Date: 25th August, 2025

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai — 400 001
Scrip Code: 531548

National Stock Exchange of India Ltd. (NSE)
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai — 400 051
Symbol: SOMANYCERA

Dear Sir/Madam,

Subject: Submission of Annual Report and Notice of 57th Annual General Meeting of the Company, pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is further to our letter dated 7th May, 2025, wherein, the Company had informed that the 57th Annual General Meeting ("AGM") of the Company is scheduled to be held on Thursday, 18th September, 2025 at 11:30 A.M. (IST) through Video Conferencing or Other Audio Visual Means in compliance with the applicable regulatory provisions.

In terms of the requirement of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith submitting the Annual Report of the Company along with the Notice of AGM for the Financial Year 2024-25.

The Notice of AGM and Annual Report for FY 2024-25 are being sent by e-mail to the members of the Company who have registered their e-mail address with the Company's RTA/ Depository Participant. A letter providing the web-link, including the exact path, for accessing the Notice of AGM and Annual Report is being sent to those shareholders who have not registered their email address. A copy of the said letter is enclosed herewith.

The Notice of AGM along with the Annual Report for the Financial Year 2024-25 is also available on the website of the Company viz. https://www.somanyceramics.com/investor-relation/annual-reports.

Further, the Notice of AGM is also available on the website of Central Depository Services (India) Limited at www.evotingindia.com.

This is for your information & records.

Thanking you,

Yours Faithfully,
For Somany Ceramics Limited

ANUJ KALIA
Digitally signed by ANUJ KALIA
Date: 2025.08.25 18:09:15 +05'30'

Anuj Kalia
Company Secretary & Compliance Officer
Membership No.: A31850

Encl: As above



SOMANY

CRAFTING A STEADY **FUTURE**

Somany Ceramics Limited
Integrated Annual Report 2024-25

ACROSS THE PAGES

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For more investor-related information, please visit

https://www.somanyceramics.com/investor-relation/annual-reports

Investor Information

Market Cap (as on 31 March, 2025)	: ₹ 1,72,076 Lakhs
CIN	: L40200WB1968PLC224116
BSE Code	: 531548
NSE Symbol	: SOMANYCERA
Bloomberg Code	: SOMC:IN
Dividend Proposed	: ₹ 3 per share
AGM Date	: 18 September, 2025
AGM Mode	: Video Conferencing ('VC')

Disclaimer

This document contains statements about expected future events and financials of Somany Ceramics Limited ('The Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

ABOUT THE REPORT

Reporting Approach

This Integrated Annual Report serves as a comprehensive document, offering insights into the strategies, business models, and the significant economic, social, and environmental impacts of Somany Ceramics Limited ('Somany' or 'the Company'). Reflecting alignment with the Company's business strategy, the Report addresses material issues that shape Somany's capacity to deliver sustainable value. It is a critical component of the Company's strategic framework and operational practices, emphasizing key facets of social responsibility and environmental sustainability.

Scope and Boundary

This report adopts a holistic perspective, presenting information for the financial year ended 31 March, 2025. It comprehensively highlights the Company's business activities aimed at creating value across the short, medium, and long term. Environmental and social disclosures are provided on a standalone basis, focusing exclusively on the operational scope of Somany.

Frameworks

This report adheres to the principles of the IFRS Foundation's Integrated Reporting Framework, addressing the diverse needs of our stakeholders. The Company ensures full compliance with NSE and BSE listing requirements and SEBI guidelines. Statutory reports, including the Director's Report, Management Discussion and Analysis, Corporate Governance Report, and Business Responsibility and Sustainability Report, align with the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the prescribed Secretarial Standards.

Leadership Accountability

The report content has been reviewed by the Company's senior management under the guidance of the Managing Director and CEO, with governance oversight provided by the Board members of Somany.



CRAFTING A STEADY FUTURE



A steady future is not built in haste, but with consistent and quiet effort

A future built to last begins with deliberate choices, not dramatic leaps. In times of shifting global demand, inflationary pressures, and supply chain uncertainty, the companies that stand resilient are those that stay rooted in fundamentals while being ready to evolve.

In this context, Somany Ceramics Limited is advancing with quiet confidence, anchored by a strong financial base and a clear strategic vision. With decades of industry leadership, the Company continues to respond to market complexities with measured steps that prioritize long-term value over short-term gain and thereby meet the challenges and opportunities of a transforming global economy.

With decades of experience behind it, Somany Ceramics Limited is leveraging its legacy while staying sharply focused on what lies ahead. It has strengthened its balance sheet, maintaining minimal debt with minimal reliance on working capital, to ensure it can pursue growth without compromising stability. This financial prudence gives the Company room to manoeuvre in a volatile market, while also allowing it to seize expansion opportunities decisively.

Operationally, the Company is driving efficiency through stringent cost management, leaner processes, and targeted capital deployment. These actions are helping to drive higher Return on Capital Employed (RoCE) and set the stage for scalable growth.

Somany Ceramics is not just growing but doing so with intent. Every initiative, from capacity expansion to digital integration, is designed to build long-term value. The Company's emphasis on sustainability, product innovation, and customer-centric solutions reflects a commitment to staying relevant and competitive in a dynamic marketplace.

By deepening its capabilities, reinforcing its foundation, and executing with discipline, Somany Ceramics Limited is shaping a growth story that is not only steady but also sustainable; one built to endure uncertainty and deliver value across cycles.



About the Company

CRAFTING QUALITY. CEMENTING TRUST.

For over five decades, Somany Ceramics Limited ('Somany' or 'the Company') has shaped the evolution of the ceramic industry with its deep-rooted values, design leadership, and commitment to excellence. Founded in 1968 by the visionary Late Shri Hira Lall Somany Ji, the Company has grown to be among the top 15 global players in the ceramic space.



Today, under the stewardship of Mr. Shreekant Somany, Chairman & Managing Director, and Mr. Abhishek Somany, Managing Director & CEO, Somany has strengthened its position as a household name, trusted by millions across India and beyond. The Company's reach spans over 50 countries across six continents, emphasizing its status as a truly international brand.

Somany is widely regarded as a symbol of quality and long-lasting performance, with a diverse product portfolio that includes ceramic and vitrified tiles, sanitaryware, bath fittings, and other allied products. The Company offers end-to-end décor solutions that combine functional excellence with sophisticated design sensibilities.

Driven by a strong commitment to global expansion, Somany continues to strengthen its footprint across Europe, the Middle East, Asia, and Africa. With exports to 46 countries across six continents, the Company has established itself as a global leader and a trusted name in the ceramic industry.

Rooted in a culture of innovation and shaped by a legacy of leadership, Somany remains focused on delivering products that inspire trust and transform spaces. With Somany, craftsmanship meets quality, and every design choice reflects durability, elegance, and enduring value.

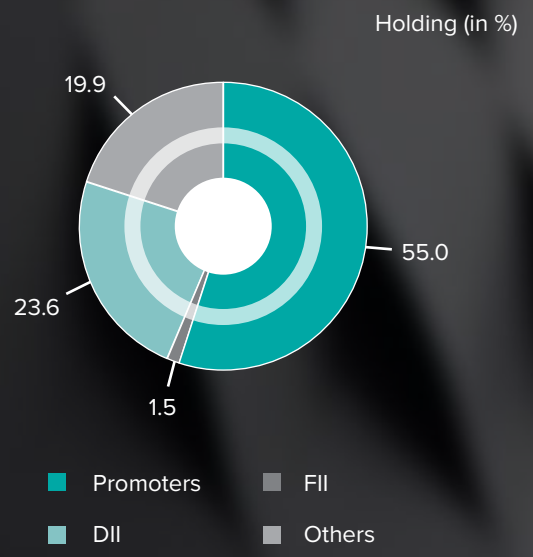
Vision

Most sought after tile and allied product company in India and be the best employer in the tile industry.

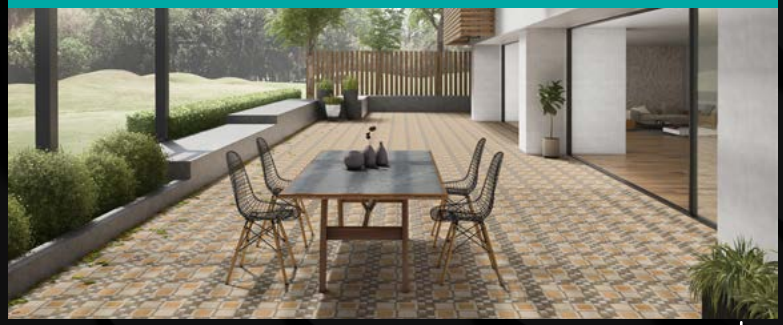
Mission

Achieving customer delight through business innovation and cost-effectiveness while pursuing latest fashion trends in ceramics and allied products for creating stakeholder value.

SHAREHOLDING PATTERN (AS ON 31 MARCH, 2025)



Somany takes immense pride in its robust manufacturing capabilities, which form the backbone of its operations. Across India, the Company operates 9 advanced production facilities equipped with cutting-edge technology, enabling it to deliver excellence at scale. The combined tile production capacity is 51.97 million square meters (msm) annually, Somany also manufactures 0.48 million pieces of sanitaryware and 1.3 million pieces of bath fittings each year. These advanced facilities empower the Company to meet diverse customer needs while maintaining the highest standards of quality control, operational efficiency, and innovation.



Annual Capacity across Our Manufacturing Facilities

	Company	Stake	Unit	Annual Capacity (in msm)
Tiles	Own	-	Kassar, Haryana	23.32
	Own	-	Kadi, Gujarat	6.65
	Subsidiary	100.0%	Somany Piastrelle Private Limited	3.48
	Subsidiaries/Associates	80.0%	Somany Max Private Limited	4.00
		60.0%	Sudha Somany Ceramics Private Limited	7.08
		50.0%	Vintage Tiles Private Limited	4.80
		26.0%	Vicon Ceramics Private Limited	2.64
	Company	Stake	Unit	Annual Capacity (in million pcs)
Bathware	Subsidiaries	100.0%	Somany Bath Fittings Private Limited	0.48 million pcs
		51.0%	Somany Sanitary Ware Private Limited	1.3 million pcs

Key Performance Indicators

MOULDING METRICS. SHAPING SUCCESS.

Financial

₹ 77,166 Lakhs
Net Worth as on 31 March, 2025

₹ 2,64,331 Lakhs
Revenue in 2024-25

₹ 8,721 Lakhs
Profit Before Exceptional items & Tax in 2024-25

₹ 6,007 Lakhs
Profit After Tax (Attributable to Owners) in 2024-25

Operational

2nd Largest
in Indian Tile Industry*

9
State-of-the-Art Manufacturing Facilities

~75 msm
Per Annum Access to Capacity of Tiles

0.48 million pieces
Per Annum Capacity of Sanitaryware

1.3 million pieces
Per Annum Capacity of Bath Fittings

2,880
Network of Active Dealers

514
Showrooms in India

46 Countries
Export Presence

*In Terms of Sales Value

ESG (Based on standalone enterprise)

1,03,392
CO_2 Emissions Generated
(16.4% Y-o-Y reduced)

3,169 MT
Waste Generated
(19.0% Y-o-Y reduced)

39,282 KL
Water Saved
(13.5% Y-o-Y consumption reduced)

4,226
Workforce Strength

8
Directors on Board

1
Women Director



Our Journey

MARKING MILESTONES. SHAPING LEGACY.

1968

Founded by late Shri Hira Lall Somany in partnership with Pilkington Tile Holding (UK)

1971

Established the inaugural manufacturing facility of Somany Pilkington Limited in Kassar, Haryana

1981

Established a manufacturing plant by Somany Pilkington Limited in Kadi, Gujarat

1994

Acquired the Pilkington shareholding by Indian promoters

1996

Achieved a significant milestone as Somany Pilkington Limited's R&D facility was recognized by the Government, marking a pioneer achievement within India's tile industry

1998

Attained ISO certification for the Company's Quality Management System, demonstrating its commitment to maintaining and upholding high standards of quality across its operations

2000

Initiated the import of tiles from Europe under the Somany Global brand, broadening the Company's product offerings and bringing premium European tiles to the market

2005

Filed a patent for VC Shield, India's highest abrasion-resistant tile

2007

Underwent a significant transformation by changing name to Somany Ceramics Limited

Expanded the business into the sanitaryware vertical, allowing the Company to diversify its product portfolio and enter a new market, catering to the growing demand for sanitaryware products

2009

Obtained a patent for VC Shield, India's highest abrasion-resistant tile, a first in the industry

Initiated the 'Tile Master' program to improve mason's income

2010

Established the Company's first glazed vitrified tiles manufacturing facility

Ventured into bath fittings business

2011

Rebranded with a new logo

Earned the esteemed 'Power Brand' recognition



2012

Received the Indian Power Brands Award for the second consecutive year

2014

Acquired a subsidiary and initiated the manufacturing of sanitaryware

Received the Corporate Technical Achievement Award from the American Ceramic Society (ACerS) for VC Shield product

2017

Launched a comprehensive television campaign to strengthen brand visibility across digital, radio, and print media platforms

2018

Celebrated 50th anniversary

Acquired a subsidiary and started manufacturing bath fittings

Started in-house production of EzyFix adhesive

2019

Inaugurated first manufacturing facility in South India

Appointed Salman Khan as the Brand Ambassador

2020

Achieved the milestone of becoming a net debt-free Company (at standalone level)

2021

Recognized as India's Most Desired Tiles Brand

Accorded with ET Iconic Brand Award

2022

Commissioned an expansion of 11 msm, the largest ever in the Company's existence

2023

Commissioned the Company's 1st plant with CONTINUA+

Launched Somany Max Coverstone collection, combining cutting edge technology, diverse designs, and a commitment to sustainability

Earned Superbrands Status for VC Shield tiles

2024

Received the Superbrands Award for the second consecutive year for VC Shield tiles

Completed the maiden Buyback of ₹ 125 Crores

Our Business

CRAFTING TIMELESSNESS.
SHAPING ADVANCEMENT.

At Somany, tradition meets innovation to shape the spaces of tomorrow. The Company's product portfolio, spanning stylish tiles, smart sanitaryware, and sleek bath fittings, is designed for the way people live today. Each piece brings together advanced design, enduring quality, and a commitment to sustainability. From timeless textures to future-ready functionality, Somany's collections reflect a progressive vision for modern living, crafted with precision, trusted for life.

Whether redefining residential interiors or creating impactful commercial environments, Somany's portfolio provides solutions that resonate with modern lifestyles. By staying attuned to global trends and integrating cutting-edge technology, the Company ensures that its offerings not only meet evolving expectations but consistently set benchmarks in the ceramics industry. With Somany Ceramics, every product is not just a choice but an expression of thoughtful design and enduring value, a step toward crafting spaces that are as timeless as they are functional.



Tiles

Somany believes that every space should leave a lasting impression. This is why the Company's exclusive selection of tiles is engineered to perfection, offering a wide array of designs that elevate the aesthetics of every room. Whether designing a home or a commercial space, Somany's tiles seamlessly combine forward-thinking craftsmanship with enduring aesthetic appeal.

85.3%
Revenue as a % of Total Sales in FY 2024-25

70.85 msm
Sales Volume in FY 2024-25

Ceramic Tiles

Somany's versatile, durable, and stylish ceramic wall and floor tiles play an integral role in enhancing home décor. Designed for both beauty and functionality, these tiles are stain and water-resistant, ensuring they remain pristine with minimal effort. Celebrated for their resilience and low-maintenance appeal, they are crafted to withstand the test of time, preserving the elegance, vibrancy, and welcoming ambience of a space for years to come.

Application Areas

Wall

Floor

28.9%
Revenue as a % of Total Sales in FY 2024-25

2
Manufacturing Facilities

23.52 msm
Per Annum Capacity



Glazed Vitrified Tiles

Engineered to meet the demands of modern architecture, glazed vitrified tiles from Somany offer a blend of robust performance and refined aesthetics. Available in a variety of finishes, including matt, glossy, and rustic, these tiles come in an extensive range of sizes, colors, and patterns, enabling designers and homeowners alike to experiment without limits. Whether designing residential, office, or commercial spaces, these tiles are the perfect choice for both indoor and outdoor applications. With their superior performance and versatile appeal, they not only elevate the visual experience but also deliver long-term value through lasting functionality and style.

For those seeking larger formats with natural textures, Somany Coverstone slabs add a premium dimension to flooring, cladding, and custom surfaces. These Coverstone slabs effortlessly create a harmonious aesthetic by minimizing grout lines and offering fresh perspectives and dimensions for applications such as flooring, wall cladding, furniture elements, and kitchen countertops.

Application Areas

Floor

Wall

Stairs

Counter Top

32.5%
Revenue as a % of Total Sales in FY 2024-25

4
Manufacturing Facility

21.01 msm
Per Annum Capacity





Polished Vitrified Tiles

Polished vitrified tiles occupy a distinctive place in the Company's extensive portfolio, prized for their ability to elevate floors with exceptional design precision and uncompromising surface quality. Crafted from high-quality materials, these tiles feature a mirror-like high gloss that exudes elegance and sophistication, transforming any space into a curated expression of style. Whether used in residential or commercial settings, these tiles bring a luxurious shine and timeless beauty, making them the perfect choice for creating spaces that are both visually impactful and engineered for lasting performance.

Application Areas

Floor

23.9%
Revenue as a % of Total Sales in FY 2024-25

2
Manufacturing Facility

7.44 msm
Per Annum Capacity



Sanitaryware

Somany's sanitaryware is designed to deliver superior build quality, combining sleek, contemporary designs with ergonomic functionality. Engineered for both style and durability, these premium products are the perfect choice for transforming bathrooms into modern sanctuaries. Whether upgrading with elegant fixtures or creating a functional space with high-quality installations, Somany offers products that make a statement, enhancing bathrooms with timeless appeal and exceptional performance.

Additionally, our latest French Collection blends classic European charm with contemporary design. Available in a range of elegant colours, this collection stands out with its refined aesthetics and unmatched sophistication.

