. The Company does not enter into any derivative instruments for trading or speculative purposes.

Currency risks related to the principal amounts of the Company's US dollar trade payables and Euro loan and interest receivables have been hedged using forward contracts that mature on or before the same dates as the payables and receivables are due for repayment. These contracts are designated as derivatives.

Generally, borrowings are denominated in currencies that matter the cash flows generated by the underlying operations of the Company. In addition, interest on borrowings is denominated in the currency of the borrowing. This provides an economic hedge without derivatives being entered into and therefore, hedge accounting is not applied in these circumstances.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Exposure to currency risk*

The summary of data about the Company's exposure to unhedged currency risk (based on notional amounts) as reported to the management is as follows:

Particulars	Currency	As at 31 March 2025			As at 31 March 2024		
		Value in foreign currency	Exchange rate	Amount INR in Lacs	Value in foreign currency	Exchange rate	Amount INR in Lacs
Loan to subsidaries	EUR	-	-	-	1,55,000	89.90	139.35
Interest accrued on loan to subsidiaries	EUR	5,02,795	92.08	462.96	22,92,164	89.90	2,060.66

Derivative assets and liabilities

Foreign currency exposures of the Company are hedged by way of forward contracts. These contracts are entered with Banks with AA+, based on crisil ratings. Therefore, no risk is expected.

*Refer note 52 for details of hedged foreign currency exposure of the Company, the same are reported as derivative assets and liabilities under financial assets and financial liabilities.

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55. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

b) Market risk (Contd..)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR, US dollar or Euro against all other currencies at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars		Profit or loss		Equity, net of tax	
		Strengthening	Weakening	Strengthening	Weakening
31 March 2025	EUR	4.63	(4.63)	3.46	(3.46)
(1% movement)					
31 March 2024	EUR	22.00	(22.00)	16.46	(16.46)
(1% movement)					

ii) Interest rate risk

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	31 March 2025	31 March 2024
Variable rate borrowings including current maturities	29,461.11	30,000.00
Total borrowings	**29,461.11**	**30,000.00**

Particulars	Impact on profit and loss	
	31 March 2025	31 March 2024
1% increase in interest rate	(294.61)	(300.00)
1% decrease in interest rate	294.61	300.00

The interest rate sensitivity is based on the closing balance of loans from banks.

c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

Trade receivables :

Customer credit risk is managed by the respective department subject to Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits as defined by the Company. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis. The calculation is based on historical data of credit losses. The following table provides information about the exposure to credit risk and expected credit loss (ECL) for trade receivables.

55. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

c) Credit risk (Contd..)

Trade receivables : (Contd..)

As at 31 March 2025

Particulars	Weighted average loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
Less than 90 days	0.61%	18,287.38	112.23	No
90 - 180 days	11.87%	1,214.41	145.56	No
180 - 270 days	33.45%	368.87	150.86	Yes
270 - 360 days	48.00%	127.72	77.79	Yes
360 - 450 days	60.29%	183.03	153.07	Yes
450 - 540 days	74.08%	70.71	59.49	Yes
540 - 630 days	85.36%	64.45	56.76	Yes
More than 630 days	98.92%	834.32	815.29	Yes
		21,150.89	**1,571.05**	

As at 31 March 2024

Particulars	Weighted average loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
Less than 90 days	0.85%	13,091.30	116.05	No
90 - 180 days	13.75%	458.47	64.39	No
180 - 270 days	39.40%	225.05	126.47	Yes
270 - 360 days	56.24%	143.33	124.71	Yes
360 - 450 days	70.63%	91.55	80.46	Yes
450 - 540 days	80.50%	54.75	47.39	Yes
540 - 630 days	89.16%	57.86	51.63	Yes
More than 630 days	98.92%	762.22	761.18	Yes
		14,884.53	**1,372.28**	

The Company uses an allowance matrix to measure the ECL of trade receivables from individual customers, which comprise a very large number of small balances. Based on the industry practice and the business environment in which the entity operates, Management considers that the trade receivables are in default if the payments are more than 180 days past due.

Loss rates are based on actual credit loss experience over the past 5 years.

The ageing analysis of the receivables has been considered from the date the invoice falls due.

Particulars	< 180 days	>180 days	Provision	Total
31 March 2025	19,501.77	1,649.12	(1,571.03)	19,579.86
31 March 2024	13,549.77	1,334.76	(1,372.28)	13,512.25

The movement in the allowance for impairment in respect of trade receivables is as follows:

Particulars	31 March 2025	31 March 2024
Balance as at 01 April	1,372.28	1,150.54
Amounts written off	-	(204.69)
Net remeasurement of loss allowance	198.75	426.43
Balance as at 31 March	**1,571.03**	**1,372.28**

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55. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

c) Credit risk (Contd..)

Security deposits

Security deposits are primarily given to electricity authorities of states across India. Recoverability of these deposits is probable and no risk is expected.

Contract assets

Contract assets are the unbilled revenues to the state electricity boards of Gujarat, Rajasthan and Tamil Nadu, towards the sale of electricity generated from Wind Turbine Generators of the Company, situated at those locations. Refer Note 43 for details. Recoverability of these receivables is probable and no risk is expected.

Loans and interest accrued on loans to subsidiary

The Company has advanced interest bearing long term loans to its wholly owned subsidiary (WOS) HIL International GmbH. Receipt of the principal and interest amounts of these loans is probable and no risk is expected.

Corporate guarantee fee receivables

During the year ended 31 March 2024, the Company has issued a corporate guarantee (CG) of Euro 33.705 million at a commission of 0.50% p.a on the outstanding CG amount, in favour of HIL International GmbH, in respect of the loan taken by HIL International GmbH from ICICI bank UK PLC, Germany. Receipt of such fee is probable and the Company expects no risk in its recoverability.

During the year ended 31 March 2025, the Company has issued a corporate guarantee (CG) of INR 4450 Lacs and INR 1853 Lacs at a commission of 1% p.a on the outstanding CG amount, in favour of the wholly owned subsidiary company, Crestia Polytech Private Limited and wholly owned step-down subsidiary company, Prabhu Sainath Polymers Private Limited, on 29 March 2025 in respect of the loan taken by them from Axis Bank Limited. Receipt of such fee is probable and the Company expects no risk in its recoverability.

Other receivables

The balances under other receivables is primarily the dividend receivables from the Company's investment in Supercor. As Supercor is inoperative (refer note 53(c)) the Company has considered the entire balances as credit impaired in its books.

Cash and cash equivalents and other bank balances

The cash and cash equivalents and other bank balances are held with banks. Credit risk on cash and cash equivalents and deposits with banks and financial institutions are generally low as the said deposits have been made with the banks and financial institutions who have been assigned high credit rating by international and domestic credit rating agencies.

Derivatives

The derivatives are entered into with bank and financial institutions who have been assigned high credit rating by international and domestic credit rating agencies

Notes to the standalone financial statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

56. Ratios

S. No.	Particulars	Formulae	Numerator	Denominator	Unit	31 March 2025	31 March 2024	Variance	Reasons for Variance*
a.	Current ratio	Current assets/ Current liabilities	Current assets	Current liabilities	Times	1.04	1.34	-22.62%	
b.	Debt equity ratio	Total debt/ Shareholders equity	Current Borrowings + Non-current borrowings	Total equity	Times	0.23	0.26	-11.40%	
c.	Debt service coverage ratio	Earnings available for debt service/ Debt service	Net profit after tax + Interest + Depreciation and amortization +/- Loss or gain on sale of property, plant & equipment- Exceptional Items	Interest + Lease interest payments + Current lease liabilities + Current borrowings	Times	0.41	0.68	-40.46%	Reduced profits have resulted in the increased variance.
d.	Return on equity	Net Profits after taxes/ Average shareholder's equity	Net profits after taxes- Exceptional items	Average shareholder's equity	%	0.74%	5.71%	-87.09%	Variance is due to reduced profits for the year.
e.	Inventory turnover ratio	Sales/ Average inventory	Net sales	Average inventory	Times	5.76	5.71	0.91%	
f.	Trade receivables turnover ratio	Sales/ Average accounts receivable	Net sales	Average accounts receivable	Times	12.82	16.49	-22.27%	
g.	Trade payables turnover ratio	Purchases/ Average accounts payable	Purchases	Average accounts payable	Times	5.82	5.91	-1.37%	
h.	Net capital turnover ratio	Sales/ Working capital	Net sales	Current assets - Current liabilities	Times	89.08	10.82	723.36%	Owing to decrease in the current assets from previous year majorly on account of funds used for investment in subsidiary, the ratio has changed significantly.
i.	Net profit ratio	Net profits after taxes/ Net sales	Net profits after taxes- Exceptional items	Net sales	%	0.39%	2.95%	-86.70%	Reduced operational profits during the year
j.	Return on capital employed	Earning before interest and taxes / Capital employed	Earning before interest and taxes	Total equity - Intangible assets - Intangible assets under development + Non current borrowing + Current borrowings + Deferred tax liabilities	%	3.23%	7.07%	-54.35%	Variance due to reduced operating profits and increased borrowings
k.	Return on investment (Mutual fund)	Income generated from mutual funds/ Average mutual funds invested	Income generated from mutual funds	Average mutual funds invested	%	6.65%	6.41%	3.74%	
l.	Return on investment (Fixed deposit)	Income generated from fixed deposits/ Average fixed deposits held	Income generated from fixed deposits	Average fixed deposits held	%	6.54%	5.81%	12.63%	

* Reason for variance is given for ratios having % change more than 25%.

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

57. Benami property

There are no proceeding initiated or pending against the Company as at 31 March 2025 and 31 March 2024, under Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016).

58. Wilful defaulter

The Company is not declared a wilful defaulter by any bank or financial Institution or other lender.

59. Undisclosed incomes

The Company has no such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year or previous year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other provisions of the Income Tax Act, 1961).

60. (i) No funds 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 lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries) except that the Company has given a long-term loan of Euro 3 million (INR 2788.43 Lacs) to its wholly owned subsidiary (WOS) HIL International GmbH, Germany on 01 October 2024. This loan was ulitilised by the subsidary Company for further advancing the loan to Parador GmbH, Germany, a wholly owned step down subsidary on 10 October 2024 for the purpose of meeting its financial requirements especially the working capital requirements. The same is outstanding as at the year end. The said loan carries an interst rate of 8% p.a.. The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act, 2013. Such transactions are not violative of the Prevention of Money-Laundering Act, 2022 (15 of 2003).

(ii) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

61. Struck off companies

The Company has entered into transactions with the companies struck off as per Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956. Below are the details of balances outstanding:

S. No	Particulars	Nature of transactions with struck off company	Balances as at 31 March 2025	Relationship with the struck off company
1	Giriraj Steels Private Limited	Sales	17.55	None
		Contract liability against payment	(0.18)	None
2	Asma Infratech Private Limited	Receivables	5.11	None
3	Paramount PEB Projects Private Limited	Payables	0.36	None
4	Igus (India) Private Limited	Purchases	14.91	None
		Payables	1.52	None

Notes to the standalone financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

62. There are no loans or advances in the nature of loans granted to promoters, directors, KMP's and the related parties (as defined under the 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

63. Compliance with number of layers of companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

64. The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year. Also refer note 65.

65. Pursuant to the provisions of Sections 230 and 233, and all other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of Crestia Polytech Private Limited, Aditya Poly Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited, and Topline Industries Private Limited (herein after referred to as the 'Transferor Companies'), and BirlaNu Limited (formerly known as 'HIL Limited') (herein after referred to as the 'Transferee Company'), and after securing the required approvals from the Board of Directors in their meetings held on 6 February 2025, subject to the requisite approval of the shareholders / creditors of the respective Companies, the aforementioned transferor companies and transferee company have filed the necessary 'Company Applications' seeking approval of the Scheme of Amalgamation of the Transferor Companies with the Transferee Company before the Hon'ble National Company Law Tribunal ('NCLT'), the Kolkata Bench and the Hyderabad Bench. The said Company Applications are pending for consideration before the said Hon'ble NCLTs.

66. Certain land and buildings classified under non-current assets held for sale as identified in the previous year have been sold during the year. Profits arising on the sale transactions have been reported under Exceptional items amounting to INR 8189.41 Lacs (31 March 2024: INR 3721.29 Lacs).

67. Ministry of Corporate Affairs has approved the application for the change of the Company's name from 'HIL Limited' to 'BirlaNu Limited,' effective 19 March 2025.

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

Consolidated

Financial Statements

Independent Auditor's Report

To
The Members of **BirlaNu Limited**
(Formerly known as HIL Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of BirlaNu Limited (Formerly known as HIL Limited) (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and its joint venture, which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including 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, and based on the consideration of reports of the other auditors on consolidated financial information of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at 31 March 2025, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

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 SAs 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 its joint venture in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

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.

Impairment of Goodwill and Brand with indefinite useful life

See Note 6 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Holding Company performs impairment assessment of Goodwill and Brand with indefinite useful life under Ind AS 36 "Impairment of Assets" on an annual basis and whenever there is an indication of impairment. The aforesaid assets arose on acquisition of different businesses. The Holding Company has assessed the useful life of the Brand also as indefinite. In performing the impairment test, the Holding Company has made several key assumptions, such as growth rates, discount rates and forecasted cash flows relating to the aforesaid acquired businesses.	Our audit procedures include the following: ▸ We evaluated the design and implementation of key internal financial controls of the Holding Company with respect to the impairment assessment of Goodwill and Brand with indefinite useful life and tested operating effectiveness of such controls; ▸ We tested budgeting procedures upon which the cash flow forecasts were based. We also compared the actual past performances with the budgeted figures;

The key audit matter	How the matter was addressed in our audit
We identified impairment of Goodwill and Brand with indefinite useful life as a key audit matter because these estimates involve significant judgement, and the underlying assumptions are inherently uncertain	▸ We involved internal valuation specialists to assist us in evaluating the key assumptions and methodology used by the Holding Company, in particular those relating to the forecast of the revenue growth, profit margins and discount rate. Internal valuation specialists also compared the assumptions to externally derived data in relation to key inputs such as projected economic growth, competition, inflation and discount rates; ▸ We assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions; and ▸ We assessed the adequacy of the disclosures including disclosures of key assumptions, judgments and sensitivities.

Revenue recognition

See Note 23 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group's revenue is primarily derived from sale of products of roofing solutions, building solutions, polymer solutions, flooring solutions and others. We have identified timing of revenue recognition as a key audit matter because there are variations in different sale contracts and consequently, there is a risk of revenue being overstated on account of recognition before transfer of control particularly due to pressures for achieving the performance targets for the year.	Our audit procedures include the following: ▸ We assessed the appropriateness of the revenue recognition accounting policies and compliance with Indian accounting standards; ▸ We evaluated the design and implementation of key internal financial controls with respect to revenue recognition and tested operating effectiveness of such controls on selected transactions; ▸ We performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to assess whether criteria for revenue recognition are met; ▸ We tested sample journal entries selected based on specified risk-based criteria, to identify unusual items; ▸ We tested, on a sample basis using statistical sampling, specific revenue transactions recorded around the year end date to check whether revenue has been recognised in the correct reporting period by testing the underlying documents; and ▸ We carried out product wise year on year variance analysis on revenue recognised during the year to identify unusual variances.

Accounting for business combination

See Note 33 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Effective 5 April 2024, the Group acquired 100% stake in Crestia Polytech Private Limited ("Crestia"), India along with its subsidiaries. Management engaged an independent valuer to determine the fair values of the acquired net assets, identifying and valuing previously unrecognised intangible assets. There is a risk that acquisition accounting for an acquisition made in the current year may not have been correctly applied. Specifically, there is potential risk that incorrect judgments may have been made which could result in inaccurate allocation of values to acquired net assets including intangibles.	Our audit procedures include the following: ▸ We assessed the appropriateness of the business combination accounting and compliance with Indian Accounting Standards; ▸ We evaluated the design and implementation of key internal financial controls of the Company with respect to the business combination accounting and test the operating effectiveness of such controls; ▸ We obtained the purchase price allocation report to assess the fair value allocated to the net assets acquired including the identified intangible assets and resultant goodwill; ▸ We tested the Management's estimates and judgment used in arriving at the fair value of intangible assets recognised and resultant Goodwill; ▸ We have involved valuation specialists to assist us in evaluating the key assumptions and methodology used by the management, in particular those relating to the fair valuation of tangible assets, value of identified intangible assets, discount rates used in the projections and testing the mathematical accuracy of the projected financial information calculation; ▸ We have verified the appropriateness of working capital balances acquired and obtained the closing statement agreed by the earlier shareholders of the acquired entities and the Company; and ▸ We have verified the adequacy of disclosures made in the financial statements, as required by relevant Indian Accounting Standards.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's reports thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards

(Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its joint venture are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company 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 the respective Board of Directors of its joint venture are responsible for overseeing the financial reporting process of each company.

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 skepticism 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 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 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated 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 appropriateness of this assumption. 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 its 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 such entities or business activities within the Group and its 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 information of such entities included in the consolidated financial statements of which we are the 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 audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company 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

a. We did not audit the financial statements/ information of eleven subsidiaries (including step down subsidiaries), whose financial statements/ information reflect total assets (before consolidation adjustments) of INR 146,660.49 lakhs as at 31 March 2025, total revenues (before consolidation adjustments) of INR 156,533.85 lakhs and net cash inflows (before consolidation adjustments) amounting to INR 548.26 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

b. The consolidated financial statements include the Group's share of net loss of INR 107.62 lakhs for the year ended 31 March 2025, as considered in the consolidated financial statements, in respect of one joint venture, whose financial information have not been audited by us or by other auditor. This unaudited financial information has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this joint venture, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid joint venture, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is 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 this matter with respect to the financial information certified by the Management.

c. We draw attention to Note 33 of the consolidated financial statements which describes the accounting for the acquisition of subsidiary Companies by the Holding Company. The financial information of the aforesaid acquired subsidiary companies as on the acquisition date has been audited by M/s. Subodh Goel & Co. whose reports dated 12 August 2024 had expressed an unmodified opinion.

   Our opinion is not modified in respect of this matter.

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 Section 143(11) 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 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on consolidated financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, 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 reports of the other auditors, except that the back-up of Oracle Financial Consolidation and Close Cloud Service tool which form part of the 'books of account and other relevant books and papers in electronic mode' have not been maintained on the servers physically located in India and for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   c. The consolidated balance sheet, 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 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.

   e. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies 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. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. 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 and based on the consideration of the reports of the other auditors on consolidated financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

   a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group and its joint venture. Refer Note 39 to the consolidated financial statements.

   b. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts. Refer Note 49 to the consolidated financial statements in respect of such items as it relates to the Group and its joint venture.

   c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2025.

   d (i) The management of the Holding Company and its subsidiary companies incorporated in India whose financial information have been audited under the Act have represented to us and the other auditors of such subsidiary companies respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 60 to the consolidated financial statements, no

funds 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 subsidiary companies 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 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 subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Holding Company and its subsidiary companies incorporated in India whose financial information have been audited under the Act have represented to us and the other auditors of such subsidiary companies respectively that, to the best of their knowledge and belief, as disclosed in the Note 60 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor notice that has caused us or the other auditor to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Holding Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 16 to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks and that performed by the respective auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies incorporated in India have used accounting softwares for maintaining its books of account which, along with access management tool, as applicable, has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

- in case of an accounting software used by Holding Company for maintaining general ledger until 16 August 2024, the audit trail feature was not enabled at the database level to log any direct data changes.

- in case of an accounting software used by Holding Company for maintaining general ledger from 17 August 2024, which is operated by a third party service provider, in the absence of reporting on compliance with the audit trail requirements at database level in the independent auditor's report of service organisation, we are unable to comment whether audit trail feature of the said accounting software was enabled at the database level and operated from 17 August 2024 to 31 March 2025 for all relevant transactions recorded in the accounting software.

- in case of an accounting software used by Holding Company for maintaining the books of account relating to vendor invoice processing, in the absence of an access management tool (implemented from 1 March 2025), the feature of recording audit trail (edit log) facility

was not enabled for the period from 1 April 2024 to 28 February 2025.

- in case of an accounting software used by the Holding Company for maintaining the books of account relating to consolidation which is operated by a third-party software service provider, in the absence of reporting on compliance with the audit trail requirements at database level in the independent auditor's report of service organisation, we are unable to comment whether audit trail feature of the said accounting software was enabled at the database level and operated through out the year for all relevant transactions recorded in the accounting software.

Further, for the periods where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid/payable during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
ICAI UDIN:25066380BMRJQZ5846

Place: Mumbai
Date: 17 May 2025

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of BirlaNu Limited (Formerly known as HIL Limited) for the year ended 31 March 2025

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

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, has unfavourable/ qualified remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	BirlaNu Limited (formerly HIL Limited)	L74999TG1955PLC000656	Holding Company	Clause (i)(c)

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
ICAI UDIN:25066380BMRJQZ5846

Place: Mumbai
Date: 17 May 2025

Annexure B to the Independent Auditor's Report on the consolidated financial statements of BirlaNu Limited (Formerly known as HIL Limited) for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of BirlaNu Limited (Formerly known as HIL Limited) (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of reports of the other auditor on internal financial controls with reference to financial statements of subsidiary companies, as were audited by the other auditor, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 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 auditor of the relevant subsidiary companies 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 financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability

of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 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 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to 5 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditor of such companies incorporated in India.

Our opinion is not modified in respect of above matters.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
ICAI UDIN:25066380BMRJQZ5846

Place: Mumbai
Date: 17 May 2025

Consolidated Balance Sheet

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
I ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	1,32,282.33	1,15,391.79
(b) Capital work-in-progress	4	5,500.46	4,186.08
(c) Investment property	5	1,880.98	1,911.35
(d) Goodwill	6	22,963.24	14,310.54
(e) Other intangible assets	6	11,319.86	9,410.39
(f) Intangible assets under development	6	152.48	518.51
(g) Equity accounted investee	53	-	115.41
(h) Financial assets			
(i) Investments	7	41.30	34.13
(ii) Trade receivables	8	20.30	31.21
(iii) Loans	9	2,692.88	2,696.91
(iv) Other financial assets	10	2,364.73	1,729.69
(i) Deferred tax assets(net)	34	600.97	-
(j) Other tax assets (net)		417.10	584.56
(k) Other non-current assets	11	1,613.76	1,806.88
Total non-current assets		**1,81,850.39**	**1,52,727.45**
Current assets			
(a) Inventories	12	68,323.68	71,420.21
(b) Financial assets			
(i) Investments	7	-	10,229.38
(ii) Trade receivables	8	19,957.25	15,375.66
(iii) Cash and cash equivalents	13	7,628.97	13,459.02
(iv) Bank balances other than (iii) above	14	451.12	91.83
(v) Other financial assets	10	4,479.49	3,691.91
(c) Other tax assets (net)		540.43	759.91
(d) Other current assets	11	9,336.02	6,568.12
Total current assets		**1,10,716.96**	**1,21,596.04**
TOTAL ASSETS		**2,92,567.35**	**2,74,323.49**
II EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	756.81	756.81
(b) Other equity	16	1,20,387.97	1,24,527.08
Equity attributable to the owners of the Company		1,21,144.78	1,25,283.89
Non-controlling interest		-	-
TOTAL EQUITY		**1,21,144.78**	**1,25,283.89**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	25,655.39	31,966.17
(ia) Lease liabilities	18	22,163.25	20,301.50
(ii) Other financial liabilities	20	-	21.68
(b) Provisions	21	3,858.66	3,775.87
(c) Deferred tax liabilities (net)	34	5,633.32	6,783.54
(d) Other non-current liabilities	22	532.11	-
Total non-current liabilities		**57,842.73**	**62,848.76**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	45,343.00	22,816.01
(ia) Lease Liabilities	18	2,786.74	2,516.80
(ii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	19	2,765.51	2,068.83
Total outstanding dues of creditors other than micro enterprises and small enterprises	19	40,050.54	37,174.38
(iii) Other financial liabilities	20	15,597.59	15,092.90
(b) Other current liabilities	22	4,273.83	3,621.30
(c) Provisions	21	2,600.89	2,707.78
(d) Current tax liabilities (net)		161.74	192.84
Total current liabilities		**1,13,579.84**	**86,190.84**
TOTAL LIABILITIES		**1,71,422.57**	**1,49,039.60**
TOTAL EQUITY AND LIABILITIES		**2,92,567.35**	**2,74,323.49**
Summary of material accounting policies	3		
See accompanying notes to the consolidated financial statements			

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

Consolidated Statement of Profit and Loss

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

Particulars		Notes	As at 31 March 2025	As at 31 March 2024
I	Revenue from operations	23	3,61,522.79	3,37,496.61
	Other income	24	2,947.41	2,983.39
	TOTAL INCOME (I)		**3,64,470.20**	**3,40,480.00**
II	**EXPENSES**			
	Cost of materials consumed	25	1,91,295.01	1,76,636.10
	Purchases of stock-in-trade	26	19,054.33	16,069.01
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	27	1,180.38	(1,203.70)
	Employee benefits expense	28	52,902.62	46,736.94
	Finance costs	29	6,824.28	3,535.44
	Depreciation and amortisation expense	30	14,407.96	12,001.40
	Other expenses	31	91,233.14	8,6813.40
	TOTAL EXPENSES (II)		**3,76,897.72**	**3,40,588.59**
III	**Loss before exceptional items, share of loss of equity accounted investee and tax expense (I-II)**		**(12,427.52)**	**(108.59)**
IV	**Exceptional items**	**54**	**8,189.41**	**3,721.29**
V	**(Loss)/ Profit before share of loss of equity accounted investee and tax expense (III+IV)**		**(4,238.11)**	**3,612.70**
VI	**Share of loss of equity accounted investee (net of tax)**		**(107.62)**	**(58.33)**
VII	**(Loss)/ Profit before tax (V+VI)**		**(4,345.73)**	**3,554.37**
VIII	**Tax expense:**			
	Current tax	34	2,267.91	3,410.34
	Deferred tax	34	(3,323.29)	(3,334.51)
	Total tax (benefit) / expense		**(1,055.38)**	**75.83**
IX	**(Loss)/ Profit for the year (VII-VIII)**		**(3,290.35)**	**3,478.54**
X	**Other comprehensive income/ (loss)**			
	Items that will not be reclassified subsequently to profit or loss			
	(a) Remeasurements of defined benefit (liability) / asset		(218.93)	(153.18)
	Income-tax relating to above item		58.11	41.01
			(160.82)	**(112.17)**
	(b) Equity investments through other comprehensive income - net change in fair value	7	7.16	0.07
	Income-tax relating to above item		(1.02)	(0.02)
			6.14	**0.05**
	Items that will be reclassified subsequently to profit or loss			
	(a) Exchange difference in translating financial statements of foreign operations	16	669.84	178.36
	Other comprehensive income for the year, net of tax		**515.16**	**66.24**
XI	**Total comprehensive (loss) / income for the year (IX + X)**		**(2,775.19)**	**3,544.78**
XII	(Loss) / Profit attributable to:			
	Owners of the Company		(3,290.35)	3,478.54
	Non-controlling interests		-	-
	(Loss) / Profit for the year		(3,290.35)	3,478.54
XIII	Other comprehensive income attributable to:			
	Owners of the Company		515.16	66.24
	Non-controlling interests		-	-
	Other comprehensive income for the year		515.16	66.24
XIV	Total comprehensive income / (loss) attributable to:			
	Owners of the Company		(2,775.19)	3,544.78
	Non-controlling interests		-	-
	Total comprehensive income / (loss) for the year		(2,775.19)	3,544.78
XV	Earnings per equity share (Face value of INR 10 each)	37		
	Basic (in INR)		(43.63)	46.15
	Diluted (in INR)		(43.63)	46.15
	Summary of material accounting policies	3		
	See accompanying notes to the consolidated financial statements			