Product Range

Toilets

Basins

Vanity Cabinets

Urinals

5.9%
Revenue as a % of Total Sales in FY 2024-25

1
Manufacturing Facility

0.48 million pieces
Per Annum Capacity

Bath Fittings

Somany's bath fittings are crafted to seamlessly blend form and function, bringing thoughtful design and enduring performance into everyday routines. Whether seeking sleek modern designs or timeless classics, each fitting enhances the space with its precision engineering, high-quality finishes, and understated sophistication.

Somany's latest French Collection stands apart as a true benchmark in bathroom design and aesthetics. Inspired by global trends, this range embraces bold colours and distinctive finishes that bring personality, elegance, and a touch of luxury to one of the most intimate spaces in your home.

Highlights of the range include the Diamante and Elysees shower columns, alongside the Liana, Diamante, Arizona, and Elysees PVD faucet collections, each redefining sophistication through meticulous craftsmanship and inspired design. Paired with the Giza and Liana bath accessories, the collection delivers a cohesive design language that feels both globally sophisticated and personally intimate.

Product Range

- Faucets
- Showers
- Bath Fitting Accessories
- Health Faucets

5.0%
Revenue as a % of Total Sales in FY 2024-25

1
Manufacturing Facility

1.3 million pieces
Per Annum Capacity





Chairman's Message

UPHOLDING VALUES. SHAPING TOMORROW.



Dear Stakeholders,

Each year presents an opportunity to thoughtfully reflect on the milestones reached, and the enduring values that shape our identity, the direction we are charting, and the legacy we aspire to leave behind. At Somany, this reflection extends beyond mere introspection; it is a deliberate reaffirmation of the principles that anchor our journey: Crafting a Steady Future.

This principle influences every aspect of our work, reflecting a mindset that balances innovation with pragmatism and responsibility. It drives us to pursue growth with resilience, combining thoughtful design with a measured commitment to sustainability. In an industry marked by constant change and challenges, our focus remains rooted in discipline, foresight, and a clear sense of purpose.

> Our journey is deeply rooted in Indian craftsmanship and cultural pride. Every Somany tile is proudly Made in India - designed, developed, and manufactured domestically.



Drawing from India's architectural marvels and timeless heritage, we infuse each product with stories that reflect our country's rich traditions. This connection to culture not only defines our identity but also sets our products apart with authenticity and meaning.

A Resilient Landscape

In a world increasingly shaped by volatility, marked by ongoing trade tensions, evolving regulatory landscapes, and measured consumer outlook, India stands poised at the cusp of transformation. Fueled by accelerated urbanization, rising disposable incomes, and a growing desire for global-quality living, the country is entering a new chapter of opportunity and growth. Already among the largest globally, the Indian tile industry, is uniquely positioned to benefit from these macroeconomic trends. A growing middle class and evolving aesthetic preferences are creating a strong domestic demand for premium, design-led products.

However, the industry has faced headwinds, particularly in exports. Global economic uncertainties, higher logistics costs, and the imposition of anti-dumping duties in key markets like the US have led to a projected 8–10% contraction in exports this year. Despite these challenges, the domestic market remains resilient, supported by rising disposable incomes, urban migration, and consumers' evolving preferences for quality and aesthetics. This domestic foundation enables us to stay focused on long-term value creation while navigating external uncertainties.

Designing the Future, Grounded in Innovation

We believe innovation is the very foundation of our identity. It shapes how we think, create, and evolve. Across our tiles and bathware categories, we seamlessly integrate advanced technologies with a design philosophy that bridges the timeless and the contemporary, from clean, minimalist lines to refined neo-classical details. This forward-thinking approach enables us to anticipate and respond to evolving macro trends, such as increased demand from the hospitality and travel industries and the growing preference for personalized, design-forward living spaces.

Recent example of our ongoing innovation journey is the launch of new ranges in the Duragres Collection, a game-changer in the Glazed Vitrified Tile (GVT) segment. This premium range includes:

- **Everstone**

  This line evokes the elemental beauty of stone with a refined matte sheen, reinforced by Robusto surface technology for superior durability.

- **Eternastone**

  Drawing inspiration from ancient rock formations, this line features rich textures and fine detailing powered by Etchtech surface technology.

- **Harmony**

  This line showcases elevated craftsmanship, offering finishes like Full Polish, High Gloss, Engravo, Plume, Levigato Polish, and the Décor Series, where elegance meets performance.

These collections are designed to challenge convention and meet the evolving aspirations of architects, designers, and homeowners alike.

Further manifesting our vision of innovation, we introduced a new format of showroom, Somany Atelier, offering experiential space tailored for architects, designers, and décor connoisseurs.

Located in the heart of the city's premium marble market, the Atelier positions the Company as a luxurious, high-end alternative to natural stone and emphasizes our commitment to delivering immersive brand experiences. Tiles today are no longer confined to walls and floors. Our displays showcase their creative use across furniture, lift jambs, bedheads, tabletops, and beyond, where form and function beautifully converge.



Responsible Practices, Lasting Impact.

Sustainability is a core principle shaping our strategic direction and daily operations. We are deeply committed to minimizing our environmental impact while delivering products of lasting quality and value. Some key initiatives reflecting our sustainable practices include:

- Enhanced gas efficiency across our tile manufacturing processes
- Water-saving technologies embeded in our bathware products
- Reuse of ETP sludge and certified disposal of industrial waste through SPCB-approved vendors
- Full compliance with Extended Producer Responsibility (EPR) norms for packaging plastics

We remain deeply committed to advancing sustainable innovation and enhancing operational efficiency across every link of our value chain. As we move forward, our sustainability-first approach will continue to shape strategic decisions and serve as a cornerstone of long-term success.

Scaling Smart, Growing Holistically.

As we reimagine Somany as a full-spectrum, 360-degree solutions brand, we are actively unlocking new verticals.

Capacity enhancement in bathware is on the horizon. This highlights our ambition to build a seamlessly integrated product ecosystem across tiles, sanitaryware, bath fittings, besides the acquisition in Adhesives & construction chemical division.

We enter 2025–26 with a clear strategic direction and measured optimism. Our continued progress is fueled by favorable macroeconomic trends, including:

- An uptick in real estate projects entering the finishing phase
- A visible shift in consumer priorities, from saving to investing in home spaces particularly post Covid
- A revival in export potential, fueled by declining freight costs

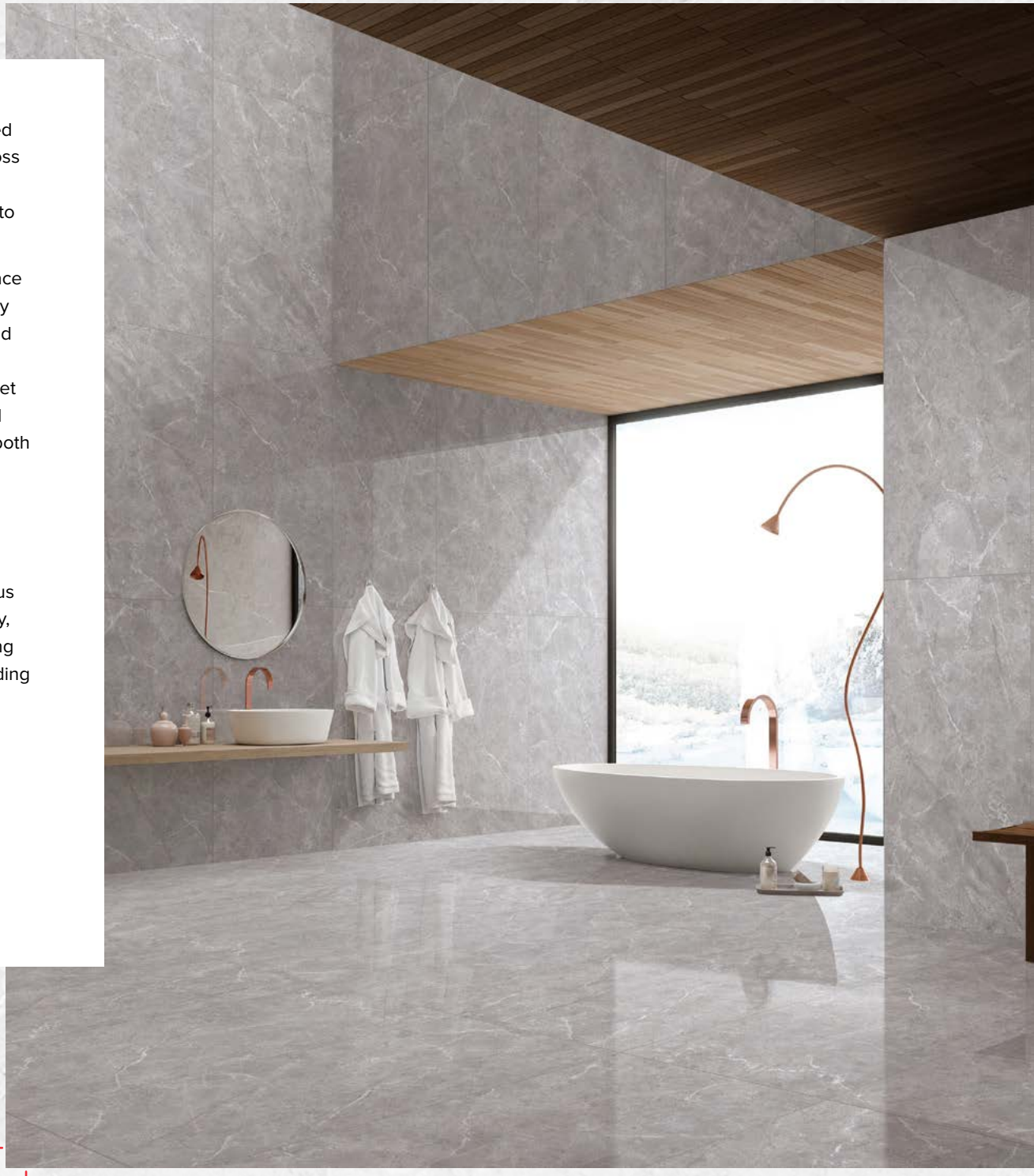
To support this upward trajectory, we foresee steady capital investments, paired with targeted, high-impact spending across emerging categories. This ensures we remain future-ready and well-positioned to scale with agility.

With infrastructure investment gaining pace and consumer lifestyles evolving, Somany is well-positioned to lead the shift. Backed by a strong design ethos, responsible manufacturing practices, and sharp market instincts, we are focused on creating real value, driving impact, and earning trust, both at home and globally.

On behalf of Somany Ceramics Limited, I would like to sincerely thank you all for your continued support and trust. Your partnership and encouragement inspire us to uphold the highest standards of quality, innovation, and sustainability in everything we do. Together, we look forward to building a brighter and more sustainable future.

With my best wishes,

Shreekant Somany,
Chairman & Managing Director



MD's Message

ADVANCING ARTISTRY. GROUNDING PURPOSE.



Dear Stakeholders,

Progress is driven not by comfort zones, but by the courage to venture into unfamiliar territory. At Somany, change is not seen as disruption, but as a catalyst to innovate, adapt, and deliver enduring impact. Our focus extends beyond creating superior products; it is about shaping meaningful experiences and building a legacy that endures through shifting market landscapes and global headwinds.

Navigating the Challenging Environment

2024-25 marked a period of both headwinds and strategic recalibration for India's tile industry. Demand remained subdued for the year, influenced by a complex mix of macroeconomic factors, including prolonged election cycles, unpredictable weather patterns, and an uneven recovery in consumer spending. Amid this landscape, the industry grappled with intense pricing pressure, particularly from the Morbi manufacturing belt, where many players responded with steep discounting strategies or temporary production halts to cope with excess capacity.

Globally, export markets remained volatile. Although freight costs began easing in early 2024-25 and there were encouraging signs of a rebound, the recovery proved fragile. Nonetheless, we move ahead with optimism, as tariff shifts in key markets like the US and

the easing of logistics bottlenecks is likely to benefit Indian exporters. At the same time, the domestic landscape is expected to strengthen, supported by a pipeline of real estate completions in metropolitan areas and the Government's ₹ 10 Lakh Crores PMAY initiative, which is poised to unlock mass-market demand.

Sustainable Growth with Financial Prudence

Our financial performance this year highlights the steadiness of our strategy and execution. We achieved a notable revenue growth of 2.6%, reaching ₹ 2,64,331 Lakhs in 2024-25 compared to the previous year. Our EBITDA stood at ₹ 22,088 Lakhs compared to ₹ 25,322 Lakhs in 2023-24. Accordingly, our PAT margins for the year 2024-25 decreased to 2.3%, and the net profit stood at ₹ 6,007 Lakhs against the previous year's ₹ 9,689 Lakhs.

₹ 22,088 Lakhs
EBITDA

₹ 6,007 Lakhs
Net Profit

Crafting A Steady Future

Amid the challenging backdrop, we have demonstrated resilience, strategic clarity, and consistent execution. A key strategic highlight of the year was our exit from two joint ventures, Acer Granito and Amora Tiles. This deliberate and timely divestment released ₹ 1,984 Lakhs in capital. Importantly, the move included exiting a ceramic wall tiles business that had been underperforming, enabling us to streamline operations and sharpen our focus on high-margin segments. This decision is expected to have a positive impact on our margins and enhance our operational agility going forward.

Strategic Expansion into High-Growth Segments

Aligned with our long-term vision, we continue to evolve from a tile manufacturer into a full-service interior solutions brand. Demand in business segment such as sanitaryware, bath fittings, and adhesives has remained strong, driven by increased design consciousness and the growing preference for coordinated interior solutions. We are also preparing for a strategic foray into allied businesses, further expanding our value-added offerings.

Operational Discipline and Capacity Management

Capacity utilization remains a critical driver of profitability across the ceramic tile sector. Following post-pandemic capacity expansions, originally intended to meet strong export demand, industry players have increasingly pivoted toward the domestic market due to sustained export challenges. This realignment has temporarily weighed on utilization rates, particularly within premium and value-added product segments. While optimal EBITDA performance is typically achieved at ~90% utilization, we are taking proactive steps in close coordination with our channel partners to optimize inventory cycles and align production more precisely with real-time market demand.





Market Presence and Brand Trust

Our market presence is also strengthening. We serve customers across 46 countries spanning six continents. Domestically, our presence continues to grow stronger with 2,880 active dealers and 514 showrooms, making Somany one of the most trusted names in Indian households.

2,880
Active Dealers

514
Showrooms

Innovation, Product Excellence, and Sustainability

Innovation remains central to our value proposition. We offer a differentiated product portfolio, including ceramic and vitrified tiles, along with cutting-edge solutions such as:

- **VC Shield** for superior abrasion resistance,
- **Slip Shield** for enhanced anti-slip safety, and
- **Temp Shield** for thermal regulation.

Innovation and product excellence remain at the core of our approach. We place strong emphasis on research and development, supported by a robust ISO 9001:2015 certified Quality Management System that governs all our operations, ensuring compliance with the highest quality and safety standards.

Reflecting our commitment to sustainability, our Kassar plant received the Brand Owner certification from the Haryana Pollution Control Board for responsible disposal of plastic waste generated from packaging. Additionally, we adopted low-cost raw materials at both our Kassar and Kadi plants, driving further cost efficiencies without compromising on quality.

Premiumization and Technology

In a market where tile prices have eroded significantly over the last decade, Somany has chosen a different path, focused on maintaining pricing integrity, brand equity, and sustainable profitability. While peers pursued volume through discounting and economy lines, we remained committed to premiumization and value-added growth.

We continue to lead in high-value categories such as GVT and design-led surfaces. Cutting-edge innovations like smart tiles with antibacterial finishes, digital textures, and customizable aesthetics keep us at the forefront of design and functionality. In parallel, we are deeply integrating emerging technologies such as AI, the Internet of Things (IoT), robotics, and automation, into both our manufacturing operations and customer-facing platforms to significantly boost operational efficiency, responsiveness, and agility.

The New Voice of Somany Ceramics

We are dedicated to blending innovation with heritage to create products that stand the test of time while reflecting the aspirations of our customers. In line with this vision, the Zameen Se Judey campaign has been thoughtfully

crafted to represent not only the exceptional quality and strength of our offerings but also the deep emotional connection we share with the land and communities we serve.

This campaign vividly captures the spirit of Somany, featuring the magnetic presence of Bollywood icon Salman Khan alongside the relatable charm of actor Varun Sharma. Together, they bring a fresh and compelling narrative that resonates deeply with our diverse audience.

By skilfully combining Salman Khan's charisma with Varun Sharma's signature humor, these commercials celebrate our brand's core values while reinforcing Somany's vibrant and optimistic position in the market. Zameen Se Judey creates a strong emotional bond with our customers, strengthening our authentic connection to the roots and people that inspire us.

Our Culture of Growth

With over five decades of legacy, Somany continues to thrive on a foundation of innovation, excellence, and most importantly, its people. Our employees are at the core of every milestone we achieve, and we are committed to fostering a work environment where they feel valued, empowered, and inspired to contribute meaningfully.



We are proud to announce that Somany has been officially recognized as a Great Place to Work® Certified™ Company in India. This prestigious certification affirms our strong dedication to cultivating a culture of trust, collaboration, and high performance.

Our comprehensive policies are designed to nurture talent, fuel innovation, and create a strong sense of belonging and motivation across all levels. Through structured reward programs, we celebrate exceptional performance while promoting the values of integrity, teamwork, and leadership.

Great Place to Work® is the global benchmark for workplace culture, and this recognition reflects our commitment to ensuring that every team member thrives both professionally and personally. Together, we will continue to build a future defined by shared success and excellence.

Paving the Way Forward

The outlook for the tile and flooring industry is poised for recovery, driven by the Government's continued emphasis on infrastructure expansion and housing sector growth. At the same time, shifting consumer expectations, fueled by heightened design awareness and a growing commitment to sustainability, are transforming the market landscape. This evolving demand is creating fresh opportunities for products that blend eco-conscious innovation with sophisticated aesthetic appeal.

At Somany, we are strategically positioned to capitalise on emerging opportunities. Our roadmap includes expanding our product portfolio, investing in advanced manufacturing technologies, and strengthening our distribution networks. Equally important is our commitment to enhancing brand equity through consistent quality, design innovation, and impactful marketing. A key focus area is deeper market penetration, particularly in emerging and smaller towns, where we aim to further establish Somany as the brand of choice across customer segments, reinforcing trust and recognition nationwide.

We proudly serve a diverse base that includes homeowners, architects, interior designers, builders, and commercial developers. Our success is rooted in a robust value chain and an unrelenting commitment to customer satisfaction. These are our guiding pillars on our journey to building on our legacy of excellence.

As we look to the future, I extend my heartfelt gratitude to our investors for their support and belief in our vision. I also acknowledge the dedication and resilience of our employees, whose contributions have been instrumental in navigating challenging times. A sincere thank you to our business partners for standing with us on this journey. Together, we are shaping a future that is innovative, inclusive, and built to last.

My best wishes,

Abhishek Somany,
Managing Director & CEO

Strengths

STRENGTHENING ROOTS. SUSTAINING GROWTH.

A deep-rooted passion for design innovation, enduring quality, and customer delight forms the core of Somany's identity. Backed by a powerful distribution network and state-of-the-art manufacturing capabilities, the Company delivers tailored solutions with agility and precision. Sustainability drives every step, crafting products that enrich living environments and reflect conscious design values. With a foundation built on integrity and excellence, Somany is growing steadily, shaping inspired spaces, and contributing to a future defined by durability and design.

A Legacy of Expertise

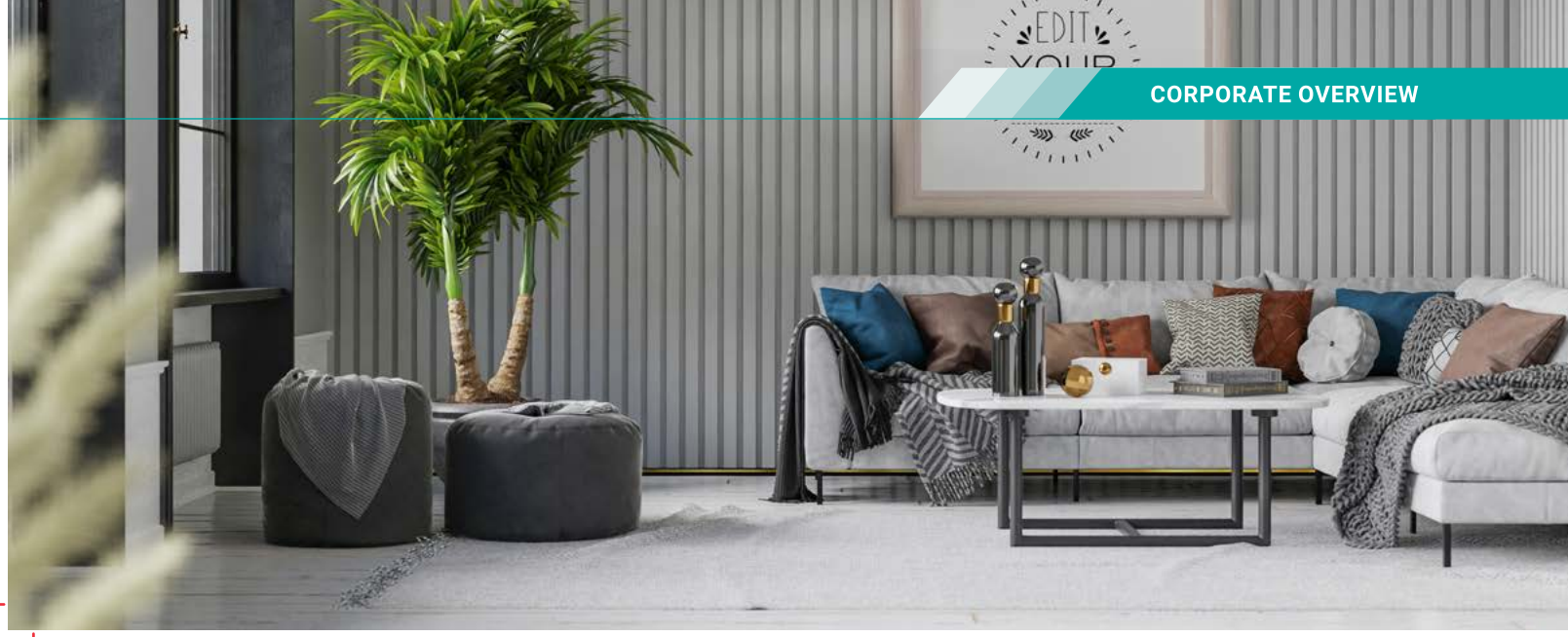
Boasting a legacy of over five decades in the ceramic tile industry across three generations, Somany thrives on the accumulated wisdom, strategic foresight, and expertise of its experienced leaders. Their in-depth industry insights have been instrumental in steering the Company's progress and long-term success. With the fourth generation now joining the leadership team, a harmonious fusion of established perspective and next-generation thinking is propelling Somany forward. This dynamic combination enables the Company to stay resilient and responsive in an ever-changing market landscape, paving the way for sustained growth.

Commanding Market Recognition

Somany's rich legacy, reliability, and dedication to excellence have established it as a trusted name in the market. The Company takes immense pride in its diverse product portfolio, powered by unique patented innovations. Each offering is thoughtfully designed to cater to a wide spectrum of customers, supported by its 'More Value for Money' pricing approach that delivers exceptional value. By consistently prioritizing quality, Somany nurtures lasting customer relationships and reinforces a positive brand image, driving sustainable revenue growth.

Maintaining Minimal Debt

Somany Ceramics places a strong emphasis on maintaining financial prudence, evident in its minimal short-term liabilities and a conservative long-term debt profile, particularly when viewed against its robust cash reserves. The Company's strategic objective is to reduce leverage and prioritize the utilization of its cash resources. By actively managing its debt and focusing on cash flow, Somany aims to strengthen its financial prudence. This approach ensures the Company is well-positioned for long-term stability, reinforcing its financial resilience and enabling it to leverage its strong foundation to pursue sustained, forward-looking growth.



Advanced Technology

Somany firmly upholds its commitment to delivering exceptional quality designs and products through its advanced manufacturing facilities, including the state-of-the-art Max plant. Equipped with cutting-edge printing technology as part of its integrated production process, the Company offers an extensive range of captivating products with high-depth punches that create visually striking 3D designs and textures. By adopting and seamlessly integrating such advanced capabilities, Somany not only expands its product portfolio but also caters to diverse customer preferences. This innovative manufacturing approach gives the Company a distinct competitive advantage, setting it apart from industry counterparts and further reinforcing its position as a leader in the ceramics sector.

Robust Manufacturing Footprint

Somany has firmly positioned itself as a frontrunner in India's tile manufacturing landscape, supported by an extensive and strong production network. With 7 advanced manufacturing plants spread strategically across the country, including key hubs in Haryana (Kassar), Gujarat (Kadi and Morbi), and Andhra Pradesh, the Company boasts an impressive annual tile production capacity nearing 51.97 million square meters. This scale places Somany as the second-largest tile company in India. Through its network of dealers & sub-dealers, the Company ensures seamless distribution and strong market penetration, reinforcing its commitment to delivering quality and accessibility nationwide.

Strong Presence

With a well-established presence in international markets, Somany exports its products to 46 countries across the globe. Building on this success, the Company aims to expand into new geographies to further strengthen its global footprint. To enhance operational efficiency and minimize manufacturing risks, it has strategically developed state-of-the-art production facilities across key states, including Gujarat, Punjab, Haryana, and Andhra Pradesh. This approach ensures greater agility and supply chain resilience in meeting the evolving needs of customers, while reinforcing the Company's commitment to excellence and innovation.

Value-Creation Model

BUILDING LEGACY. BRINGING PROSPERITY.

(Based on Standalone Financials)

Input Capitals

Financial Capital

- Capital Expenditure: ₹ 9,056 Lakhs
- Net Worth: ₹ 80,028 Lakhs
- Net Debt-to-Equity Ratio: (0.07)
- Market Capitalization: ₹ 1,72,076 Lakhs

Manufactured Capital

- Installed Capacity: 29.97 msm
- Manufacturing Plants (No.): 2

Human Capital

- Number of Employees (Permanent): 2,000
- Employee Training on Skill Upgradation, Health, and Safety

Social and Relationship Capital

- CSR Spent: ₹ 254 Lakhs
- Number of Active Dealers: 2,880
- Brand Spend: 2.0%

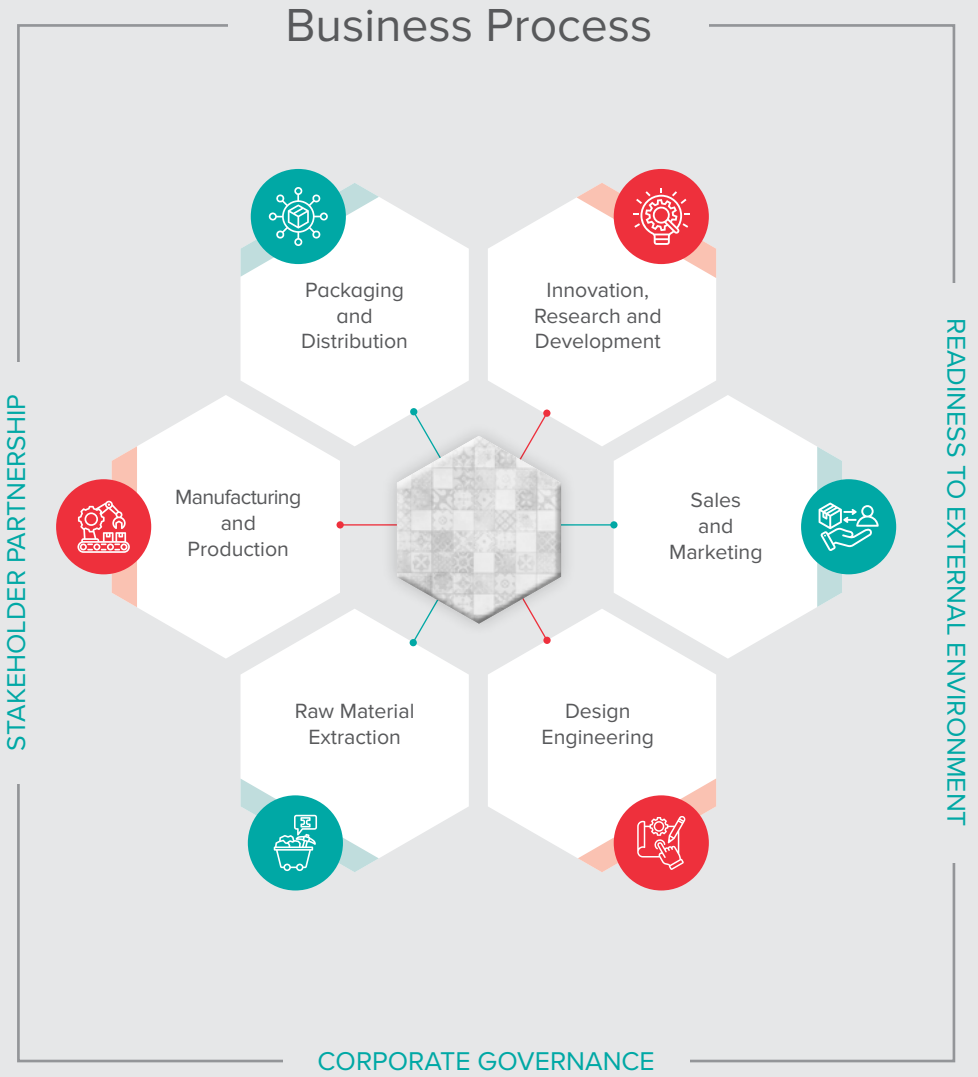
Intellectual Capital

- Department of Scientific and Industrial Research (DSIR)
- Certified R&D Unit

Natural Capital

- Energy Consumption: 20,31,672 GJ
- Renewable Energy: 8,06,598 GJ
- Water Withdrawal: 2,50,680 KL

Business Drivers, Activities, and Strategies



- **Value Created:** Value creation in the Company's business model is the process of converting resources and inputs into meaningful outputs and outcomes. These activities generate benefits over the short, medium, and long term for the Company, its stakeholders, society, and the environment.
- **Value Preserved:** Value preservation means actively ensuring that the benefits, assets, and interests of stakeholders remain intact. It reflects a commitment to ethical and responsible practices that prevent harm, loss, or decline in value over time.

Business Drivers, Activities, and Strategies	Outcomes			SDGs
Financial Capital ◇ ₹ 2,56,043 Lakhs Revenue from Operations ◇ ₹ 13,922 Lakhs EBITDA ◇ 13.8% RoCE	◇ Market penetration to bolster sales ◇ Optimized and systematic cost management	• Customers • Investors/ Shareholders • Employees • Communities/ NGOs	• Government/ Regulatory Bodies • Business Partners/ Suppliers	1 NO POVERTY 3 GOOD HEALTH AND WELL-BEING
Manufactured Capital ◇ Capacity Utilization: 79.2%	◇ Resource-efficient production processes ◇ Capacity expansion to fulfil growing market demand	• Customers • Investors/ Shareholders • Employees • Communities/ NGOs	• Government/ Regulatory Bodies • Business Partners/ Suppliers	4 QUALITY EDUCATION 5 GENDER EQUALITY
Human Capital ◇ Employees Turnover: 10.0% ◇ Lost Time Injury Frequency Rate (LTIFR): 1.71 (Workers)	◇ A diverse, skilled workforce ◇ Inclusive and safe workplace	• Customers • Investors/ Shareholders • Employees • Communities/ NGOs	• Government/ Regulatory Bodies • Business Partners/ Suppliers	6 CLEAN WATER AND SANITATION 7 AFFORDABLE AND CLEAN ENERGY
Social and Relationship Capital ◇ ~4,00,000 Beneficiaries	◇ Community development through initiatives, such as healthcare services, education, skill development, and infrastructure support ◇ Sustainable supply chain ◇ Economic transformation and livelihood opportunity creation through skill enhancement and vocational training	• Customers • Investors/ Shareholders • Employees • Communities/ NGOs	• Government/ Regulatory Bodies • Business Partners/ Suppliers	8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
Intellectual Capital ◇ Patent for VC Shield ◇ Trademarks (No.): 166 ◇ IGBC Certification	◇ Innovation for sustainable product development	• Customers • Investors/ Shareholders • Employees • Communities/ NGOs	• Government/ Regulatory Bodies • Business Partners/ Suppliers	10 REDUCED INEQUALITIES 11 SUSTAINABLE CITIES AND COMMUNITIES
Natural Capital ◇ Total GHG Emissions (tCO_2e): 1,03,392 (16.4% Y-o-Y reduced) ↓ ◇ Zero Liquid Discharge Plants	◇ Reduction in operational emissions due to the adoption of renewable energy and greener fuels	• Customers • Investors/ Shareholders • Employees • Communities/ NGOs	• Government/ Regulatory Bodies • Business Partners/ Suppliers	12 RESPONSIBLE CONSUMPTION AND PRODUCTION 13 CLIMATE ACTION

Stakeholder Engagement

BUILDING BONDS.
EMPOWERING COLLABORATION.

Recognizing stakeholder engagement as a cornerstone of sustainable growth, Somany places strong emphasis on building enduring relationships rooted in trust and transparency. By fostering transparent communication and nurturing strong relationships with its diverse stakeholders, ranging from customers and employees to suppliers and communities, the Company actively empowers collaboration. Through ongoing dialogues, responsive feedback channels, and joint initiatives, Somany strengthens stakeholder confidence, reinforces operational resilience, and ensures its strategies remain aligned with evolving expectations, paving the way for long-term value creation and inclusive success.

A comprehensive materiality assessment process and internal reviews are conducted to identify our key stakeholders, based on the depth of their engagement and the extent of their influence on the Company's strategic and operational priorities. These stakeholders include Communities, Shareholders, Investors, Employees and Workers, Customers, Value Chain Partners, and others. Our CSR communities have been formally identified as vulnerable or marginalized in the reporting, hence, we maintain an inclusive communication approach to ensure broad accessibility.

Engagement channels with stakeholders vary across groups and include emails, websites, public notices, annual general meeting, community meetings, and direct grievance platforms. Policies aligned with all nine principles of the National Guidelines on Responsible Business Conduct (NGRBC) have been approved by the Board, integrated into operational protocols, and extended to value chain partners, demonstrating the Company's commitment to comprehensive, transparent, and ethically grounded governance.

Stakeholder Group	Mode of Communication	Key Topics
Government and Regulatory Bodies	• Annual Report • Regulatory Filings	• Policy Requirements • BRSR Compliance • Audit and Inspections
Shareholders	• Email • Newspaper • Website • Advertisements • Annual Report • Letter	• Business Updates • Financial Updates • Non-Financial Disclosures • Market Developments

Stakeholder Group	Mode of Communication	Key Topics
Local Communities	• On a Need-Assessment Basis for CSR Projects • Communicating through Surveys and Group Discussions	• New CSR Project Selection
Suppliers and Dealers	• E-mails • Phone Calls • Vendor Meets	• Supply Chain Issues • Quality and Pricing Issues • Capacity Development • New Material Development
Employees	• Intranet Portals • Training Programs • Induction Programs • Performance Appraisals	• Employee Well-being, Health, and Safety • Training Requirement • Remuneration
Customers	• Dealer Showrooms Advertisements • Social Media • Brochures and Catalogues • E-mails and Phone Calls	• Product Details • Product Feedback • Product Pricing • New Product Development

Forward-Looking Commitment

Somany remains committed to enhancing stakeholder engagement processes, expanding grievance redressal accessibility, and setting measurable goals under its ESG strategy. By continually reviewing the stakeholder interface mechanisms and integrating feedback into corporate strategy, to the Company aims to maintain transparency, accountability, and sustainable growth in the years ahead.



Materiality Assessment

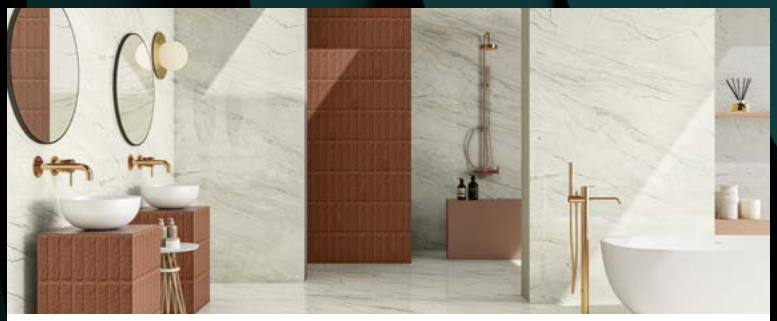
DEFINING PRIORITIES. CREATING IMPACT.