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

Consolidated Statement of Cash Flows

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

	Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
A	**Cash flows from operating activities**		
	(Loss)/ Profit for the year before tax	(4,345.73)	3,554.37
	Adjustments for:		
	Depreciation and amortisation expense	14,407.96	12,001.40
	Rental income from investment property	(565.24)	(559.98)
	Provision for impairment of receivables, advances and other assets, net	304.49	(172.51)
	Liabilities no longer required written back	(136.85)	(439.62)
	Bad debts written off	90.37	636.02
	Net loss on sale of property, plant and equipment	301.21	162.26
	Unrealised foreign exchange fluctuations, net	(547.82)	(3.33)
	Gain on sale of non-current assets held for sale	(8,189.41)	(3,721.29)
	Share of loss of equity accounted investee	107.62	58.33
	Change in fair value of financial assets measured at FVTPL, net	875.10	1182.01
	Gain on sale of current investments net	(17.84)	(34.20)
	Employee share based payment expense / (reversal)	332.78	348.04
	Finance costs	6,824.28	3,535.44
	Interest income	(222.01)	(165.98)
	Interest income on income tax refund	(3.73)	-
	Government grant	(28.18)	(84.55)
	Dividend income on equity securities	(0.40)	(0.27)
	Operating profit before working capital adjustments	**9,186.60**	**16,296.14**
	Working capital adjustments:		
	Decrease / (increase) in inventories	6,295.14	(2,855.15)
	(Increase) in trade receivables	(3,771.57)	(3,037.14)
	(Increase) / decrease in other financial assets	(411.37)	4,311.91
	(Increase) / decrease in other assets	(2,183.37)	1,149.44
	Increase in trade payables	191.23	5300.11
	(Decrease) / increase in other financial liabilities	(723.28)	1105.67
	(Decrease) in provisions	(464.92)	(507.18)
	Increase / (decrease) in other liabilities	1,717.77	(574.12)
	Cash generated from operating activities	**9,836.23**	**21,189.68**
	Income-tax paid (net of refund)	(1,627.58)	(3,859.41)
	Net cash generated from operating activities (A)	**8,208.65**	**17,330.27**
B	**Cash flows from investing activities**		
	Acquisition of property, plant and equipment	(12,353.15)	(11,443.39)
	Proceeds from sale of property, plant and equipment	7,605.22	3,792.86
	Advance for sale of non-current asset held for sale	87.00	830.00
	Proceeds from sale of mutual funds	31,896.14	10,529.80
	Purchase of mutual funds	(2,1651.97)	(20,698.97)
	Purchase of shares in subsidiary	(11,052.11)	-
	Interest received	208.48	155.92
	Dividend received	0.40	0.27
	Bank balances not considered as cash and cash equivalents	(617.37)	(5.52)
	Loans given	68.44	-
	Rent received from long-term investment in properties	565.24	559.98
	Net cash used in investing activities (B)	**(5,243.68)**	**(16,279.05)**
C	**Cash flows from financing activities***		
	Repayment of long-term borrowings	(11,763.79)	(23,152.26)
	Receipts of long-term borrowings	6,010.50	34,540.21
	Receipts of short-term borrowings (net)	6,802.58	2,425.90
	Finance costs	(5,166.41)	(3,344.49)
	Interest on lease liabilities	(1,442.88)	(93.18)
	Repayment of lease liabilities	(1,751.11)	(1,222.95)
	Proceeds from issue of share capital	-	41.17
	Dividend paid on equity shares	(1,699.71)	(3,021.14)
	Net cash (used in) / generated from financing activities (C)	**(9,010.82)**	**6,173.26**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)	**(6,045.85)**	**7,224.48**
	Cash and cash equivalents at the beginning of the year	13,459.02	6,197.19
	Cash and cash equivalents through acquisition	45.40	-
	Effect of changes in foregin currency fluctuation on cash and cash equivalents	170.40	37.35
	Cash and cash equivalents at the end of the year	**7,628.97**	**13,459.02**

Consolidated Statement of Cash Flows

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

* Changes in liabilities arising from financing activities:

Particulars	As at 01 April 2024	Cash flow changes	Non-cash changes	As at 31 March 2025
Long-term borrowings	35,867.95	(5,753.29)	3,636.93	33,751.59
Short-term borrowings	18,914.23	6,802.58	11,529.99	37,246.80
Lease liabilities	22,818.30	(3,193.99)	5,325.68	24,949.99

Particulars	As at 01 April 2023	Cash flow changes	Non-cash changes	As at 31 March 2024
Long-term borrowings	24,158.54	11,387.95	321.46	35,867.95
Short-term borrowings	16,586.46	2,425.90	(98.13)	18,914.23
Lease liabilities	2,449.33	(1,316.13)	21,685.10	22,818.30

Note:

a) The above consolidated statement of cash flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.

b) Cash and cash equivalents comprises of:

	As at 31 March 2025	As at 31 March 2024
Balances with banks:		
- On current accounts	7,616.88	13,436.25
Cash on hand	12.09	22.77
Cash and cash equivalents as per balance sheet	**7,628.97**	**13,459.02**

Summary of material accounting policies (refer note 3)

See accompanying notes to the consolidated financial statements

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

Consolidated Statement of Changes in Equity

(All amounts in Indian Rupees in Lacs, except for share data or as otherwise stated)

a. Equity share capital

	Balance at the beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
Balance as at 31 March 2025	**756.81**	**-**	**756.81**	**-**	**756.81**
Balance as at 31 March 2024	756.48	-	756.48	0.33	756.81

b. Other equity

	Reserves and surplus					Items of OCI		Total
	Retained earnings	Securities premium	General reserve	Capital redemption reserve	Shares options outstanding account	Equity investments through OCI	Exchange differences on translation of foreign operations	
Balance at 01 April 2023	**74,256.71**	**1,593.43**	**44,100.00**	**35.00**	**13.58**	**24.83**	**3,585.40**	**1,23,608.95**
Total comprehensive income for the year ended 31 March 2024								
Profit for the year	3,478.54	-	-	-	-	-	-	3,478.54
Share based payment, net of reversal	-	-	-	-	348.04	-	-	348.04
Other comprehensive income (net of tax)	(112.17)	-	-	-	-	0.05	178.36	66.24
Total comprehensive income	**3,366.37**	**-**	**-**	**-**	**348.04**	**0.05**	**178.36**	**3,892.82**
Transactions with owners- Dividend	(3,015.52)	-	-	-	-	-	-	(3015.52)
Share options exercised	-	56.53	-	-	(15.70)	-	-	40.83
Balance at 31 March 2024	**74,607.56**	**1,649.96**	**44,100.00**	**35.00**	**345.92**	**24.88**	**3,763.76**	**1,24,527.08**
Balance at 01 April 2024	**74,607.56**	**1,649.96**	**44,100.00**	**35.00**	**345.92**	**24.88**	**3,763.76**	**1,24,527.08**
Total comprehensive income for the year ended 31 March 2025								
Profit for the year	(3,290.35)	-	-	-	-	-	-	(3,290.35)
Share based payment, net of reversal	-	-	-	-	332.78	-	-	332.78
Other comprehensive income (net of tax)	(160.82)	-	-	-	-	6.14	669.84	515.16
Total comprehensive income	(3,451.17)	-	-	-	332.78	6.14	669.84	(2,442.41)
Transactions with owners- Dividend	(1,696.70)	-	-	-	-	-	-	(1,696.70)
Balance at 31 March 2025	**69,459.69**	**1,649.96**	**44,100.00**	**35.00**	**678.70**	**31.02**	**4433.60**	**1,20,387.97**

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

1. Corporate information

BirlaNu Limited (formerly HIL Limited) ('the Company' or 'the Holding Company') is a Company domiciled in India, with its registered office situated at Level 7, SLN Terminus, Gachibowli, Hyderabad -500032, Telangana. The Company has been incorporated as a public limited company under the provisions of Companies Act, 2013 and its equity shares are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited in India. These consolidated financial statements comprise the Company and its subsidiaries (referred to collectively as "the Group") and the Group's interest in joint ventures.

The following subsidiaries and joint ventures are considered in the consolidated financial statements of the Company:

Name of the Company	Country of incorporation	% of equity interest
Subsidiary		
HIL International GmbH	Germany	100%
Crestia Polytech Private Limited	India	100%
Step down subsidiaries		
Parador Holding GmbH	Germany	100%
Parador GmbH	Germany	100%
Parador Parkettwerke GmbH	Austria	100%
Parador UK Limited	England	100%
Parador INC.	United States of America	100%
Topline Industries Private Limited	India	100%
Aditya Polytechnic Private Limited	India	100%
Prabhu Sainath Polymers Private Limited	India	100%
Aditya Poly Industries Private Limited	India	100%
Joint ventures		
Parador (Shanghai) Trading Co., Ltd.	China	50%

Note: In addition to above, the Company has a 33% equity interest in Supercor Industries Limited, Nigeria. The same has not been consolidated in these consolidated financial statements for the reasons described in note 53(a).

The Group operations are broadly classified into Roofing Solutions, Building Solutions, Polymer Solutions, Flooring Solutions and Others.

Roofing Solutions consists of manufacturing, selling and distribution of Fiber Cement Sheets, Colored Steel Sheets and Cement based Non-Asbestos Corrugated Sheets with manufacturing facilities located at Faridabad, Jasidih, Kondapalli, Wada, Sathariya and Balasore.

Building Solution broadly classifies into Wet-Walling Solutions and Dry-Walling Solutions, which includes manufacturing and distribution of Fly Ash Blocks, Smart Fix, Smart Plaster, Smart Bond, Panels, and Boards with manufacturing facilities located at Hyderabad, Thimmapur, Faridabad, Chennai, Golan, Jhajjar, Balasore and Cuttack.

Polymer Solutions consists of UpVC, CpVC, SWR Pipes & Fittings and Wall Putty with manufacturing facilities located at Faridabad, Thimmapur, Golan and Jhajjar. It includes the trading of Construction Chemicals consisting of Ready-mix Plasters, Primers, Block Joining Mortars and Tile Adhesives.

Flooring Solutions consists of Laminate, ClickBoard, Panels and Mouldings, Engineered, Resilient and Designer with manufacturing facilities located at Coesfeld, Germany and Gussing, Austria.

Others includes Material Handling and Processing Plant and Equipment with manufacturing facilities at Hyderabad, and revenue generated through Wind Turbine Generators situated in Gujarat, Tamil Nadu and Rajasthan.

2. Basis of preparation

A. Statement of compliance

a) These consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provision of the Act under the historical cost convention on an accrual and going concern basis except for certain financial instruments which are measured at fair values, notified under the Act and Rules prescribed thereunder.

2. Basis of preparation (Contd..)

A. Statement of compliance (Contd..)

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

b) The consolidated financial statements were authorised for issue by the Company's Board of Directors on 17 May 2025.

c) Details of the Group's accounting policies are included in note 3.

B. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts presented in Indian Rupees have been rounded-off to two decimal places to the nearest Lacs except share data or as otherwise stated.

C. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items, which are measured on an alternative basis on each reporting date.

Items	Measurement basis
- Certain financial assets and liabilities (including derivative instruments)	Fair value
- Net defined benefit (asset) / liability	Fair value of plan assets less present value of defined benefit obligations
- Net identifiable assets, goodwill and other intangibles on business acquisition	Fair value
- Leases	Lease liability is measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application. Right-to-use asset has been measured as an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application. Practical expedient on transition to exclude initial direct costs from ROU asset measurement is considered.
- Non-current assets held for sale	The assets classified as held for sale are measured at lower of carrying amounts and fair value less costs to sell at the time of classification.

D. Use of estimates and judgment

In preparing these consolidated financial statements, Management has made judgements, estimates and assumptions that affect the application of Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

2. Basis of preparation (Contd..)

D. Use of estimates and judgment (Contd..)

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note 54 - leases: whether an arrangement contains a lease;
- Note 54 - lease classification.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes :

- Note 06 - impairment test of goodwill and intangible asset with indefinite life: key assumptions used in discounted cash flow projection;
- Note 10 - impairment of financial assets.
- Note 11 - impairment test of other assets;
- Note 21 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 33 - fair value consideration transferred on business acquisition and fair value of net identifiable assets on acquisition date;
- Note 34 - recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilized;
- Note 36 - measurement of defined benefit obligations: key actuarial assumptions;
- Note 56 - measurement of ECL allowance for trade receivables and contract assets;

E. Measurement of fair values

A number of the Group's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows :

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 05 - investment property;
- Note 42 - share based payment arrangements;
- Note 56 - financial instruments
- Note 33 - business acquisition.

F. Current/ Non-current classification

The Group classifies an asset as current asset when:

(a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;

(b) it holds the asset primarily for the purpose of trading;

2. Basis of preparation (Contd..)

E. Measurement of fair values (Contd..)

(c) it expects to realise the asset within twelve months after the reporting period; or

(d) the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

(a) it expects to settle the liability in its normal operating cycle;

(b) it holds the liability primarily for the purpose of trading;

(c) the liability is due to be settled within twelve months after the reporting period; or

(d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

3. Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements unless otherwise indicated.

a. Basis of consolidation

i. *Business combination*

In accordance with Ind AS 103, Business Combination, the Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment (see note 3(h)). Any gain on a bargain purchase is recognised in other comprehensive income ("OCI") and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

Items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries are combined like to like basis.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in the statement of profit and loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in profit or loss.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

3. Material accounting policies (Contd..)

a. Basis of consolidation (Contd..)

ii. *Subsidiaries*

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

iii. *Non-controlling interests ("NCI")*

NCI are initially measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

iv. *Loss of control*

When the Group loses control over the subsidiaries, it derecognises 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 on which control is lost. Any resulting gain or loss is recognised in profit or loss.

v. *Equity accounted investees*

The Group's interests in equity accounted investees comprise interests in joint ventures.

A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investees until the date on which joint control ceases.

vi. *Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

b. Foreign currency

i. *Foreign currency transactions*

Transactions in foreign currencies are translated into functional currency of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

- foreign currency monetary items are translated in the functional currency at the exchange rate at the reporting date.
- non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.
- non-monetary assets and liabilities denominated in a foreign currency that are measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.
- exchange differences are recognised in profit or loss in the period in which they arise, except exchange differences arising from the translation of the following items which are recognised in OCI.

An investment in equity securities designated as at FVOCI (except on impairment, in which case foreign currency differences that have been recognised in OCI are reclassified to profit or loss).

3. Material accounting policies (Contd..)

b. Foreign currency (Contd..)

ii. *Foreign operations*

The assets and liabilities of foreign operations (subsidiaries and joint ventures) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

The foreign currency translation differences in respect of foreign operations are recognised in OCI and accumulated in equity (as exchange differences on translation of foreign operations), except to the extent that the exchange differences are allocated to NCI.

c. Financial instruments

i. *Recognition and initial measurement*

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

At the time of initial recognition, these financial assets (unless it is a trade receivable without a significant financing component) or financial liabilities are measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. A trade receivable without a significant financing component is initially measured at transaction price.

ii. *Classification and subsequent measurement*

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- fair value through other comprehensive income (FVOCI) - equity investment; or
- fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets in which case all affected financial assets are re-classified on first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

3. Material accounting policies (Contd..)

c. Financial instruments (Contd..)

ii. ***Classification and subsequent measurement (Contd..)***

Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Contract liabilities against payment have been considered as other financial liabilities. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense, gain or loss on derecognition and foreign exchange gains and losses, are recognised in profit or loss.

iii. ***Derecognition***

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which either substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its consolidated balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. ***Offsetting***

Financial assets and financial liabilities are offset and the net amount presented in the consolidated balance sheet when, and only when, the Group currently has

3. Material accounting policies (Contd..)

c. Financial instruments (Contd..)

iv. *Offsetting (Contd..)*

a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. *Derivative financial instruments*

The Group holds derivative financial instruments to hedge its foreign currency. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. Changes in the fair value of any derivative instrument are recognised immediately in the profit or loss and are included in other income or expenses.

d. Property, plant and equipment

i. *Recognition and measurement*

Property, plant and equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Items of property, plant and equipment including capital work-in-progress are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price (after deducting trade discounts and rebates), including import duties and non-refundable purchase taxes, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Freehold land is carried at historical cost less any accumulated impairment losses.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Capital work-in-progress

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as capital advance in other non-current assets.

ii. *Subsequent expenditure*

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

iii. *Depreciation*

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the profit or loss.

Freehold land is not depreciated. Leasehold land and Leasehold improvements are depreciated over the period of the lease.

The estimated useful lives of items of property, plant and equipment are estimated by the management, which are equal to the life prescribed under the Schedule II of the Act, except for following assets mentioned below

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

3. Material accounting policies (Contd..)

d. Property, plant and equipment (Contd..)

iii. Depreciation (Contd..)

which are based on technical evaluation and past experience:

Plant and machinery: 4 years to 25 years as against 15 years

Certain buildings: 25 years as against 30 years

Certain moulds and dies: 6 / 9 years as against 8 years

Wind power generation plant: 25 years as against 22 years

The estimated useful lives of items of property, plant and equipment acquired in business combination (see note 33) have been considered at the remaining useful life on acquisition date (as per books of account of the acquiree).

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions / (disposals) is provided on a pro-rata basis i.e. from / (upto) the date on which asset is ready for use /(disposed off).

e. Goodwill and other intangible assets

i. *Recognition and measurement*

Goodwill

Acquisition method as per Ind AS 103 'Business Combinations' is used for valuation of goodwill arising on business acquisition see note 3(a)(i). Subsequent to initial recognition, goodwill is measured at cost, less accumulated impairment losses (see note 3(h) (ii)), if any.

Service concession arrangements

The Company recognises an intangible asset arising from a service concession arrangement to the extent it has a right to charge for use of the concession infrastructure. The fair value, at the time of initial recognition of such an intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement, is regarded to be its cost. Subsequent to initial recognition the intangible asset is measured at cost, less any accumulated amortisation and accumulated impairment losses, if any.

Other intangible assets

Other intangible assets including acquired by the Group in a business combination are initially measured at cost. Such intangible assets with definite lives, are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible asset with indefinite life, is not amortised and is tested for impairment annually.

ii. *Subsequent expenditure*

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

iii. *Amortisation*

Goodwill and intangible assets with indefinite life, is not amortised as per Ind AS 103 and is tested for impairment annually, or more frequently when there is an indication that the value of cash-generating unit to which these assets have been allocated, may be impaired.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in profit or loss.

The estimated useful lives are as follows:

Assets	Years
- Service concession arrangement	25
- Computer software	3 - 5
- Patents	7

3. Material accounting policies (Contd..)

e. Goodwill and other intangible assets (Contd..)

iii. *Amortisation (Contd..)*

Assets	Years
- Brand	5 - 15
- Distribution Network	5
- Non-compete	5

The estimated useful life of an intangible asset in a service concession arrangement is the period from when the Group is able to charge the public for the use of the infrastructure to the end of the concession period.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

f. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on investment property other than perpetual leasehold land is calculated on a straight-line basis based on the useful life estimated by the management, which is equal to life prescribed in Schedule II of the Act.

Investment property is derecognised either when it has been disposed off or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. On disposal of investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the profit or loss.

Transfers to (or from) investment property are made only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

g. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined on a moving weighted average basis, and includes expenditure in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads on normal operating capacity. In the case of raw materials and stock-in-trade, cost comprises of cost of purchase.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated selling expenses necessary to make the sale. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

3. Material accounting policies (Contd..)

h. Impairment

i. *Impairment of financial assets*

The Group recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses.

Loss allowances for trade receivables, loans, contract assets are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in consolidated balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

3. Material accounting policies (Contd..)

h. Impairment (Contd..)

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

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the profit or loss. They are allocated first to reduce the carrying value of goodwill allocated to the CGU and then to reduce the carrying amount of other assets in the CGU or prorata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

i. Employee benefits

i. ***Short-term employee benefits***

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed during the period as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. ***Share-based payment arrangements***

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in 'Share options outstanding account' reserves in equity, over the period in which the performance and / or service conditions are fulfiled in employee benefits expense. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share. Incase of cancellation of options granted before the completion of vesting period the cost is reversed in the statement of profit and loss.

iii. ***Defined contribution plans***

A defined contribution plan is a post-employment benefit plan under which an entity pays contributions into a separate entity and will have no legal or constructive obligation to pay further amounts.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

3. Material accounting policies (Contd..)

i. Employee benefits (Contd..)

iii. *Defined contribution plans (Contd..)*

Group providing retirement benefit in the form of provident fund and superannuation fund is a defined contribution scheme. The contributions payable to the provident fund and superannuation fund are recognised as expenses, when an employee renders the related services. The Group has no obligation, other than the contribution payable to the funds.

iv. *Defined benefit plans*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Group accounts for gratuity liability of its employees including contract workers on the basis of actuarial valuation carried out at the year end by an independent actuary. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Discount rate is determined by reference to market yields government bonds, at the end of the reporting period. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

v. *Compensated absences*

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. Such entitlement is discounted to determine its present value. The obligation is measured semi-annually by a qualified actuary on the basis of actuarial valuation using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

3. Material accounting policies (Contd..)

i. Employee benefits (Contd..)

vi. ***Other long-term employee benefits***

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

j. Revenue

Revenue from contract with customers

The Group generates revenue from its ordinary activities i.e., from sale of goods and services. A contract in this context shall fulfil all of the following conditions:

- Both the parties to the contract agree on the contract terms.
- Performance obligations of each of the parties is identifiable and there exists a commitment to perform their respective obligations; and
- The commercial substance or the purchase consideration is measurable and the collectability is probable.

Disaggregation of revenue

The Group disaggregates revenue from contracts with customers by the nature of sale i.e. manufactured and traded goods, solutions i.e. roofing solutions, building solutions, polymer solutions, flooring solutions and others and geographic market. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of Group's revenues and cash flows are affected by industry, market and other economic factors.

Contract balances

The Group classifies the right to consideration in exchange for sale of goods as trade receivables, advance consideration as contract liability against payment and unredeemable customer loyalty points as contract liability against performance obligation.

Performance obligations and revenue recognition policies

Revenue is measured based on the consideration adjusted with discounts and incentives, if any, as specified in a contracts with customers. Revenue is recognised to the extent of fulfilment of each of the performance obligations to the contract. The Group recognises revenue when it transfers control over the goods or services to the customers. The following details provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers including significant payment terms and the related revenue recognition policies.

a. ***Sale of products***

(i) Nature and timing of satisfaction of performance obligations including significant payment terms: The timing of transfer of control is driven by the individual terms of contracts. Invoices are usually payable within agreed credit terms. For customer loyalty programme refer note (b) below.

(ii) Revenue is recognised when a customer obtains control of the goods which is driven by the individual terms of contracts. For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

b. ***Customer loyalty programmes***

(i) Nature and timing of satisfaction of performance obligations including significant payment terms: Customers who purchases products may enter into Group's customer loyalty programme and earn credits. These credits are redeemed against the awards as per the terms of the programme.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

3. Material accounting policies (Contd..)

j. Revenue (Contd..)

b. ***Customer loyalty programmes (Contd..)***

(ii) The Group allocates a portion of the consideration received to loyalty credits. This allocation is based on the relative stand-alone selling prices. The amount allocated to the loyalty programme is deferred, and is recognised as revenue when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote. The deferred revenue is included in contract liability against performance obligation.

c. ***Sale of services***

Revenue from sale of services is recognised when it is measurable and it is probable that future economic benefits will flow to the entity in accordance with tariff provided in power purchase agreement.

k. Recognition of dividend income, rental income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

Rental income from investment property is recognised as part of other income in the Statement of profit or loss on a straight-line basis over the term of the lease.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

l. Government grants

Government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant; they are then recognised in profit or loss as other income on a systematic basis.

m. Leases

i. ***Leases as lessee***

As a lessee, the Group recognises right-of-use assets and lease liabilities for most leases – i.e. these leases are on-balance sheet. The Group decided to apply recognition exemptions to short-term leases.

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. 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 Group uses the definition of a lease in Ind AS 116. At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease

3. Material accounting policies (Contd..)

m. Leases (Contd..)

i. ***Leases as lessee (Contd..)***

liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right of use asset reflects that the Group will exercise the purchase option. In that case, estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of asset lease. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Lease payments included in the measurement of the lease liability comprise:

a. Fixed payments including in-substance fixed payments

b. Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date

c. Amounts expected to be payable under a residual value guarantee

d. The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with the leases as an expense in the profit and loss on a straight line basis over lease term.

The Group presents right-of-use assets that donot meet the definition of Investment property in 'Property, plant and equipment' and lease liabilities in 'Financial liabilities' in the consolidated balance sheet.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

3. Material accounting policies (Contd..)

m. Leases (Contd..)

ii. *Leases as lessor*

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

n. Income-tax

Income-tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income. The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

i. *Current tax*

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. *Deferred tax*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other

3. Material accounting policies (Contd..)

n. Income-tax (Contd..)

ii. *Deferred tax (Contd..)*

evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Group has not rebutted this presumption.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

o. Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

p. Provision, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs. Expected future operating losses are not provided for.

Warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on technical evaluation, historical warranty data and a weighting of all possible outcomes by their associated probabilities.

Onerous contracts

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for the year ended 31 March 2025
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3. Material accounting policies (Contd..)

p. Provision, contingent liabilities and contingent assets (Contd..)

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract which is determined based on the incremental cost of fulfiling the obligation under the contract and an allocation of other cost directly related to fulfiling the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events, the occurrence or non-occurrence of which is dependent on the happening of one or more uncertain future events not wholly within the control of the entity; or a present obligation arising from past events with no probability of future outflow of economic benefits or the outflow cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are recognised in the period in which it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

Provisions, Contingent liabilities and Contingent assets are reviewed at each reporting date.

q. Earnings per share ("EPS")

Basic earnings per share is computed by dividing the net profit (or loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit (considered in determination of basic earnings per share) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

r. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit / (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Group are segregated.

3. Material accounting policies (Contd..)

s. Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

t Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held for sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated. These assets are classified separately from the other assets / liabilities in the balance sheet.

u. Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the consolidated financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

v. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its consolidated financial statements.

Notes to the consolidated financial statements

for the year ended 31 March 2025

(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

4. Property, plant and equipment

Particulars	Freehold land (refer note (a) below)	Leasehold land	Buildings	Railway sidings	Plant and equipment (refer note (b) below)	Furniture and fittings	Office equipment	Vehicles	Right of use assets (refer note (e) below)	Total	Capital work-in-progress (refer note (f) below)
A. Cost or Deemed cost (Gross carrying amount)											
As at 01 April 2023	8,179.00	75.43	38,811.28	0.63	86,231.89	812.46	3,884.56	469.93	5,541.74	1,44,006.92	3,047.55
Additions	-	-	1,481.44	-	6,260.48	24.04	449.68	40.52	22,542.58	30,798.74	9,393.49
Disposals	-	-	(101.17)	-	(1,954.08)	(6.30)	(24.06)	(12.11)	(870.02)	(2,967.74)	(8,256.16)
Exchange differences on translation of foreign operations	22.89	-	92.47	-	112.49	-	15.99	0.96	40.40	285.20	1.20
As at 31 March 2024	**8,201.89**	**75.43**	**40,284.02**	**0.63**	**90,650.78**	**830.20**	**4,326.17**	**499.30**	**27,254.70**	**1,72,123.12**	**4,186.08**
As at 01 April 2024	8,201.89	75.43	40,284.02	0.63	90,650.78	830.20	4,326.17	499.30	27,254.70	1,72,123.12	4,186.08
Additions	-	-	3,830.39	-	6,212.17	283.61	424.79	9.51	3,178.62	13,939.09	11,804.56
Disposals	(6.74)	-	(23.55)	-	(1,758.18)	(20.62)	(89.70)	(12.63)	(864.24)	(2,775.66)	-
Transfers to Property, plant and equipment	-	-	-	-	-	-	-	-	-	-	(10,495.87)
Exchange differences on translation of foreign operations	115.99	-	489.75	-	577.21	-	91.18	4.69	612.00	1,890.82	5.69
Acquisitions through business combination (refer note 33)	464.00	-	3,631.21	-	9,837.49	8.00	37.00	96.00	1,143.92	15,217.62	-
Reclassification to non-current assets held for sale	(24.30)	-	(44.36)	-	-	-	-	-	-	(68.66)	-
As at 31 March 2025	**8,750.84**	**75.43**	**48,167.46**	**0.63**	**1,05,519.47**	**1,101.19**	**4,789.44**	**596.87**	**31,325.00**	**2,00,326.33**	**5,500.46**
B. Accumulated depreciation											
As at 01 April 2023	-	75.43	7,375.02	0.51	35,922.83	461.01	2,534.91	325.99	1,700.72	48,396.42	-
For the year ended 31 March 2024	-	-	1,549.93	-	7,481.22	84.59	535.48	47.49	1305.64	11004.35	-
Disposals	-	-	(17.29)	-	(1,842.41)	(5.29)	(23.68)	(10.61)	(870.01)	(2769.30)	-
Exchange differences on translation of foreign operations	-	-	16.69	-	65.86	-	10.58	0.90	5.82	99.86	-
As at 31 March 2024	**-**	**75.43**	**8,924.35**	**0.51**	**41,627.50**	**540.31**	**3,057.29**	**363.77**	**2,142.17**	**56,731.33**	**-**

Notes to the consolidated financial statements

for the year ended 31 March 2025
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4. Property, plant and equipmentb (Contd..)