Continuing its efforts towards sustainable and responsible growth, Somany regularly engages with stakeholders. The Company has identified the most relevant Environmental, Social, and Governance (ESG) issues through a structured materiality assessment. These material topics are critical to both the Company's business and its stakeholders, guiding its sustainability strategy and shaping key business decisions. They help the Company manage risks, capitalize on opportunities, and stay aligned with stakeholder expectations. Somany routinely reviews these topics to ensure they remain relevant amid evolving business dynamics and stakeholder priorities.

Material Topics

The Company has identified the following material topics, aligning with both its business goals and sustainability plans.





Product Quality & Safety

Somany aims to deliver reliable, high-quality products that meet customer expectations while staying competitive. Our efforts focus on continuous innovation, process improvements, and responsible use of resources to ensure both performance and sustainability. Backed by robust quality systems and recognized certifications, we remain committed to maintaining consistency, safety, and trust in every product we offer.



Local Community Development

To ensure monitoring of our social impact, the Company develops an annual CSR action plan in line with recommendations from the CSR Committee and approval of Board of Directors. Community initiatives focus on healthcare, education, skill development, farmer welfare, and improving sanitation and hygiene in rural areas.



Employee Well-Being

Somany is committed to fostering an inclusive and safe workplace where all employees feel respected and valued. A happy and motivated workforce drives the holistic growth of the Company and sets an industry-wide standard for workplace positivity.



Compliance and Ethical Business Practices

By staying honest and ethical, the Company mitigates risk, strengthens stakeholder trust, and uncovers new opportunities for value creation. Robust compliance frameworks and a deeply embedded culture of integrity enable sustainable growth while aligning with broader societal objectives. By adhering to the highest standards of governance, the Company safeguards its reputation and delivers long-term value to all stakeholders.



ESG Aspects in Supply Chain

The Company works with suppliers who adhere to ethical, environmental, and sustainable practices, ensuring it follows and aligns with responsible sourcing aspects.



Water Management

Somany prioritizes efficient water management through conservation, recycling, and responsible usage across its operations. Our efforts aim to reduce water consumption, minimize waste, and ensure long-term water sustainability. These efforts are focused on reducing overall consumption, limiting wastewater generation, and ensuring long-term water sustainability.



Energy and Emissions Management

Energy and emissions management is a critical enabler of economic development and societal well-being. Towards this end, Somany has conducted comprehensive energy and greenhouse gas (GHG) accounting to better understand its environmental footprint and identify areas for improvement.



Contribution to SDGs

The United Nations adopted the Sustainable Development Goals (SDGs) in 2015 to end poverty, protect the planet, and ensure peace and prosperity by 2030. The 17 SDGs are integrated, balancing social, economic, and environmental sustainability (UNDP, n.d.). Somany's sustainability strategy is aligned with the global SDGs. Each initiative and action are mapped across the most relevant SDGs for the Company ensuring constructive contribution towards the goals:

1 **Product Quality and Safety**

Relevant SDGs



2 **Local Community Development**

Relevant SDGs



3 **Employee Well-Being**

Relevant SDGs



4 **Compliance and Ethical Business Practices**

Relevant SDGs



5 **ESG Aspects in Supply Chain**

Relevant SDGs



6 **Water Conservation Management**

Relevant SDGs



7 **Energy and Emissions Management**

Relevant SDGs



Risk Management

BALANCING RISKS. ENSURING GROWTH.

Recognizing the importance of risk management, Somany is committed to safeguarding its operations while driving sustainable growth. A comprehensive, enterprise-wide approach has been implemented to identify, evaluate, and mitigate risks across critical domains, including market volatility, operational efficiency and regulatory compliance.

By leveraging proactive risk strategies and continuously monitoring external and internal factors, Somany Ceramics ensures organizational resilience in a dynamic business environment. The Company's risk management approach is aligned with its long-term goals, ensuring that it can navigate uncertainties while maintaining operational excellence and delivering consistent value to stakeholders.

Somany has established a robust risk management framework that guides its strategic decision-making process. This framework allows the Company to proactively identify potential risks, evaluate their impact, and implement timely and targeted mitigation measures. By anticipating challenges in advance, Somany reinforces its adaptability and strengthens its ability to thrive in complex conditions.

Risk Management Practices

Key Risks | Context | Risk Level | Mitigation Measures

Key Risks	Context	Risk Level	Mitigation Measures
Macro Factors	Given the ever-evolving landscape of the global and Indian economies, Somany places a strong emphasis on tracking shifts and adjusting its strategies in response.	High	• In 2024-25, amidst rising inflation and stable interest rates, Somany strategically broadened its dealer network across India to minimize the impact on revenue. • Despite encountering anti-dumping duties from the US, the Company upheld its cost competitiveness in the global market, benefiting from reduced freight costs.
Inflation	The Company's operations could face challenges from inflationary pressures that cannot be passed on to consumers.	High	• To preserve its competitive advantage, Somany consistently capitalizes on economies of scale, efficient cost management, and optimized logistics. This strategic approach allows the Company to effectively address challenges arising from inflationary pressures that cannot be transferred to consumers.

Key Risks	Context	Risk Level	Mitigation Measures
 Regulations	Somany recognizes that unexpected and stringent environmental and economic regulations may affect its operations and profitability. Rapid shifts in regulatory requirements could present financial and operational challenges, potentially impacting earnings. As a result, it is essential for the Company to stay alert and continuously monitor regulatory changes. This proactive approach enables it to adapt its operations and strategies, ensuring a swift and effective response to the changing market landscape.	Medium	◆ Somany's focus on compliance management and employee training has been instrumental in reducing its carbon footprint. This dedication has reinforced the Company's reputation as a responsible and sustainable organization.
 Competition	In the growing ceramic industry, which includes both organized and unorganized sectors, it is essential for Somany to strengthen its leadership position.	High	◆ The implementation of GST has reduced the cost gap between organized and unorganized players in the ceramic industry. Nevertheless, Somany is well-equipped to sustain and strengthen its competitive edge, thanks to its economies of scale and strong brand recognition.
 Technological	Dependence on outdated technologies could hinder the Company's operational efficiency, potentially resulting in lower product quality and adversely affecting profitability.	Medium	◆ Somany has consistently invested in cutting-edge equipment to improve operational efficiency, enabling it to offer a diverse range of products in various sizes and designs across its plants.
 Fraud	The susceptibility of Somany's systems increase the risk of fraudulent activities, which could negatively affect its business operations.	Low	◆ Somany is committed to transparency and accountability through its Whistle Blower Policy, which empowers individuals such as employees, vendors, and customers to report any suspected fraudulent activities, errors, or instances of misconduct. To prevent malpractices, the Company has put in place robust controls, such as a centralized payment system, dual authorization, and enhanced financial checks and balances.

Economic Value Creation

SHAPING VALUE. SECURING TOMORROW.

With innovation at its core and sustainability as its compass, Somany is redefining economic value creation. By pioneering cutting-edge products, expanding smartly into new markets, and streamlining operations, the Company ensures lasting and resilient growth. By harnessing advanced technology and agile supply chains, the Company not only boosts profitability but also contributes to a thriving, sustainable economy.

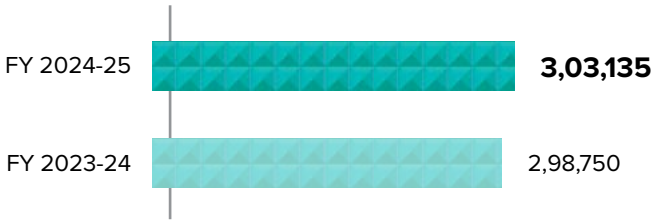
Economic Value Distributed (EVD)

Somany is dedicated to driving sustainable financial growth while responsibly managing its capital. The Company actively contributes to the nation's economic activity through strategic capital optimization. It also focuses on productivity initiatives while safeguarding its margins against the impacts of input costs. Somany takes pride in its accomplishments, reflected in its consistent growth trajectory, and sustained competitive advantage.

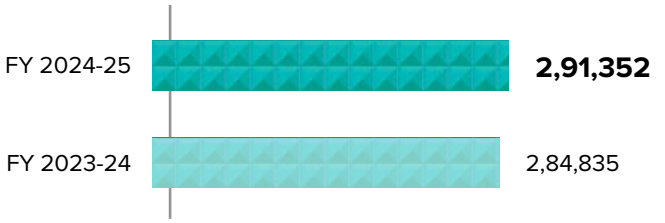
Economic Performance (₹ in Lakhs)

(Based on standalone financials)

Direct Economic Value Generated: Revenues

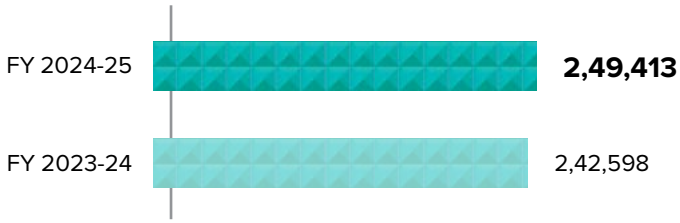


Economic Value Distributed

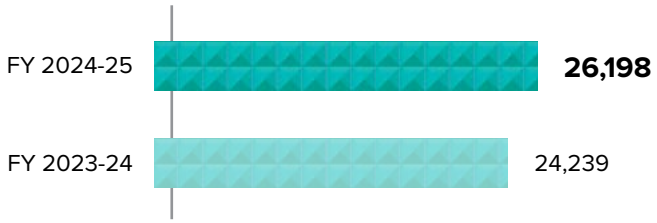




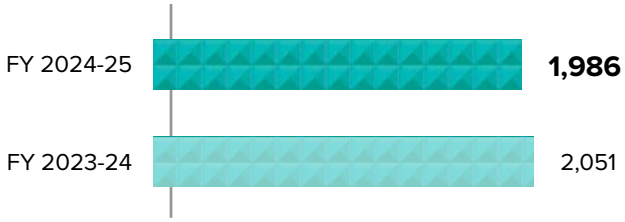
Operating Costs*



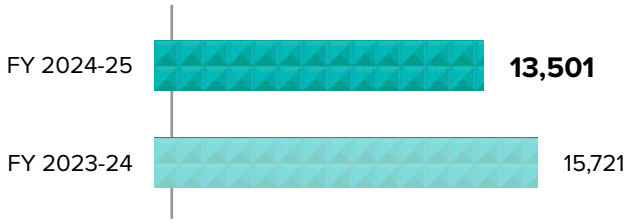
Employee Wages and Benefits



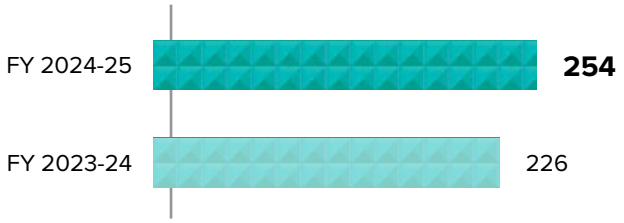
Payments to Providers of Capital (Dividends & Interest)



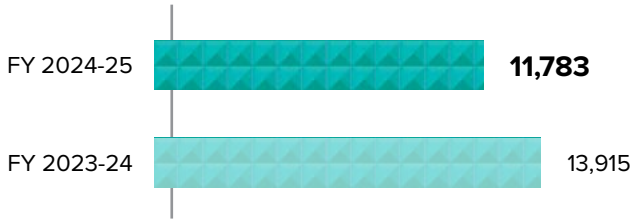
Payments to the Government (Taxes)



Community Investments (CSR)



Economic Value Retained



*Includes operating expenses, cost of materials consumed, and changes in inventories of finished goods

Six Capitals

STRENGTHENING CAPITALS. FORTIFYING FOUNDATIONS.

Somany's progress is shaped by six key capitals: Financial, Manufactured, Intellectual, Human, Social and Relationship, and Natural. Each of them plays a vital role in driving innovation, enhancing value, and supporting sustainable growth. From maintaining financial strength and adopting advanced manufacturing practices to empowering people, deepening stakeholder trust, and caring for the environment, the Company integrates these elements into everything it does. Together, they reinforce its foundations and enable a stronger, smarter future.



Financial Capital

Somany's financial capital is fundamental to its continued growth and operational strength. It highlights the Company's resilience and strategic vision through consistent financial performance, wise investments, sound risk management, and efficient capital deployment. This solid financial base empowers the Company to seize new opportunities, overcome challenges, and generate long-term value for all stakeholders.

Read more on page » 38

Manufactured Capital

Central to Somany's operations is its manufactured capital, showcasing the Company's focus on innovation and excellence. With state-of-the-art facilities and advanced technologies, Somany ensures top-tier product quality, operational efficiency, and environmentally responsible practices. This robust manufacturing foundation drives continuous innovation, strengthens customer trust, and creates enduring value for all stakeholders.

Read more on page » 42

Intellectual Capital

Somany leverages its intellectual capital as a key driver of innovation and sustainable growth. Anchored in the deep expertise of its workforce, enriched by data-driven insights, and supported by a robust technological backbone, it enables the Company to deliver cutting-edge solutions, respond swiftly to changing market dynamics, and maintain a strong competitive advantage.

Read more on page » 46



Human Capital

People are at the core of Somany's success, with human capital serving as a powerful engine for innovation and operational excellence. The Company cultivates a culture of empowerment, inclusivity, and continuous growth; enabling individuals to thrive and contribute meaningfully. Strategic initiatives in upskilling, cross-functional training, and professional development strengthen workforce capability and resilience, ensuring a skilled, agile, and future-ready team.

Read more on page » 50

Social and Relationship Capital

Strong relationships form the foundation of Somany's social and relationship capital, built on principles of inclusivity, empathy, and integrity. The Company deeply values its long-standing connections with customers, partners, investors, regulators, and communities; viewing these relationships as essential to its sustained success. By fostering trust, transparency, and mutual respect, Somany promotes collaboration that drives collective progress and shared value creation.

Read more on page » 60

Natural Capital

Environmental responsibility is deeply embedded in the Company's core values, guiding its commitment to preserving natural capital and promoting a sustainable future. Through focused efforts to minimize energy and water usage, adopt eco-conscious practices, and reduce its carbon footprint, the Company actively supports the transition to a greener economy. These initiatives reflect a balanced approach to growth that prioritizes long-term ecological well-being alongside business performance.

Read more on page » 66

Financial Capital

Capitalizing on Strength. Shaping the Future.

At Somany Ceramics, strong financial capital serves as a critical enabler of sustained growth and innovation. It equips with the resources needed to pursue strategic initiatives, streamline operations, and pioneer new advancements. Through disciplined fiscal oversight and value-driven allocation, the Company maximizes the impact of its investments to deliver sustained value to its stakeholders. This solid financial base supports its expansion into new markets, the enhancement of its product range, and the continuation of its leadership in the ceramics sector, positioning the Company for success in a dynamic and competitive global landscape.

SDGs Impacted



Stakeholders Impacted

- Employees
- Customers
- Communities
- Investors and Shareholders
- Regulatory Authorities
- Suppliers

Capitals Impacted

- Manufactured
- Intellectual
- Natural
- Human
- Social & Relationship

₹ 2,64,331 Lakhs
Sales for 2024-25

8.3%
3-Year Sales CAGR

2.6%
Growth in Revenue on Annual Basis

Five-Year Financials

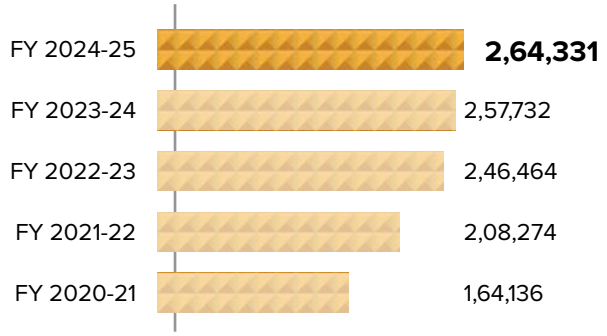
(₹ in Lakhs)

Particulars	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Sales	1,64,136	2,08,274	2,46,464	2,57,732	2,64,331
EBIDTA	19,018	20,653	18,871	25,322	22,088
Other Income	1,278	1,342	1,454	1,061	902
Finance Costs	4,014	2,964	4,036	4,646	5,243
EBDT	16,282	19,031	16,289	21,737	17,747
Depreciation	6,163	6,395	6,785	7,251	9,026
Profit before Exceptional Items & Tax	10,119	12,636	9,504	14,486	8,721
Profit After Tax (Attributable to Owners)	6,059	8,869	7,149	9,689	6,007
Equity Share Capital	849	849	849	820	820
Other Equity	63,226	71,781	77,848	71,194	76,346
Deferred Tax Liability	3,208	3,230	2,433	2,886	2,574
Loan Funds#	42,346	47,655	48,837	33,511	30,194
Gross Block (including CWIP)	96,845	1,23,708	1,35,954	1,46,352	1,45,025
Net Block (including CWIP)	76,016	97,147	1,05,514	1,12,319	1,07,368
Current Assets	76,521	78,602	89,940	82,145	84,570
Current Liabilities##	28,274	37,358	51,058	69,283	68,115
Net Current Assets	48,247	41,244	38,882	12,862	16,455
Net Worth*	64,075	72,630	78,697	72,014	77,166
Capital Employed	1,19,599	1,34,277	1,40,724	1,19,693	1,17,192
EPS (₹) **	14.27	20.88	16.83	23.00	14.65
Book Value (₹) **	150.86	171.00	185.28	175.63	188.17
Dividend (₹) **	2.40	3.00	3.00	3.00	3.00
RoNW (%)	9.8	13.0	9.5	12.9	8.1
RoCE (%)	11.7	12.3	9.8	14.7	11.8
Debt Equity (times)	0.66	0.66	0.62	0.47	0.39

#including current maturities of loans
##excluding short-term borrowings
*Net worth represents sum total of equity share capital and other equity
**Face value of ₹ 2/- per share

Sales

(₹ in Lakhs)



Definition

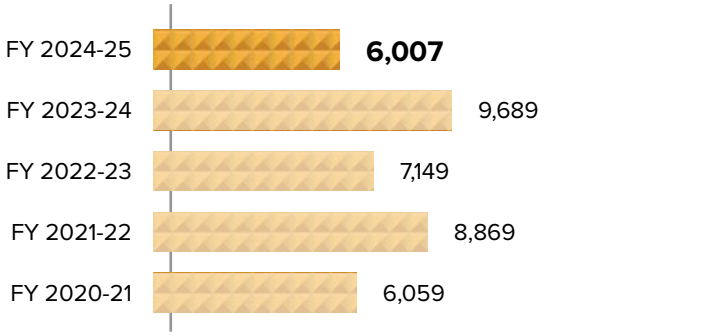
Sales figures net of taxes and S&D expenses.