Particulars	Freehold land (refer note (a) below)	Leasehold land	Buildings	Railway sidings	Plant and equipment (refer note (b) below)	Furniture and fittings	Office equipment	Vehicles	Right of use assets (refer note (e) below)	Total	Capital work-in-progress (refer note (f) below)
As at 01 April 2024	-	75.43	8,924.35	0.51	41,627.50	540.31	3,057.29	363.77	2,142.17	56,731.33	-
For the year ended 31 March 2025	-	-	1,881.95	-	8,185.19	67.79	513.45	62.27	2,288.44	12,999.09	-
Disposals	-	-	(1.63)	-	(1,343.01)	(14.82)	(88.84)	(10.77)	(828.15)	(2,287.22)	-
Exchange differences on translation of foreign operations	-	-	110.93	-	377.63	-	66.43	4.66	53.83	613.48	-
Reclassification to non-current assets held for sale	-	-	(12.68)	-	-	-	-	-	-	(12.68)	-
As at 31 March 2025	**-**	**75.43**	**10,902.92**	**0.51**	**48,847.31**	**593.28**	**3,548.33**	**419.93**	**3,656.29**	**68,044.00**	**-**
C. Net carrying amounts (A-B)											
As at 31 March 2024	**8,201.89**	**-**	**31,359.67**	**0.12**	**49,023.28**	**289.89**	**1,268.88**	**135.53**	**25,112.53**	**1,15,391.79**	**4,186.08**
As at 31 March 2025	**8,750.84**	**-**	**37,264.54**	**0.12**	**56,672.16**	**507.91**	**1,241.11**	**176.94**	**27,668.71**	**1,32,282.33**	**5,500.46**

Note:

a) Title deeds of immovable properties not held in the name of the Group:

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director/ employee of promoter/ director	Property held since which date	Reason for not being held in the name of the Company
Freehold Land as at 31 March 2025 and as at 31 March 2024	1.27	Faridabad Complex Administration (now known as Municipal Corporation of Faridabad)	No	1964	Pending settlement of dispute regarding external development charges with Haryana Urban Development Authority, Faridabad.

b) Refer note 46 for details of assets purchased for Research and Development.

c) Refer note 17 for details of assets pledged against borrowings.

d) The Group has not revalued any property, plant and equipment after initial recognition, during the year ended 31 March 2025 and 31 March 2024.

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4. Property, plant and equipment (Contd..)

e) Right of use assets comprise of the following assets:

Particulars	Buildings	Land	Vehicles	Plant and equipment	Office equipment	Total
A. Cost or Deemed cost (Gross carrying amount)						
As at 01 April 2023	1,347.21	1,820.62	997.01	1,278.72	98.18	5,541.74
Additions	22,228.27	-	245.71	4.19	64.41	22,542.58
Disposals	(482.62)	-	(213.22)	(75.62)	(98.56)	(870.02)
Exchange differences on translation of foreign operations	29.19	-	4.74	6.06	0.41	40.40
As at 31 March 2024	**23,122.05**	**1,820.62**	**1,034.24**	**1,213.35**	**64.44**	**27,254.70**
As at 01 April 2024	23122.05	1820.62	1,034.24	1,213.35	64.44	2,7254.70
Additions	1,444.58	287.05	1,086.69	360.30	-	3,178.62
Disposals	(583.19)	-	(198.45)	(82.60)	-	(864.24)
Acquisitions through business combination (refer note 33)	20.06	1123.86	-	-	-	1143.92
Exchange differences on translation of foreign operations	539.03	-	37.96	33.45	1.56	612.00
As at 31 March 2025	**24,542.53**	**3,231.53**	**1,960.44**	**1,524.50**	**66.00**	**31,325.00**
B. Accumulated depreciation						
As at 01 April 2023	503.18	96.11	453.35	560.79	87.29	1,700.72
For the year ended 31 March 2024	665.65	34.93	268.05	304.59	32.41	1,305.64
Disposals	(482.63)	-	(213.21)	(75.62)	(98.55)	(870.01)
Exchange differences on translation of foreign operations	0.35	-	2.15	2.99	0.34	5.82
As at 31 March 2024	**686.55**	**131.04**	**510.34**	**792.75**	**21.49**	**2,142.17**
As at 01 April 2024	686.55	131.04	510.34	792.75	21.49	2,142.17
For the year ended 31 March 2025	1,594.72	46.40	361.93	252.81	32.58	2,288.44
Disposals	(547.11)	-	(198.45)	(82.59)	-	(828.15)
Exchange differences on translation of foreign operations	16.40	-	14.75	21.69	0.99	53.83
As at 31 March 2025	**1750.56**	**177.44**	**688.57**	**984.66**	**55.06**	**3,656.29**
C. Net carrying amounts (A-B)						
As at 31 March 2024	**22,435.50**	**1,689.58**	**523.90**	**420.60**	**42.94**	**25,112.53**
As at 31 March 2025	**22,791.97**	**3,054.09**	**1,271.87**	**539.84**	**10.94**	**27,668.71**

f) Ageing details of capital work-in-progress (CWIP) is as below*

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4,990.74	490.84	18.88	-	5,500.46
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2025	**4,990.74**	**490.84**	**18.88**	**-**	**5,500.46**
Projects in progress	3,565.39	616.64	4.05	-	4,186.08
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2024	**3,565.39**	**616.64**	**4.05**	**-**	**4,186.08**

*It includes projects whose completion is overdue or has exceeded its cost compared to its original plan. Following is the completion schedule of such projects:

4. Property, plant and equipment (Contd..)

f) Ageing details of capital work-in-progress (CWIP) is as below* (Contd..)

CWIP Projects in progress	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Blocks Packing Automation	108.17	-	-	-	108.17
Others	191.05	-	-	-	191.05
As at 31 March 2025	**299.22**	**-**	**-**	**-**	**299.22**
Balasore FOB plant	123.36	-	-	-	123.36
As at 31 March 2024	**123.36**	**-**	**-**	**-**	**123.36**

No projects have been temporarily suspended as at 31 March 2025 and 31 March 2024.

CWIP includes total interest expense capitalised during the year amounting to INR 96.72 Lacs (31 March 2024: INR Nil).

5. Investment property

A. Reconciliation of carrying amount

	As at 31 March 2025	As at 31 March 2024
Cost or Deemed cost (Gross carrying amount) (a)		
Opening balance	2,204.89	2,204.89
Disposals	-	-
Closing balance	**2,204.89**	**2,204.89**
Accumulated depreciation (b)		
Opening balance	293.54	263.17
Depreciation for the year	30.37	30.37
Closing balance	**323.91**	**293.54**
Net carrying amounts (a-b)	**1,880.98**	**1,911.35**
Fair value	**8,229.00**	**7,570.00**

B. Amounts recognised in profit or loss:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Rental income derived from investment properties (refer note 24)	565.24	559.98
Direct operating expenses (including repairs and maintenance)	-	-
Profit arising from investment properties before depreciation and indirect expenses	565.24	559.98
Less: Depreciation	30.37	30.37
Profit arising from investment properties before indirect expenses	534.87	529.61

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5. Investment property (Contd..)

C. Measurement of fair values

(i) Fair valuation hierarchy

The fair value of investment property has been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The valuer is a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

The fair value measurement for all of the investment property has been categorised as a level 3 fair value based on the inputs to the valuation technique used (see note 2(E)).

(ii) Valuation technique

Discounted cash flows method and Market comparable method have been used for valuation. The valuation model considers the present value of net cash flows to be generated from the property, taking into account the expected rental growth rate, vacant periods, occupancy rate, lease incentive costs such as rent-free periods and other costs not paid by tenants, if any. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.

D. Investment property comprises of the following:

(i) The Company along with other co-owners, has developed a plot of land at 25 Barakhamba Road, New Delhi, where the Company's share is 15%. The registration of the said plot of the value of INR 427.60 Lacs (31 March 2024: INR 427.60 Lacs) in the name of the Company is pending. Refer details below:

Title deeds not held in the name of the Company:

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or their relative or their employee	Property held since which date	Reason for not being held in the name of the Company
Land as at 31 March 2025 and 31 March 2024	427.60	The Embassy of Union of Soviet Socialist Republics	No	1,989	The process of transfer of property in the name of the Company, is in progress.

(ii) The Group has given the investment properties located in New Delhi and Hyderabad on operating lease to some parties. Certain lease agreements are cancellable and some are non-cancellable in nature. There are no contingent rents in the lease agreements. The lease terms are mainly for 3 to 5 years and are renewable at the option of the lessee. There are no restrictions imposed by lease agreements on realisability of the investment property. Although there are sub-lease rights given to the lessees, there are no sub-leases as on the reporting date.

E. Refer note 44 for details of future minimum lease receipts.

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(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

6. Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets							Intangible assets under development (refer note (a) below
		Softwares	Brand	Non-compete	Patents	Service concession arrangements	Distribution network	Total	
Reconciliation of carrying amount									
Cost or Deemed cost (Gross carrying amount) (A)									
As at 01 April 2023	14,245.64	3,352.79	6,778.29	27.35	1,699.87	1,997.94	-	13,856.24	240.10
Additions	-	389.13	-	-	-	-	-	389.13	667.27
Transfers to Intangible assets	-	-	-	-	-	-	-	-	(389.13)
Exchange differences on translation of foreign operations	64.90	7.29	31.83	-	8.17	-	-	47.29	0.27
As at 31 March 2024	**14,310.54**	**3,749.21**	**6,810.12**	**27.35**	**1,708.04**	**1,997.94**	**-**	**14,292.66**	**518.51**
Balance at 01 April 2024	14,310.54	3,749.21	6,810.12	27.35	1,708.04	1,997.94	-	14,292.66	518.51
Additions	-	267.41	-	-	-	-	-	267.41	-
Disposals	-	(1,002.07)	-	-	-	-	-	(1,002.07)	(129.63)
Transfers to Intangible assets	-	-	-	-	-	-	-	-	(236.40)
Acquisitions through business combination (refer note 33)	8,323.79	-	1,550.00	430.00	-	-	950.00	2,930.00	-
Exchange differences on translation of foreign operations	328.91	38.52	161.32	-	41.42	-	-	241.26	-
As at 31 March 2025	**22,963.24**	**3,053.07**	**8,521.44**	**457.35**	**1,749.46**	**1,997.94**	**950.00**	**16,729.26**	**152.48**
Accumulated amortisation (B)									
Balance at 01 April 2023	-	2,128.85	19.62	3.40	1,112.96	639.51	-	3,904.34	-
Amortisation for the year	-	598.32	31.55	5.47	243.70	87.64	-	966.68	-
Exchange differences on translation of foreign operations	-	5.54	-	-	5.71	-	-	11.25	-
As at 31 March 2024	**-**	**2,732.71**	**51.17**	**8.87**	**1,362.37**	**727.15**	**-**	**4,882.27**	**-**
Balance at 01 April 2024	-	2,732.71	51.17	8.87	1,362.37	727.15	-	4,882.27	-
Amortisation for the year	-	628.16	134.88	91.47	246.35	87.64	190.00	1,378.50	-
Disposals	-	(923.21)	-	-	-	-	-	(9,23.21)	-
Exchange differences on translation of foreign operations	-	35.28	-	-	36.56	-	-	71.84	-
As at 31 March 2025	**-**	**2,472.94**	**186.05**	**100.34**	**1,645.28**	**814.79**	**190.00**	**5,409.40**	**-**
Net carrying amounts (A-B)									
As at 31 March 2024	**14,310.54**	**1,016.50**	**6,758.95**	**18.48**	**345.67**	**1,270.79**	**-**	**9,410.39**	**518.51**
As at 31 March 2025	**22,963.24**	**580.13**	**8,335.39**	**357.01**	**104.18**	**1,183.15**	**760.00**	**11,319.86**	**152.48**

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6. Goodwill and other intangible assets (Contd..)

Notes:

(a) Ageing details of intangible assets under development (IAUD) is as below*

Particulars	Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	127.91	16.73	7.84	-	152.48
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2025	**127.91**	**16.73**	**7.84**	**-**	**152.48**
Projects in progress	425.49	87.35	5.67	-	518.51
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2024	**425.49**	**87.35**	**5.67**	**-**	**518.51**

*It includes projects whose completion is overdue or has exceeded its cost compared to its original plan. Following is the completion schedule of such projects:

Particulars	IAUD to be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Others	20.67	-	-	-	20.67
As at 31 March 2025	**20.67**	**-**	**-**	**-**	**20.67**
Others	44.88	-	-	-	44.88
As at 31 March 2024	**44.88**	**-**	**-**	**-**	**44.88**

No projects have been temporarily suspended as at 31 March 2025 and 31 March 2024

(b) Impairment

See accounting policy in note 3(h).

Impairment testing for cash generating units containing goodwill

The Group has identified its reportable segments Roofing Solutions, Building Solutions, Polymer Solutions and Flooring Solutions as the CGUs. For the purpose of impairment testing, goodwill is allocated to the Group's operating division which represents the lowest level within the Group at which goodwill is monitored for internal management purposes, which is not higher than the Group's operating segment.

The goodwill and brand (with indefinite life) acquired through business combination with HIL International GmbH has been allocated to CGU ""Flooring Solutions"" segment of the Group.The carrying amount of goodwill as at 31 March 2025 is INR 13,892.20 Lacs (31 March 2024: INR 13,563.29 Lacs) and brand (with indefinite life) as at 31 March 2025 is INR 6,785.40 Lacs (31 March 2024: INR 6,758.95 Lacs).

The goodwill acquired through business combination during the earlier year by the Holding company has been allocated to CGU ""Cuttack unit"" which is part of the Building Solutions segment of the Company.The carrying amount of goodwill as at 31 March 2025 is INR 747.25 Lacs (31 March 2024 is INR 747.25 Lacs).

The goodwill acquired through business combination during the current year by the Holding company has been allocated to CGU ""Crestia Group"" which is part of the Polymer Solutions segment of the Company (See note 33 for details). The carrying amount of goodwill as at 31 March 2025 is INR 8,323.79 Lacs.

6. Goodwill and other intangible assets (Contd..)

Notes: (Contd..)

Following key assumptions were considered while performing impairment testing:

Equity shares	For the year ended 31 March 2025			For the year ended 31 March 2024		
	Flooring Solutions	Cuttack Unit	Crestia Group	Flooring Solutions	Cuttack Unit	Crestia Group
Annual growth rate for 5 years (Average)	11.30%	18.15%	38.00%	16.31%	17.62%	NA
Terminal value growth rate	1.00%	5.00%	5.00%	0.50%	3.00%	NA
Budgeted EBITDA margins for 5 years (Average)	7.65%	9.53%	6.38%	7.32%	17.16%	NA
Weighted average cost of capital % (WACC) post tax	14.90%	14.29%	16.20%	13.80%	15.10%	NA

The cash flow projections include specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate has been determined based on the management's estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Weighted average cost of capital % (WACC) = (We*Re)+(Wd*Rd)

Re = Risk free return + (market premium x beta for the Company)+ additional risk premium.

Rd = Cost of debt *(1-tax rate)

We,Wd = Average debt to capital ratio

The Group has performed sensitivity analysis around the base assumptions and has concluded that no reasonable change in key assumptions would result in the recoverable amount of the CGU to be less than the carrying value. Accordingly, no impairment charges were recognised for the year ended 31 March 2025 and 31 March 2024.

(c) The Group has not revalued any intangible assets after initial recognition, during the year ended 31 March 2025 and 31 March 2024.

7. Investments

Particulars	As at 31 March 2025	As at 31 March 2024
Investment in equity instruments - unquoted at FVOCI (refer note (a) below)		
Birla Buildings Limited - 5000 equity shares of INR 10 each fully paid	40.89	33.73
(31 March 2024 : 5000 equity shares of INR 10 each fully paid)		
VR- Bank Westmünsterland eG - One share of Euro 450 each	0.41	0.40
(31 March 2024 : One share of Euro 450 each)		
	41.30	**34.13**
Aggregate book value of unquoted non-current investments	41.30	34.13
Aggregate market value of unquoted investments	-	-
Current		
Investments in mutual funds - quoted at FVTPL	-	10,229.38
	-	**10,229.38**
Aggregate book value of quoted current investments	-	10,229.38
Aggregate market value of quoted current investments	-	10,229.38

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7. Investments (Contd..)

(a) Equity shares designated as at fair value through other comprehensive income

The Group designated the investments shown below as equity shares at FVOCI because these equity shares represent investments that the Group intends to hold long-term for strategic purposes.

Particulars	Investment in Birla Buildings Limited	
	As at 31 March 2025	As at 31 March 2024
Fair value at beginning of the year	33.73	33.66
Dividend income recognised during the respective year (refer note 24)	0.38	0.25
Fair value at end of the year	40.89	33.73

No strategic investments were disposed off during the year ended 31 March 2025 and 31 March 2024, and there were no transfers of any cumulative gain or loss within equity relating to these investments.

The Group has not traded or invested in Crypto currency or Virtual currency during the year ended 31 March 2025 and 31 March 2024.

Refer note 56(A) and 56 (C) for the Group's exposure to fair value measurement, credit risk and market risk.

8. Trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Secured	20.30	31.21
Unsecured	851.19	685.00
	871.49	**716.21**
Less: Provision for impairment	(851.19)	(685.00)
	20.30	**31.21**
Current		
Secured	1,657.05	1,552.85
Unsecured	19,255.12	14,613.51
	20,912.17	**16,166.36**
Less: Provision for impairment	(954.92)	(790.70)
	19,957.25	**15,375.66**

Refer note 17 for details of trade receivables pledged against borrowings.

There are no outstanding trade receivables from directors or other officers of the Company or from firms or private companies in which director is partner or member as at 31 March 2025 and as at 31 March 2024.

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables							
- considered good	6,766.41	12,166.15	415.81	83.73	305.72	219.43	19,957.25
- credit impaired	42.16	292.19	268.05	198.85	46.70	106.97	954.92
Total undisputed trade receivables (A)	**6,808.57**	**12,458.34**	**683.86**	**282.58**	**352.42**	**326.40**	**2,0912.17**
Disputed trade receivables							
- considered good	-	-	-	-	20.00	0.30	20.30
- credit impaired	-	1.60	46.81	150.99	53.27	598.52	851.19
Total disputed trade receivables (B)	**-**	**1.60**	**46.81**	**150.99**	**73.27**	**598.82**	**871.49**
As at 31 March 2025 (A+B)	**6,808.57**	**12,459.94**	**730.67**	**433.57**	**425.69**	**925.22**	**21,783.66**

8. Trade receivables (Contd..)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables							
- considered good	5,884.90	9,305.34	152.73	16.62	9.91	6.18	15,375.68
- credit impaired	42.54	180.74	257.09	167.94	44.77	97.60	790.68
Total undisputed trade receivables (A)	**5,927.44**	**9,486.08**	**409.82**	**184.56**	**54.68**	**103.78**	**16,166.36**
Disputed trade receivables							
- considered good	-	12.71	18.50	-	-	-	31.21
- credit impaired	-	-	22.84	69.52	47.77	544.87	685.00
Total disputed trade receivables (B)	**-**	**12.71**	**41.34**	**69.52**	**47.77**	**544.87**	**716.21**
As at 31 March 2024 (A+B)	**5,927.44**	**9,498.79**	**451.16**	**254.08**	**102.45**	**648.65**	**16,882.57**

There were no unbilled receivables as at 31 March 2025 and as at 31 March 2024.

Refer note 56 (C) for the Company's exposure to credit risk and market risk.

Trade receivables of HIL International GmbH Group entities are factored and the receivables from factored banks are disclosed under other financial assets.

9. Loans

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current	2,692.88	2,696.91
Unsecured, considered good	2,692.88	2,696.91

10. Other financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Unsecured, considered good		
Security deposits	1,717.21	1,429.67
Bank deposits due to mature after 12 months from the reporting date *	264.87	6.79
Derivative assets	382.65	293.23
	2,364.73	**1,729.69**
Doubtful		
Security deposits	25.00	25.00
Other receivables	644.68	644.68
	669.68	**669.68**
Less: Provision for doubtful other financial assets	(669.68)	(669.68)
	-	**-**
	2,364.73	**1,729.69**

* It includes bank deposits held against bank guarantees amounting to INR 9.92 Lacs (31 March 2024: INR 6.79 Lacs).

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10. Other financial assets (Contd..)

Particulars	As at 31 March 2025	As at 31 March 2024
Current		
Unsecured, considered good		
Interest accrued on fixed deposits and security deposits	73.79	60.26
Derivative assets	-	644.90
Contract assets	17.37	27.04
Subsidy receivable	430.50	-
Other receivables	3,957.83	2,959.71
	4,479.49	**3,691.91**
Doubtful		
Dividend receivable	9.01	9.01
Less: Allowance for doubtful receivables (refer note 40)	(9.01)	(9.01)
	-	**-**
	4,479.49	**3,691.91**

11. Other assets

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Unsecured, considered good		
Capital advances	406.26	670.21
Advances other than capital advances		
Balance with government authorities	1,152.94	1,076.86
Prepayments	54.56	59.81
	1,613.76	**1,806.88**
Doubtful		
Advance to suppliers and service providers	160.62	160.72
	160.62	160.72
Less: Allowance for doubtful advances	(160.62)	(160.72)
	-	**-**
	1,613.76	**1,806.88**
Current		
Unsecured, considered good		
Advances other than capital advances		
Advance to suppliers and service providers	5,690.01	4,576.05
Advance to employees	245.36	289.26
Balance with government authorities	2,124.03	1,019.16
Prepayments	1,220.63	664.93
Others		
Non-current assets held for sale*	55.99	18.72
	9,336.02	**6,568.12**

* All the assets classified under non-current assets held for sale as on 31 March 2024 have been sold during the year. During the year, the Company has identified certain assets to be sold and efforts to sell have started.

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12. Inventories

Particulars	As at 31 March 2025	As at 31 March 2024
(Valued at lower of cost and net realisable value)		
Raw materials	26,881.87	28,974.75
Work-in-progress	4,190.81	5,231.07
Finished goods	28,454.91	28,132.01
Stock-in-trade	1,543.63	896.24
Stores and spares	1,440.20	1,502.42
	62,511.42	**64,736.49**
Inventories in transit		
Raw materials	4,897.26	6,284.81
Finished goods	754.78	390.23
Stock-in-trade	129.81	-
Stores and spares	30.41	8.68
	5,812.26	**6,683.72**
	68,323.68	**71,420.21**

The write down of inventories to net realisable value during the year amounted to INR 300.90 Lacs (31 March 2024: INR 330.49 Lacs). The write down are included in changes in inventories of finished goods.

Refer note 17 for details of inventories pledged against borrowings.

13. Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	12.09	22.77
Balances with banks		
- on current accounts	7,616.88	13,436.25
	7,628.97	**13,459.02**

14. Bank balances other than Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Unpaid dividend accounts	76.68	79.69
Deposits with banks with original maturity of more than 3 months but remaining maturity of less than 12 months*	374.44	12.14
	451.12	**91.83**

* It includes bank deposits held against bank guarantees amounting to INR 115.16 Lacs (31 March 2024: INR 12.14 Lacs).

15. Share capital

Particulars	As at 31 March 2025	As at 31 March 2024
Authorised share capital		
95,00,000 (31 March 2024: 95,00,000) equity shares of INR 10 each	950.00	950.00
50,000 (31 March 2024: 50,000) preference shares of INR 100 each	50.00	50.00
	1,000.00	**1,000.00**
Issued, subscribed and fully paid-up capital		
75,40,899 (31 March 2024: 75,40,899) equity shares of INR 10 each fully paid-up	754.09	754.09
Forfeited shares (amount originally paid-up)	2.72	2.72
	756.81	**756.81**

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

15. Share capital (Contd..)

(i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	31 March 2025		31 March 2024	
	Number of shares	Amount INR In Lacs	Number of shares	Amount INR In Lacs
Shares outstanding at the beginning of the year	75,40,899	754.09	75,37,563	753.76
Shares issued on exercise of Employee Stock Option Scheme (refer note 42)	-	-	3336	0.33
Shares outstanding at the end of the year	**75,40,899**	**754.09**	**75,40,899**	**754.09**

(ii) Rights, preferences and restrictions attached to the equity shares

The Company has only one class of equity shares having a face value of INR 10 each. Accordingly, all equity shares rank equal with regard to dividends and share in the Company's residual assets on winding up. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The final 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 equity shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Particulars of shareholders holding more than 5% of total number of equity shares

Equity shares of INR 10 each, fully paid-up	31 March 2025		31 March 2024	
	Number of shares	% of Holding	Number of shares	% of Holding
Central India Industries Limited	10,74,634	14.25%	10,74,634	14.25%
Orient Paper and Industries Limited	9,06,360	12.02%	9,06,360	12.02%

As per records of the Company, including its register of shareholders / members, the above shareholding represents both legal and beneficial ownerships of shares.

(iv) Shares reserved for issue under Option

For details of shares reserved for issue under Employee Stock Option Schemes of the Company, refer note 42.

(v) Equity shares of INR 10 each, held by promoters at the end of the year

S. No.	Name of the promoter	31 March 2025			31 March 2024		
		Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
1	Mr. Chandra Kant Birla	51376	0.68%	-	51,376	0.68%	-
2	Amer Investments (Delhi) Limited	3,08,763	4.09%	-	3,08,763	4.09%	-
3	Hitaishi Investments Limited	67,066	0.89%	-	67,066	0.89%	-
4	Hyderabad Agencies Private Limited	4,100	0.05%	-	4,100	0.05%	-
5	Orient Paper and Industries Limited	9,06,360	12.02%	-	9,06,360	12.02%	-
6	Universal Trading Company Limited	4,000	0.05%	-	4,000	0.05%	-
7	Central India Industries Limited	10,74,634	14.25%	-	10,74,634	14.25%	-
8	Gwalior Finance Corporation Limited	96,200	1.28%	-	96,200	1.28%	-
9	Ranchi Enterprises and Properties Limited	4,500	0.06%	-	4,500	0.06%	-

15. Share capital (Contd..)

S. No.	Name of the promoter	31 March 2025			31 March 2024		
		Number of shares	% of total shares	% Change during the year	Number of shares	% of total shares	% Change during the year
10	Ashok Investment Corporation Limited	3,17,743	4.21%	-	3,17,743	4.21%	-
11	Shekhavati Investments and Traders Limited	2,24,470	2.98%	-	2,24,470	2.98%	-
		30,59,212	**40.56%**	**-**	**30,59,212**	**40.56%**	**-**

16. Other equity

(A) Reserves and surplus

(i) Securities premium

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	1,649.96	1,593.43
Add: Premium received on exercise of employee stock options	-	56.53
	1,649.96	**1,649.96**

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) General reserve

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	44,100.00	44,100.00
Add: Amount transferred from surplus balance in the standalone statement of profit and loss	-	-
	44,100.00	**44,100.00**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

(iii) Capital redemption reserve

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	35.00	35.00
Add: Additions during the year	-	-
	35.00	**35.00**

Capital redemption reserve was created for redemption of preference shares and the balance represents the unutilised amount after complete redemption of the same.

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for the year ended 31 March 2025
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16. Other equity (Contd..)

(A) Reserves and surplus (Contd..)

(iv) Share options outstanding account

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	345.92	13.58
Less: Transferred to securities premium on exercise of stock options	-	(15.70)
Add: Share based payment expenses (refer note 28)	332.78	348.04
	678.70	**345.92**

The Company has formulated equity-settled share-based payment plans for certain categories of employees of the Company. Refer note 42 for further details on these plans.

(v) Retained earnings

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the commencement of the year	74,607.56	74,256.71
Add: Profit for the year	(3,290.35)	34,78.54
Items of other comprehensive income directly recognised in retained earnings		
- Remeasurement of defined benefit (asset) / liability, net of tax	(160.82)	(112.17)
Amount available for appropriations	**71,156.39**	**77,623.08**
Less : Appropriations		
Interim dividend on equity shares (amount per share INR Nil (31 March 2024: INR 15.00))	-	(1,131.13)
Final dividend on equity shares (amount per share INR 22.50 (31 March 2024: INR 25.00))	(1,696.70)	(1,884.39)
Total appropriations	**(1,696.70)**	**(3,015.52)**
Total retained earnings	**69,459.69**	**74,607.56**
Total reserves and surplus (A)	**1,15,923.35**	**1,20,738.44**

(B) Other comprehensive income ("OCI")

Particulars	As at 31 March 2025	As at 31 March 2024
Equity investments through OCI		
Balance at the commencement of the year	24.88	24.83
Changes in fair value	6.14	0.05
	31.02	24.88
Exchange differences on translation of foreign operations		
Balance at the commencement of the year	3,763.76	3,585.40
Add: Movement during the year	669.84	178.36
	4,433.60	3,763.76
Total other comprehensive income (B)	**4,464.62**	**3,788.64**
Total (A+B)	**1,20,387.97**	**1,24,527.08**

16. Other equity (Contd..)

(B) Other comprehensive income ("OCI") (C0ntd..)

Dividends

After the reporting dates, the following dividends on equity shares were proposed by the Board of Directors subject to the approval at the Annual General Meeting; the dividends have not been recognised as liabilities.

Particulars	As at 31 March 2025	As at 31 March 2024
Dividend on equity shares (amount per equity share INR 30.00 (31 March 2024: INR 22.50))	2,262.27	1,696.70

Dividend paid during the year ended 31 March 2025 includes an amount of INR 22.50 per equity share towards final dividend for the year ended 31 March 2024. Dividends paid during the year ended 31 March 2024 include an amount of INR 25.00 per equity share towards final dividend for the year ended 31 March 2023 and an amount of INR 15.00 per equity share towards interim dividend for the year ended 31 March 2024.