Sales Performance

The Company's sales witnessed growth in the subsequent years. Sales value stood at ₹ 2,46,464 Lakhs in 2022-23 and ₹ 2,57,732 Lakhs in 2023-24 followed by ₹ 2,64,331 Lakhs in 2024-25.

Profit After Tax (PAT)

(₹ in Lakhs)



Definition

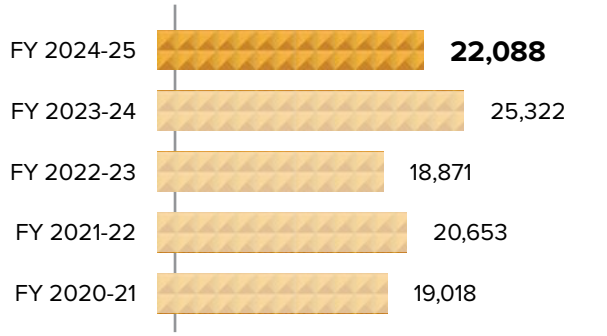
Profit achieved during the year after deducting all expenses and provisions.

PAT Performance

The Company's PAT reduced to ₹ 7,149 Lakhs in 2022-23 which further increased to ₹ 9,689 Lakhs and stood at ₹ 6,007 Lakhs in 2024-25 due to increase in operating cost.

EBITDA

(₹ in Lakhs)



Definition

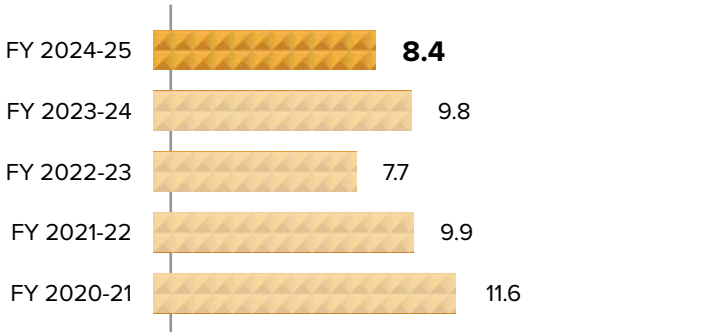
Earnings before the deductions of interest, depreciation, extraordinary items, and taxes.

EBITDA Performance

The Company's EBITDA increased to ₹ 25,322 Lakhs in 2023-24 and decreased in 2024-25 to ₹ 22,088 Lakhs.

EBITDA Margin

(in %)



Definition

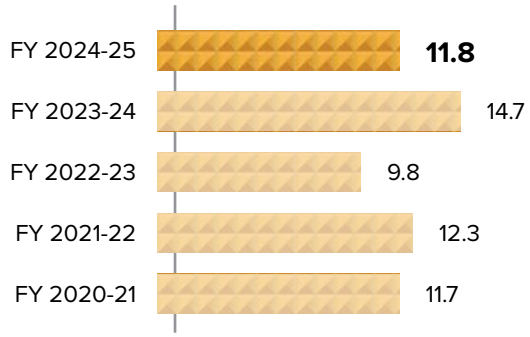
A profitability ratio used to measure the Company's operating efficiency.

EBITDA Margin Performance

The Company's EBITDA margin declined to 7.7% in 2022-23 and increased to 9.8% for 2023-24. In 2024-25 it stood at 8.4% due to increase in operating cost.

Return on Capital Employed (RoCE)

(in %)



Definition

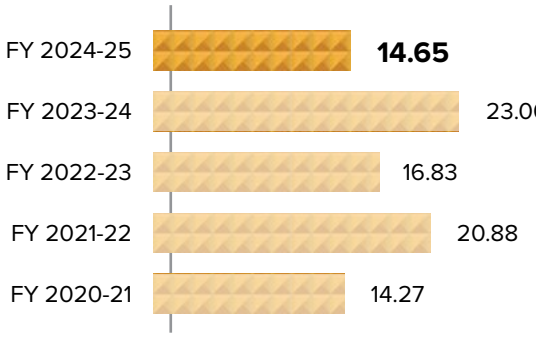
A financial ratio that measures the Company's profitability and the efficiency with which capital is employed in the business.

RoCE Performance

The Company's RoCE decreased to 9.8% in 2022-23 and increased to 14.7% in 2023-24. It stood at 11.8 in 2024-25 due to decrease in margins.

Earnings Per Share

(in ₹)



Definition

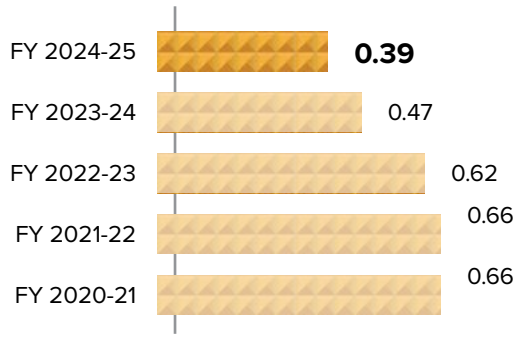
Portion of the Company's profit which is allocated to each outstanding share of the common stock.

EPS Performance

The Company's EPS decreased to ₹ 16.83 in 2022-23 and increased to ₹ 23.00 in 2023-24. In 2024-25, it stood at 14.65 due to decrease in profits.

Debt-Equity Ratio

(in x)



Definition

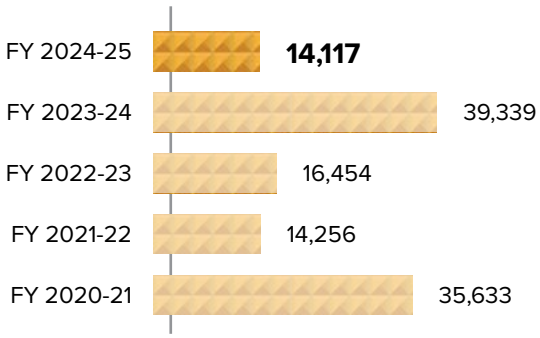
Derived through the ratio of debt to net worth (less revaluation reserves).

Debt-Equity Performance

The Company's debt-equity ratio reduced to 0.62x in 2022-23 and further to 0.47x in 2023-24. In 2024-25, it stood at 0.39 due to reduction in debt.

Operating Cash Flow

(₹ in Lakhs)



Definition

Net Cash generated from business operations

Operating Cash Performance

The Company has been generating operating cash flow of ₹ 23,960 Lakhs (5 years average). The operating cash flow decreased from ₹ 39,339 Lakhs in 2023-24 to ₹ 14,117 Lakhs 2024-25 primarily on account of change in vendor payment arrangements (in 2023-24) & decline in profits.

Manufactured Capital

Engineering Precision. Building Legacy.

Somany thrives on its robust manufacturing capital, underpinned by cutting-edge production facilities and advanced technologies that fuel innovation and operational excellence. The Company's state-of-the-art manufacturing units, strategically located across key regions, integrate advanced automation and environmentally responsible practices to deliver consistent quality. By seamlessly integrating modern machinery with eco-conscious production techniques, Somany not only optimizes operational efficiency and throughput but also upholds a firm commitment to sustainability and long-standing manufacturing excellence.

SDGs Impacted



Stakeholders Impacted

- Employees
- Customers
- Communities
- Investors and Shareholders
- Regulatory Authorities
- Suppliers

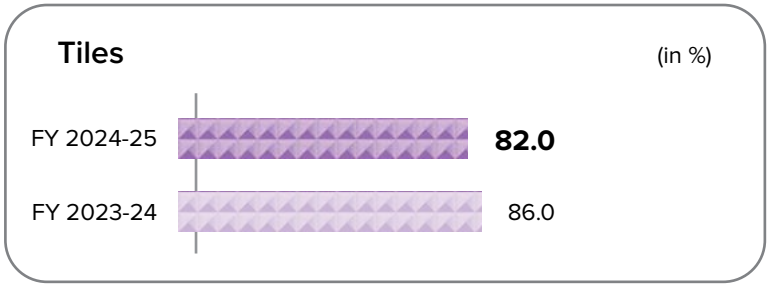
Capitals Impacted

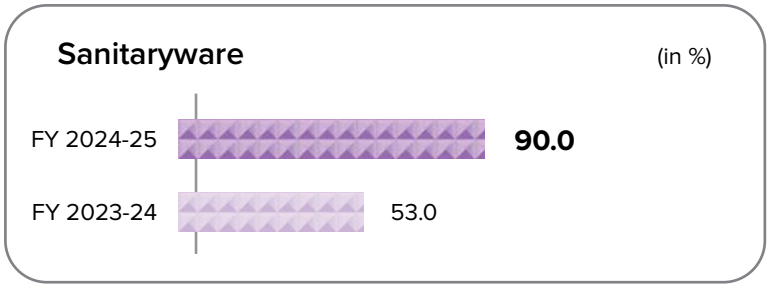
- Financial
- Intellectual
- Natural
- Human
- Social & Relationship

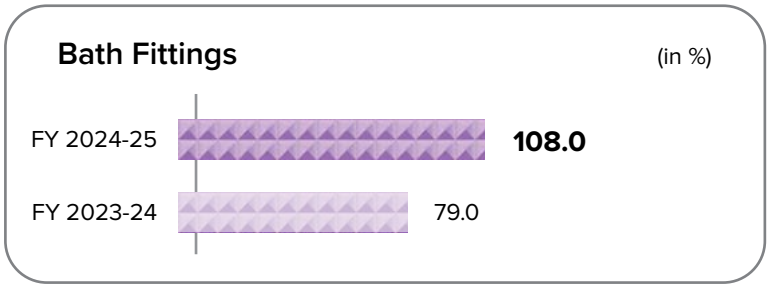
9
Manufacturing Plants

51.97 msm per annum
Installed Capacity (Tiles)

Capacity Utilization







Strengths of Somany's Manufactured Capital

Team
The Company possesses a highly proficient manufacturing team with extensive experience spanning multiple years.

Supply Chain
Somany's manufacturing plants serve as hubs for dispatching products to meet the demands of the distribution network.

Upgradation
Its manufacturing facilities have undergone periodic upgrades to enhance adaptability to new designs and evolving process requirements.

A pioneering approach to manufacturing drives Somany's success, blending strong in-house capabilities with carefully curated strategic partnerships across the value chain. This hybrid model empowers the integration of advanced technologies, facilitates the creation of distinctive, design-led collections, and accelerates time-to-market. With production facilities strategically positioned in Derabassi (Punjab), Bahadurgarh (Haryana), Ahmedabad and Morbi (Gujarat), and Tirupati (Andhra Pradesh), the Company optimizes both manufacturing efficiency and supply chain resilience nationwide.

Committed to enhancing operational excellence, Somany embraces the Kaizen philosophy, fostering a culture of continuous improvement. By consistently adopting innovative strategies and refining processes, the Company aims to maximize efficiency, increase productivity, and minimize waste.

Robust Manufacturing Plants

Incorporated in 1968, Somany's manufacturing footprint is anchored by its Kassar plant in Haryana and Kadi plant in Gujarat, both of which have been foundational to the Company's operations. Specializing in glazed vitrified tiles, wall tiles, ceramic floor tiles, and planks, both plants benefit from strategic locations that support efficient logistics and contribute to cost-effective operations. The Kassar plant, located in Haryana, serves the northern market and continuous upgrades have significantly boosted its production capacity.

Similarly, the Kadi plant, established in 1981, is strategically situated near a major port and national highways, enabling faster market access while minimizing transportation overheads. Its proximity to local vendors ensures a consistent supply of raw materials, driving seamless operations, improving process productivity, reducing waste, and enhancing efficiency across both facilities.

Somany's facility in Morbi, Gujarat has an impressive annual production capacity of 4 million square meters. This plant incorporates SACMI-ITALY's Continua+ solutions, globally recognized for delivering superior quality, high-speed performance, and enhanced fuel efficiency. As Somany's first venture into Continua+ technology, this strategic investment deepens its longstanding collaboration with SACMI, leveraging their expertise to gain a competitive edge.

Sustainability Commitment

Driven by a forward-thinking approach to sustainability, the Company is reimagining how resources are used in production. By fine-tuning raw material combinations and exploring alternative, cost-effective inputs, Somany ensures high-quality output with a lighter environmental footprint. Its focus on innovation has led to the creation of thinner tiles that require significantly less raw material, cutting down natural resource, energy, water, and fuel usage by 5-10%. Taking its green efforts further, the Company recycles ceramic waste and sludge back into the production loop, reducing reliance on new raw materials and lowering waste management costs.



Product Quality and Safety

To drive ongoing improvements in product quality and safety, several process enhancements have been implemented at the Kassar and Kadi plants:

Kassar Plant

- Introduced comprehensive waste management practices including segregation, recycling, and reuse of scrap materials, supporting cost savings and circular economy principles.
- Received GreenPro and GRIHA certifications to demonstrate environmental sustainability compliance for tile products.



Kadi Plant

- Replaced high-power lighting with energy-efficient LEDs to cut power consumption without sacrificing illumination quality.



Intellectual Capital

Innovating Ideas. Crafting Solutions.

Somany approaches its intellectual capital as a core strategic asset that is integral to shaping ideas and delivering results. This includes the expertise of its people, the strength of its systems, enduring stakeholder relationships, and proprietary knowledge. Rather than relying on convention, the Company leverages these resources to respond to evolving demands with precision and clarity. Intellectual capital is not just preserved but developed, aligned, and applied to ensure adaptability, improve performance, and support sustainable growth in a knowledge-intensive market.

SDGs Impacted



Stakeholders Impacted

- Employees
- Customers
- Communities
- Regulatory Authorities
- Suppliers

Capitals Impacted

- Financial
- Manufactured
- Social & Relationship



Research and Development

Somany continues to strengthen its R&D capabilities across manufacturing units with a focus on innovation, product excellence, and sustainability. Key advancements include the development of high-value GVT and ceramic tile designs, improved finishes for enhanced functionality, and efficient production strategies to optimize inventory and reduce carbon emissions. These efforts reflect the Company's commitment to continuous improvement, customer-centricity, and eco-friendly practices.

Leading in Product Quality with ISO 9001:2015 Quality Management

All manufacturing operations are governed by a robust ISO 9001:2015 certified Quality Management System, ensuring compliance with rigorous quality and safety protocols.

Product Innovation and Patents

Somany continues to invest in product innovation, as reflected in the successful patent granted for its VC Shield technology. This cutting-edge solution enhances tile durability by protecting against weather exposure, wear, scratches, and stains.

The Company has also registered trademarks, showcasing its sustained efforts in brand and intellectual property protection. The Company's commitment to environmental sustainability is supported by product-level attributes such as the Water Efficient Products (WEP-I) Water Rating and the Indian Green Building Council (IGBC) certification.

IGBC-Certified Temp-Shield Tiles

Somany proudly introduced Temp-Shield tiles, an environmentally conscious product with a Solar Reflective Index (SRI) exceeding 90. These tiles are engineered to reflect sunlight effectively, helping maintain significantly lower surface temperatures. Their performance contributes to reducing the urban heat island effect and decreasing the demand for energy-intensive cooling systems. By improving energy efficiency and lowering environmental impact, Temp-Shield tiles support the Company's broader commitment to building sustainable, liveable spaces.





Regulatory Compliance and Product Safety Standards

No penalties or actions were issued by regulatory bodies related to product safety, advertising, service delivery, cybersecurity, or data privacy during the reporting period. The absence of recurring product recalls and regulatory infractions reaffirms Somany's strong commitment to regulatory compliance, customer engagement, and responsible product development.

To further elevate its quality and safety benchmarks, the Company is actively working toward securing GreenPro and GRIHA certifications, reinforcing its alignment with national environmental and performance standards.

Human Capital

(Based on standalone enterprise)

Empowering People. Creating Potential.

Somany recognizes that its people are its most valuable asset. Guided by the motto 'One Team One Somany,' the Company is dedicated to fostering a safe, inclusive, and growth-driven workplace. Somany's primary objective is to ensure that every team member feels valued, supported, and empowered to contribute meaningfully to its collective success. To achieve this, the Company has developed a comprehensive human resource strategy that prioritizes occupational health and safety, employee well-being, and strong, visionary leadership.

SDGs Impacted



Stakeholders Impacted

- Employees
- Customers

Capitals Impacted

- Financial
- Manufactured
- Intellectual

Total Employee Workforce at the End of 2024-25

1,713
Employees

2,513
Workers

Total Workforce
4,226

Skill Upgradation Training Coverage across Workforce in 2024-25

74.2%
Employees

74.8%
Workers



Employee Well-Being

Permanent Employees

- Medical Insurance
- Term Insurance
- Employee Depository Linked Insurance (EDLI)
- Group Personal Accidental Insurance (GPA)
- Employee State Insurance Corporation (ESIC)
- Gratuity
- Benevolent Fund
- Provident Fund
- Suraksha Fund
- Future Service Gratuity (FSG)
- Welfare Fund
- Leave Donation
- Empathy Fund
- Maternity Benefits
- Staff Shuttle at Factory
- Food at Subsidized Rates in Plant

Contractual Employees

- Employee Depository Linked Insurance (EDLI)
- Medical Insurance
- Employee State Insurance Corporation (ESIC)
- Empathy Fund
- Provident Fund
- Welfare Fund
- Food at Subsidized Rates in Plant

Somany's workforce is its backbone. Through strategic workforce management, the Company aims to attract, develop, and retain talent while ensuring optimal productivity, employee satisfaction, and alignment with its business goals.

Talent Attraction

Somany is committed to attracting top-tier talent through a robust and strategic recruitment approach:

Recruitment Strategy

To attract and retain top talent, Somany follows a robust and well-planned recruitment strategy, which is annually reviewed. The Company's selection process incorporates competency-based interviews to assess candidates effectively, ensuring that new hires align with its skill requirements and cultural values.

Comprehensive Onboarding

Somany's structured onboarding program, 'Aagman,' plays a crucial role in introducing new employees to Company policies, procedures, and culture. It helps them settle into their roles efficiently and ensures a smooth transition into the Company.

Recognition as a Great Place to Work®

Somany Ceramics has earned the prestigious Great Place to Work® Certification, a strong endorsement of its dedication to fostering a people-first culture anchored in trust, engagement, and performance. This recognition was based on feedback from over 2,000 employees, shedding light on the Company's cultural strengths and opportunities for growth. The certification not only enhanced external employer branding but also deepened internal pride, strengthened employee morale, and reinforced alignment with the Company's core values.

Structured Induction and Policy Awareness

All new employees at Somany participate in comprehensive induction sessions that introduce them to the Company's Code of Conduct, POSH, Whistle Blower Policy, Human Rights, and Grievance Redressal Mechanisms. These sessions ensure that employees are well-informed of their rights, responsibilities, and available support systems from day one.



Talent Management

Somany ensures that its workforce remains engaged, supported, and aligned with the Company's strategic direction:

Employee Feedback and Grievance Redressal

Employee satisfaction remains the top priority at the Company. To address concerns and improve its work environment, Somany regularly seeks employee feedback through structured grievance and redressal mechanisms. This helps shape employee-friendly policies and initiatives.

There have been no documented instances of sexual harassment, discrimination, child or forced labor, wage issues, or other human rights violations—reflecting our strong commitment to ethical conduct and a safe, respectful workplace. This has been ensured through robust policy enforcement, awareness initiatives, and continuous monitoring.

Labor Rights and Ethical Standards

The Company upholds ethical labor practices by recognizing and supporting its employees' right to unionize and participate in collective bargaining. Currently, all the Company's employees are covered under collective bargaining agreements, reflecting its commitment to fair labor standards and worker well-being.

Employee Engagement Survey- GPTW

We have been recognized as a Great Place to Work® Certified™ organization in India, reflecting our ongoing commitment to building a culture defined by trust, collaboration, and employee well-being. In a recent Employee Engagement Survey conducted by Great Place to Work®, comprising all permanent employees and permanent workers, the results of the survey demonstrated a high level of satisfaction with employees expressing a strong sense of trust in leadership, pride in their work, and alignment with the Company's values and mission. These insights contributed to Somany being named among India's Best Workplaces™ in Cement & Building Materials for 2025, extending our continued recognition into 2025–26.

With a legacy of over five decades, we place our people at the center of our success. Somany nurtures a transparent, inclusive, and growth-oriented workplace culture. Wellness initiatives such as yoga sessions and chair exercises promote a healthy work-life balance, while the Somany Learning University facilitates continuous development through a range of learning programs, from onboarding to advanced sponsored courses at leading institutions. We also place strong emphasis on recognition and regular acknowledgements of outstanding contributions. Through purposeful engagement and a culture of appreciation, Somany continues to cultivate an environment where employees feel motivated, valued, and empowered to thrive.

Employee Engagement Initiatives

Employee engagement is actively promoted through initiatives such as the 'Voice of Somanian' experience survey, Long Service Awards (Nishtha), Appreciation Cards, and regular Focus Group Discussions, and Town Hall meetings with the Managing Director. Emphasis on safety is maintained at plant locations, while structured induction sessions for all new joiners ensure early awareness of the Company's core policies on ethics, grievance redressal, and workplace conduct.

Talent Development

Somany places a strong emphasis on nurturing and empowering its employees to reach their full potential:

Sales Excellence Training Program

In 2024, Somany launched the Enabling Sales Excellence training program to enhance the capabilities of its sales force across India. Over 650 sales staff trained under the 'Enabling Sales Excellence' program, boosting product knowledge and customer engagement.



Talent Engagement

Employee Experience Surveys

We are committed to fostering an inclusive and equitable workplace. Recognizing the importance of listening to its people, Somany conducts regular employee experience surveys. In November 2024, a nationwide survey gathered feedback from more than 1300 members of our workforce, helping us assess their experiences, perceptions of company culture, and identify areas for improvement.

Moments of Joy Initiative

To foster a positive and emotionally engaging workplace, Somany introduced the Moments of Joy initiative in April 2024. This Pan-India program brings employees together to celebrate festivals, birthdays, and work anniversaries, creating opportunities for informal bonding. With participation from more than 2,000 employees, the initiative significantly builds team spirit and promotes a strong sense of community, making the workplace more enjoyable and collaborative.

Idea Factory

The Idea Factory began as an internal company-wide project to encourage employees to think creatively and unconventionally. To promote business expansion and optimize internal procedures, the platform urged people to submit creative concepts with practical applications. Given that the participants were acknowledged and rewarded for their efforts, the initiative generated high levels of motivation and engagement, where we received enthusiastic response from our all our colleagues. Somany took an initiative of utilizing the workforce's combined intelligence to create a culture of innovation and constant improvement.

HRMS (Human Resources Management System) 2.0

Embracing digital transformation, Somany integrates the latest applications and software to enhance employee experience and operational efficiency. In December 2024, the Company rolled out HRMS 2.0, an upgraded version of its Company-wide app, across its Pan-India operations, delivering improved functionality and a more intuitive user interface. Benefiting over 1,500 employees, the HRMS platform introduced a new Social Connect feature to foster greater collaboration and engagement among workers.

Somany's workforce initiatives collectively reflect its strategic focus on building a connected, empowered, and engaged workforce. Through integrated programs and employee-centric policies, the Company proactively identifies, addresses, and mitigates risks related to employee well-being. This holistic approach ensures that the workforce remains resilient, motivated, and aligned with its long-term vision.



Strong Leadership

Somany is dedicated to nurturing its workforce into future leaders by equipping them with the necessary tools, resources, and motivation to reach their full potential. Through structured leadership programs and personalized development pathways, the Company fosters a high-performance culture that aligns with long-term strategic growth.

Leadership Diversity

Somany is dedicated to giving its workers equal chances and does not discriminate based on gender, ethnicity, creed, colour, or any other factor. The Employee Well-Being Policy reflects this dedication. Somany believes that creativity is stimulated by a diversified staff. As stated in the Board Diversity Policy, the Company is committed to fostering diversity, including in managerial roles.

Management Level

Board of Directors

87.5%
Male

12.5%
Female

Flagship Leadership Programs

To build a robust leadership development program, Somany has introduced targeted initiatives that address specific levels of management:



Leadership Training

During 2024-25, structured training was conducted across all levels to strengthen knowledge, compliance, and professional growth. Senior professionals were offered programs like the OD Certification and IIM Indore's Executive Certificate in Strategy & Leadership to build future-ready leaders. These programs provide employees with advanced skills and strategic insights to take on leadership roles within the Company.

Occupational Health and Safety (OHS)

Health and safety are integral to the way any responsible organization operates. Somany is committed to providing a safe and healthy work environment for every employee, with the goal of achieving zero accidents and injuries and its OHS Policy reflects this commitment. The policy forms a comprehensive and integrated framework focused on minimizing risks, ensuring regulatory compliance, and promoting a safe, healthy, and sustainable work environment.

Occupational Health and Safety Management system

To provide a safe working environment, Somany has installed an Occupational Health and Safety Management system in each of its plants. The Kadi and Kassar plants have an ISO 45001:2018 certification and a safety committee has also been formed to supervise safety performance and safety measure implementation. Standard Operating Procedures (SOPs) are firmly in place, and Hazard Identification and Risk Assessments (HIRA) are regularly conducted for high-risk tasks to ensure proactive risk mitigation. Workers receive ongoing training in incident reporting protocols and safety procedures. Each year, Somany observes National Safety Week through targeted workshops, awareness sessions, and safety drills that promote a culture of safe practices.

To further embed safety into daily operations, all sites have launched a dedicated one-year safety enhancement program. The primary objective is to deliver comprehensive safety training for employees and personnel across both manufacturing units. This initiative focuses on strengthening emergency preparedness and deepening awareness of workplace safety measures, directly benefiting every employee by reducing accident risks and reinforcing a safer, more responsive working environment.

OHS Progress

Lost Time Injury Frequency Rate (LTIFR)

2024-25 (Current FY)

7
No. of Loss Time Injury

1.71
LTIFR (Workers)

2023-24 (Previous FY)

5
No. of Loss Time Injury

1.19
LTIFR (Workers)

Health and Safety Assessments

100.0%
Assessments Conducted Across the Company for: Health & Safety Practises Working Conditions

Somany OHS Initiatives

Somany remains committed to fostering a safe and healthy workplace by continuously strengthening its safety culture, systems, and performance. Through targeted training, system enhancements, proactive incident management, and regular assessments, the Company ensures a safer working environment for all employees and workers.

Safety Training and Awareness

To strengthen its safety culture, the Company conducted sessions on Fire Safety, Lockout–Tagout, Working at Heights, Machine Guarding, and more. Events like Safety Week and World Environment Day promoted engagement and awareness.

System Enhancements and SOP Updates

In 2024-25, the Company improved its safety systems by including updates to the Work Permit System and Accident/ Incident SOPs. These updates are intended at improving procedural safety and strengthening the Company's ability to respond quickly and effectively to incidents.

Safety Performance of Our Workforce

Somany continues to monitor workplace safety through key performance indicators. In 2024-25, there has been a visible improvement in safety performance across both employees and workers compared to the previous year. This positive shift highlights the Company's ongoing efforts to maintain high safety standards and build a culture of continuous improvement. The safety performance among workers, including contract workforce, has improved.

Health and Safety Highlights

Somany is making continuous efforts towards ensuring a safe, healthy, and supportive work environment. The Company's employee-centric initiatives are designed to ensure both physical well-being and emotional support across its workforce. Key programs include:

Health Camps

Descriptions

Regular health camps on blood sugar, BP, bone density, ENT, and eye health

Purpose

Early detection and proactive management of common health concerns

Safety Drills

Descriptions

Periodic fire safety drills at all manufacturing plants

Purpose

Enhance emergency preparedness and reinforce safety protocols



Occupational Health and Safety Workshops

Descriptions

Workshops on machinery safety and best practices

Purpose

Educate employees on safe equipment handling and risk mitigation

Leave Donation Program

Descriptions

Allows employees to donate leave to colleagues in need

Purpose

Cultivate a culture of empathy and mutual support

Women's Health Initiatives

Descriptions

Webinars, seminars, and yoga sessions for women's wellness

Purpose

Raise awareness and foster a healthy, inclusive environment for women

Mediclaim Insurance

Descriptions

Comprehensive Mediclaim coverage for all staff

Purpose

Ensure financial protection during medical emergencies

Suraksha and Empathy Funds

Descriptions

Emergency financial assistance for employees

Purpose

Provide timely support in critical situations

Wellness Newsletter

To further support knowledge sharing, the Company has a quarterly newsletter, covering topics such as work-life balance, nutrition, exercise, and other wellness-related themes. A sample of the newsletter is maintained for reference. These benefits are tailored to provide financial security, health coverage, and welfare support, ensuring a baseline of care and assistance for our contractual workforce.



Workforce Wellness

Somany actively promotes overall well-being through plant-level programs that include first aid training, regular health check-ups, indoor and outdoor sports activities, mental wellness initiatives such as, yoga and stress management workshops, and inter-plant cricket tournaments. In addition, festivals are celebrated to foster a sense of community, and employees benefit from special leave policies including 11 extra days along with Paid Leave, Casual Leave, and Sick Leave entitlements.

Wellness Sessions

Multiple awareness initiatives have been conducted to promote mental, physical, and financial wellness. These include workshops held on Women's Day, sessions by psychologists, tax-saving and National Pension System (NPS) briefings, as well as talks by nutritionists and dietitians.

Social & Relationship Capital

Weaving Bonds. Nurturing Communities.

Somany fosters strong and enduring relationships with its customers, suppliers, employees, and communities through structured engagements. Some of these include focus group discussions, vendor meetings, employee forums, satisfaction surveys, and capacity-building initiatives. These interactions form the cornerstone of the Company's approach to social and relationship capital. By prioritizing collaboration, trust, and mutual growth, Somany goes beyond transactional dealings to nurture connections that contribute to long-term, inclusive progress.

SDGs Impacted



Stakeholders Impacted

- Customers
- Suppliers
- Communities

Capitals Impacted

- Financial
- Manufactured
- Intellectual
- Natural

Branding Initiatives

As part of its commitment to digital excellence, Somany significantly strengthened its marketing approach in FY 2024-25 by embracing a digital-first strategy. The Company launched performance-driven campaigns and integrated modern tools such as WhatsApp, Chatbot, integrated CRM systems for lead management, and hyperlocal optimization to elevate its brand presence in an evolving digital landscape.

These strategic efforts yielded substantial outcomes. Brand awareness campaigns garnered over 450 million impressions, while digital engagement led to the generation of qualified leads and conversion to sales - a testament to Somany's growing online influence.

Social media performance remained a cornerstone of this digital push. The Company achieved a 3.2% and 25.7% increase in Facebook followers and Instagram page respectively; Instagram page had a 17.8% surge for tiles whereas a noteworthy 118.0% rise in bathware. Additionally, LinkedIn and YouTube follower counts grew by 22.0% and 3.0%, respectively.

A major milestone in Somany's brand storytelling came with the launch of a dynamic campaign featuring Bollywood icons Salman Khan and Varun Sharma, alongside a regional Vignette Campaign tailored for Tamil Nadu. The regional campaign featured cast members from the popular serial Siragadikka Aasai, resonating with local households and strengthening regional connect in Tamil Nadu.

To further boost its local footprint, Somany expanded its hyperlocal marketing efforts by creating Google My Business (GMB) listings and microsites for its experience centres. As of 2024-25, 10 new ateliers were been onboarded under this initiative, with a roadmap to roll out the program nationwide across all exclusive dealer locations.

These campaigns showcased Somany's diverse product lineup: Salman Khan underscored the innovation behind products like VC Shield and SOMANY Max, while Varun Sharma brought a playful tone to Durastone tiles, Ezy Fix Adhesives, and Slipshield tiles.

The creative approach adopted real-world narratives to highlight the functionality and everyday utility of Somany's offerings. The combination of Salman's relatable, no-nonsense delivery and Varun's humor created a compelling dual appeal—anchored in the brand's core philosophy of Zameen Se Judey.

Altogether, these initiatives not only reinforced Somany's market positioning but also deepened emotional and functional resonance with consumers across the country, underscoring its commitment to quality, innovation, and household relevance.

3.2% Increase in
Facebook Followers

25.7% Increase in
Instagram (tiles & bathware) Followers



Impressions and Leads

Social Media Followers

Facebook

FY 2024-25	**5,18,692**
FY 2023-24	5,02,482

Y-o-Y Increase (in %) **3.2** ↑

Instagram (Tiles)

FY 2024-25	**33,564**
FY 2023-24	28,500

Y-o-Y Increase (in %) **17.8** ↑

Instagram (Bathware)

FY 2024-25	**5,331**
FY 2023-24	2,446

Y-o-Y Increase (in %) **118.0** ↑

YouTube

FY 2024-25	**13,620**
FY 2023-24	13,244

Y-o-Y Increase (in %) **2.8** ↑

LinkedIn

FY 2024-25	**59,302**
FY 2023-24	48,635

Y-o-Y Increase (in %) **21.9** ↑



Customers

At Somany, we recognize that meaningful and continuous engagement with our customers is essential for delivering value, fostering loyalty, and driving long-term business success. Through physical stores, digital platforms, and social media, we foster trust and ensure accessible, personalized experiences. Our goal is not just to meet expectations but to exceed them at every touchpoint.

Customer Engagement & Feedback

We utilize structured multi-channel communication—via dealers, website, WhatsApp, email, social media, and toll-free numbers—to promptly capture and resolve feedback. Dedicated CRM platforms (Path for bathware and Microsoft Dynamics for tiles) enable us to log, prioritize, and resolve complaints within 2–7 days. Unresolved issues are escalated and followed by satisfaction surveys for quality improvement.

Customer Engagement & Feedback Systems

Somany employs structured feedback mechanisms, through multi-channel communication platforms, tools, and mechanisms. This ensures timely resolution of customer concerns thereby enhancing satisfaction and loyalty. To manage customer feedback and concerns Somany remains committed to delivering high-quality products and exceptional service. Clients can reach out through multiple channels, including authorized dealers, dedicated forms on the official website, social media platforms, WhatsApp, email, and toll-free support numbers. Somany utilizes dedicated CRM platforms, Path for bathware and Microsoft Dynamics for tiles, to ensure timely and effective complaint resolution. Each issue is logged within 24 hours, assigned a priority level, and typically resolved within 2 to 7 days based on complexity. Cases that remain unresolved are systematically escalated, and post-resolution satisfaction surveys are conducted to capture customer insights and drive continuous improvement in service quality.

Product Transparency & Education

Somany ensures easy access to detailed product information across websites, brochures, stores, and digital platforms. Experience centers, helplines, and educational videos further support customer awareness on product use, care, and safety.

Somany remains committed to refining customer experience through responsive service, product transparency, and continuous innovation.

Existing feedback mechanisms continue to offer critical insights into customer needs and expectations. Somany remains committed to continuously enhancing product delivery, streamlining sales operations, and elevating the overall customer experience through thoughtful innovation and responsive service.

Suppliers

The Company's procurement department plays a critical role in ensuring smooth plant operations by sourcing raw materials, packaging materials, spares for maintenance, and managing capex procurement. It follows best practices across the entire source-to-pay cycle, including identifying the right suppliers, conducting technical and commercial negotiations, and collecting supplier feedback. One of the major projects completed in the past year was the development and adoption of multiple clean energy fuels to replace coal, aligning with our sustainability goals.

Supplier Selection and Evaluation

Somany follows a systematic procedure for selecting suppliers, with a focus on commercial viability, technical compliance, and quality. We conduct regular supplier evaluations using a VQR system, which analyses parameters such as quantity received, acceptance rates, and rejection rates. To ensure continuous improvement and strengthen partnerships, Somany's senior management actively participates in supplier meetings to resolve concerns and build strong relationships. The Company's grievance redressal mechanism ensures that supplier issues are addressed transparently and effectively.