The Board of Directors of the Company have recommended a final dividend of INR 30.00 per share (300%) on 17 May 2025 for the financial year ended 31 March 2025. There was no interim dividend declared during the financial year ended 31 March 2025.

17. Borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current borrowings		
Secured		
Term loan from banks	25,655.39	31,966.17
	25,655.39	**31,966.17**
Current borrowings		
Secured		
From bank		
- Working capital loan	16,256.40	899.54
- Interest accrued but not due on long term borrowings	172.67	-
Term loan from banks		
- Current maturities of long-term debt	7,923.53	2,610.51
Term loan from others		
- Current maturities of interest free sales tax loan from a financial institution (refer note (d) below)	-	1,291.27
	24,352.60	**4,801.32**
Unsecured		
Loans repayable on demand		
From banks		
- Working capital loan*	20,019.29	18,014.69
Deferred payment liabilities		
- Buyers' credit	971.11	-
	20,990.40	**18,014.69**
	45,343.00	**22,816.01**
Total Borrowings	**70,998.39**	**54,782.18**

*Includes an amount of INR 36.68 Lacs for year ended 31 March 2025 (31 March 2024: INR 18.64 Lacs), towards the interest accrued but not due.

17. Borrowings (Contd..)

Borrower	Lender	Nature of loan	Amount As at		Interest rate (P.a.)		Repayment terms	Security	Remarks
			31-03-2025	31-03-2024	31-03-2025	31-03-2024			
BirlaNu Limited (formerly HIL Limited)	Federal bank	Term loan	3,790.00	8,000.00	8.40%	8.40%	16 quarterly instalments of INR 236.87 lakhs each from June 2025 to March 2029	Charge on identified fixed assets	The company has partly prepaid the loan to the tune of INR 3600 lakhs
	HDFC bank	Term loan	4,750.00	-	8.14%	-	20 quarterly instalments of INR 250 lacs each from January 2025 to October 2029	Charge on identified fixed assets	
	Kotak Mahindra bank	Term loan	-	4,000.00	8.50%	8.50%	16 quarterly instalments of INR 250 lakhs each from June 2025 to March 2029	Charge on identified fixed assets	Prepaid during the year
	HSBC Limited	Working Capital loan	-	4,950.00	7.26% - 8.90%	7.16% - 8.65%	Range from 7 to 90 days	Unsecured	Repaid during the year
	HDFC bank	Working Capital loan	4,000.00	4,000.00	7.36% -8.18%	7.16% - 8.65%	Range from 7 to 90 days	Unsecured	
	Kotak Mahindra bank	Working Capital loan	2,000.00	600.00	7.75% - 8.35%	7.16% - 8.65%	Range from 7 to 90 days	Unsecured	
	Federal bank	Working Capital loan	8,000.00	5,000.00	7.75% - 8.25%	7.16% - 8.65%	Range from 7 to 90 days	Unsecured	
	ICICI bank	Working Capital loan	3,450.00	3,450.00	7.45% - 8.07%	7.16% - 8.65%	Range from 7 to 90 days	Unsecured	
	Yes bank	Working Capital loan	2,500.00	-	7.50% - 8.27%	7.16% - 8.65%	Range from 7 to 90 days	Unsecured	
	HDFC bank	Buyer's credit	971.11	-	4.82% -5.92%	-	120 to 150 days	Unsecured	

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for the year ended 31 March 2025
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17. Borrowings (Contd..)

Borrower	Lender	Nature of loan	Amount As at		Interest rate (P.a.)		Repayment terms	Security	Remarks
			31-03-2025	31-03-2024	31-03-2025	31-03-2024			
HIL International GmbH	ICICI Bank	Term loan-Facility A	7,366.15	9,888.65	1.85% + 3 Month EURIBOR	1.85% + 3 Month EURIBOR	Repayable in 8 semi-annual instalments starting from 31 March 2025. The first two instalments amount Euro 10.00 lacs and the other 6 instalments amount to Euro 15.00 lacs	Secured by a unconditional and irrevocable corporate guarantee from the shareholder BirlaNu Limited to the extend of 105% of the Facility Amount	
HIL International GmbH	ICICI bank	Term loan-Facility B	10,880.09	12,675.46	1.85% + 3 Month EURIBOR	1.85% + 3 Month EURIBOR	Repayable in 8 semi-annual instalments starting from 31 March 2025. The first two instalments amount Euro 10.00 lacs the next 5 instalments amount to Euro 20.00 lacs and the last instalment amounts Euro 21.00 lacs	Secured by a unconditional and irrevocable corporate guarantee from the shareholder BirlaNu Limited to the extend of 105% of the Facility Amount	
	ICICI bank	Term loan-Facility C	9,944.30	898.97	1.85% + 3 Month EURIBOR	1.85% + 3 Month EURIBOR	Repayable or rollover at the end of its interest period	Secured by a unconditional and irrevocable corporate guarantee from the shareholder BirlaNu Ltd to the extend of 105% of the Facility Amount	

17. Borrowings (Contd..)

Borrower	Lender	Nature of loan	Amount As at		Interest rate (P.a.)		Repayment terms	Security	Remarks
			31-03-2025	31-03-2024	31-03-2025	31-03-2024			
Crestia Polytech Private Limited	State bank of India	Cash credit	253.52	-	10.15%	-	Repayable on demand	Secured against Stock & Receivables	
	State bank of India	Term Loan	1,347.51	-	10.15%	-	Repayable in remaining 54 instalments, with the final instalment due by September 2029	Secured against Fixed assets	
	SIDBI	Term Loan	307.70	-	Repo+ 1.5%	-	Repayable in remaining 48 instalments, with the final instalment due by March 2029	Secured against Machinery	
	SIDBI	Term Loan	125.95	-	Repo+ 1.3%	-	Repayable in remaining 28 instalments, with the final instalment due by July 2027	Secured against Machinery	
	SIDBI	Term Loan	79.81	-	Repo+ 1.3%	-	Repayable in remaining 36 instalments, with the final instalment due by March 2028	Secured against Machinery	
	SIDBI	Term Loan	53.97	-	Repo + 1.3%	-	Repayable in remaining 32 instalments, with the final instalment due by November 2027	Secured against Machinery	
	Axis Bank	Cash credit	468.94	-	Repo +2.5%	-	Repayable on demand	Secured against Stock & Receivables	

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17. Borrowings (Contd..)

Borrower	Lender	Nature of loan	Amount As at		Interest rate (P.a.)		Repayment terms	Security	Remarks
			31-03-2025	31-03-2024	31-03-2025	31-03-2024			
	Axis Bank	Working Capital loan	3,560.00	-	Repo +2%	-	Repayable on demand	Secured against Stock & Receivables	
	ICICI bank	Term Loan	145.81	-	Repo +2.95%	-	Repayable in eight monthly instalments of INR7.29 lacs, followed by eight monthly instalments of INR10.93 lacs,beginning from June2026 and ending in September 2027	Secured against fixed assets	
Aditya Poly Industries Private Limited	Axis Bank	Working Capital loan	792.65	-	Repo+2.5%	-	Repayable on demand	Secured against Stock & Receivables	
Aditya Polytechnic Private Limited	State bank of India	Term loan	195.51	-	10.15%	-	Repayable in remaining 14 instalments, with the final instalment due by May 2026.	Secured against fixed assets	
	State bank of India	Term loan	60.19	-	10.15%	-	Repayable in remaining 20 instalments, with the final instalment due by Nov 2026.	Secured against fixed assets	
	State bank of India	Cash credit	300.10	-	10.15%	-	Repayable on demand	Secured against Stock & Receivables	

17. Borrowings (Contd..)

Borrower	Lender	Nature of loan	Amount As at		Interest rate (P.a.)		Repayment terms	Security	Remarks
			31-03-2025	31-03-2024	31-03-2025	31-03-2024			
Prabhu Sainath Polymers Private Limited	Axis Bank	Term Loan	718.00	-	Repo+2.5%	-	Repayable in remaining 33 instalments, with the final instalment due by December 2027.	Secured against fixed assets	
	Axis Bank	Term Loan	107.78	-	Repo+2.5%	-			
	Axis Bank	Cash credit	964.95	-	Repo+2.5%	-	Repayable on demand	Secured against Stock & Receivables	
Topline Industries Private Limited	ICICI bank	Cash credit	2,200.00	-	Repo+2%	-	Repayable on demand	Secured against Stock & Receivables	
	ICICI bank	Cash credit	400.00	-	Repo+2.4%	-	Repayable on demand	Secured against Stock & Receivables	
	ICICI bank	Cash credit	400.00	-	Repo+2.4%	-	Repayable on demand	Secured against Stock & Receivables	
	ICICI bank	Cash credit	655.00	-	Repo+2.75%	-	Repayable on demand	Secured against Stock & Receivables	

(a) The Holding Company's borrowings are subject to compliance with certain pre-defined financial and other covenants, whereby the Holding Company is required to meet certain specified financial ratios and other commitments/measures. During the current period, the Holding Company has complied with the requirements of these loan agreements as at or for the year ended 31 March 2025 except for certain covenants in respect of the borrowings from Federal Bank and Kotak Mahindra Bank. The management, has however, obtained necessary waivers from these lenders waiving the aforesaid breaches during the year ended 31 March 2025. Accordingly, these borrowings have been continued to be classified in accordance with their originally agreed repayment schedule in these financial statements

17. Borrowings (Contd..)

(b) HIL International GmbH borrowings are subject to compliance with certain pre-defined financial and other covenants, whereby the HIL International GmbH is required to meet certain specified financial ratios and other commitments/measures. During the current period, HIL International GmbH has complied with the requirements of these loan agreements as at or for the year ended 31 March 2025 except for certain covenants in respect of the borrowings from ICICI Bank UK PLC. The management, has however, obtained necessary waivers from these lenders waiving the aforesaid breaches during the year ended 31 March 2025. Accordingly, these borrowings have been continued to be classified in accordance with their originally agreed repayment schedule in these consolidated financial statements.

(c) The management has obtained waiver of all the covenants applicable for the borrowings availed from Axis Bank by Aditya Poly Industries Private Limited, Crestia Polytech Private Limited and Prabhu Sainath Polymers Private Limited and for the borrowings from SBI by Crestia Polytech Private Limited.

(d) Represents interest free sales tax loan taken from a financial institution, which is repayable after 7 years from the date of its respective disbursement with the last installment falling due in August 2024. As per the agreement, these loans was secured by way of first charge on its entire assets of Sathariya unit, first charge on plant and equipment of its Balasore unit and collateral security of Corporate office building of the Company located at Gachibowli, Hyderabad. The loan amount was completely repaid during the current year and charge against the loan has been released.

(e) There were no delays / defaults in repayment of dues or delays in payment of interest to banks and financial institutions.

(f) Quarterly returns or statements of current assets are filed by the Company to the bank are in agreement with the books of account.

(g) In respect of the following charges, the Company is in the process of collecting no due certificate from the respective parties and the same is expected to get closed in the next financial year. The charges on these loans are open with Registrar of Companies (ROC) Hyderabad:
1. Indian Oil Corporation Limited amounting to INR 4 Lacs.

Refer note 56 (C) for the Company's exposure to interest rate and liquidity risks.

18. Lease liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Lease liabilities (refer note 50)	22,163.25	20,301.50
	22,163.25	**20,301.50**
Current		
Lease liabilities (refer note 50)	2,786.74	2,516.80
	2,786.74	**2,516.80**

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19. Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises (MSME) (refer note 41)	2,765.51	2,068.83
Total outstanding dues of creditors other than micro enterprises and small enterprises (refer note 40 for payables to related parties)	40,050.54	37,174.38
	42,816.05	**39,243.21**

Particulars	Unbilled dues	Not due	Outstanding for following periods from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	1,909.45	852.83	-	-	-	2,762.28
(ii) Others	11,698.94	22,416.23	5,173.68	503.13	35.25	153.51	39,980.76
(iii) Disputed dues - MSME	-	3.23	-	-	-	-	3.23
(iv) Disputed dues - Others	-	-	-	-	-	69.78	69.78
As at 31 March 2025	**11,698.94**	**24,328.91**	**6,026.51**	**503.13**	**35.25**	**223.29**	**42,816.05**

Particulars	Unbilled dues	Not due	Outstanding for following periods from the due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	1,458.02	610.81	-	-	-	2,068.83
(ii) Others	8,965.32	22,536.67	5,289.55	92.65	74.81	145.60	37,104.60
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	69.78	69.78
As at 31 March 2024	**8,965.32**	**23,994.69**	**5,900.36**	**92.65**	**74.81**	**215.38**	**39,243.21**

Refer note 56 (C) for the Company's exposure to interest rate and liquidity risks.

20. Other financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Liabilities on business acquisition	-	21.68
	-	**21.68**
Current		
Capital creditors (refer note 41)	781.80	1,161.61
Unpaid dividend*	76.68	79.69
Sundry deposits	4,627.04	4,502.94
Derivative liabilities	320.90	-
Contract liability against performance obligation	1,399.06	1,571.12
Contract liability against payment	2,612.49	3,282.97
Liabilities on business acquisition	843.93	33.06
Other financial liabilities- discounts, commissions and other payables	4,935.69	4,461.51
	15,597.59	**15,092.90**

* Amount lying in unpaid / unclaimed dividend account shall be credited to Investor Education and Protection Fund as per the timelines prescribed under the Companies Act, 2013 with due approvals.

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21. Provisions

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Provision for employee benefits		
- Gratuity (refer note 36)	676.01	415.14
- Pension and other post-retirement benefits (refer note 36)	2,243.19	2,217.31
- Other long-term employee benefit plans	-	359.87
- Compensated absences	939.46	783.55
	3,858.66	**3,775.87**
Current		
Provision for employee benefits		
- Pension (refer note 36)	224.53	230.60
- Compensated absences	994.97	961.84
- Other long-term employee benefit plans	49.30	368.71
- Employee related other costs (refer note 51)	319.75	13.32
Other provisions		
- Provision for litigations (refer note 51)	236.72	253.92
- Provision for warranties (refer note 51)	385.62	489.39
- Provision - others (refer note 51)	390.00	390.00
	2,600.89	**2,707.78**

22. Other liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current		
Deferred revenue	532.11	-
	532.11	**-**
Current		
Statutory liabilities	2,899.60	1,501.68
Government grant*	-	28.18
Deferred revenue	28.76	-
Advance for sale of non-current asset held for sale	87.00	830.00
Other liabilities	1,258.47	1,261.44
	4,273.83	**3,621.30**

* Government grant is recognised on fair valuation of Interest free sales tax loan.

23. Revenue from operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue from contracts with customers		
- Sale of products		
Finished goods	3,33,055.75	3,13,157.31
Traded goods	26,712.29	22,354.07
- Sale of services		
Service concession arrangements (refer note 43)	151.18	220.62
Other operating revenues		
Scrap sales	1,466.72	1,324.99
Liabilities no longer required, written back	136.85	439.62
	3,61,522.79	**3,37,496.61**

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23. Revenue from operations (Contd..)

Disaggregation of revenues

Particulars	Reportable segments for the year ended 31 March 2025				
	Roofing Solutions	Building Solutions	Polymer Solutions	Flooring Solutions	Others
By sources of revenue					
Revenue from contracts with customers	1,12,869.65	53,512.03	71,323.62	1,21,983.53	230.48
Other operating revenues	544.54	360.65	111.12	581.23	5.94
	1,13,414.19	**53,872.68**	**71,434.74**	**1,22,564.76**	**236.42**
By geographical markets					
- India	1,12,729.90	53,448.57	71,408.69	-	231.72
- Others	684.29	424.11	26.05	1,22,564.76	4.70
	1,13,414.19	**53,872.68**	**71,434.74**	**1,22,564.76**	**236.42**
By major product lines					
- Cement based products: sheets, panels, boards	1,13,414.19	22,709.26	-	-	-
- Pipes and Fittings	-	-	53,647.17	-	-
- Putty and dry mix	-	463.27	11,858.45	-	-
- Fly ash blocks	-	30,588.01	-	-	-
- Wooden Flooring	-	-	-	1,22,564.76	-
- Others	-	112.14	5,929.12	-	236.42
	1,13,414.19	**53,872.68**	**71,434.74**	**1,22,564.76**	**236.42**
Timing of revenue recognition					
Products transferred at a point in time	1,13,414.19	53,872.68	71,434.74	1,22,564.76	236.42
Products and services transferred over time	-	-	-	-	-
	1,13,414.19	**53,872.68**	**71,434.74**	**1,22,564.76**	**236.42**

Particulars	Reportable segments for the year ended 31 March 2024				
	Roofing Solutions	Building Solutions	Polymer Solutions	Flooring Solutions	Others
By sources of revenue					
Revenue from contracts with customers	1,14,189.02	54,081.01	53,363.93	1,14,416.06	299.41
Other operating revenues	517.42	440.83	174.29	-	14.64
	1,14,706.44	**54,521.84**	**53,538.22**	**1,14,416.06**	**314.05**
By geographical markets					
- India	1,14,026.81	54,008.56	53,523.75	4.72	299.83
- Others	679.63	513.28	14.47	1,14,411.34	14.22
	1,14,706.44	**54,521.84**	**53,538.22**	**1,14,416.06**	**314.05**
By major product lines					
- Cement based products: sheets, panels, boards	1,14,706.44	21,959.99	-	-	-
- Pipes and Fittings	-	-	34,252.35	-	-
- Putty and dry mix	-	524.53	14,707.08	-	-
- Fly ash blocks	-	32,037.32	-	-	-
- Wooden Flooring	-	-	-	1,14,416.06	-
- Others	-	-	4,578.79	-	314.05
	1,14,706.44	**54,521.84**	**53,538.22**	**1,14,416.06**	**314.05**
Timing of revenue recognition					
Products transferred at a point in time	1,14,706.44	54,521.84	53,538.22	1,14,416.06	314.05
Products and services transferred over time	-	-	-	-	-
	1,14,706.44	**54,521.84**	**53,538.22**	**1,14,416.06**	**314.05**

23. Revenue from operations (Contd..)

Reconciliation of revenue recognised from contract with customers with contract prices

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue as per contracted price	3,79,949.91	3,54,965.27
Less: Contract liability against performance obligation	1,399.06	1,571.12
Less: Discounts	18,631.63	17,662.15
	3,59,919.22	**3,35,732.00**

Contract balances

The following table provides information about the receivables, contract assets and contract liabilities from contracts with customers:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Trade receivables (refer note 8)	21,783.66	16,882.57
Contract assets (refer note 10)	17.37	27.04
Contract liabilities (refer note 20)	4,011.55	4,854.09

- Trade receivables are the amounts receivable by the Group from the Revenues from Contracts with customers and other operating revenues.
- The contract assets primarily relate to the Company's rights to consideration for work completed but not billed at the reporting date.
- The contract liabilities primarily relate to the advance consideration received from customers and contract liabilities arising from loyalty programmes of the Company. The amount of INR 4,854.09 Lacs included in contract liabilities at 31 March 2024 have been recognised as revenue during the year ended 31 March 2025 (31 March 2024: INR 4,259.35 Lacs).

  No information provided about remaining performance obligations as at 31 March 2025 and 31 March 2024 that have an original expected duration of one year or less, as allowed by Ind AS 115.

24. Other income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Dividend income on equity securities - at FVOCI- investment held at reporting date (refer note 7)	0.38	0.25
Dividend income on current investments - at FVTPL	0.02	0.02
Gain on sale of current investments, net	17.84	34.20
Interest income under the effective interest method on financial assets at amortised cost	222.01	165.98
Interest on income-tax refund (refer note 34)	3.73	-
Rental income		
From investment property (refer note 5)	565.24	559.98
From others	278.29	13.68
Net gain on foreign currency transactions	1,271.91	1,679.67
Fair value gain on financial assets measured at fair value through profit and loss, net	-	29.89
Government grant	28.18	84.55
Subsidy received	185.26	-
Miscellaneous income	374.55	415.17
	2,947.41	**2,983.39**

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25. Cost of materials consumed

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventory of materials at the beginning of the year	35,259.56	33,556.33
Add: Acquisitions through business combination	1,271.66	-
Add: Purchases during the year	1,86,219.46	1,78,280.33
Less: Inventory of materials at the end of the year	(31,779.13)	(35,259.56)
Adjustment for fluctuation in exchange rates	323.46	73.98
	1,91,295.01	**1,76,636.10**

26. Purchases of stock-in-trade

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Purchases of stock-in-trade	19,054.33	16,069.01

27. Changes in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the beginning of the year		
Finished goods	28,522.24	27,107.54
Stock-in-trade	896.24	888.89
Work-in-progress	5,231.07	5,373.41
	34,649.55	**33,369.84**
Inventories at the end of the year		
Finished goods	29,209.69	28,522.24
Stock-in-trade	1,673.44	896.24
Work-in-progress	4,190.81	5,231.07
	35,073.94	**34,649.55**
Changes in inventories	(424.39)	(1,279.71)
Finished goods of trial run production captialised	4.89	-
Add: Inventories acquired through business combinations (refer note 33)	1,260.54	-
Adjustment for fluctuation in exchange rates	339.34	76.01
	1,180.38	**(1,203.70)**

28. Employee benefits expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	44,424.56	38,598.65
Contribution to provident and other funds (refer note 36)	6,189.48	5,989.03
Employee share based payment expense - equity settled (refer note 42)	332.78	348.04
Gratuity, pension and other post-retirement benefits expenses (refer note 36)	493.49	424.35
Staff welfare expenses	1,462.31	1,376.87
	52,902.62	**46,736.94**

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29. Finance costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expenses on long-term loans measured at amortised cost	2,329.12	1,550.34
Interest expenses on working capital loans measured at amortised cost	2,259.96	817.90
Interest expenses on other financial liabilities measured at amortised cost	39.83	108.18
Interest expenses on lease liabilities	1,442.88	93.18
Interest expenses on income-tax	2.49	2.26
Interest expenses on security deposits and others	719.15	963.58
Other borrowing costs	30.85	-
	6,824.28	**3,535.44**

30. Depreciation and amortisation expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (refer note 4)	10,710.65	9,698.71
Amortisation of intangible assets (refer note 6)	1,378.50	966.68
Depreciation on investment property (refer note 5)	30.37	30.37
Depreciation on right of use assets (refer note 4)	2,288.44	1,305.64
	14,407.96	**12,001.40**

31. Other expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Consumption of stores and spares	4,887.89	4,794.18
Power and fuel	14,074.59	12,621.89
Contract wages	8,314.11	7,068.52
Repairs and maintenance		
Plant and equipment (excluding stores and spares consumption)	3,857.68	3,742.83
Buildings	604.77	972.43
Others	2,702.62	2,411.27
Carriage outwards	30,273.31	28,433.04
Packing expenses	1,087.06	1,144.59
Rent (refer note 50)	964.62	1,955.77
Rates and taxes	824.33	410.87
Insurance	949.82	891.05
Professional, consultancy and legal expenses	4,296.92	5,189.53
Advertisement and sales promotion	7,104.42	6,488.89
Travelling and conveyance	3,670.19	3,450.82
Commission on sales	1,057.53	792.05
Directors' commission	32.22	105.00
Directors' fee	84.50	72.00
Donations*	403.62	404.09
Royalty	823.01	669.89
Net loss on sale of property, plant and equipment	301.21	162.26
Provision for impairment of receivables, advances and other assets, net	304.49	(172.51)
Bad debts written off	90.37	636.02
Fair value loss on financial assets measured at fair value through profit and loss	875.10	1211.90
Expenditure on corporate social responsibility (refer note 32)	331.88	388.41
Miscellaneous	3,316.88	2,968.61
	91,233.14	**86,813.40**

*Donations include INR 300 Lacs contribution made to Electoral Trust (31 March 2024: INR 300.25 Lacs).

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32. Details of corporate social responsibility expenditure

Particulars	As at 31 March 2025	As at 31 March 2024
a) Gross amount required to be spent by the Group during the year	331.57	388.41
Less: Adjustment of excess spent during the previous financial years	(18.09)	-
Net amount required to be spent by the Group during the year	313.47	388.41
b) Amount approved by the board to be spent during the year:	318.50	388.41
c) Amount spent during the year (in cash) :		
i) Construction / acquisition of any asset	-	-
ii) On purposes other than (i) above	313.47	406.51
iii) Nature of CSR activities		
Eradicating hunger, poverty and malnutrition		
Promoting education		
Community Development		
d) Related party transactions	-	-
e) Shortfall /(excess) at the end of the year	-	(18.09)
f) Movements in provision of liability created	-	-

33. Business combination

(a) On 11 March 2024, the Company had entered into a Share subscription and purchase agreement (SSPA) (as amended) with Crestia Polytech Private Limited ('Crestia') for subscription and purchase of the shares of Crestia. Pursuant to the SSPA, Crestia entered into Share purchase agreements (SPAs) with the respective shareholders of Topline Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited (formerly known as "Sainath Polymers") and Aditya Poly Industries Private Limited (formerly known as "Aditya Industries") (Crestia and other entities as mentioned here are together referred to as 'the Group entities'). Post completion of the agreed closing conditions, the Company obtained control over the Group entities and consolidated in its books of account effective 05 April 2024. The Company has made investment of INR 16046 lakhs in the Group entities as on 31 March 2025 out of which INR 11710.51 lakhs has been paid to shareholders of group entities as purchase consideration.

The fair value of assets and liabilities acquired have been determined in accordance with Ind AS 103 ""Business Combinations"". The Company along with the respective shareholders of the Group entities (the seller) has determined working capital balances taken over by the Company as part of the acquisition. The Group has carried out purchase price allocation between goodwill, tangible assets, intangible assets and other working capital balances taken over. Taking control of the Group entities will enable the Group with additional capacity in the polymer solutions business. The acquisition is also expected to provide the Group with an increased share of the Group entities' customer base. The Group also expects to reduce costs through economies of scale.

Below is the summary of purchase price allocation:

Particulars	INR in lakhs
A. Consideration	
Cash paid	10,838.95
Hold back amount payable	213.05
Contingent consideration	658.51
Total consideration	**11,710.51**
B. Identifiable assets acquired and liabilities assumed	
Assets acquired	
Property, plant and equipment including ROU assets	15,217.62
Trade receivables	1,087.34
Inventories	2,532.20
Other assets	2,271.09

33. Business combination (Contd..)

Particulars	INR in lakhs
Intangible assets acquired	
Brand	1,550.00
Distribution network	950.00
Non-compete fees	430.00
	24,038.25
Liabilities assumed	
Trade payables	3,153.27
Borrowings	14,323.95
Other liabilities	1,418.84
Deferred tax liability	1,755.47
	20,651.53
Total net assets acquired	**3,386.72**

(b) Pursuant to the SSPA and SPAs, the Group has recorded a contingent consideration at fair values towards acquisition of certain assets which includes subsidy receivable from Bihar Industrial Area Development Authority, GST receivable and trade receivables outstanding for a period more than 90 days, amounting to INR 658.51 lakhs. The contingent consideration shall become payable to the sellers upon realisation of the underlying receivables.

(c) The Group has hold back consideration amounting to INR 213.05 lakhs which is payable on demand.

(d) **(i) Measurement of fair values**

The valuation techniques used for measuring the fair value of material assets acquired were as follows:

Assets Acquired	Valuation technique
Property, plant and equipment	*Market approach and cost approach:* Freehold Industrial land parcel have been valued using sales comparison method under market approach as comparable land parcels were available for sale/re-sale around the Valuation Date. Direct quotation method of cost approach has been used for valuation of factory buildings. Combination of direct quotation and indirect indexing method of cost approach has been used for valuation of plant & machinery and electrical and electronic installation.
Intangible assets	*Relief from royalty method:* Brand has been valued using relief from royalty method wherein the net revenue expected to be generated by the intangible asset during its expected remaining life of 15 years is multiplied by the selected benchmark royalty rate of 1% and is discounted to present value. *With and without method:* Distribution network and non-compete rights are valued using this method. Under this method, present value of the after-tax cash flows of the business assuming that the intangible asset is in place is compared to the present value of the after-tax cash flows of the business assuming the absence of the intangible asset for a period of 4 years and 5 years respectively.

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33. Business combination (Contd..)

(ii) Acquired receivables

Fair value of the acquired trade receivables at the date of acquisition is INR 1087.34 lakhs. The trade receivables comprise gross contractual amounts due of INR 1087.34 lakhs, of which INR 15.70 lakhs was expected to be uncollectable at the date of acquisition.

(e) Goodwill

Goodwill arising from the acquisition has been recognised as follows:

Particulars	INR in lakhs
Total consideration	11,710.51
Fair value of net identifiable assets	3,386.72
Goodwill	**8,323.79**

The goodwill is attributable mainly to the synergies, expected to be achieved from integrating the acquired assets into the Group's existing Polymer Solutions segment, together with the value of workforce acquired and to explore untapped geographies. None of the goodwill recognised is expected to be deductible for tax purposes.

(f) Acquisition related costs

The Group incurred acquisition-related costs of INR 684.14 lakhs on legal fees, due diligence costs and other professional fees. These costs have been included in "legal and professional fees" under "other expenses (refer note 31).

(g) For the period 05 April 2024 to 31 March 2025, acquired business contributed revenue of INR 14,898.71 lakhs and a loss before tax of INR 4368.53 lakhs to the Group's results. If the acquisition had occurred on 01 April 2024, Management estimates that the consolidated revenue of the Group would have been INR 3,61,522.79 lakhs and consolidated loss before tax of the Group for the year would have been 4,345.73 lakhs. In determining these estimates, management has assumed that the fair value adjustments, that arose on the date of acquisition would have been the same if the acquisition had occurred on 01 April 2024.

34. Income-tax

(A) Amount recognised in the statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax	2,142.31	3,533.14
Income-tax for earlier years	125.60	(122.80)
Deferred tax attributable to temporary differences	(3,323.29)	(3,334.51)
Tax expenses	**(1,055.38)**	**75.83**

(B) Amount recognised in other comprehensive income ("OCI")

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Deferred tax related to items recognised in OCI		
Deferred tax benefit on remeasurements of defined benefit plans	58.11	41.01
Deferred tax benefit on fair value gain on investments in equity instruments through OCI	(1.04)	(0.02)
Deferred tax income / (expense) recognised in OCI	**57.07**	**40.99**

34. Income-tax (Contd..)

(C) Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit before tax	(4,238.11)	3,612.70
Enacted tax rate in India	25.168%	25.168%
Tax using the Company's domestic tax rate	(1,066.65)	909.24
Tax effect of:		
Differences in tax rates in foreign jurisdictions	(531.79)	(496.22)
Non-deductible tax expenses	810.61	391.31
Rate difference	(839.21)	(44.93)
Change in estimate relating to earlier years	644.54	-
Recognition of tax allowances	(258.17)	(567.14)
Others	2.62	6.37
	(1,238.05)	**198.63**
Adjustments in respect of income-tax for earlier years	125.60	(122.80)
Income-tax recognised in the consolidated statement of profit and loss	**(1,112.45)**	**75.83**

(D) The major components of deferred tax liabilities/ assets arising on account of timing differences are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax liabilities		
Excess of depreciation / amortisation on fixed assets under income-tax law over depreciation / amortisation provided in books of account	14,159.12	12,233.66
Fair value gain on derivatives	12.25	5.41
Right of use assets	8,340.71	7,619.20
Others	106.19	165.82
Total deferred tax liabilities (A)	**22,618.27**	**20,024.09**
Deferred tax assets		
Excess of depreciation / amortisation on fixed assets under income-tax law over depreciation / amortisation provided in books of account	21.00	-
Allowable for tax purposes on payment basis	1,827.73	1,770.83
Provision for doubtful trade receivables	679.67	592.58
Voluntary early retirement scheme	8.80	2.83
Carry forward losses	6,787.58	679.95
Lease Liability	7,709.23	7,149.10
Others	551.91	3,045.26
Total deferred tax assets (B)	**17,585.92**	**13,240.55**
Net deferred tax liability (A-B)	**5,032.35**	**6,783.54**
Deferred tax assets	600.97	-
Deferred tax liabilities	5,633.32	6,783.54

34. Income-tax (contd..)

(E) Movement in temporary differences:

Particulars	Balance as at 01 April 2023	Recognised in profit or loss during 2023-24	Recognised in OCI during 2023-24	Recognised in share of profit of equity accounted investees	Foreign currency translation impact	Balance as at 31 March 2024	Acquired on business combination (refer note 33)	Recognised in profit or loss during 2024-25	Recognised in OCI during 2024-25	Recognised in share of profit of equity accounted investees	Foreign currency translation impact	Balance as at 31 March 2025
Deferred tax liabilities												
Excess of depreciation / amortisation on fixed assets under income-tax law over depreciation / amortisation provided in books of account	12,447.49	(247.80)	-	-	33.97	12,233.66	2,171.10	(534.23)	-	-	288.59	14,159.12
Fair valuation gain in derivatives	217.43	(212.15)	-	-	0.13	5.41	-	6.71	-	-	0.13	12.25
Right of use assets	881.67	6,726.73	-	-	10.80	7,619.20	313.96	357.33	-	-	50.22	8,340.71
Others	250.86	(86.12)	0.02	-	1.06	165.82	-	(64.40)	1.02	-	3.75	106.19
Total deferred tax liabilities (A)	**13,797.45**	**6,180.66**	**0.02**	**-**	**45.96**	**20,024.09**	**2,485.06**	**(234.59)**	**1.02**	**-**	**342.69**	**22,618.27**
Deferred tax assets												
Excess of depreciation / amortisation on fixed assets under income-tax law over depreciation / amortisation provided in books of account	-	-	-	-	-	-	27.03	(6.03)	-	-	-	21.00
Allowable for tax purposes on payment basis	1,609.41	87.71	36.37	-	37.34	1,770.83	-	19.96	-	-	36.94	1,827.73
Provision for doubtful trade receivables	536.72	55.86	-	-	-	592.58	-	87.09	-	-	-	679.67
Voluntary early retirement scheme	0.72	2.10	-	-	0.01	2.83	-	5.90	-	-	0.07	8.80
Leases	696.79	6,441.83	-	-	10.48	7,149.10	153.36	230.44	-	-	176.33	7,709.23
Others	129.06	2,921.19	4.64	6.48	(16.11)	3,045.26	311.93	(2,953.50)	58.11	6.74	83.37	551.91
Carry forward losses	679.95	-	-	-	-	679.95	394.73	5,698.10	-	-	14.80	6,787.58
Total deferred tax assets (B)	**3,652.64**	**9,508.69**	**41.01**	**6.48**	**31.72**	**13240.55**	**887.05**	**3.081.96**	**58.11**	**6.74**	**311.51**	**17,585.92**
Net deferred tax (asset) / liability (A-B)	**10,144.80**	**(3,328.03)**	**(40.99)**	**(6.48)**	**14.24**	**6783.54**	**1,598.01**	**(3,316.55)**	**(57.09)**	**(6.74)**	**31.18**	**5,032.35**

35. Operating segments

A. Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments results are reviewed regularly by the Group's Chief Executive Officer (CEO) to make decisions about resources to be allocated to the segments and assess their performance.

The Group has four reportable segments, as described below, which are the Group's strategic business units. These business units offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the business units, the Group's CEO reviews internal management reports on regular basis.

The following summary describes the operations in each of the Group's reportable segments:

Reportable segments	Operations
Roofing Solutions	Manufacturing and distributing Fibre Cement Sheets, Non-asbestos Cement Sheets, Block joining mortars
Building Solutions	Manufacturing and distributing Fly Ash Blocks, Boards, Aerocon Panels and Dry-mix
Polymer Solutions	Manufacturing and distributing Pipes & Fittings, Wall Putty and Construction Chemicals
Flooring Solutions	Manufacturing and distributing Laminate, Engineered and Resilient Flooring, Skirtings and Wall Panel products
Others	Wind Power, Material Handling and Processing Plant and Equipments

B. Information about reportable segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's CEO. Segment profit is used to measure performance as Management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

Particulars	31 March 2025	31 March 2024
1 Segment revenue		
(Revenue / Income from segments)		
(a) Roofing solutions	1,13,414.19	1,14,706.44
(b) Building solutions	53,872.68	54,521.84
(c) Polymer solutions	71,434.83	53,538.22
(d) Flooring solutions	1,22,564.76	1,14,416.06
(e) Others	560.26	665.31
Total	**3,61,846.72**	**3,37,847.87**
Less: Inter segment revenue	323.93	351.26
Revenue / Income from operations	**3,61,522.79**	**3,37,496.61**
2 Segment results		
Profit before tax from segments		
(a) Roofing solutions	10,877.29	13,594.06
(b) Building solutions	2,660.14	2,685.08
(c) Polymer solutions	(4,785.51)	1,425.18
(d) Flooring solutions	(9,544.41)	(8,813.16)
(e) Others	(47.95)	461.20
Total	**(840.44)**	**9,352.36**

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35. Operating segments (Contd..)

B. Information about reportable segments (Contd..)

Particulars	31 March 2025	31 March 2024
Less:		
i) Interest	2,192.84	791.24
ii) Other un-allocable expenditure net-off un-allocable income	1,312.45	5,006.75
Total profit before tax	**(4,345.73)**	**3,554.37**
3 Segment assets		
(a) Roofing solutions	53,340.65	53,505.79
(b) Building solutions	47,084.91	44,253.13
(c) Polymer solutions	61,513.70	27,436.80
(d) Flooring solutions	1,19,022.83	1,20,738.94
(e) Others	2,733.44	2,869.90
(f) Unallocated	8,871.82	25,518.93
Total assets	**2,92,567.35**	**2,74,323.49**
4 Segment liabilities		
(a) Roofing solutions	19,047.38	18,249.68
(b) Building solutions	9,293.76	9,459.95
(c) Polymer Solutions	27,292.30	8,790.43
(d) Flooring Solutions	77,729.43	72,919.38
(e) Others	133.18	143.21
(f) Unallocated	37,926.52	39,476.95
Total liabilities	**1,71,422.57**	**1,49,039.60**

C. Geographical information

The geographical information analyses the Group's revenues and non-current assets by the Group's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographic market, regardless of where the goods were produced and segment assets presentation is based on the geographical location of the assets.

(i) Revenue from external customers

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
India	2,37,818.88	2,21,863.67
Europe and other countries	123703.91	1,15,632.94
	3,61,522.79	**3,37,496.61**

(ii) Carrying amount of non-current assets (excluding derivative assets)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
India	1,04,058.36	74,937.50
Europe and other countries	77409.38	77,496.72
	1,81,467.74	**1,52,434.22**

D. Major customer

Revenue from any customer of the Group's Roofing Solutions, Building Solutions, Polymer Solutions, Flooring Solutions and other segments does not exceed 10% of the total revenue reported and hence, the Management believes there are no major customers to be disclosed.

36. Employee benefits

The Group has the following post-employment benefit plans:

(a) Defined contribution plan

The following amount has been recognised as an expense in consolidated statement of profit and loss on account of contribution to provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

Particulars	31 March 2025	31 March 2024
Contribution to provident fund	5,897.89	5,769.50
Contribution to employees state insurance schemes	291.59	219.53
	6,189.48	**5,989.03**

(b) Defined benefit plan

The Group has various employee benefit plans covering different categories of employees based on location of employment.

A. Gratuity plan of the Company

In accordance with the 'The Payment of Gratuity Act, 1972', the Company provides for Gratuity, the Employees' Gratuity Fund Scheme (the Gratuity Plan), covering eligible employees in India. Liabilities with regard to such Gratuity Plan are determined by an actuarial valuation as at the end of the year and are charged to the consolidated statement of profit and loss. This defined benefit plans expose the Company to actuarial risks, such as liquidity risk, interest rate risk, investment risk, etc.

Interest Rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Liquidity Risk: This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Investment Risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

The Gratuity plan is administered through Group Gratuity Scheme with Life Insurance Corporation of India ('LIC'). Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service or part thereof in excess of six months.

The Company has determined that, in accordance with the terms and conditions of the gratuity plan, and in accordance with statutory requirements (including minimum funding requirements) of the plan of the relevant jurisdiction, the present value of refund or reduction in future contributions is not lower than the balance of the total fair value of the plan assets less the total present value of obligations. As such, no decrease in the defined benefit asset is necessary at 31 March 2025 (31 March 2024: no decrease in defined benefit asset).

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36. Employee benefits (Contd..)

(b) Defined benefit plan (Contd..)

A. Gratuity plan of the Company (Contd..)

i. Reconciliation of the net defined benefit (asset) / liability

The following tables summarises the components of net benefit expense recognised in the consolidated statement of profit and loss, the funded status and amount recognised in the consolidated balance sheet for the gratuity plan:

Particulars	31 March 2025	31 March 2024
Reconciliation of present value of defined benefit obligation		
Balance at the beginning of the year	2,683.67	2,421.39
Acquisition through business combination	104.48	-
Current service cost	334.09	278.59
Interest cost	194.72	180.78
Re-measurement (or actuarial) (gain) / loss arising from:		
- change in financial assumptions	107.75	54.82
- experience variance (i.e. actual experience vs assumptions)	8.28	(29.63)
Benefits paid	(316.05)	(222.28)
Balance at the end of the year	**3,116.94**	**2,683.67**
Reconciliation of the present value of plan assets		
Balance at the beginning of the year	2,268.53	2,105.27
Interest income	162.11	157.18
Contributions paid into the plan	0.36	0.34
Benefits paid	(0.01)	(0.95)
Return on plan assets, excluding amount recognised in net interest expense	9.94	6.69
Balance at the end of the year	**2,440.93**	**2,268.53**
Net defined benefit liability recognised in consolidated balance sheet	**676.01**	**415.14**
Expense recognised in consolidated statement of profit and loss		
Current service cost	334.09	278.59
Net interest cost on the net defined benefit liability	32.64	23.60
	366.73	**302.19**
Remeasurements recognised in other comprehensive income		
Actuarial loss / (gain) on defined benefit obligation	116.03	25.19
Return on plan assets, excluding amount recognised in net interest expense	(9.95)	(6.69)
	106.08	**18.50**

Plan assets

Plan assets comprises of the following:

Particulars	31 March 2025	31 March 2024
Fund managed by LIC	100%	100%

36. Employee benefits (Contd..)

(b) Defined benefit plan (Contd..)

A. Gratuity plan of the Company (Contd..)

ii. Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	31 March 2025	31 March 2024
Discount rate	6.55% - 6.65%	7.15%
Future salary growth	7% - 8%	8.00%
Attrition rate	7% - 39%	7.00%
Mortality rate (as a % of Indian Assured Lives Mortality 2012-14 (IALM) for FY 2024-25 and FY 2023-24)	100%	100%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the market yields of high quality corporate bonds as on the valuation date.

The salary growth rate indicated above is the Group's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Attrition rate indicated above represents the Group's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

iii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation and current service cost by the amounts shown below:

Particulars	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Effect of 1% change in the assumed discount rate	2,812.06	3,249.29	2,508.48	2,882.66
Effect of 1% change in the assumed salary growth rate	3,243.92	2,812.70	2,879.06	2,508.25
Effect of 50% change in the assumed attrition rate	2,962.28	3,117.32	2,641.92	2,739.23
Effect of 10% change in the assumed mortaility rate	3,014.79	3,015.84	2,683.36	2,683.92

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

There are no changes in the methods and assumptions used in preparing the sensitivity analysis from the previous year.

Expected contributions to the plan for the next annual reporting period

The Company expects to contribute a sum of INR 926.96 Lacs to the plan for the next annual reporting period (31 March 2024: INR 722.35 Lacs).

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36. Employee benefits (Contd..)

(b) Defined benefit plan (Contd..)

A. Gratuity plan of the Company (Contd..)

Maturity profile of the defined benefit obligation

Expected cash flows on undiscounted basis

Particulars	31 March 2025	31 March 2024
Within 1 year	476.76	521.48
2 to 5 years	1,303.03	1,029.52
6 to 10 years	1,266.15	1,129.36
More than 10 years	2,503.70	2,293.49

As at 31 March 2025, the weighted average duration of the defined benefit obligation ranges from 2.55 years - 7 years (31 March 2024: 7 years).

B. Other retirement benefit plans in subsidiary companies outside India

In respect of subsidiary companies outside India, the Group has defined benefit retirement plans covering its employees. Pension provisions are recognised for obligations due to benefit plans for old age, invalidity and surviving dependent's benefits. Benefits vary according to the legal, tax, and economic circumstances prevailing in each relevant country. Benefits are usually based on the length of service and final salary of employees. The actuarial valuation of the present value of the defined benefit obligation has been carried out as at 31 March 2025 and 31 March 2024.

i. Reconciliation of the net defined benefit (asset) / liability

The following tables summarises the components of net benefit expense recognised in the consolidated statement of profit and loss, the funded status and amount recognised in the consolidated balance sheet for the gratuity plan:

Particulars	31 March 2025	31 March 2024
Reconciliation of present value of defined benefit obligation		
Balance at the beginning of the year	2,447.91	2,368.18
Current service cost	43.68	41.35
Interest cost	82.10	85.48
- change in demographic assumptions	0.32	(1.08)
- change in financial assumptions	22.49	64.56
- experience variance (i.e. actual experience vs assumptions)	90.04	66.52
Benefits paid	(277.62)	(188.56)
Foreign exchange fluctuation	58.80	11.46
Balance at the end of the year	**2,467.72**	**2,447.91**
Reconciliation of the present value of plan assets		
Balance at the beginning of the year	-	251.37
Interest income	-	4.67
Contributions paid into the plan	-	(252.26)
Return on plan assets, excluding amount recognised in net interest expense	-	(4.67)
Foreign exchange fluctuation	-	0.89
Balance at the end of the year	**-**	**-**
Net defined benefit liability recognised in consolidated balance sheet	**2467.72**	**2447.91**

36. Employee benefits (Contd..)

(b) Defined benefit plan (Contd..)

B. Other retirement benefit plans in subsidiary companies outside India (Contd..)

i. Reconciliation of the net defined benefit (asset) / liability (Contd..)

Particulars	31 March 2025	31 March 2024
Expense recognised in consolidated statement of profit and loss		
Current service cost	43.68	41.35
Net interest cost on the net defined benefit liability	82.10	80.81
	125.78	**122.16**
Remeasurements recognised in other comprehensive income		
Actuarial loss / (gain) on defined benefit obligation	112.85	134.67
	112.85	**134.67**

Particulars	31 March 2025	31 March 2024
Fund managed by Neue Leben Lebensversicherungs AG for the fund created for liability of one of the subsidiary company	0%	0%

ii. Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	31 March 2025	31 March 2024
Discount rate	3.35%	3.50%
Future salary growth	0.00 to 3.70%	0.00 to 3.82%
Pension increase rate	1.75%	1.75%
Attrition rate	7.37%	7.75%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Group's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Attrition rate indicated above represents the group's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

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36. Employee benefits (Contd..)

(b) Defined benefit plan (Contd..)

B. Other retirement benefit plans in subsidiary companies outside India (Contd..)

iii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation and current service cost by the amounts shown below:

Particulars	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Effect of 1% change in the assumed discount rate	1,335.81	1,594.78	1,364.24	1,628.78
Effect of 1% change in the assumed pension rate	1,593.63	1,335.04	1,627.63	1,363.48

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Expected contributions to the plan for the next annual reporting period

The Company expects to contribute a sum of INR NIL to the plan for the next annual reporting period (31 March 2024: NIL).

Maturity profile of the defined benefit obligation

Particulars	31 March 2025	31 March 2024
Within 1 year	224.53	230.60
2 to 5 years	776.20	806.31
More than 5 years	984.67	923.99
More than 10 years	1313.02	1,339.92

At 31 March 2025, the weighted average duration of defined benefit obligation was 9.13 years (31 March 2024: 9.14 years).

37. Earnings per share ("EPS")

Particulars	31 March 2025	31 March 2024
(a) Net profit attributable to the equity shareholders	(3,290.35)	3,478.54
(b) Weighted average number of equity shares outstanding during the year	75,40,899	75,38,952
(c) Effect of potential equity shares on employee stock options outstanding*	-	-
(d) Weighted average number of equity shares outstanding for computing diluted earnings per share [(b) + (c)]	75,40,899	75,38,952
(e) Nominal value of equity shares (in INR)	10.00	10.00
(f) Basic earnings per share (in INR) [(a)/(b)]	(43.63)	46.15
(g) Diluted earnings per share (in INR) [(a)/(d)]	(43.63)	46.15

*As at 31 March 2025: 65,656 (31 March 2024: 65,656) options were excluded from the diluted weighted average number of equity share calculation because their effect would have been anti-dilutive.

The average market value of the Company's shares for the purpose of calculating the dilutive effect of share options was based on quoted market prices for the year during which the options were outstanding.

38. Capital commitments

Particulars	31 March 2025	31 March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	1,605.17	4,346.93

Note: The Holding Company has issued a corporate guarantee of Euro 33.705 million (31 March 2024: Euro 33.705 million) at a commission of 0.50% p.a. on the outstanding guarantee amount, in favour of the wholly owned subsidiary company, HIL International GmbH, Germany on 27 September 2023 in respect of the loan taken by the subsidiary from ICICI Bank UK PLC, Germany. Further, the Holding company has extended an unconditional letter of financial support to HIL International GmbH and its subsidiaries ('the subsidiary group') to the extent necessary for the subsidiary group. This will enable the subsidiary group to continue to operate their business and meet their financial obligations for the foreseeable future and specifically at least until 31 December 2026. The Holding company will continue to make available such funds as are needed by the Subsidiary group.

39. Contingent liabilities

A. Contingent liabilities (not provided for) in respect of:

Particulars	31 March 2025	31 March 2024
(a) Demand raised by the Income-tax authorities, being disputed by the Group*	1,181.10	1,180.92
(b) Demands raised by sales tax and Goods and service taxes authorities, being disputed by the Group**	10,247.35	8,591.89
(c) Demands (including penalties) raised by excise authorities, being disputed by the Group***	698.37	698.37
(d) Appeal filed by the Group before the High Court of Judicature of Andhra Pradesh against the decision of appeal in favour of the Income-tax department pertaining to wealth tax matter.	56.98	56.98
(e) Pending cases with High Court where Income-tax department has preferred appeals	1,531.36	1,531.36
(f) Demand for property tax, being disputed by the Group^	-	-
(g) Other claims against the Group not acknowledged as debts ****	271.11	271.11

(h) There are other civil matters against the Group of which one such case is pertaining to certain mining activity performed by the Group in the past. The National Green Tribunal ("NGT"), New Delhi, disposed off the above case in the earlier year, directing that the restoration of mine to be carried out by State of Jharkhand; and filing of claims by the victims before the District Judge, Chaibasa for adjudication. Aggrieved by some of the findings in the aforesaid Orders and subsequent Orders passed by NGT, the Company filed a Civil Appeal before the Honourable Supreme Court of India. The Honourable Supreme Court of India directed to issue notice to other parties and maintain status in the meantime. During the earlier year, the district mining officer, Chaibasa, has sought payment of environment compensation of INR 1344 lakhs from the Group which is in wilful disobedience of the aforesaid order passed by the Honourable Supreme Court. The Group has responded accordingly. In view of the aforesaid Status Quo Order the further proceedings before NGT are being adjourned from time to time. Management believes that the final outcome of the above matter is not expected to be material on the consolidated financial statements.

* Income-tax demand comprises of demand from the Indian tax authorities upon completion of their assessment. The tax demands are mainly on account of disallowance of the benefit on research & development expenses, other expenses not allowed.

** The demands raised by the sales tax authority are mainly towards enhancement of turnover due to certain disallowances, entry tax on stock transfers and local sales tax demand upon completion of assessment and various other miscellaneous cases raised by the respective state authorities.

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39. Contingent liabilities (Contd..)

A. Contingent liabilities (not provided for) in respect of: (Contd..)

**During the year ended 31 March 2023, the Holding company received a demand from Goods and Services Tax Department, Government of Tamil Nadu, Chennai amounting to INR 7160 lakhs for the period 01 July 2017 to 31 August 2022, with regards to HSN (Harmonized System Nomenclature) Classification code of one of the product sold by the Holding company. The Holding company challenged the said Orders by filing Appeals before Deputy Commissioner (Appeals), Chennai. Aggrieved by the order of the Appellate Authority confirming the demand, the Company has challenged the said Orders in the Honourable High Court of Madras by filing writ petition. Further, during the previous year, a demand for an amount of INR 470 lakhs was received by the Holding company from Goods and Services Tax Department, Government of Tamil Nadu, Chennai on this matter for the period 01 September 2022 to 31 March 2023. As on 31 March 2025, the Company has considered the aforesaid amount of INR 7630 lakhs as Contingent liability.

*** The demand raised by the excise authority is mainly towards excise duty demand including interest and penalty towards disallowance of availment of CENVAT credit and wrong classification of products as taxable versus exempt product.

**** Other claims against the Company not acknowledged as debt mainly includes liability towards fuel surcharge adjustment disputed with electricity board for the financial year 2008-09 and 2009-10.

^ Greater Hyderabad Municipal Corporation ("GHMC") had served property tax demand notices on the Company claiming outstanding property tax to the tune of INR 1083 lacs and the same was considered as contingent liability. The Company challenged the said demand notices in the Honourable High Court of Telangana ("High Court"). During the earlier year, the Honourable High Court has passed an order directing GHMC to reassess the tax dues subject to compliance of applicable laws. The original tax dues stand disposed in view of fresh tax computation within the provision of law. While the Company is awaiting fresh demand notice from GHMC consequent to the order of Honourable High Court, the management has created adequate provision basis its own assessment.

The Group is contesting various claims and demands and the Management believes that its position will likely be upheld in the process and accordingly no expense has been accrued in the consolidated financial statements for such claims and demands received as the ultimate outcome of this process will not have a material adverse effect on the Group's consolidated financial statements.

Pending resolution of the aforesaid respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its consolidated financial statements. The Group does not expect any reimbursements in respect of the above contingent liabilities.

B. On 28 February 2019, the Honourable Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. However, considering that there are numerous interpretative issues relating to retrospective application of this judgement, the Group has made a provision for provident fund contribution based on the best estimate during the earlier year. The Group will evaluate its position and update its provision, if required, on receiving further clarity on the subject.

40. Related parties

A. List of related parties and nature of relationship

Name of the related party	Nature of relationship	Country	% of Holding as at	
			31 March 2025	31 March 2024
Supercor Industries Limited (refer note 53)	Joint venture	Nigeria	33%	33%
Parador (Shanghai) Trading Co., Ltd.	Joint venture	China	50%	50%

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40. Related parties (Contd..)

A. List of related parties and nature of relationship (Contd..)

Name of the related party	Nature of relationship
Key Management personnel (KMP)	
Mr. Akshat Seth	Chief Executive Officer ("CEO") and Managing Director (“MD”)
Mr. Saikat Mukhopadhyay	Chief Financial Officer (till 23 July 2023)
Mr. Ajay Kapadia	Chief Financial Officer (w.e.f. 24 July 2023)
Mr. Kamal Saboo	Company Secretary and Head - Legal (w.e.f. 15 July 2023 till 01 September 2023)
Ms. Nidhi Bisaria	Company Secretary (w.e.f. 02 September 2023)
Non-Executive Directors and Independent Directors	
Mr. Chandrakant Birla	Chairman (Non-executive Director)
Mr. Desh Deepak Khetrapal	Non-executive Director
Ms. Gauri Rasgotra	Independent Director (till 08 May 2024)
Mr. V.V. Ranganathan	Independent Director (till 17 March 2024)
Mr. Sunil Ramakant Bhumralkar	Independent Director (w.e.f 18 March 2024)
Dr. Arvind Sahay	Independent Director
Ms. Amita Birla	Non-executive Director (w.e.f 01 April 2024)
Ms. Nidhi Jagat Killawala	Independent Director (w.e.f 01 April 2024)
Prof. Janat Ghanshyambhai Shah	Independent Director (w.e.f 07 May 2024)
List of other related parties with whom there are transactions	
Birla Buildings Limited	Other related parties
CK Birla Corporate Services Limited	Other related parties
GMMCO Limited	Other related parties
National Engineering Industries Limited	Other related parties
Orient Cement Limited	Other related parties
Orient Electric Limited	Other related parties
Orient Paper and Industries Limited	Other related parties
CK Birla Healthcare Private Limited	Other related parties
Central India Industries Limited	Other related parties
Ms. Avanti Birla	Relative of Promoter
Amer Investments (Delhi) Limited	Other related parties
Ashok Investment Corporation Limited	Other related parties
Hitaishi Investments Limited	Other related parties
Hyderabad Agencies Private Limited	Other related parties
Gwalior Finance Corporation Limited	Other related parties
Ranchi Enterprises and Properties Limited	Other related parties
Birlasoft Solutions GmbH	Other related parties
Khaitan & Co	Other related parties
Khaitan & Co	Other related parties
Khaitan & Co LLP	Other related parties
Khaitan & Co AOR	Other related parties
Shekhavati Investments and Traders Limited	Other related parties
Universal Trading Company Limited	Other related parties

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40. Related parties (Contd..)