Promoting Responsible Sourcing

To promote responsible sourcing, Somany has developed a Supplier Code of Conduct, outlining clear ESG standards for all vendors. This framework encourages ethical, sustainable, and socially responsible practices throughout the Company's supply chain. By aligning with this Code, Somany fosters transparency, trust, and shared accountability, further supporting its broader CSR and sustainability objectives.

Supplier Engagement and Compliance

To strengthen supplier engagement and compliance, Somany ensures ongoing communication and awareness programs on Business Responsibility and Sustainability Report (BRSR) Core requirements. Training is also provided on General Terms and Conditions and the Supplier Code of Conduct to ensure complete understanding and adherence. The Company routinely conducts checks and reconciliations to ensure vendors comply with tax and social security regulations, including GST deposits.

Supply Chain and Environmental Initiatives

Somany is advancing its clean energy and resource conservation strategy by replacing conventional furnace fuels with biomass at its Kassar and Kadi plants, significantly reducing carbon emissions. Additionally, the Company has adopted the use of granite sludge as a substitute for minerals, helping to conserve natural resources and minimize environmental impact.

Strategic Alignment and Future Focus

These efforts underscore Somany's strategic focus on emissions reduction, energy efficiency, and responsible resource management. The lessons drawn from these initiatives continue to inform the Company's long-term sustainability roadmap, reinforcing its position as a leader in environmentally conscious and future-ready manufacturing.

Communities

Somany maintains a close relationship with local communities by making constant efforts to comprehend and meet their needs, in accordance with its CSR policy. This strategy promotes the general development and well-being of individuals in these communities while also fostering the formation of solid relationships.

The Company conducts need-based assessments and routinely engages with locals to ensure that community concerns are appropriately addressed. These insights directly influence the design and implementation of CSR initiatives, ensuring their continued relevance, alignment with community priorities, and measurable impact.

Oversight of CSR efforts is maintained through a structured governance framework involving the CSR Committee, the Board of Directors, H.L. Somany Foundation and CSR partners, ensuring accountability, transparency, and effective execution across all programs.



CSR initiatives

Healthcare Access

Somany, in partnership with HelpAge India, operated mobile health units in Tirupati, Morbi, and Mehsana, delivering doorstep medical care, diagnostics, and awareness to underserved and elderly communities. This initiative addressed gaps in affordability and accessibility, reinforcing Somany's commitment to equitable healthcare.

Skill & Livelihood Development

Through this initiative in Mehsana and Tirupati, Somany supported vocational training in trades like electrical work, tailoring, and computer skills. The program empowered youth and women with employable skills for sustainable livelihoods and financial independence.

Biodiversity Conservation

To promote sustainable agriculture and biodiversity, Somany supported fruit tree plantation drives across Rajasthan, Bundelkhand, and Marathwada. These orchards help small and marginal farmers restore degraded land and improve livelihoods through eco-friendly farming.

HL Somany Scholarship – Inclusive Education

Somany supported the construction of a school and vocational training center for children with intellectual disabilities in Chengannur, Kerala. The upgraded facility promotes inclusive learning and development in a safe, supportive environment.

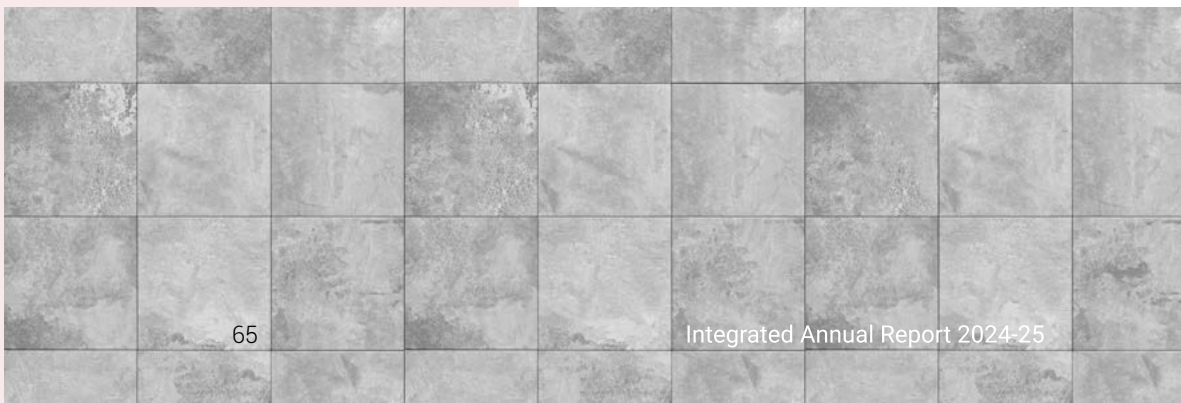
Swachhta Ek Zaroorat

In Jhajjar, Haryana, Somany collaborated with Third Planet to improve sanitation under the Swachh Bharat Mission. The project enhanced hygiene infrastructure and awareness, especially benefiting women and girls by promoting safety, dignity, and participation.

Rebuilding Educational Institutions

- Somany facilitated the renovation of classrooms and school infrastructure at two schools in New Delhi: The Basti Vikas Kendra School in Gautampuri, New Delhi and a school on Ram Mandir Road, Vasant Kunj, New Delhi. These efforts aimed to provide equitable access to quality education in underserved urban areas and create more conducive learning environments.
- The Company also extended support to LBJP Inter College's Kissan Pathshala program in Tilhar, Uttar Pradesh. Focused on agricultural education and sustainable farming practices among marginalized farmers by providing practical knowledge and hands on experience, this program creates conducive learning environment about sustainable agricultural practices and farming.

By working together, Somany contributes to creating a culture that values equality, dignity, and well-being while ensuring access to essential healthcare services. The Company aims to foster healthier communities where every individual has the opportunity to live a healthy, empowered life, regardless of their location or background.



Natural Capital

(Based on standalone enterprise)

Sustaining Resources. Ensuring Harmony.

Somany approaches natural capital as a shared responsibility, one that calls for innovation, accountability, and deep respect for the environment. The Company is reshaping its operations through enhanced water conservation, energy-efficient technologies, and closed-loop waste management to significantly reduce environmental impact. With a clear focus on protecting biodiversity and restoring ecological balance, Somany integrates sustainability into its core strategy. Each initiative reflects a commitment to building harmony between industry and nature, ensuring that progress does not come at the planet's expense.

SDGs Impacted



Stakeholders Impacted

- Communities
- Regulatory Authorities
- Industry Associations
- Suppliers

Capitals Impacted

- Financial
- Manufactured
- Intellectual
- Social and Relationship

Somany's Environmental Policy reflects the Company's deep-rooted commitment to addressing critical environmental challenges as part of its corporate responsibility. The Company has adopted renewable energy, reduced emissions, and shifted to cleaner production methods to improve resource efficiency and lower its carbon footprint. A certified Environmental Management System (ISO 14001:2015) is in place across all operations, ensuring strong governance and continuous improvement in environmental performance, aligned with its goal of sustainable growth.

Waste Management

To maintain sustainability and environmental compliance throughout all its plants, Somany adheres to a structured and well-defined waste management framework. Hazardous waste is managed in strict accordance with State Pollution Control Board (SPCB) regulations, with established procedures for safe collection, handling, and processing that align with statutory guidelines.

Waste Management Progress

Waste Intensity

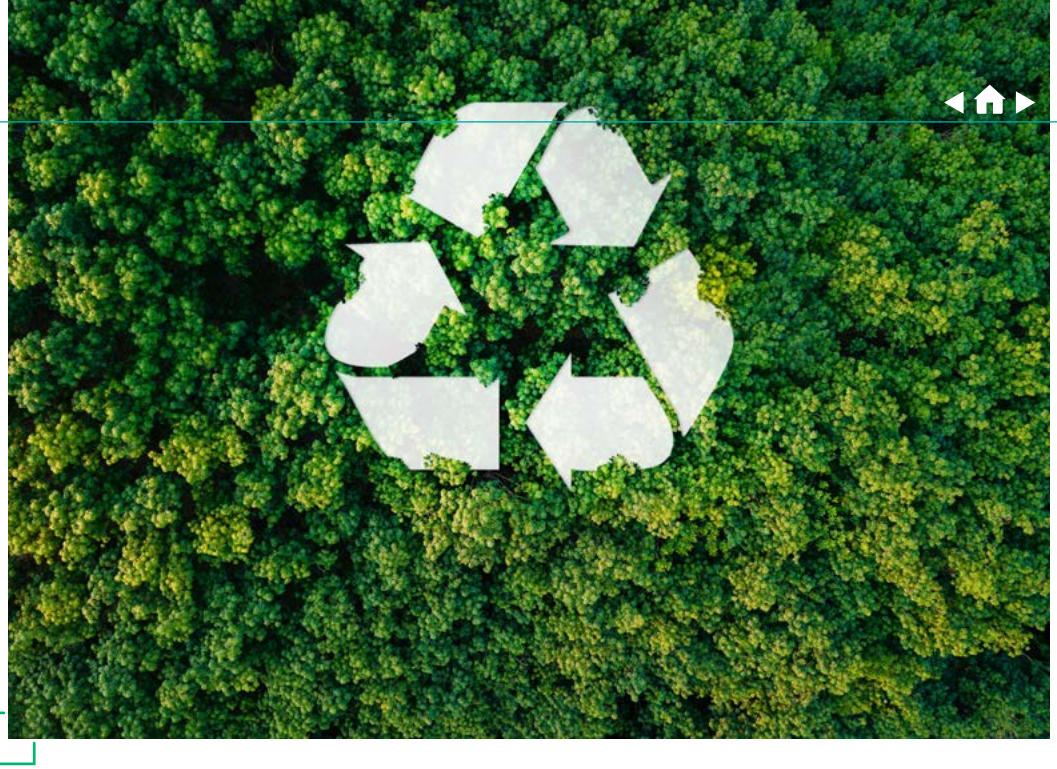
Waste intensity in terms of physical output



Waste intensity per rupee of turnover







Waste Management Regulations and Certifications

Somany produces durable, long-lasting tiles that do not require frequent replacement, reducing the need for reclamation. All operational waste is managed through certified SPCB vendors, with ETP sludge reused in-house to improve resource efficiency.

The Company also complies with the Extended Producer Responsibility (EPR) framework to manage plastic packaging waste. While direct retrieval is limited, Somany ensures responsible recycling and recovery at the end-of-life stage. As its products are not classified as electronic or hazardous waste, the Company maintains a low environmental footprint.

Recycling & Reuse

Around 10% of input materials comprised recycled production waste during the reporting period. A direct dust collection system has been implemented to capture and safely handle particulate matter.

Granite Sludge Integration

Granite sludge is now being used in tile formulations, reducing dependence on natural minerals promoting circular economy principles.

Monitoring & Compliance

A detailed logbook system tracks all waste data, ensuring traceability and compliance with environmental regulations. The Company does not engage third-party waste handlers and manages waste internally.

Waste Management Initiatives

These initiatives reflect Somany's commitment to minimizing its environmental footprint and advancing sustainable manufacturing practices.

Hazardous Waste Management

- **Sludge Recycling:** All hazardous waste is disposed of and repurposed in accordance with established protocols. Sludge from ETPs is recycled as a raw material for manufacturing. To ensure safe disposal, used oil and plastic barrels are judiciously sold to Gujarat Pollution Control Board (GPCB) & Haryana Pollution Control Board (HPCB) approved vendors. To reduce waste and increase material efficiency, broken tiles produced during production are also recycled into the manufacturing cycle.
- **Responsible Disposal of Hazardous and E-Waste:** At our Kassar Plant, specific locations have been identified for the separate storage of hazardous waste and e-waste. All such waste generated, is securely stored under a lock-and-key arrangement until disposal and sent to the authorized recyclers thereafter. E-waste is collected by authorized recyclers using closed-body trucks to ensure safe transportation, while hazardous waste is stored in closed containers/drums and sent to authorized recyclers for environmentally responsible disposal.

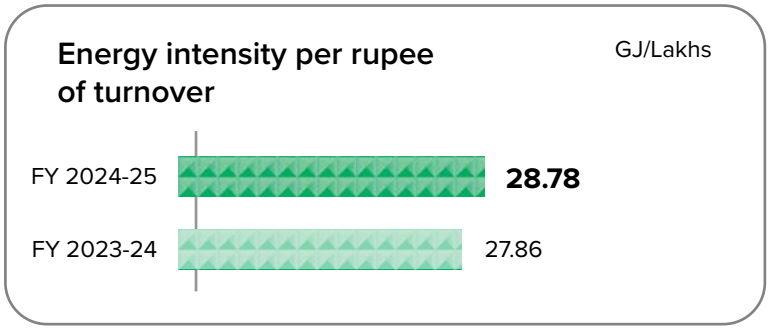
Energy and Emissions Management

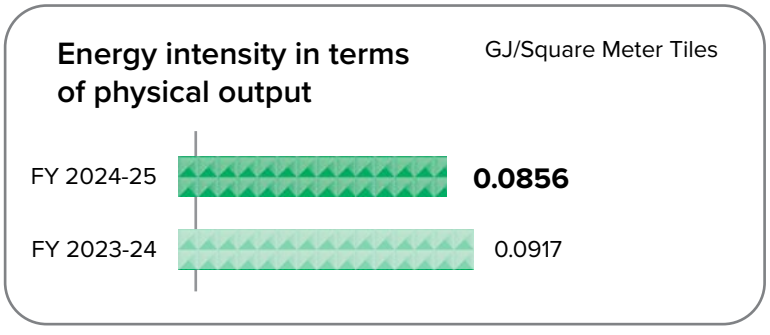
Somany relies on a diversified energy portfolio to ensure both operational reliability and environmental sustainability. Its energy mix includes grid electricity, solar power, diesel, liquified petroleum gas (LPG), piped Regasified Liquefied Natural Gas (RLNG), and biomass. Through targeted efficiency initiatives, increased adoption of renewables, and strategic substitution of cleaner biofuels in place of conventional fossil fuels, the Company remains committed to reducing its overall emissions and energy footprint. Regular energy audits are conducted to monitor consumption trends and inform long-term conservation strategies.

Energy Management

Somany is committed to responsible energy management by integrating renewable energy sources, enhancing operational efficiency, and reducing reliance on conventional fuels. Through strategic initiatives and infrastructure upgrades at its Kadi and Kassar plants, the Company continues to lower its carbon footprint while supporting sustainable manufacturing and long-term energy resilience.

Energy Intensity





Energy Management Initiatives

Optimization and Operational Efficiency

Somany is deeply committed to enhancing operational efficiency through the adoption of energy-conscious practices and cutting-edge technologies. A core component of the Company's energy strategy is the increased adoption of renewable energy sources. At its Kadi and Kassar manufacturing facilities, 3.50 MW solar power plants have been installed, significantly contributing to clean energy generation.

Bi-Fuel Conversion for DG Sets

To reduce conventional fuel consumption and improve efficiency, Somany has installed a Bi-Fuel Kit on a Diesel Generator (DG) at the Kassar plant which enables the generator to operate on a mix of traditional and alternative fuels, reducing diesel dependency and improving energy output.

Somany Energy Stewardship

- Installation of multiple variable frequency drives (VFDs) to optimize motor efficiency
- Procurement of solar power from third-party sources
- Transitioning to high-efficiency LED lighting



Strategic Energy & Emissions Management

Somany Ceramics has adopted a comprehensive Energy Management Plan focused on integrating energy-efficient technologies, increasing renewable energy use, and transitioning gradually to biofuels. Detailed energy and GHG accounting has been conducted to assess the environmental footprint and drive continuous improvement.

In 2024–25, the Company made significant strides in emissions reduction, lowering particulate matter, sulfur oxides, and Scope 1 and 2 emissions. Initiatives like the installation of Variable Frequency Drives (VFDs) and motor upgrades enhanced energy efficiency and delivered cost savings—reinforcing Somany's commitment to sustainability and operational excellence.

Total Scope 1 and Scope 2 Emissions

Total Scope 1 emissions — tCO_2e

FY 2024-25	**63,558.34**
FY 2023-24	82,699.09

Total Scope 2 emissions — tCO_2e

FY 2024-25	**39,833.61**
FY 2023-24	41,010.68

Emission Intensity

Total Scope 1 and Scope 2 emission intensity per rupee of turnover — tCO_2e /Lakhs

FY 2024-25	**1.46**
FY 2023-24	1.49

Total Scope 1 and Scope 2 emission intensity in terms of physical output — tCO_2e/Square Meter tiles

FY 2024-25	**0.0044**
FY 2023-24	0.0049

Air Emissions Management Initiatives

Monitoring & Compliance

Somany continuously monitors emissions from stacks and DG sets to ensure strict compliance with environmental regulations and air quality standards. This proactive approach reflects the Company's commitment to minimizing its ecological footprint through responsible operations.

Water Management

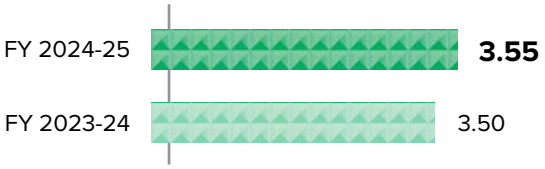
Water is a vital resource in ceramic production, and Somany has made sustainable water management a top priority. The Company has implemented ZLD systems at its Kadi and Kassar plants, ensuring that 100.0% of the wastewater generated on-site is treated and reused, thereby promoting water circularity and eliminating any liquid discharge. While its facilities are located in semi-critical water zones rather than high-stress regions, Somany remains proactive in conserving water resources. The Company has adopted targeted measures to ensure efficient water use across operations, reinforcing its commitment to environmental responsibility and long-term sustainability.