B. Transactions with related parties^

Related party	Nature of transactions	31 March 2025	31 March 2024
Non-Executive Directors and Independent Directors	Sitting fees, reimbursements and commission	116.72	177.00
	Dividend Paid	11.56	20.55
Key Management personnel (KMP)			
	- Salaries*/ Managerial remenuration	1,040.70	936.64
	- Long term incentives	-	147.50
	- Gratuity	50.85	30.03
	- Compensated absences	32.37	19.97
	- Sale of assets	-	7.20
Relative of Promoter			
Ms. Avanti Birla	- Salaries*	200.46	171.16
	- Long term incentives	-	44.48
	- Gratuity	14.45	4.65
	- Compensated absences	17.15	6.73
GMMCO Limited	Purchase of goods	7.26	35.50
	Purchase of services	20.63	6.41
	Sale of Goods	-	5.72
Orient Electric Limited	Sales of finished goods	0.78	-
National Engineering Industries Limited	Rent and maintenance charges paid	416.78	61.53
Birla Buildings Limited	Rent and maintenance charges paid	48.71	43.15
	Rent received	0.24	0.03
	Dividend received	0.38	0.25
CK Birla Corporate Services Limited	Professional services received	675.22	750.18
	Brand usage charges	66.52	81.84
Orient Paper and Industries Limited	Rent received	54.66	54.66
	Sale of finished goods	3.37	6.59
	Dividend paid	203.93	362.54
	Rent paid	-	114.09
Orient Cement Limited	Rent received	69.46	69.46
	Sales of finished goods	0.39	0.51
	Purchase of goods	6.86	-
CK Birla Healthcare Private Limited	Purchase of services	197.56	130.28
Birlasoft Solutions GmbH	Purchase of services	63.35	-
Khaitan & Co	Professional services received	5.10	-
Khaitan & Co	Professional services received	62.41	-
Khaitan & Co LLP	Professional services received	81.81	-
Khaitan & Co AOR	Professional services received	6.66	-
Central India Industries Limited	Dividend paid	241.79	429.85
Amer Investments (Delhi) Limited	Dividend paid	69.47	123.51
Ashok Investment Corporation Limited	Dividend paid	71.49	127.10
Hitaishi Investments Limited	Dividend paid	15.09	26.83
Hyderabad Agencies Private Limited	Dividend paid	0.92	1.64
Gwalior Finance Corporation Limited	Dividend paid	21.65	38.48
Ranchi Enterprises and Properties Limited	Dividend paid	1.01	1.80
Shekhavati Investments and Traders Limited	Dividend paid	50.51	89.79
Universal Trading Company Limited	Dividend paid	0.90	1.60

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40. Related parties (Contd..)

C. Balances outstanding^

Related party	Details	31 March 2025	31 March 2024
Supercor Industries Limited, Nigeria	Dividend receivable on investments #	9.01	9.01
Non-Executive Directors and Independent Directors	Commission	32.22	105.00
Key Management personnel (KMP)			
	- Salaries*/ Managerial remenuration	288.78	221.16
	- Gratuity	50.85	30.95
	- Compensated absences	32.37	20.64
	- Long term incentives	-	147.50
Relative of Promoter			
Ms. Avanti Birla	- Salaries*	41.04	31.32
	- Gratuity	14.45	7.45
	- Compensated absences	17.15	9.28
	- Long term incentives	-	44.48
GMMCO Limited	Trade payable	1.72	13.85
	Trade receivable	-	5.73
Birla Buildings Limited	Rent payable	1.33	0.45
	Rent receivable	0.28	0.04
CK Birla Corporate Services Limited	Trade payables	42.87	87.31
CK Birla Healthcare Private Limited	Other payables	-	13.20
	Trade payables	16.19	-
Orient Cement Limited	Trade receivable	0.46	-
Orient Paper & Industries Limited	Rent receivable	-	3.89
Khaitan & Co	Trade payable	0.57	-
Khaitan & Co LLP	Trade payable	7.23	-
National Engineering Industries Limited	Reimbursements	6.17	2.25

During earlier year, the Group made provision for the dividend receivable amounting to INR 9.01 lacs from Supercor Industries Limited ("Supercor") as the receipt of same is considered to be doubtful. Further, the Group has also made provision for value of investment in Supercor in the books of account amounting to INR 142.60 lakhs.

* Payment of insurance costs are made for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable, therefore, not included above.

^ Disclosures are including Goods and Services Tax, wherever applicable.

41. Details of dues to Micro Enterprises and Small Enterprises as per Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

The information as required under the MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group.

Particulars	31 March 2025	31 March 2024
(a) The principal amount remaining unpaid to any supplier as at the end of each accounting year [(including INR 297.87 lakhs shown under capital creditors (31 March 2024: INR 174.84 lakhs) and INR 57.15 lakhs (31 March 2024: INR 54.74 lakhs) shown under liabilities on business acquisition]	3120.53	2298.41
(b) The interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	Nil	0.67
(c) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil

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41. Details of dues to Micro Enterprises and Small Enterprises as per Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 (Contd..)

Particulars	31 March 2025	31 March 2024
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006;	Nil	Nil
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
(f) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	Nil	Nil

42. Share based payments

A. Description of share-based payment arrangements

Employee stock option scheme (equity-settled)

The Holding company provides share-based payment schemes to its eligible employees as identified in the employee stock option schemes. The relevant details of these schemes and the grants are as below:

On 12 August 2019, the Nomination and Remuneration cum Compensation Committee of the Board of Directors of the Company approved the HIL Employees Stock Option Scheme 2019 (ESOP scheme 2019) for issue of stock options to identified employees of the Company.

On 27 January 2023, the Nomination and Remuneration cum Compensation Committee of the Board of Directors of the Company approved the HIL Employees Stock Option Scheme 2023 (ESOP scheme 2023) for issue of stock options to identified employees of the Company. Subsequently, the scheme was approved by the Shareholders of the Company on 04 April 2023, through Postal Ballot process.

According to the scheme, eligible employees identified by the Nomination and Remuneration cum Compensation Committee are entitled to options, subject to satisfaction of the prescribed vesting conditions.

The relevant terms of the grant as mentioned in the ESOP scheme 2019 and ESOP scheme 2023 are as below:

Particulars	ESOP scheme 2023			ESOP scheme 2019
	Grant I	Grant II	Grant III	Grant I
Date of grant	15 July 2023	19 October 2023	19 October 2023	14 October 2019
Number of options outstanding	56054	1742	7860	-
Vesting period	40% - 16 July 2024	40% - 19 October 2024	40% - 19 October 2025	40% - end of year 3
	60% - 01 April 2025	60% - 19 October 2025	60% - 19 October 2026	60% - end of year 4
Exercise period	4 years from the respective dates of vesting	4 years from the respective dates of vesting	4 years from the respective dates of vesting	4 years from the respective dates of vesting
Exercise price (INR)	2,999.50	2,931.00	2,931.00	1,234.15
Weighted average market price (INR)	1,075.72	1,171.22	1,302.37	1,234.15

42. Share based payments (Contd..)

B. Measurement of fair values

The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment plans measured based on the Black Scholes valuation model are as follows:

As at 31 March 2024

Particulars	ESOP scheme 2023					
	Grant I		Grant II		Grant III	
	Tranche 1	Tranche 2	Tranche 1	Tranche 2	Tranche 1	Tranche 2
Grant date	15 July 2023		19 October 2023		19 October 2023	
Fair value at grant date (INR)	1,075.72	1,075.72	1,171.22	1,171.22	1,302.37	1,302.37
Exercise price (INR)	2,999.5	2,999.5	2,931.00	2,931.00	2,931.00	2,931.00
Expected volatility (weighted average volatility)	41.25%	46.84%	45.35%	45.35%	44.48%	44.48%
Risk-free interest rate (based on government bonds)	6.91%	6.93%	7.28%	7.28%	7.30%	7.30%
Time to maturity (in years)	0.07	0.07	0.07	0.07	0.07	0.07
Expected dividends yields	1.79%	1.79%	0.85%	0.85%	0.85%	0.85%

For 31 March 2025

Particulars	ESOP scheme 2023					
	Grant I		Grant II		Grant III	
	Tranche 1	Tranche 2	Tranche 1	Tranche 2	Tranche 1	Tranche 2
Grant date	15 July 2023		19 October 2023		19 October 2023	
Fair value at grant date (INR)	1,075.72	1,075.72	1,171.22	1,171.22	1,302.37	1,302.37
Exercise price (INR)	2,999.50	2,999.50	2,931.00	2,931.00	2,931.00	2,931.00
Expected volatility (weighted average volatility)	41.25%	46.84%	45.35%	45.35%	44.48%	44.48%
Risk-free interest rate (based on government bonds)	6.91%	6.93%	7.28%	7.28%	7.30%	7.30%
Time to maturity (in years)	5.00	5.72	5.00	6.00	6.00	7.00
Expected dividends yields	1.79%	1.79%	0.85%	0.85%	0.85%	0.85%

The expected life of the stock is based on current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome. The weighted average remaining contractual life for the stock options outstanding is 3.90 years (31 March 2024: 4.90 years).

C. Reconciliation of outstanding share options

The details of activity under "ESOP scheme 2023" are summarised below:

Particulars	31 March 2025 No. of options	31 March 2024 No. of options
Outstanding at the beginning of the year	65,656	3,336
Granted during the year	-	65,656
Vested and exercised during the year	-	3,336
Outstanding at the end of the year	65,656	65,656

There are no share exercised during the year ended 31 March 2025. The weighted average share price at the date of exercise for share options exercised during the year ended 31 March 2024 was INR 2,809.20 per share.

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43. Service concession arrangement

On 21 March 2011, the Holding company entered into a service concession agreement with Gujarat Urja Vikas Nigam Limited (the grantor) to provide the service of generation of electricity and selling the same to grantor. The Power Plant was commissioned and available for use on 18 April 2011. Under the terms of the agreement, the Holding company will sell all available capacity of electricity generated from the 1.8 MW wind power plant at village Vandhiya, Gujarat for a period of 25 years at a fixed rate of INR 3.56 per kwh for delivered energy as certified by state electricity authority of Gujarat state load dispatch center ("SLDC"), starting from 18 April 2011 (commercial operation date). The Holding company will be responsible for any maintenance services required during the concession period. The Holding company does not expect major repairs to be necessary during the concession period.

On 24 September 2014, the Holding company entered into a service concession agreement with Ajmer Vidyut Vitran Nigam Limited (the grantor) to provide the service of generation of electricity and selling the same to grantor. The Power Plant was commissioned and available for use on 30 September 2014. Under the terms of the agreement, the Holding company will sell all available capacity of electricity generated from the 2 MW wind power plant at village Rajgarh, district Jaisalmer for a period of 25 years at a fixed rate of INR 5.31 per kwh for the delivered energy conforming the standards as approved by Rajasthan Electricity Regulatory Commission ("RERC"), starting from 30 September 2014 (commercial operation date). The Holding company will be responsible for any maintenance services required during the concession period. The Holding company does not expect major repairs to be necessary during the concession period.

The Holding company recognised service concession arrangement with Gujarat Urja Vikas Nigam Limited and Ajmer Vidyut Vitran Nigam Limited under intangible asset model, on the basis that the Holding company will receive variable amount of revenue from the respective DISCOMs in Gujarat and Rajasthan depending upon the actual amount of electricity generated and supplied to the respective DISCOMs. The DISCOMs has not assured any minimum amount of proceeds to the Holding company. The Holding company bears the demand risk and the right to receive cash from the DISCOMs is not unconditional i.e. it depends upon the actual amount of electricity generated and supplied to the DISCOMs.

The service concession agreements with the Gujarat Urja Vikas Nigam Limited and Ajmer Vidyut Vitran Nigam Limited does not contain a renewal option. The standard rights of the grantor to terminate the agreement in both the arrangements include poor performance by the Holding company and the event of a material breach of the terms of the agreement by the Holding company. The standard rights of the Holding company to terminate the agreement in both the arrangements include failure of the grantor to make payment under the agreement and a material breach by the grantor of the terms of the agreement.

During the year, the Holding company has recorded revenue of INR 151.18 Lacs (31 March 2024: INR 220.62 Lacs) on generation of power, and recorded profit of INR 22.96 Lacs (31 March 2024: INR 39.81 Lacs).

44. Leases - In the capacity of lessor

The Group has given certain properties under non-cancellable leases to various parties. The Group has classified these leases as operating leases because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. Following are the details of future minimum lease receivables under the agreements:

Particulars	31 March 2025	31 March 2024
Not later than one year	252.91	462.37
Later than one year and not later than five years	23.41	276.41
Later than five years	-	-

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45. Capital management

The Group aims to maintain a strong capital base so as to maintain the confidence of all stakeholders and to sustain future development of the business.

In order to maintain the capital structure, the Group monitors the return on capital, as well as the level of dividends to equity shareholders. The Group aims to manage its capital efficiently so as to safeguard its ability to continue as going concern and to optimise returns to all its shareholders. For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves and debt represents non-current borrowings and current borrowings.

The Group's total debt to equity ratio at the reporting dates were as follows:

Particulars	31 March 2025	31 March 2024
Total debt	70,998.39	54,782.18
Total debt (A)	**70,998.39**	**54,782.18**
Total equity	1,21,144.78	1,25,283.89
Total equity (B)	**1,21,144.78**	**1,25,283.89**
Total debt to total equity ratio (A/B)	**0.59**	**0.44**

46. Expenditure incurred on research and development

Revenue expenditure debited to respective heads of accounts includes expenditure incurred on Research and Development during the year amounting to INR 706.26 Lacs (31 March 2024: INR 645.76 Lacs) and assets / equipment purchased for research activities of INR 118.92 lacs (31 March 2024: INR 124.82 lacs) disclosed under Property, plant and equipment.

47. Expenditure during construction period (included in capital work-in-progress)

Particulars	31 March 2025	31 March 2024
Balance brought forward (A)	-	-
Expenditure incurred during the year		
Cost of material consumed	11.34	-
Employee benefits expense	121.98	-
Consumption of stores and spares	1.44	-
Contract wages	6.22	-
Power and fuel	25.57	-
Finance cost	98.19	-
Rent	11.56	-
Rates and taxes	6.58	-
Insurance	2.88	-
Travelling and conveyance	66.75	-
Miscellaneous	8.47	-
Total expenditure during construction period (B)	**360.98**	**-**
Less: Turnover (C)	11.02	-
Less: Stocks of finished goods out of trial run production (D)	4.89	-
Total (A+B-C-D)	**345.07**	**-**
Allocated to property, plant and equipment	-	-
Balance carried forward	**345.07**	**-**

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48. The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group is in the process of updating the documentation for the international transactions entered into with the associated enterprise during the financial year and expects such records to be in existence latest by 31 October 2025, as required by law. The Management confirms that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

49. The Group has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Group has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts (including derivative contracts), if any, has been made in the books of account.

50. Leases - In the capacity of lessee

The following tables summarise the movement in lease liabilities :

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning	22,818.30	2,449.33
Additions (including acquired through business combination)	3,379.85	21,558.36
Interest expenses	1,442.88	93.18
Deletions	(38.98)	-
Repayment of principal and interest lease liabilities	(3,193.99)	(1,316.13)
Exchange differences on translation of foreign operations	541.93	33.56
Balance at the end	**24,949.99**	**22,818.30**

As at balance sheet date, the Group is not exposed to future cash flows for extension / termination options, residual value guarantees and leases not commenced to which lessee is committed.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The Group has taken certain rented premises on lease with contract terms within one year. These leases are short-term in nature and the Group has elected not to recognise right-of-use-assets and lease liabilities for these assets. The Group has incurred following expenses relating to short-term leases for which the recognition exemption has been applied (refer note 31).

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Expenses relating to short term leases (refer note 31)	964.62	1,955.77
Expenses relating to low value leases	-	-

The following are the amounts recognised in consolidated statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on Right-of-use assets	2,288.44	1,305.64
Interest expenses	1,442.88	93.18
	3,731.32	**1,398.82**

50. Leases - In the capacity of lessee (Contd..)

Amounts recognised in Statement of Cash flows

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Repayment of principal and interest lease liabilities	3,193.99	1,316.13
	3,193.99	**1,316.13**

Total minimum lease payments are as follows:

Particulars	31 March 2025	31 March 2024
Not later than 1 year	3,181.68	2,634.56
Later than 1 year and not later than 5 years	7,617.47	6,125.05
More than 5 years	34,867.68	34,516.82

51. Other provisions

Particulars	Opening balance	Created during the year	Utilised during the year	Exchange differences on translation of foreign operations	Closing balance	Current	Non-current
(i) For the Financial year 31 March 2025							
Provision for employee related other costs [refer note (a) below]	13.32	315.90	(13.32)	3.85	319.75	319.75	-
Provision for litigations [refer note (b) below]	253.92	11.35	(28.55)	-	236.72	236.72	-
Provision - others [refer note (c) below]	390.00	-	-	-	390.00	390.00	-
Provision for warranties [refer note (d) below]	489.39	61.33	(155.86)	(9.24)	385.62	385.62	-
	1,146.63	**388.58**	**(197.73)**	**(5.39)**	**1,332.09**	**1,332.09**	**-**
(ii) For the Financial year 31 March 2024							
Provision for employee related other costs [refer note (a) below]	657.58	16.94	(656.30)	(4.90)	13.32	13.32	-
Provision for litigations [refer note (b) below]	307.25	-	(53.33)	-	253.92	253.92	-
Provision - others [refer note (c) below]	390.00	-	-	-	390.00	390.00	-
Provision for warranties [refer note (d) below]	984.13	13.82	(512.68)	4.12	489.39	489.39	-
	2,338.96	**30.76**	**(1,222.31)**	**(0.78)**	**1,146.63**	**1,146.63**	**-**

(a) The wage agreement at one of the manufacturing locations of the Group is pending as at 31 March 2025. It also includes provision for other short-term employee payables.

(b) Provision for litigations represents provision towards potential liability against various ongoing indirect tax cases based on Group's internal assessment.

(c) Provision - others represents provision towards possible obligation against certain past events for which the expected outflow is certain.

(d) Provision for warranties represents provision towards possible replacements to the customers within the agreed warranty period.

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52. Particulars of hedged foreign currency exposure as at the balance sheet date

The details of forward contracts outstanding at the year end are as follows:

Particulars	Currency	Number of contracts	Amount in foreign currency	Purpose
As at 31 March 2025	USD	38	2,34,64,704	For hedging of current and future trade payables
	EUR	18	1,65,00,000	For hedging of loan receivables
	USD	1	8,16,500	For hedging of current and future capital payables
As at 31 March 2024	USD	8	32,24,728	For hedging of current and future trade payables
	USD	3	10,13,000	For hedging of loan receivables
	EUR	2	2,00,000	For hedging of current and future trade payables
	EUR	18	1,25,00,000	For hedging of loan receivables
	EUR/USD	1	8,45,000	For hedging of loan receivables

53. Equity Accounted Investee

Interest in joint venture

The Group's interest in a joint venture company is as follows:

Investment in equity instruments - unquoted- at cost less provision for other than temporary impairment

Particulars	31 March 2025	31 March 2024
Supercor Industries Limited, Nigeria: 41,25,000 equity shares of Naira 1 each fully paid	142.60	142.60
(31 March 2024 : 41,25,000 equity shares of Naira 1 each fully paid)		
Less: Provision for investment in joint venture	(142.60)	(142.60)
Parador (Shanghai) Trading Co., Ltd., China: One share of 1,00,000 Euro each		
(31 March 2024 : One share of 1,00,000 Euro each)	-	115.41
	-	115.41
Aggregate amount of unquoted non-current investments	142.60	258.01
Aggregate amount of provision for impairment in value of non-current investments	142.60	142.60

Name of the joint venture company	Country of incorporation	Proportion of ownership interest	For the year ended on	Description of Interest
Supercor Industries Limited (refer note (a) below)	Nigeria	33%	31 December 2024	JV established for manufacture of asbestos cement sheets
Parador (Shanghai) Trading Co., Ltd	China	50%	31 March 2025	JV established for trading of Flooring Solutions products

53. Equity Accounted Investee (Contd..)

The following table summarises the financial information of Parador (Shanghai) Trading Co., Ltd. and the carrying amount of the Group's interest in Parador (Shanghai) Trading Co., Ltd. for the reporting years:

Parador (Shanghai) Trading Co., Ltd.	31 March 2025	31 March 2024
Percentage of ownership interest	50%	50%
Non-current assets	38.45	52.52
Current assets	1,566.51	1,556.35
Non-current liabilities	-	-
Current liabilities	(1,849.82)	(1,331.51)
Net Assets	**(244.86)**	**277.36**
Group's share	(122.43)	138.68
Unrealised profit eliminations	(20.73)	(23.27)
Group's share of net assets (50%)	**(143.16)**	**115.41**
Carrying amount of interest in joint venture	**-**	**115.41**
Group's share of profit / (loss)	(107.62)	(58.33)
Group's share of other comprehensive income	-	-
Group's share of total comprehensive income	**(107.62)**	**(58.33)**

During the year ended 31 March 2025, the Group has received net dividends amounting to NIL (31 March 2024: NIL) from the joint venture with Parador (Shanghai) Trading Co., Ltd.

Note:

a) The Group in financial year 1979-80 had invested in Supercor Industries Limited, Nigeria ("Supercor"). Supercor suspended its operations from November 2015 and closed its offices because of which it has not prepared any financial statements since then. Therefore, the Group has been unable to incorporate the requisite financial information, if any, of Supercor in its consolidated financial statements as required under Section 129(3) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Group's investment in Supercor as at 31 March 2025 amounts to INR NIL (31 March 2024: INR NIL), after considering the provision for diminution in value of investments amounting to INR 142.60 lakhs (31 March 2024: INR 142.60 lakhs). During the earlier years, on the basis of the request filed by the Group, an intimation was received from Reserve Bank of India for suspension of the Unique Identification Number allotted to Supercor. The Management does not foresee any future liability on account of any claim, with respect to Supercor over and above the amount invested in Supercor.

54. Exceptional Items

Certain land and buildings classified under non-current assets held for sale as identified in the previous year have been sold during the year. Profits arising on the sale transactions have been reported under Exceptional items amounting to INR 8,189.41 Lacs (31 March 2024: INR 3,721.29 Lacs)

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55. A. Additional information pursuant to para 2 of general instructions for the preparation of Consolidated Financial Statements:

31 March 2025

Name of the entity	Net Assets (i.e. total assets minus total liabilities)		Share in profit or (loss)		Share in Other Comprehensive Income		Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
HIL Limited	104.64%	1,26,759.72	-276.41%	9,095.22	-9.28%	(47.84)	-326.00%	9,047.38
Subsidiary								
HIL International GmbH	21.06%	25,516.51	261.84%	(8,615.52)	112.07%	577.35	289.64%	(8,038.17)
Crestia Polytech Private Limited	3.24%	3,922.28	94.07%	(3,095.39)	-4.92%	(25.34)	112.45%	(3,120.73)
Adjustment arising out of consolidation	-28.94%	(35,053.73)	20.50%	(674.66)	2.13%	10.99	23.91%	(663.67)
Total	**100.00%**	**1,21,144.78**	**100.00%**	**(3,290.35)**	**100.00%**	**515.16**	**100.00%**	**(2,775.19)**

31 March 2024

Name of the entity	Net Assets (i.e. total assets minus total liabilities)		Share in profit or (loss)		Share in Other Comprehensive Income		Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
HIL Limited	95.05%	1,19,076.26	296.03%	10,297.66	-20.83%	(13.80)	290.11%	10,283.86
Subsidiary								
HIL International GmbH	26.78%	33,554.65	-195.98%	(6,817.29)	119.26%	79.00	-190.09%	(6,738.29)
Adjustment arising out of consolidation	-21.83%	(27,347.02)	-0.05%	(1.83)	1.57%	1.04	-0.02%	(0.79)
Total	**100.00%**	**1,25,283.89**	**100.00%**	**3,478.54**	**100.00%**	**66.24**	**100.00%**	**3,544.78**

55. B. List of related parties and nature of relationship

Name of the related party	Nature of relationship	Country	% of Holding as at	
			31 March 2025	31 March 2024
Supercor Industries Limited	Joint venture	Nigeria	33%	33%
HIL International GmbH	Wholly owned subsidiary	Germany	100%	100%
Parador Holding GmbH	Step-down subsidiary	Germany	100%	100%
Parador GmbH	Step-down subsidiary	Germany	100%	100%
Parador Parkettwerke GmbH	Step-down subsidiary	Austria	100%	100%
Parador UK Limited	Step-down subsidiary	England	100%	100%
Parador INC.	Step-down subsidiary	United States of America	100%	-
Parador (Shanghai) Trading Co., Limited	Joint venture	China	50%	50%
Crestia Polytech Private Limited	Wholly owned Subsidiary	India	100%	-
Topline Industries Private Limited	Step-down Subsidiary	India	100%	-
Aditya Polytechnic Private Limited	Step-down Subsidiary	India	100%	-
Prabhu Sainath Polymers Private Limited	Step-down Subsidiary	India	100%	-
Aditya Poly Industries Private Limited	Step-down Subsidiary	India	100%	-

56. Financial instruments - fair values and risk management

A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31 March 2025

Particulars	Notes	Carrying amount					Fair value			
		FVTPL	FVOCI	Other financial assets -amortised cost	Other financial liabilities - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Derivative assets	10	382.65	-	-	-	382.65	-	382.65	-	382.65
Investments in equity instruments	7	-	41.30	-	-	41.30	-	-	41.30	41.30
		382.65	**41.30**	**-**	**-**	**423.95**	**-**	**382.65**	**41.30**	**423.95**
Financial assets not measured at fair value										
Trade receivables	8	-	-	19,977.55	-	19,977.55				
Loans	9	-	-	2,692.88	-	2,692.88				
Other financial assets	10	-	-	6,461.57	-	6,461.57				
Cash and cash equivalents	13	-	-	7,628.97	-	7,628.97				
Other bank balances	14	-	-	451.12	-	451.12				
		-	**-**	**37,212.09**	**-**	**37,212.09**				
Financial liabilities measured at fair value										
Derivative liabilities	20	320.90	-	-	-	320.90	-	320.90	-	320.90
		320.90	**-**	**-**	**-**	**320.90**	**-**	**320.90**	**-**	**320.90**
Financial liabilities not measured at fair value										
Borrowings	17	-	-	-	70,998.39	70,998.39				
Lease liabilities	18	-	-	-	24,949.99	24,949.99				
Trade payables	19	-	-	-	42,816.05	42,816.05				
Other financial liabilities	20	-	-	-	15,276.69	15,276.69				
		-	**-**	**-**	**1,54,041.12**	**1,54,041.12**				

The fair value of trade receivables, loans, other financial assets, cash and cash equivalents, other bank balances, trade payables, borrowings, lease liabilities, other financial liabilities, approximate their carrying amount largely due to short-term nature of these instruments.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

56. Financial instruments - fair values and risk management (Contd..)

A. Accounting classifications and fair values (Contd..)

31 March 2024

Particulars	Notes	Carrying amount					Fair value			
		FVTPL	FVOCI	Other financial assets -amortised cost	Other financial liabilities - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value										
Derivative assets	10	938.13	-	-	-	938.13	-	938.13	-	938.13
Investments in mutual funds	7	10,229.38	-	-	-	10,229.38	10,229.38		-	10,229.38
Investments in equity instruments	7	-	34.13	-	-	34.13	-	-	34.13	34.13
		11,167.51	**34.13**	**-**	**-**	**11,201.64**	**10,229.38**	**938.13**	**34.13**	**11,201.64**
Financial assets not measured at fair value										
Trade receivables	8	-	-	15,406.87	-	15,406.87				
Loans	9	-	-	2,696.91	-	2,696.91				
Other financial assets	10	-	-	4,483.47	-	4,483.47				
Cash and cash equivalents	13	-	-	13,459.02	-	13,459.02				
Other bank balances	14	-	-	91.83	-	91.83				
		-	**-**	**36,138.10**	**-**	**36,138.10**				
Financial liabilities not measured at fair value										
Borrowings	17	-	-	-	54782.18	54782.18				
Lease liabilities	18	-	-	-	22818.30	22818.30				
Trade payables	19	-	-	-	39243.21	39243.21				
Other financial liabilities	20	-	-	-	15114.58	15114.58				
		-	**-**	**-**	**131958.27**	**131958.27**				

The fair value of trade receivables, loans, other financial assets, cash and cash equivalents, other bank balances, trade payables, borrowings, lease liabilities, other financial liabilities, approximate their carrying amount largely due to short-term nature of these instruments. Investments in mutual funds, which are classified as FVTPL are measured using net asset value at the reporting date multiplied by the quantity held.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

56. Financial instruments - fair values and risk management (Contd..)

B. Measurement of fair values

i. Valuation technique and significant unobservable inputs

Derivative assets / liabilities: The fair value is determined using forward exchange rates at the reporting date and present value calculations based on high credit quality yield curve in the respective currencies.

Investment in equity instruments: The fair value is determined based on value determined as per discounted cash flows approach and intrinsic value per share as on the reporting date.

ii. Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in 2024-25 and no transfers in either direction in 2023-24.

iii. Level 3 fair values

Particulars	FVOCI Equity securities
Balance at 01 April 2023	34.06
Net change in fair value (unrealised)	0.07
Balance at 31 March 2024	**34.13**
Balance at 01 April 2024	34.13
Net change in fair value (unrealised)	7.17
Balance at 31 March 2025	**41.30**

Sensitivity analysis

For the fair values of FVOCI equity securities, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects:

Particulars	OCI, net of tax	
	Increase	Decrease
2024-25		
Annual growth rate (2.5% movement)	81.67	(18.85)
2023-24		
Annual growth rate (2.5% movement)	151.60	(13.78)

C. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

a) Liquidity risk
b) Market risk
c) Credit risk

Risk management framework

The Board of Directors of the Company have overall responsibility for the establishment and deployment of risk management framework. The Board of Directors have adopted a Risk Policy, which empowers the management to access and monitoring the risk management parameters along with action taken and the same is updated to Board of Directors.

The Group's risk management policies are established to identify and analyse the risks being faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and

56. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risk faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the result of which are reported to the audit committee.

a) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

As disclosed in Note 17, the Group has a secured bank loan that contains a loan covenant. A future breach of covenant may require the Group to repay the loan earlier than indicated. Under the agreement, the covenant is monitored on a regular basis by the treasury department and regularly reported to the Management to ensure compliance with the agreement.

The interest payments on variable interest rate loans reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables). The Group also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts reflect the principal amounts that are gross and undiscounted, and exclude the impact of netting agreements.

31 March 2025

Non-derivative financial liabilities	Carrying amount	Contractual Cash flows				
		Total	Upto 1 year	1-2 years	2-5 years	More than 5 years
Term loan from banks including interest accrued but not due	33,751.59	35,334.09	8,726.91	9,822.98	16,784.20	-
Working capital loan including interest accrued but not due	36,275.69	36,275.69	36,275.69	-	-	-
Buyers credit	971.11	971.11	971.11	-	-	-
Trade payables	42,816.05	42,816.05	42,816.05	-	-	-
Liabilities on acquisition	843.93	843.93	843.93	-	-	-
Capital creditors	781.80	781.80	781.80	-	-	-
Lease Liabilties	24,949.99	45,666.93	3,181.78	2,730.40	4,887.07	34,867.68
Unpaid dividend	76.68	76.68	76.68	-	-	-
Security deposits	4,627.04	4,627.04	4,627.04	-	-	-

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

56. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

31 March 2025 (Contd..)

Non-derivative financial liabilities	Carrying amount	Contractual Cash flows				
		Total	Upto 1 year	1-2 years	2-5 years	More than 5 years
Contract liabilities	4,011.55	4,011.55	4,011.55	-	-	-
Other financial liabilities	4,935.69	4,935.69	4,935.69	-	-	-
	1,54,041.12	**1,76,340.56**	**1,07,248.23**	**12,553.38**	**21,671.27**	**34,867.68**
Derivative financial liabilities						
Derivative liabilities	320.90	320.90	320.90	-	-	-
	320.90	**320.90**	**320.90**	**-**	**-**	**-**

31 March 2024

Non-derivative financial liabilities	Carrying amount	Contractual Cash flows				
		Total	Upto 1 year	1-2 years	2-5 years	More than 5 years
Interest free sales tax loan - secured	1,291.27	1,355.81	1,355.81	-	-	-
Term loan from banks including interest accrued but not due	34,576.68	34,576.68	2,610.51	7,744.33	24,221.84	-
Working capital loan including interest accrued but not due	18,914.23	18,914.23	18,914.23	-	-	-
Trade payables	39,243.21	39,243.21	39,243.21	-	-	-
Liabilities on acquisition	54.74	58.06	25.00	33.06	-	-
Capital creditors	1,161.61	1,161.61	1,161.61	-	-	-
Lease Liabilties	22,818.30	43,276.34	2,634.56	2,355.35	3,769.64	34,516.80
Unpaid dividend	79.69	79.69	79.69	-	-	-
Security deposits	4,502.94	4,502.94	4,502.94	-	-	-
Contract liabilities	4,854.09	4,854.09	4,854.09	-	-	-
Other financial liabilities	4,461.51	4,461.51	4,461.51	-	-	-
	1,31,958.27	**1,52,484.17**	**79,843.16**	**10,132.74**	**27,991.48**	**34,516.80**

b) Market risk

Market risk is the risk that results from changes in market prices - such as foreign exchange rates, interest rates and others – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group uses derivatives to manage market risks.

i) Foreign currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and the respective functional currencies of Group companies. The functional currency for Company is Indian Rupee (INR). The currencies in which these transactions are primarily denominated is US dollars, Euros, Swedish Krona, Pounds etc. The Group does not enter into any derivative instruments for trading or speculative purposes.

56. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

b) Market risk (Contd..)

i) Foreign currency risk (Contd..)

Currency risks related to the principal amounts of the Group's US dollar trade payables, taken out by the Group, have been partially hedged using forward contracts that mature on or before the dates as the payables are due for repayment. These contracts are designated as derivatives.

Generally, borrowings are denominated in currencies that matter the cash flows generated by the underlying operations of the Group. In addition, interest on borrowings is denominated in the currency of the borrowing. This provides an economic hedge without derivatives being entered into and therefore, hedge accounting is not applied in these circumstances.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Exposure to currency risk

The summary of data about the Group's exposure to unhedged currency risk (based on notional amounts) as reported to the management is as follows (including intercompany balances):

Particulars	Currency	As at 31 March 2025			As at 31 March 2024		
		Value in foreign currency	Exchange rate	Amount INR in Lacs	Value in foreign currency	Exchange rate	Amount INR in Lacs
Trade payables	USD	(30,45,634)	85.14	(2,592.99)	(37,22,741)	83.36	(3,103.33)
	SEK	(7,73,030)	8.49	(65.61)	(7,02,991)	7.79	(54.79)
	CHF	(5,460)	96.61	(5.27)	-	-	-
	DKK	(32,238)	12.34	(3.98)	(19,936)	12.05	(2.40)
	GBP	(10,1581)	109.42	(111.15)	(20,215)	105.15	(21.26)
	PLN	(3,788)	22.01	(0.83)	(2,317)	20.83	(0.48)
	NOK	(22,456)	8.07	(1.81)	(1,502)	7.70	(0.12)
	AED	(4,199)	23.17	(0.97)	-	-	-
Trade receivables	USD	2,831	85.14	2.41	-	-	-
	GBP	2,35,959	22.01	51.93	2,28,554	105.15	240.34
	SEK	10,76,8134	96.61	10,402.85	92,92,515	7.79	724.30
	CHF	1,24,699	12.34	15.39	1,19,291	92.05	109.81
Interest accrued on loan to subsidiaries	EUR	502795	92.08	462.96	-	-	-
Cash	USD	9,50,895	85.14	809.57	1,89,551	83.36	158.01
	GBP	1,91,539	109.42	209.58	1,50,682	105.15	158.45
	DKK	38,865	12.34	4.80	-	-	-

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for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

56. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

b) Market risk (Contd..)

i) Foreign currency risk (Contd..)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR, US dollar, Euro, etc. against all other currencies at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars		Profit or loss		Equity, net of tax	
		Strengthening	Weakening	Strengthening	Weakening
31 March 2025					
(1% movement)	USD	(17.81)	17.81	(13.33)	13.33
	EUR	4.63	(4.63)	3.46	(3.46)
	SEK	103.37	(103.37)	77.35	(77.35)
	CHF	0.10	(0.10)	0.07	(0.07)
	DKK	0.01	(0.01)	0.01	(0.01)
	GBP	1.50	(1.50)	1.12	(1.12)
	PLN	(0.01)	0.01	(0.01)	0.01
	NOK	(0.02)	0.02	(0.01)	0.01
31 March 2024					
(1% movement)	USD	(29.45)	29.45	(22.04)	22.04
	SEK	6.70	(6.70)	5.01	(5.01)
	CHF	1.10	(1.10)	0.82	(0.82)
	DKK	(0.02)	0.02	(0.02)	0.02
	GBP	3.78	(3.78)	2.83	(2.83)

ii) Interest rate risk

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	31 March 2025	31 March 2024
Variable rate borrowings including current maturities	70,825.72	53,490.91
Total borrowings	**70,825.72**	**53,490.91**

Sensitivity

Particulars	Impact on profit and loss	
	31 March 2025	31 March 2024
1% increase in interest rate	(708.26)	(534.91)
1% decrease in interest rate	708.26	534.91

The interest rate sensitivity is based on the closing balance of loans from banks.

56. Financial instruments - fair values and risk management (Contd..)

C. Financial risk management (Contd..)

c) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

Trade receivables :

Customer credit risk is managed by the respective department subject to Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on individual credit limits as defined by the Group. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis. The calculation is based on historical data of credit losses.

The ageing analysis of the receivables has been considered from the date the invoice falls due.

Particulars	< 180 days	>180 days	Provision	Total
31 March 2025	19,268.51	2,515.15	(1,806.11)	19,977.55
31 March 2024	15,426.23	14,56.35	(1,475.69)	15,406.89

The movement in the allowance for impairment in respect of trade receivables is as follows:

Particulars	31 March 2025	31 March 2024
Balance as at 01 April	1,475.69	1,646.18
Amounts written off	(90.37)	(636.02)
Net remeasurement of loss allowance	420.79	465.53
Balance as at 31 March	**1,806.11**	**1,475.69**

Security deposits

Security deposits are primarily given to electricity authorities of states across India. Recoverability of these deposits is probable and no risk is expected.

Contract assets

Contract assets are the unbilled revenues to the state electricity boards of Gujarat, Rajasthan and Tamil Nadu, towards the sale of electricity generated from Wind Turbine Generators of the Company, situated at those locations. Refer Note 43 for details. Recoverability of these receivables is probable and no risk is expected.

Other receivables

The balances under other receivables is primarily the dividend receivables from the Company's investment in Supercor. As Supercor is inoperative (refer note 53(c)) the Company has considered the entire balances as credit impaired in its books.

Cash and cash equivalents and other bank balances

The cash and cash equivalents and other bank balances are held with banks. Credit risk on cash and cash equivalents and deposits with banks and financial institutions are generally low as the said deposits have been made with the banks and financial institutions who have been assigned high credit rating by international and domestic credit rating agencies.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

57. Benami Property

There are no proceeding initiated or pending against the Holding Company and its subsidiaries incorporated in India as at 31 March 2025 and 31 March 2024, under Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016).

58. Wilful defaulter

The Holding Company and its subsidiaries incorporated in India is not declared a wilful defaulter by any bank or financial Institution or other lender.

59. Undisclosed incomes

The Holding Company and its subsidiaries incorporated in India has no such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year or previous year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other provisions of the Income Tax Act, 1961).

60. (i) No funds 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 lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries) except that the Company has given a long-term loan of Euro 3 million (INR 2788.43 Lacs) to its wholly owned subsidiary (WOS) HIL International GmbH, Germany on 01 October 2024. This loan was ulitilised by the subsidary Company for further advancing the loan to Parador GmbH, Germany, a wholly owned step down subsidary on 10 October 2024 for the purpose of meeting its financial requirements especially the working capital requirements. The same is outstanding as at the year end. The said loan carries an interst rate of 8% p.a.. The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act, 2013. Such transactions are not violative of the Prevention of Money-Laundering Act, 2022 (15 of 2003).

60. (ii) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

61. There are no loans or advances in the nature of loans granted to promoters, directors, KMP's and the related parties (as defined under the 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

62. Compliance with number of layers of companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

63. The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year. Also refer note 64.

Notes to the consolidated financial statements

for the year ended 31 March 2025
(All amounts in Indian Rupees in Lakhs, except for share data or as otherwise stated)

64. Pursuant to the provisions of Sections 230 and 233, and all other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of Crestia Polytech Private Limited, Aditya Poly Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited, and Topline Industries Private Limited (herein after referred to as the 'Transferor Companies'), and BirlaNu Limited (formerly known as 'HIL Limited') (herein after referred to as the 'Transferee Company'), and after securing the required approvals from the Board of Directors in their meetings held on 6 February 2025, subject to the requisite approval of the shareholders / creditors of the respective Companies, the aforementioned transferor companies and transferee company have filed the necessary 'Company Applications' seeking approval of the Scheme of Amalgamation of the Transferor Companies with the Transferee Company before the Hon'ble National Company Law Tribunal ('NCLT'), the Kolkata Bench and the Hyderabad Bench. The said Company Applications are pending for consideration before the said Hon'ble NCLTs.

65. Struck off companies

The Holding Company and subsidiary companies incorporated in India, has not entered into any transactions companies struck off as per Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956. Below are the details of balances outstanding:

S. No	Name of the struck off companies	Nature of transactions with struck off company	Balances as at 31 March 2025	Relationship with the struck off company
1	Giriraj Steels Private Limited	Sales	17.55	None
		Contract liability against payment	(0.18)	None
2	Asma Infratech Private Limited	Receivables	5.11	None
3	Paramount PEB Projects Private Limited	Payables	0.36	None
4	Igus (India) Private Limited	Purchases	14.91	None
		Payables	1.52	None
5.	Griho Udyog Pvt Ltd	Sales	1.10	Customer

66. Ministry of Corporate Affairs has approved the application for the change of the Holding Company's name from 'HIL Limited' to 'BirlaNu Limited,' effective 19 March 2025.

As per our Report of even date attached

for **B S R and Co**
Chartered Accountants
ICAI Firm Registration Number: 128510W

Sulabh Kumar Kedia
Partner
Membership No.: 066380
Place: Mumbai
Date: 17 May 2025

for and on behalf of the Board of Directors of
BirlaNu Limited (formerly HIL Limited)
CIN No.: L74999TG1955PLC000656

CK Birla
Chairman
DIN: 00118473
Place: London

Akshat Seth
Managing Director and
Chief Executive Officer
DIN: 10039820
Place: New Delhi

Ajay Kapadia
Chief Financial Officer
Membership No.: 108447
Place: New Delhi
Date: 17 May 2025

Nidhi Bisaria
Company Secretary
Membership No.: F5634
Place: New Delhi

BirlaNu Limited

(Formerly HIL Limited)

CIN: L74999TG1955PLC000656
Regd. Office: Office No. 1 & 2, L7 Floor, SLN Terminus, Survey No. 133, Near Botanical Garden, Gachibowli, Hyderabad - 500032, Telangana, India
Ph. No.: +91 40 68249000 | Email id: **cs@birlanu.com** | **website: https://birlanu.com/**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 78th Annual General Meeting ("**AGM**") of **BirlaNu Limited** (hereinafter referred to as "**BirlaNu**" or "**the Company**") will be held on Thursday, July 31, 2025 at 3:00 PM IST through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following business:

Ordinary Business:

Item No. 1: To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Auditors' Report and Board's Report thereon and pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 including audited Balance Sheet as at March 31, 2025, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted."

Item No. 2: To declare a final dividend at the rate of ₹ 30/- (300%) per equity share of ₹ 10/- each for the financial year ended March 31, 2025 and pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the payment of the final dividend, as recommended by the Board of Directors for the year ended March 31, 2025, at the rate of ₹ 30/- (300%) per equity share of ₹ 10/- each, be and is hereby approved and declared."

Item No. 3: To re-appoint Mr. Desh Deepak Khetrapal (DIN: 02362633), who retires by rotation and being eligible, offers himself for re-appointment and pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Desh Deepak Khetrapal (DIN:02362633), who retires in accordance with the provisions of Articles of Association of the Company read with the Companies Act, 2013 and Rules framed thereunder and being eligible, has offered himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

Special Business:

Item No. 4: To appoint M/s Ranjeet Pandey & Associates, Company Secretaries in Practice as the Secretarial Auditor of the Company and pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Rules made thereunder, Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], M/s Ranjeet Pandey & Associates, Company Secretaries, New Delhi, (CP No. 6087) be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, from April 1, 2025 till March 31, 2030 to conduct secretarial audit of the secretarial and related records of the Company, at such remuneration as recommended by the Audit Committee and approved by the Board from time to time in addition to actual out of pocket expenses incurred by them to perform the audit and the applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof, if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 5: To approve the remuneration of Mr. Akshat Seth, Managing Director & Chief Executive Officer for the financial year 2025-26 and pass the following resolution, with or without modification(s), as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Schedule V thereof and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") [including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force], in accordance with the Articles of Association and the Nomination, Remuneration & Evaluation Policy of the Company, based on the recommendation of the Nomination and Remuneration cum Compensation Committee and approval of the Board of Directors dated May 17, 2025, the consent of the Members be and is hereby accorded for payment of remuneration to Mr. Akshat Seth (DIN: 10039820), Managing Director and Chief Executive Officer ("**MD & CEO**") of the Company for the financial year 2025-26 as per the following terms and conditions, with the authority to the Board that on the recommendation of Nomination and Remuneration cum Compensation Committee, to alter and vary the terms and conditions related to remuneration payable to him in such manner as may be agreed between the Board and Mr. Akshat Seth:

- Basic salary & allowances of up to ₹ 595.76 lakh per annum.

In addition to the above, Mr. Akshat Seth is entitled to:

i. Annual performance linked variable pay of up to ₹ 273.73 (Rupees Two Crore Seventy Three Lakh Seventy Three Thousand Only) payable up to 120% of the said amount subject to the performance of the Company and achievement of agreed targets as may be decided by the NRC/Board.

ii. Provident Fund including perquisites thereof and Gratuity as per Company Rules.

iii. Chauffer driven Company maintained car.

iv. Medical Insurance and Personal Accidental Insurance Coverage under the Group Mediclaim Insurance Scheme and Group Personal Accidental Insurance Scheme as applicable to employees of the Company from time to time.

v. Encashment of leave at the end of the year / tenure / cessation of service / retirement, as per the applicable rules of the Company.

vi. Reimbursement of mobile handset, telephone connection and broad band connection at residence and the expenses towards its usage at actuals as per the applicable rules/policy of the Company.

vii. Perquisites arising on account of exercise of options granted under the Employee Stock Option Schemes of the Company.

Subject to as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the financial year 2025-26, the aggregate salary, allowances, perquisites and other benefits, retirals, variable pay and long term cash incentive as per Company's Scheme paid/payable to Mr. Akshat Seth for the financial year 2025-26 be paid as minimum remuneration subject to compliance with the provisions of Section 197 of the Companies Act, 2013 and other applicable provisions and the rules, circulars, orders and notifications issued there under [including any statutory modification(s) or re-enactment thereof for the time being in force], read with Schedule V to the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 6: To consider and approve amendments to the 'HIL Limited Employee Stock Option Scheme 2019' and pass the following resolution, with or without modification(s), as a Special Resolution:

"**RESOLVED THAT** in partial modification of the special resolutions passed by the Members of the Company approving the 'HIL Limited Employee Stock Option Scheme 2019' ("**Scheme**") on October 3, 2019, in accordance with the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("**Act**") read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Act and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force); Regulation 7 and other applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**") and circulars/guidelines issued thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), read with relevant circulars and notifications issued thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof for time being in force), read with relevant circulars and notifications issued thereunder, the Memorandum and Articles of Association of the Company, and all other rules and regulations, as applicable and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), pursuant to the recommendation of the Board of Directors (hereinafter called the "**Board**", which term shall include the Nomination & Remuneration cum Compensation Committee or any other committee authorized to exercise its powers including the power conferred by this resolution), and subject to such

terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, consent of the Members, in accordance and furtherance of Clause 15 of the Scheme, be and is hereby accorded to amend the Scheme to the extent of: (i) amending the definition of 'Eligible Employee' under Clause 3.1.13 of the Scheme, to expand the same to include any employee (as defined under the SBEB Regulations) of the Company as may be decided by the Committee; (ii) clarificatory changes to the Scheme, such as updating references to applicable laws and consequent changes to align with same, specifically the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (introduced post creation of Scheme); and (iii) change references to the Company from 'HIL Limited' to 'BirlaNu Limited'. All other terms and conditions of the Scheme, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the Scheme, shall remain unchanged and continue to be in force.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing, the consent of the Members be and is hereby accorded to the members of the Board (acting severally) to finalise the terms and modalities of the amended Scheme, including operational procedures, documentation (all deeds, documents, writings, agreements, applications and filings with regulatory authorities, as may be required from time to time), to finalise, sign and execute such letters, agreements, undertakings, documents or writings as may be required and make and accept amendments, if any, thereto, to settle any questions, difficulties or doubts that may arise in this regard and generally to do all acts, deeds, matters and things as may be required to give effect to the foregoing, and delegate the aforesaid authority to any official(s) of the Company in such manner as may be thought fit."

Item No. 7: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2026 and pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and subject to all other approvals, if any, members of the Company hereby ratify the payment of remuneration, as approved by the Board of Directors, to M/s S. S. Zanwar & Associates, Cost Accountants in practice (Registration No. 100283) of the Company, amounting to ₹ 8 lakh (Rupees Eight Lakh only) plus applicable taxes and out of pocket expenses, to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof, if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By the order of the Board
For **BirlaNu Limited**

Nidhi Bisaria
Company Secretary
M. No. F5634

Place: New Delhi
Date: May 17, 2025

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("**Act**"), in respect to the special businesses to be transacted at the AGM is annexed hereto. Additional information as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard -2 ("**SS-2**") on General Meetings issued by the Institute of Company Secretaries of India, concerning item no. 3 of the Notice is annexed.

2. Pursuant to General Circular No. 9/2024 dated September 19, 2024 read along with General Circular Nos. 9/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs ("**MCA**") (collectively referred to as "**MCA Circulars**"), the companies are permitted to hold their Annual General Meeting ("**AGM**") through video conferencing ("**VC**") or other audio visual means ("**OAVM**") up to September 30, 2025 without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Office No. 1 & 2, L7 Floor, SLN Terminus, Survey No. 133, Near Botanical Garden, Gachibowli, Hyderabad - 500032, Telangana, India, which shall be deemed venue of the AGM.

3. Since the AGM will be held through VC/ OAVM, pursuant to the MCA Circulars, physical attendance of the members is not required at the AGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Route map of the venue of the Meeting is accordingly not annexed hereto.

4. Pursuant to the provisions of Section 105 of the Act and Regulation 44(4) of the SEBI Listing Regulations, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. For enabling the Members to participate at the 78th AGM, the Company has entered into an agreement with National Securities Depository Limited ("**NSDL**") to provide VC/OAVM facility and e-Voting facility for the Annual General Meeting. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first-come-first-served basis as per the MCA Circulars. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, etc., who are allowed to attend AGM without restriction on account of first come first served basis.

6. Corporate/Institutional members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-Voting during the e-Voting period and/or during the AGM. Corporate/ Institutional members are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote/attend AGM, to the Scrutinizer by e-mail at **mohitkamdar@yahoo.co.in** with a copy marked to National Securities Depositories Limited ('**NSDL**') (agency for providing the remote e-Voting facility) at **evoting@nsdl.com** and the Company at **cs@birlanu.com**. They can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login at e-Voting portal.

7. **Dispatch of Annual Report through Electronic Mode:** In compliance with the MCA Circulars and the Securities and Exchange Board of India ("**SEBI**") circular dated October 3, 2024 read with circular dated October 7, 2023, January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 (hereinafter referred to as "**SEBI Circulars**"), Notice of the 78th AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant/ Registrar and Share Transfer Agent of the Company. The Company shall send physical copy of the Annual Report for the financial year 2024-25 to those members who request for the same at **cs@birlanu.com** mentioning their Folio No./DP ID and Client ID. Members may note that this

Notice along with the Annual Report for the financial year 2024-25 will also be available on the website of the Company at **https://birlanu.com/**, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com,** respectively and also on the website of NSDL at **www.evoting.nsdl.com**.

8. **Procedure for updating/registering email address and mobile numbers for receiving AGM Notice and Annual Report of the Company electronically:**

   Members who have not registered their email id, may register the same with the Company/RTA, by giving the details, viz, folio number/ DP ID & Client ID, e-mail id, mobile number, self-attested copy of PAN card and Client Master copy (in case of electronic folio) / copy of share certificate (in case of physical folio) to RTA at **investor.relations@vccipl.com** or to the Company at **cs@birlanu.com** for limited purpose of receiving notice of 78th Annual General Meeting of the Company and Annual Report for FY 2024-25. Post successful registration of the email, the member would get soft copy of the Annual Report 2024-25 along with Notice of the AGM containing the procedure for e-Voting along with the User ID and Password to enable casting of vote through remote e-Voting or electronic voting at the AGM.

9. **Payment of Final Dividend:** The dividend on Equity Shares, if declared at the AGM, will be paid, subject to deduction of tax at source, on or before August 22, 2025 to the Members whose names appear on the Company's Register of Members as on the close of business hours on July 24, 2025 ("**Record Date**") and whose bank mandate are registered in the records of the Depository Participants/RTA.

   SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181dated November 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: **https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf**. As mandated by the said circulars, the dividend, if any, payable by the Company, against your holdings is liable to be withheld if the KYC details are not updated against your holding.

   Updation of Bank account details: Members who have not registered their Bank account details are requested to register the same by submitting the details viz. Name and Branch of the Bank in which you wish to receive the dividend, type of Bank Account, Bank Account Number allotted by their banks after implementation of Core Banking Solutions, 9 digit MICR Code Number, 11 digit IFSC Code and scanned copy of the cancelled cheque bearing the name of the first shareholder:

   i) **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and ISR-2 and other KYC documents pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023.

   ii) **For shares held in electronic form:** to their Depository Participants.

10. **Tax Deduction at Source on Dividend:** Pursuant to Income-tax Act, 1961, as amended, the dividend income is taxable in the hands of members and therefore, the Company shall be required to deduct tax at source ('**TDS**') at the prescribed rates from dividend paid to members. For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof.

    For Resident members, TDS shall be deducted under Section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the financial year 2025-26, provided PAN is provided by the member. If PAN is not submitted to the Company/RTA (in case shares are held in physical mode)/not updated in their demat account (in case shares are held in demat mode)/PAN is not linked with Aadhar, TDS would be deducted @ 20% as per Section 206AA of the Income-Tax Act, 1961.

    However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend received/to be received during the financial year 2025-26 does not exceed ₹ 5,000.

    A resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source.

    Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax

Residency Certificate, Form 10F, (electronically generated from income tax website) any other document which may be required to avail the tax treaty benefits.

Members may submit the aforementioned documents by sending an email to RTA at **investor.relations@vccipl.com** or to the Company at **cs@birlanu.com** on or before Thursday, July 24, 2025 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post July 24, 2025. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the members, there would still be an option available with the members to file the return of income and claim an appropriate refund, if eligible.

The TDS certificates shall be mailed to the registered email ID with the RTA/ Depository Participants, alternatively, members may download the TDS certificate from the Income Tax Department's website **https://www.incometax.gov.in/** (refer to Form 26AS). If any member needs assistance in obtaining the TDS certificate, he/she may write to the Company at **cs@birlanu.com** or to RTA at **investor.relations@vccipl.com**.

11. Members are requested to address all correspondences, including for dividends, to the RTA of the Company, at:

Name	M/s Venture Capital and Corporate Investments Private Ltd.
Address	"AURUM", Door No. 4-50/P-II/57/4F & 5F, Plot No. 57, 4th & 5th Floors, Jayabheri Enclave Phase - II, Gachibowli, Hyderabad – 500 032
Email ID	investor.relations@vccipl.com
Landline no.	040 – 23818475/76
Website	www.vccipl.com

12. **IEPF related information:** Dividends, if not encashed for a period of 7 years, from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, are liable to be transferred to Investor Education and Protection Fund ('**IEPF**'). Further, the shares of a member who does not encash his/ her dividend for a continuous period of 7 years, are also liable to be transferred to the demat account of IEPF Authority as per procedure laid down under the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**").

Members who have not encashed their dividend paid by the Company so far up to and during the financial year ended March 31, 2025, may immediately approach the Company/RTA for claiming such dividend amount. Information in respect of the unclaimed dividend up to March 31, 2025, is uploaded on the website of the Company, **https://birlanu.com/**.

Please note that the unpaid/unclaimed final dividend for the financial year 2017-18 shall become due to transfer to IEPF on September 10, 2025 upon completion of seven years in terms of Section 124(6) of the Act. The corresponding shares shall be transferred to relevant demat account of the IEPF Authority as per Rule 6 of the IEPF Rules, as amended. You are thus requested to claim the unclaimed dividend by sending a written application to RTA or to the Company's Registered/Corporate Office address along with requisite supporting documents as detailed in notice sent to the shareholders whose dividend and/or shares are liable to be transferred. The said application should reach the Company on or before September 3, 2025 so as to enable us to update the details and submit your request to the bankers to remit the said unclaimed dividend by NEFT. In case no claim is received with respect to the above dividend, the shares (whether held in physical or electronic form) will be transferred by the Company to the Demat Account of the IEPF Authority.

The Members whose unclaimed dividends and/ or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 web form available on **www.iepf.gov.in**. for claiming the dividend and/or shares. The procedure for claiming the shares from IEPF Authority is available on **https://cms.birlanu.com/public/media/2025/03/13/proced1.pdf**.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is

available on the Company's website at **https://birlanu.com/investor/general-information** and on the website of the Company's RTA, at **https://www.vccipl.com/index.html**. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. **KYC updation for members:** SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has simplified norms for processing investor's service request by RTAs and for furnishing PAN, KYC and nomination details. For facilitating to update their aforesaid details, the Company has uploaded required forms – ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH14, on its website, **https://www.birlanu.com/investor/general-information**.

    Members can download the forms, as applicable/required, fill in the details and send to the RTA of the Company for updating the details.

    Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to their Depository Participants ("**DPs**"), if the shares are held in demat form and to the Company/RTA, in the prescribed forms, if the shares are held in physical form.

15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market.

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (**https://smartodr.in/login**) and the same can also be accessed through the Company's website **https://cms.birlanu.com/public/media/2025/03/12/sebi-master-circular-on-online-dispute-resolution-odr.pdf**.

16. As per Regulation 40 of SEBI Listing Regulations, as amended vide SEBI notification dated January 24, 2022, securities of listed companies can be transferred only in dematerialized form including request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account or alternatively, contact RTA to seek guidance for the demat procedure. Members may also visit website of depositories at National Securities Depository Limited at **https://nsdl.co.in/faqs/faq.php** or Central Depository Services (India) Limited at **https://www.cdslindia.com/investors/open-demat.html** for further understanding of the demat procedure.

17. **Procedure for inspection of documents:** The register of Directors and Key Managerial Personnel and their shareholding, register of contracts, certificate from the Secretarial Auditor on the implementation of ESOP Scheme and other relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to **cs@birlanu.com**.

18. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before July 18, 2025 by sending an e-mail to **cs@birlanu.com**. The same will be replied by the Company suitably. Please note that the shareholders' questions will be answered only if the shareholder continues to hold the shares as on the cut-off date, i.e., July 24, 2025.

19. **VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE AGM THROUGH VC/OAVM:**

    i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 regarding e-Voting facility provided by Listed Entities, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("**e-Voting**").

    ii. **Remote e-Voting:** Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-Voting**''). The facility of casting the votes by remote e-Voting will be provided by NSDL.

iii. The remote e-Voting period commences on **Monday, July 28, 2025, at 9:00 a.m. IST** and ends on **Wednesday, July 30, 2025 at 5:00 p.m. IST.** During this period, the Members, whose names appear in the Register of Members / Beneficial Owners as on Thursday, July 24, 2025 ("**Cut-off date**") may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 24, 2025. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

iv. **Voting at the AGM:** Members who have not voted through remote e-Voting may avail the e-Voting facility provided in the AGM by NSDL. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting at the AGM. However, Members who have voted through remote e-Voting will be eligible to attend the AGM. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-Voting.

v. A Member shall opt for only one mode of voting, i.e., either through remote e-Voting or through e-Voting during the Meeting. If a Member casts votes by both the modes, then voting done through remote e-Voting shall prevail.

vi. The voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is Thursday, July 24, 2025.

vii. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the 78th AGM.

viii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

ix. Members who have acquired shares of the Company after the dispatch of this Notice and holding shares as on the cut-off date / member who has forgotten the User ID and Password, may approach NSDL at **evoting@nsdl.com**, for issuance of User ID and Password for exercising their right to vote by electronic means as explained in e-Voting instructions. However, if he/she is already registered with NSDL for remote e-Voting then he/ she can use his/her existing User ID and Password for casting the vote. Individual members holding securities in dematerialized mode may follow steps mentioned below under "**Login method for remote e-Voting and joining virtual meeting for individual members holding securities in dematerialized mode**."

x. **The instructions for remote e-Voting and joining the AGM are as under:**

A. VOTING THROUGH ELECTRONIC MEANS:

Process to vote electronically on NSDL e-Voting system consists of "two steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system.

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

I) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI master circular dated July 11, 2023 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for individual members holding securities in dematerialized mode is given below:

Type of members	Login Method
Individual members holding securities in dematerialized mode with NSDL	A. For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp**. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **B. NSDL IDeAS facility** **If you are already registered with IDeAS, follow the below steps:** 1. Existing IDeAS user can visit the e-Services website of NSDL viz. **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. 2. On the e-Services home page click on the "**Beneficial Owner**" icon under "Login" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. 4. Click on "**Access to e-Voting**" appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page. 5. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. **If you are not registered with IDeAS, follow the below steps:** 1. Option to register is available at **https://eservices.nsdl.com**. 2. Select "Register Online for IDeAS" Portal or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 3. Please follow steps given in points 1-5 above. **C. E-Voting website of NSDL:** 1. Open web browser and type the following URL: **https://www.evoting.nsdl.com/** either on a personal computer or on a mobile phone. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will need 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. 4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote evoting period. D. Shareholders/Members can also download NSDL mobile app "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of members	Login Method
Individual members holding securities in dematerialized mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website **www.cdslindia.com** and click on **login icon & New System Myeasi Tab** and then use your existing my easi username & password. 2. 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 for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Upon login, you will be able to see the 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. 3. Click on Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities 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 at 022 - 4886 7000
Individual shareholders holding securities 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 toll free no. 1800 21 09911

II) **Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

How to Log-in to NSDL e-Voting website?

i. Visit the e-Voting website of NSDL. Open web browser by clicking the URL: **https://www.evoting.nsdl.com/** either on a Personal computer or on a mobile.

ii. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section.

iii. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at **https://eservices.nsdl.com/** with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: If your DP ID is IN300*** and Client ID is 12****** then your User ID is IN300***12******
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: If your Beneficiary ID is 12********** then your User ID is 12**********
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example: If EVEN is 123456 and folio number is 001*** then User ID is 123456001***

v. Password details for members, other than Individual members, are given below:

a. If you are already registered for e-Voting, then you can use your existing Password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.

c. How to retrieve your 'initial password'?

i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

iii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a. Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.

b. Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.

c. If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your demat account number/ folio number, PAN, name and registered address.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vi. After entering your password, tick on agree to "**Terms and Conditions**" by selecting on the check box.

vii. Now, you will have to click on "**Login**" button.

viii. After you click on the "**Login**" button, home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically and join AGM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies '**EVEN**' in which you are holding shares and whose voting cycle.

2. Select '**EVEN**' of company for which you wish to cast your vote during the remote e-voting period.

3. Now you are ready for e-voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for members

i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on **https://www.evoting.nsdl.com** to reset the Password.

ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for shareholders available at the download section of **www.evoting.nsdl.com** or call on 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager–NSDL at **evoting@nsdl.com** or contact at T301, 3rd Floor, Naman Chambers, G Block, Plot No-C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL-IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL-IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

a. In case shares are held in physical mode please provide Folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to RTA at **investor.relations@vccipl.com** or to the Company's email id **cs@birlanu.com**.

b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at **investor.relations@vccipl.com** or to the Company's email id **cs@birlanu.com**. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

c. Alternatively, shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-Voting by providing above mentioned documents.

d. In terms of SEBI master circular dated July 11, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

i. Members will be able to attend the AGM through VC/OAVM through the NSDL e-Voting system. After successful login, you can see VC/ OAVM link placed under Join meeting menu against the Company name. This link will be enabled 30 minutes before the schedule time of AGM. **You are requested to click on VC/OAVM link placed under "Join Meeting" menu**. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.

ii. Members are encouraged to join the AGM through Laptops / computers for better experience and use internet with a good speed to avoid any disturbance during the AGM.

iii. Please note that members 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.

iv. Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM.

v. Members who need assistance before or during the meeting, can contact NSDL on **evoting@nsdl.com** or call on toll free No: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager–NSDL at **evoting@nsdl.com** or contact at T 301, 3rd Floor, Naman Chambers, G Block, Plot No. C 32, Bandra Kurla Complex, Bandra East, Mumbai 400 051.

vi. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at **cs@birlanu.com** by **Monday, July 21, 2025 (5:00 p.m. IST)**. 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 and time for speaking, depending on the availability of time for the AGM.

vii. Further members, who have registered themselves as speaker shareholder, will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

20. The Board of Directors of the Company has appointed Mr. Mohit Gurjar, (CP No. 18644 and Membership No. 20557) of M/s P.S. Rao & Associates, Company Secretaries, as the Scrutiniser to scrutinise the e-Voting process before and during the AGM in a fair and transparent manner.

21. The Scrutiniser 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 prior to AGM) and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any officer of the Company so authorised by the Board.

22. The results shall be declared along with the Scrutiniser's report within 2 working days from the conclusion of AGM and shall be placed on the website of the Company **https://birlanu.com/** and on the website of NSDL at **www.evoting.nsdl.com** immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The recorded transcript of the 78th AGM shall also be made available on the website of the Company **https://birlanu.com/** in the Investor's section, as soon as possible after the AGM is over.

23. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e. Thursday, July 31, 2025.

Statement in respect of the Special Business setting out all material facts relating to the business mentioned under Item No. 4, 5, 6 and 7 of the accompanying Notice pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

The members are informed that pursuant to the amended provisions of Regulation 24A of SEBI Listing Regulations vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 and provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee at its meeting held on May 17, 2025, reviewed the credentials of M/s Ranjeet Pandey & Associates, Company Secretaries, New Delhi, (CP No. 6087) the existing Secretarial Auditor of the Company and recommended for their appointment in terms of the aforesaid provisions. Accordingly, the Board at its meeting held on May 17, 2025 approved the appointment of M/s Ranjeet Pandey & Associates, Company Secretaries, New Delhi, as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years from April 1, 2025 till March 31, 2030 for conducting secretarial audit of the secretarial and related records of the Company at such remuneration as recommended by the Audit Committee and approved by the Board from time to time in addition to actual out of pocket expenses incurred by them to perform the audit and the applicable taxes.

In this regard, the Company received consent from M/s Ranjeet Pandey & Associates along with a certificate confirming that they are qualified and competent to be appointed as Secretarial Auditor under the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 4.

The Board recommends the resolution set forth at Item no. 4 for the approval of the shareholders as an ordinary resolution.

Item No. 5:

It is informed that the shareholders of the Company, on April 4, 2023, approved by way of an ordinary resolution, the appointment of Mr. Akshat Seth (DIN:10039820) as the Chief Executive Officer (CEO) & Key Managerial Personnel (KMP) with effect from February 1, 2023 and as the Managing Director (MD) with effect from February 11, 2023 for a term of 5 (five) years along with payment of managerial remuneration which includes salary, allowances, perquisites and other benefits, retirals, variable pay and long term cash and stock incentives as per Company's Scheme, for the said period.

The said resolution empowered the Board, on the recommendation of the Nomination and Remuneration cum Compensation Committee ("**NRC**"), to determine and approve annual increments to the salary and performance-based variable pay, subject to a ceiling of 25% of the last drawn basic salary and performance-based variable pay, respectively, in compliance with the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 ("**the Act**").

In accordance with the above authority, the Board at its meeting held on May 17, 2025, on the recommendation of NRC, approved the remuneration of Mr. Akshat Seth, Managing Director & CEO, for the financial year 2025-26 as per the details mentioned in resolution to item no. 5 of this Notice, subject to the necessary approvals.

Further, in the said meeting the Board also approved that the shareholders' approval be sought by way of special resolution, as appended in this Notice, in terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013, so that the aggregate salary, allowances, perquisites and other benefits, variable pay and long term incentives as per Company's Scheme paid/payable to Mr. Akshat Seth for the financial year 2025-26, be paid as minimum remuneration for the said financial year.

Accordingly, the Board proposes to seek shareholders' approval by way of a special resolution, as appended in this Notice, authorizing the Company to pay such remuneration in FY 2025-26 even if it exceeds the thresholds set forth in Section 197 read with Schedule V of the Act.

The information as required by second proviso of Paragraph B of Section-II of Part-II of Schedule V of the Companies Act, 2013, is given below:

I. General Information:

(1) Nature of industry

BirlaNu Limited is engaged in business of manufacturing and sale of Fiber Cement, Humid Cure Roofing Sheets, Autoclaved Aerated Concrete Blocks (Fly Ash Blocks), Fiber Cement Board and Panels and a wide range of plumbing solutions, including

CPVC, UPVC, Column Pipes, SWR and Pressure Pipes & Fittings ideal for household, industrial, and commercial applications; and Wall Care Putty.

(2) Date of commencement of commercial production: June 23, 1955

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

(4) Financial performance based on given indicators (on standalone basis) (₹ in Crore):

Particulars	2024-25	2023-24	2022-23
Total income	2,342.33	2,266.76	2,187.73
Earnings Before Interest, Depreciation, Amortization & Tax	118.82	174.53	228.37
Profit Before Tax and Exceptional items	26.35	95.82	163.68
Profit after tax for the year	90.95	102.98	130.10
Basic Earnings Per Share (in ₹)	120.61	136.59	172.95

(5) Foreign investments or collaborations, if any:

The Company has below overseas subsidiaries/ Joint venture:

S. No.	Legal name of the entity	Relationship	Country of incorporation and Date	Full address
1	HIL International GmbH	Subsidiary (Wholly Owned Subsidiary)	Germany, 03.07.2018	Millenkamp 7-8, 48653 Coesfeld, Germany
2	Parador Holding GmbH	Step Down Subsidiary (WOS to HIL International GmbH)	Germany, 20.06.2016	Millenkamp 7-8, 48653 Coesfeld, Germany
3	Parador GmbH	Step Down Subsidiary (WOS to Parador Holding GmbH)	Germany, 21.09.2015	Millenkamp 7-8, 48653 Coesfeld, Germany
4	Parador Parkettwerke GmbH	Step Down Subsidiary (WOS to Parador GmbH)	Austria, 10.04.1998	Wiener Strasse 66, 7540 Güssing, Austria
5	Parador (Shanghai) Trading Co. Ltd.	Equity Joint venture (50%) of Parador GmbH and (50%) Horgus Oriental Glamour Co., Ltd	Republic of China, 08.08.2018	Room 1006, Floor 10, No 233 Taicang Road, Huangpu District, Shanghai Municipality, the People's Republic of China
6	Parador UK Limited	Step Down Subsidiary (WOS to Parador GmbH)	England and Wales, 13.07.2022	C/o Rodl & Partner Legal Ltd 170 Edmund Street Ground Floor, Birmingham, United Kingdom B3 2HB
7	Parador Inc.	Step Down Subsidiary (WOS to Parador GmbH)	United States of America 23.01.2025	1209 Orange Street, City of Wilmington, Country of New Castle, Zip Code 19801

II. Information about the appointee:

(1) Background details:

Mr. Akshat Seth (DIN: 10039820), aged 46 years, is a professional holding Bachelor's and Master's Degree in Chemical Engineering from Indian Institute of Technology (IIT), Delhi and Master of Business Administration (MBA) from Indian Institute of Management (IIM), Calcutta.

Akshat has over two decades of proven track record of scaling up and transforming businesses and building high performing teams. His sharp, strategic mindset and an eye for operational excellence has helped him create and unlock value across multiple industry segments in India, Europe and the Middle east.

He joined CKA Birla Group in 2014 to lead the Office of Growth & Strategy driving strategy, M&A and new business development across all group companies. In this role, he worked closely with the business leadership teams for strategy formulation, performance tracking and driving special improvement projects. He has been instrumental in driving the growth plans for the Company, both organic and inorganic.

Mr. Akshat has been associated with CK Birla Healthcare Pvt. Ltd. as Vice Chairman and was instrumental in conceptualizing and scale up of the brand of CK Birla Hospitals and chain of fertility clinics – Birla Fertility & IVF as well to foray in Digital Health within the CK Birla Healthcare platform.

(2) Past remuneration (p.a.):

Mr. Akshat Seth was paid remuneration for the financial year 2024-25 as under:

- Basic salary & allowances of upto ₹ 546.57 lakh per annum.

In addition to the above, Mr. Akshat Seth was paid:

i. Annual performance linked variable-pay of ₹ 1,75.79 lakh (Rupees One Crore Seventy Five lakh Seventy Nine Thousand Only) for the financial year 2024-25 subject to the performance of the Company and achievement of agreed targets as decided by the NRC/Board.

ii. Nil payment made under the Long-term Cash Incentive Plan 2023 of the Company for the financial year 2024-25 as decided by the NRC/Board.

iii. Provident fund including perquisites thereof and Gratuity as per Company Rules.

iv. Chauffer driven Company maintained car.

v. Medical Insurance and Personal Accidental Insurance Coverage under the Group Mediclaim Insurance Scheme and Group Personal Accidental Insurance Scheme as applicable to employees of the Company from time to time.

vi. Encashment of leave at the end of the year / tenure / cessation of service / retirement, as per the applicable rules of the Company.

vii. Reimbursement of Mobile handset, telephone connection and broad band connection at residence and the expenses towards its usage at actuals as per the applicable rules/policy of the Company.

Subject to as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

(3) Recognition or awards:

The Company was awarded several prestigious awards including the following prominent awards earned during the financial year 2024 -25:

- **Super Brand Award 2025**

  "**Charminar**" and "**Birla Aerocon**" has been awarded the **Super Brands 2024-25** recognition in the category of Cement Roofing Sheets by the Super Brands Council. Superbrands is the world's largest independent arbiter of branding, and this recognition pays tribute to the strongest and most valuable brands in the world through their publications. Achieving "Superbrands Status" strengthens a brand's position, adds prestige, and sets it apart from competitors.

- **Brand of the Year by Realty+**

  "**Charminar**" and "**Birla Aerocon**" received the **INEX** award in the Roofing & Ceiling Ideas category and in the Cement & Concrete category, respectively, from Realty+. The INEX awards program acknowledges brands that contribute to innovation, technology, and excellence in building materials, construction products, and systems that shape the future of the built environment.

  Birla Aerocon received the **Harit Bharat** award in the Harit Bharat Construction Materials category from Realty+. This award recognizes organizations and individuals who are committed to sustainable initiatives and contribute to environmental stewardship through their products and services.

- **GreenPro Certification**

  "**Charminar Fortune**", "**Birla HIL CPVC Pipes**", "**Birla Aerocon Panels, Boards and AAC blocks**" received the Green Pro certification in the Green Product category by CII - Green Products. This certification recognizes products that meet the stringent requirements of the Green Pro Eco label by the CII - Green Products & Services Council, confirming that these products are eco-friendly and sustainable.

- **Great Place to Work, 2024**

  BirlaNu has been certified as a Great Place to Work for the sixth time in a row for the year 2024-25 with an outstanding trust index score of 94. The Company is ranked amongst:

  - India's Best Companies to Work for 2024: **Ranked #12** in India
  - Best Workplaces in Asia™ in 2024: **Ranked # 41** in Asia
  - Best in industry: Cement & Building Materials, 2024
  - Great Place To Work®, India; Re-certified from March 2024 to March 2025
  - Top 25 | India's Best Workplaces™ in Manufacturing, 2024 & 2025
  - Top 50 I Large India's Best Workplaces Building a culture of Innovation by All, 2024
  - Top 50 | Large India's Best Workplaces for Millennials, 2024

(4) Job profile and suitability:

Please refer point no. 1 under the above heading "Information about the appointee".

(5) Proposed Remuneration: As detailed in resolution no. 5 of this notice.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

(₹ in crore)

Name of the Company	Everest Industries Limited		Ramco Industries Limited		Visaka Industries Limited	
Particulars	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25
Revenue	1,589	1,707	1,299	1,387	1,520	1,541
Profit Before tax	28	13	80	115	4	1
MD & CEO remuneration	3.61	4.18	4.04	2.45	2.01	2.06

Considering the turnover of the Company and the experience and responsibilities of Mr. Akshat Seth, the remuneration paid/ payable to him is reasonable and in line with remuneration levels in industry.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except the remuneration and perquisites as stated above, Mr. Akshat Seth has no direct or indirect pecuniary relationship with the Company or managerial personnel. Further, he does not hold any shares in the Company.

III. Other information

(1) Reasons of loss or inadequate profits:

During the financial year 2024–25, the Company recorded a modest revenue growth of 3.5%; however, profit before tax declined by 72% compared to the previous year. This was primarily due to weak demand and soft pricing scenario in most product categories and volatility in resin prices. Furthermore, the interest cost escalated during the year owing to increase in borrowings for acquisition of Crestia Group, capex for capacity enhancement and working capital requirements. The said situation is prevailing in the market and there is a reasonable possibility that profits for the financial year 2025–26 may also be inadequate to meet the limits specified under Section 197 of the Companies Act, 2013.

(2) Steps taken or proposed to be taken for improvement:

a) The Company is leveraging its expertise and experience and investing continuously to build strong momentum towards growth and expansion of its business. With the acquisition of Crestia Polytech Pvt. Ltd. and its group companies, the Company has further enhanced Company's brand strength in pipes & fittings business in several key markets.

b) There have been continuous efforts to manage the cost and profitability through improved contribution margins driven by lower raw material and freight costs and sourcing excellence as well

as efficient management of working capital and inventory would help limit the negative impact of headwinds.

c) The Company is employing various means to reduce the impact of rising costs through building long-term partnerships with its suppliers, reducing the risk of price fluctuations. The Company has mapped and developed its extensive vendor base to insulate itself from any geopolitical instability. The Company has built a global network of suppliers that allows diversification of supply sources and unhindered logistical movement of its inventory. Several other cost saving initiatives and operational improvements have been executed.

d) During the year, the Company has migrated to SAP S4 HANA and also took significant steps towards a digital-led way of working and building a culture of excellence.

(3) Expected increase in productivity and profits in measurable terms:

The Government's increasing focus on modernising and further strengthening the country's infrastructure, is likely to have significant positive impact on the building materials sector as the construction activity gathers pace across segments. With the above initiatives and many more, it is expected that the profitability in the coming year is likely to improve.

IV. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. shall be made in the "Corporate Governance Report" forming part of the Board's Report for FY 2025-26.

Mr. Seth along with his relatives does not hold any shares in the Company nor has any relationship with any of the Directors or Key Managerial Personnel of the Company. Mr. Seth has been granted 36,603 stock options convertible into equivalent number of equity shares of the Company on or after July 17, 2024 to the extent of 14,641 stock options and remaining 21,962 stock options on or after April 1, 2025, as and when exercised by him in terms of the Employees Stock Option Scheme 2023. However, he has not exercised any stock options till the date of this Notice.

Mr. Seth is directly concerned and interested in this resolution, as it relates to his remuneration. Except Mr. Seth, no other Director or Key Managerial Personnel of the Company and their relatives are in any way, either financially or otherwise, concerned or interested in the proposed resolution.

The Board recommends the resolution set forth at Item no. 5 for the approval of the shareholders as a special resolution.

Item No. 6:

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rule 7 of the SEBI (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 the rationale of the variations has been provided below:

In line with the Company's ongoing commitment to fostering an inclusive, rewarding, and empowering workplace culture and with the objective of rewarding, attracting, motivating, and retaining talent while enabling employees to share in the wealth created for shareholders, the Company had introduced the HIL Limited Employee Stock Option Scheme 2019 ("**Scheme**"), with shareholder approval obtained on October 3, 2019. The Scheme was initially designed to recognize and reward employees who were already part of the Company at the time of its introduction and the eligibility under the Scheme was limited to employees who were on the Company's rolls as of August 1, 2019, and new employees who replaced existing ones in similar positions up to September 30, 2021.

Since its introduction, although the scheme provided for a pool of 1,50,000 employee stock options ("**Options**") exercisable into an equivalent number of equity shares of the Company, a substantial number of these Options i.e. 1,23,004 options, remain available either because they were never granted or have lapsed due to reasons such as that employee granted with options left the organization or non-exercise of granted/ vested options.

In view of the above and with the objective of extending the benefit of the Scheme to a wider pool of current and future employees, the Board of Directors of the Company at its meeting held on May 17, 2025 based on the recommendation of the Nomination and Remuneration cum Compensation Committee, approved the following proposed amendments to the Scheme, subject to the approval of the members:

1. **Amendment to the definition of 'Eligible Employee' under Clause 3.1.13** of the Scheme to expand its scope and enable the Committee to include, at its discretion, any employee (as defined under the SBEB Regulations) of the Company.

This amendment is aimed at broadening the pool of potential beneficiaries and enabling greater inclusion across levels and roles.

It is clarified that due to a high number of ungranted options under the Scheme pool, combined with a limited scope of such employees meeting the criteria of an 'Eligible Employee' under the Scheme – *that is only employees on the rolls of the Company as on August 1, 2019* and new employees who replaced existing ones in similar positions up to September 30, 2021, the Committee, in furtherance of the objective of extending the benefit of the Scheme to a wider pool of current and future employees, has suggested an amendment to the definition of an 'Eligible Employee' to enable the Committee to allow participation in the Scheme by any employees identified by them, without deference to their being or not being employed with the Company at the time of the initial introduction of the Scheme.

2. **Administrative and clarificatory changes to the Scheme**, **including:**

   a. Updating references to applicable laws and aligning the Scheme with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), which came into effect after the Scheme was originally adopted (in 2019), specifically (i) aligning definition of 'employee'; and (ii) aligning treatment of options held by retiring / superannuating employees, with the provisions / definitions of the 2021 SBEB Regulations.

   b. Replacing and standardizing references to the Company's updated legal name.

For the sake of clarity, it is hereby affirmed that the Scheme is in compliance with SBEB Regulations. Draft of the amended Scheme is made available on the website of the Company and can be accessed at **https://cms.birlanu.com/public/media/2025/06/25/inspection-documents-2024-25.pdf**

Accordingly, approval of the Members is being sought by way of special resolution on the matters set out in Item No. 6 of the Notice. The Company confirms that except for the aforesaid proposed variations, all other terms and conditions of Scheme, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the Scheme, shall remain unchanged and continue to be in force and that the proposed variations are not in any manner prejudicial or detrimental to the interests of the employees as defined and entitled to participate under the Scheme (holding existing unexercised Options and being granted Options from time to time), and shall benefit from the aforesaid variations/amendments.

None of the Promoters, members of the Promoter Group, the Non-executive Directors and the Independent Directors of the Company or their relatives are interested, financially or otherwise, in the Special Resolution under Item No. 6. However, they may be deemed to be concerned or interested, to the extent of their shareholding, if any, in the Company.

The Managing Director & Chief Executive Officer and other Key Managerial Personnel of the Company are deemed to be concerned or interested, financially or otherwise, to the extent of Options granted/to be granted pursuant to the Scheme and to the extent of shareholding held by them or their relatives, if any, in the Company.

The Board recommends the Special Resolution set out in Item No. 6 in relation to amendments to the Scheme for approval of the Members.

Item No. 7:

As per the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company, at its meeting held on May 17, 2025, based on the recommendation of the Audit Committee, re-appointed M/s S.S. Zanwar & Associates, Cost Accountants in Practice (Firm Registration No. 100283), as Cost Auditors of the Company to conduct audit of its cost records for the financial year 2025-26, at a remuneration of ₹ 8 lakh (Rupees Eight Lakh only) plus other applicable taxes and actual travel, stay, conveyance and other miscellaneous expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, the consent of the members is sought by way of an ordinary resolution as set out at Item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, either financially or otherwise, in the said resolution.

The Board of Directors, in the interest of the Company, recommends the Ordinary Resolution set out at Item no. 7 of the Notice for approval by the shareholders.

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of the Director	Mr. Desh Deepak Khetrapal
Director Identification Number (DIN)	02362633
Age	70 years
Qualification	Holds honours degree in Business & Economics and Master's degree in Business Administration in Marketing and Finance from Delhi University
Date of first appointment on the Board of the Company	October 28, 2013
Nature of expertise in specific functional area	He is a seasoned executive with nearly 5 decades of experience, leading companies through transformation and growth. His leadership spans sectors including services, manufacturing, consumer and retail businesses. For more than a decade, Deepak has been an integral part of the CKA Birla Group, where he has played pivotal roles in driving strategic initiatives and nurturing growth opportunities. His previous roles include Managing Director & CEO of Orient Cement Limited, Vice Chairman & Managing Director of Orient Electric Limited, Group CEO of the Jumbo Group of Companies, and Whole-time Director & Group COO at Raymond Limited. He continues to exemplify visionary leadership and strategic acumen. He is an Independent Director on the Board of Mafatlal Industries Limited.
Remuneration last drawn (Sitting fee and Commission for FY 2024-25)	₹ 12.50 lakh as sitting fee and ₹ 4.60 lakh as commission for FY25
Remuneration proposed to be paid	Directors are entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by them, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the financial year 2024-25	6 (Six) out of 7 (Seven) meetings
Directorships held in other Indian Public Limited Companies	Mafatlal Industries Limited
Memberships/ Chairmanships of Committees of Board of Indian Public Limited Companies in which he is a Director	1. BirlaNu Limited a. Audit Committee – Member b. Corporate Social Responsibility Committee- Member c. Risk Management Committee- Member 2. Mafatlal Industries Limited a. Nomination & Remuneration Committee- Member b. Stakeholders Relationship Committee- Member c. Investment and Diversification Committee- Chairman
Listed entities from which he has resigned in the past three years	1. Orient Electric Limited 2. Orient Cement Limited
Number of shares held in the Company including as a beneficial owner	Nil
Relationships between Directors inter-se or Manager and other Key Managerial Personnel of the Company	None

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