Water Management Progress

Water Intensity

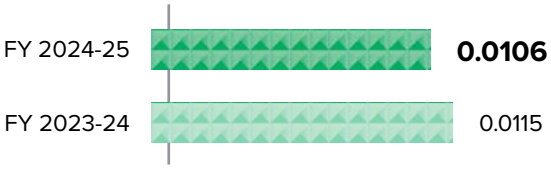
Water intensity per rupee of turnover

KL/Lakhs



Water intensity in terms of physical output

KL/Square Meter Tiles



Water Management Initiatives

Implementation of Zero Liquid Discharge (ZLD)

Both the Kadi and Kassar plants operate as ZLD units. This means that all wastewater generated is treated through in-house STPs and ETPs and is completely reused within the facility. No liquid waste is released externally or sent out for further treatment.

Closed-Loop Wastewater Recycling

A total of five ETPs support a closed-loop water recycling system. This ensures that 100.0% of the wastewater is treated and reused in operations. This system supports Somany's sustainability objectives and meets regulatory standards set by the GPCB under the Water Act.

Responsible Water Sourcing and Quality Monitoring

Raw water is sourced responsibly through an Annual Canal Water Agreement. Water quality is monitored regularly in NABL-accredited laboratories to ensure full regulatory compliance. Somany has secured all necessary clearances from the Central Ground Water Authority and has also applied for continued authorization from the Haryana Water Resource Authority.

Governance

STRUCTURING WITH INTEGRITY. BALANCING WITH CONTROL.

With a renewed emphasis on disciplined governance, Somany strengthens its commitment to structuring integrity and maintaining balanced control. The Company maintains a robust framework rooted in transparency, ethical conduct, and strict compliance with regulatory standards. Guided by a dedicated Board of Directors and well-articulated policies, the Company fosters a culture of accountability and responsible decision-making. Through comprehensive risk management, regular audits, and continuous performance oversight, it ensures that governance remains aligned with its long-term goals of sustainable growth and stakeholder value.

Somany is guided by a distinguished Board of Directors with industry experience spanning several decades. The Board operates independently and impartially, always prioritizing the best interests of the Company and its stakeholders. Their strategic insights and deep knowledge have been crucial in steering the Company through the challenges of an ever-evolving external environment. This commitment to governance excellence fosters trust, ensures accountability, and delivers sustainable value to regulators, employees, customers, vendors, investors, and society.

- The Somany Group's rich heritage is built upon a foundation of ethical, transparent, and fair governance practices.
- The Group views robust corporate governance as a key driver for long-term success and enhancing stakeholder value.
- At the heart of its philosophy is a steadfast commitment to fairness, transparency, and integrity in management, ensuring the protection of all stakeholder interests.

Code of Conduct

Somany has a robust Code of Conduct that reinforces its commitment to ethical and responsible governance. All Board members and senior management annually affirm compliance, in line with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. A declaration signed by the Managing Director & CEO is included in this Report.

The Company ensures regulatory alignment through detailed compliance documentation, periodic reviews by senior leadership, and a multi-modal training framework focused on ethical conduct and POSH. A structured grievance redressal system enables all stakeholders to raise and resolve concerns effectively.

Strong Governance Practices

The Company's strong governance practices foster trust, promote accountability, and drive long-term value creation for employees, customers, suppliers, regulators, investors, and society. Somany believes that robust corporate governance is essential for sustainable growth and safeguarding stakeholder interests through fairness, transparency, and integrity.



Board Functions

- Defining the Company's guiding principles and goals
- Creating plans for the Company's future growth and success
- Outlining employee responsibilities for ethical conduct
- Ensuring adherence to all applicable rules and regulations
- Keeping stakeholders informed about important Company updates and progress

Strict Adherence to Ethical Practices

In line with its commitment to strong corporate governance, Somany is committed to ethical conduct across all areas of its business operations. The Company has established a comprehensive governance framework that includes systems, policies, processes, and practices designed to nurture trust and promote ethical conduct. This framework forms the foundation of its operations, allowing Somany to cultivate a culture rooted in integrity, transparency, and responsible business practices. Through this approach, the Company ensures that its actions are aligned with the highest standards of ethical governance.

Governance Initiatives

Inclusive Workplace and Workforce Management

Somany prioritizes diversity, equity, and employee retention through a comprehensive framework of workforce policies, such as:

Employee Well-Being Policy	Human Rights Policy	Board Diversity Policy	
	Code for Insider Trading Policy	Environmental Policy	Related Party Transactions Policy
Supplier Code of Conduct Policy	Cyber Security Policy	Product Lifecycle Sustainability and Safety Policy	
	Ethics Transparency and Accountability Policy	Risk Management Policy	Policy for Determining Materiality of Events
Corporate Social Responsibility Policy	Whistle Blower Policy	Policy on Material Subsidiary	
	Records on Archive Management	Dividend Distribution Policy	Policy on Customer and Consumer Value
Policy on Inclusive Growth and Equitable Development	Policy on Responsibility towards Stakeholders	Code of Practices and Procedures for UPSI	
	Nomination and Remuneration Policy	Policy Advocacy	



These policies help create a safe, inclusive, and supportive work environment while upholding workplace ethics.

Ethical Business Conduct

Somany maintains a zero-tolerance policy for bribery and corruption. Directors and KMPs disclose related party interests annually and upon change. No ethical violations were reported in 2024–25, reflecting a strong culture of integrity.

Legal & Compliance Oversight

The Legal and Secretarial team ensure timely filings, statutory compliances, and governance support. System reviews and MIS updates help maintain high compliance standards.

Operational Transparency & Continuity

With robust SOPs and employee training, Somany ensures smooth operations and open communication. Product packaging includes clear usage and safety information, going beyond compliance to build customer trust.

Shareholder Support

Shareholder grievances are handled efficiently through a SEBI-registered Registrar and Transfer Agent (RTA).

Responsible Business Practices

Our policies are aligned with NGRBC and are Board-approved. Any regulatory fines or complaints are disclosed transparently.

Compliance Monitoring

A digital tool tracks all key approvals and compliance requirements with defined responsibilities and timelines, ensuring proactive monitoring.

These practices reflect Somany's commitment to ethical, transparent, and responsible operations

Governance Committees

Somany has constituted several committees in alignment with statutory requirements and good governance practices. Each committee has clearly defined roles and responsibilities that contribute to the Company's strategic, ethical and regulatory objectives:

Audit Committee

Responsible for overseeing financial reporting, reviewing internal and external audit reports, and ensuring the integrity of financial statements. It also monitors internal control systems.

Stakeholders' Relationship Committee

Focuses on resolving grievances of shareholders, investors, and other stakeholders. It ensures timely communication, redressal mechanisms, and compliance with investor-related regulatory requirements.

Risk Management Committee

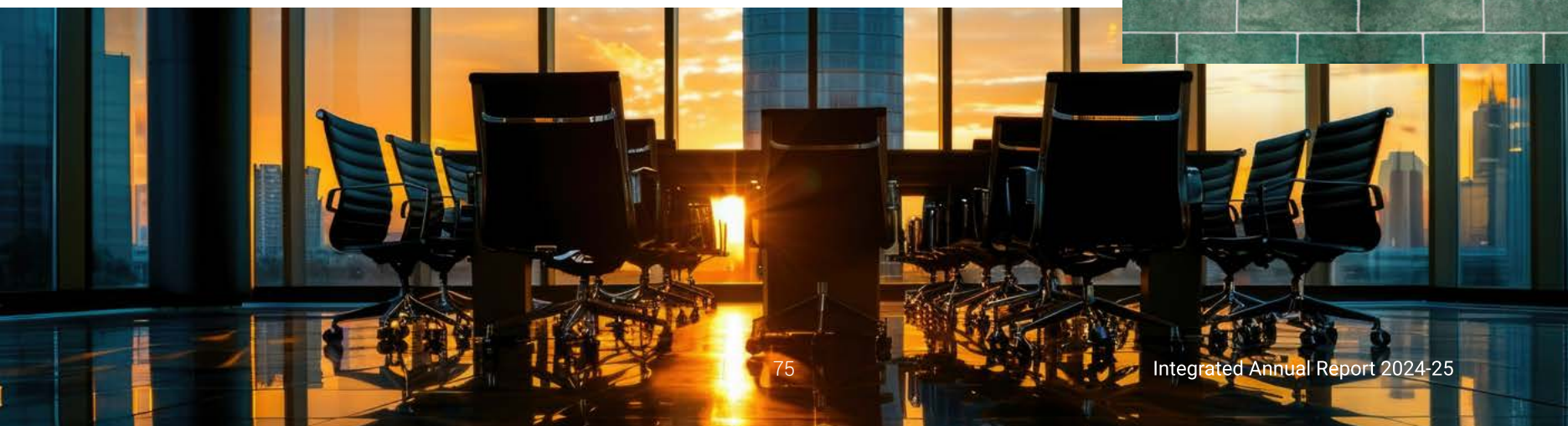
Identifies, evaluates, and mitigates risks associated with the business operations. The committee formulates and monitors the risk management framework to ensure proactive risk control and business continuity planning.

Nomination and Remuneration Committee

Oversees the nomination and recommendation for appointment of directors and senior management personnels and formulates the compensation policy. It ensures a fair, transparent, and merit-based selection and performance-linked remuneration system.

Corporate Social Responsibility (CSR) Committee

Guides the Company's CSR vision and strategy, ensures compliance with CSR laws, and monitors implementation of CSR initiatives. It also approves and recommends the CSR annual action plan to the Board.





Value and Ethics

Somany is committed to upholding the highest standards of ethics and transparency in all its operations. This is reinforced through a formal Code of Conduct for Directors and Senior Management, who annually affirm their compliance, and an Ethics, Transparency, and Accountability Policy that prohibits bribery and corruption and applies to all associated individuals.

To support this framework, a Whistleblower Mechanism enables stakeholders to report concerns confidentially. During the reporting period, no complaints related to unethical conduct, bribery, or corruption were received—reflecting a culture of integrity and accountability.

Statutory and Regulatory Compliance

Somany operates within a well-defined framework of economic, environmental, and social regulations, supported by a robust compliance management system. This system ensures adherence to current laws while proactively tracking upcoming regulations to keep the Company aligned with evolving standards.

Ethical and transparent governance is central to Somany's identity. Guided by a Board of Directors with deep industry expertise, the Company upholds professionalism, integrity, and accountability across all operations. This strong leadership enables Somany to make informed decisions that serve the best interests of the Company and its stakeholders, while confidently navigating a dynamic business environment.



Data Privacy and Security

Somany places strong emphasis on **data privacy and cybersecurity,** supported by an **ISO 27001:2013 certified Cyber Security Framework.** This system ensures continuous monitoring of risks, safeguarding digital assets, and protecting sensitive business and customer information.

Data Security & Business Continuity

A Disaster Recovery drill conducted in November 2024 validated 100.0% server availability and transaction integrity for SAP systems, ensuring business continuity in case of disruptions.

Employee Awareness & Tools

Security awareness is embedded across the organization through training and the use of advanced tools, including third-party Security Operations Centres (SOCs), cloud-based platforms (e.g., Azure), SaaS models, anti-virus systems, and USB access restrictions.

Privacy Compliance

No complaints or regulatory actions related to data privacy or cybersecurity were reported in 2024–25, reflecting Somany's proactive and compliant approach to digital security.



Board of Directors

STEERING GOVERNANCE. CHAMPIONING VALUES.



Mr. Shreekant Somany

Chairman & Managing Director

Mr. Shreekant Somany, the Chairman & Managing Director of Somany Ceramics Limited, has exhibited exemplary leadership in establishing the brand as a prominent household name both in India and abroad. Under his astute guidance, the Company has emerged as a leading manufacturer of tiles, sanitaryware, and bath fittings. Notably, he pioneered the revolutionary 'VC SHIELD' technology, significantly enhancing tile durability and making Somany the first Indian ceramic tile Company to secure a patent under the Indian Patent Act.

His exceptional technical expertise has garnered recognition from esteemed organizations, including the American Ceramic Society, where he received the Corporate Technical Achievement award. He has contributed significantly to various industry bodies, holding esteemed positions such as Founder and Past Chairman of the Confederation of Constructions Products and Services (CCPS), Past Chairman of the Indian Council for Ceramic Tiles and Sanitaryware (ICCTAS), and Past Chairman of the Confederation of Indian Industry Northern Region. Additionally, he served as the Past President of the Indian Ceramic Society and is an active member of the CII National Council. He also served as the Chairman of the CII National SME Council and is presently the Chairman of the CII Centre for Excellence for Competitiveness for SMEs. Under his visionary leadership, Somany Ceramics Limited has excelled, driven by innovation and a commitment to excellence.



Mr. Abhishek Somany

Managing Director & CEO

Mr. Abhishek Somany, a third-generation entrepreneur, currently leads Somany Ceramics as the Managing Director & CEO, driving the Company's growth and success. With extensive industry experience, he underwent training at Kanoria Chemicals in Uttar Pradesh and M/s. Pilkington Tiles in the UK between 1993-1995.

Joining Somany in 1995, he demonstrated exceptional dedication and expertise, steadily ascending through the ranks from a Management Trainee to the esteemed position of President of Domestic Marketing. Subsequently, he assumed the role of Executive Director before taking on the mantle of Managing Director. In his present capacity, Mr. Somany oversees the day-to-day operations of the Company and contributes actively to the strategic domains of product design, sales, and marketing, ensuring their continued growth and success. He also engages in the Company's CSR initiatives. Under his esteemed leadership, Somany has achieved a prominent position in the industry, earning prestigious awards and global recognition.

Mr. Somany's exceptional contributions were honored with induction into the Power Brand Hall of Fame as a Corporate Leader of the Ceramics Industry (2011-12). His dedication, strategic expertise, and exemplary leadership have elevated Somany Ceramics to the forefront of the industry.



Mr. Salil Singhal

Independent Director

Ceased to be director w.e.f. 12 August, 2024

Mr. Salil Singhal, the Chairman Emeritus of P.I. Industries Limited and a highly esteemed leader in the Agrochemical Industry, has been an influential figure since 1965. Besides his role at P.I. Industries, he serves as the Chairman of other esteemed business units within the group, namely Secure Meters Ltd and Wolkem India Ltd. Throughout his distinguished career, Mr. Singhal has held several key leadership positions. He served as the Chairman of the Pesticides Association of India, now known as the Crop Care Federation of India, for an impressive 20 years, leading to his appointment as Chairman Emeritus for life. He also held positions of great responsibility, such as membership in the Executive Committee of FICCI and Chairman of FICCI's Environment Committee for five years. Furthermore, he served as Chairman of the CII Northern Region and headed CII's National Council for MSMEs for one year and served as Chairman of CII's National Council of Agriculture for three years. Currently, Mr. Singhal is the Chairman of CII's Task Force on Agrochemicals.

Mr. Singhal holds the position of Independent Director on the boards of several esteemed organizations, including Somany Ceramics Limited, Mahindra World City (Jaipur) Limited, Lake Palace Hotels & Motels Private Ltd., and Indraprastha Medical Corporation Ltd (Apollo Hospital, Delhi). Additionally, he is the Chairman Emeritus of Secure Meters Ltd and Wolkem India Ltd.

Mr. Singhal's exceptional industry expertise, leadership acumen, and extensive involvement in various councils and committees make him a respected and influential figure in the field. He has made notable contributions to the growth and development of the identified 24 Champion industry sectors as a member of the Steering Committee on Advancing Local Value and Exports (SCALE) under the leadership of Hon'ble Commerce and Industries Minister.



Mr. Rameshwar Singh Thakur

Independent Director

Mr. Rameshwar Singh Thakur is a seasoned professional with over 50 years of experience in business planning, product pricing, plant accounts functions, treasury, taxation, and international business development. He holds a BE degree in Mechanical Engineering, an MBA from XLRI, and is a Graduate of the Chartered Institute of Management Accountants (London), reflecting his impressive academic achievements.

What sets Mr. Thakur apart is his remarkable ability to turn around companies as a CEO. With a keen strategic mindset and a proven track record, he has successfully revitalized struggling organizations, propelling them towards success. Drawing upon his vast expertise, Mr. Thakur brings a wealth of knowledge and a fresh perspective to the table. His contributions in the areas of business growth and international expansion have left a lasting impact on the companies he has served. Mr. Thakur continues to inspire with his professionalism, innovation, and unwavering dedication to achieving outstanding results.



Mr. Ravinder Nath

Independent Director

Ceased to be director w.e.f. 12 August, 2024

Mr. Ravinder Nath is a distinguished legal professional with an illustrious career spanning 50 years. He holds a Bachelor's degree in Commerce (Honours) from Delhi University and a Bachelor's degree in Law from the same esteemed institution. Further expanding his expertise, Mr. Nath obtained a degree in International and Comparative Laws from Kings College, London, and a Public Interest Law (PIL) certification from Harvard University.

With his extensive experience and profound insights, Mr. Nath has established himself as a formidable force in the legal field, adept at navigating complex legal landscapes with finesse.



Mr. Vineet Agarwal

Independent Director

Mr. Vineet Agarwal is a dynamic individual with prestigious degrees from Carnegie Mellon University and Harvard Business School. Currently serving as the Managing Director of Transport Corporation of India Limited, Mr. Agarwal is a prominent figure in the industry. His influential role extends beyond his company as he serves as the Past President of ASSOCHAM and holds the esteemed position of founding National President of the Young Leaders Council at the All-India Management Association. He has served as a director on the international board of the Young President Organization (YPO). Mr. Agarwal has been actively involved in various non-government organizations, particularly in creating AIDS awareness programs and establishing skill development centers across the country. In recognition of his dedication to social impact, he was honored with the Young CEO of the Year award by CEO Magazine in 2014. In 2017, the Government of India recognized his entrepreneurial prowess by nominating him as one of the 200 young entrepreneurs under the 'Champions of Change' initiative. Furthermore, his exceptional leadership earned him the prestigious CEO of the Year 2018 award from the Indian Institute of Material Management. Mr. Agarwal's journey is marked by his multifaceted contributions to the corporate realm, social causes, and his relentless pursuit of excellence. His ability to drive positive change and lead with distinction makes him an inspirational figure in the business landscape.



Ms. Rumjhum Chatterjee

Independent Director

Ms. Rumjhum Chatterjee, a prominent figure in the infrastructure sector, is known for her strategic leadership and deep commitment to human capital management. She co-founded The Infravision Foundation and played a pivotal role in establishing Feedback Infra Group, where she served as Group Managing Director until 2021.

Recognized as one of the 20 Most Talented HR Leaders in India by the World HRD Congress in 2013, Ms. Chatterjee has been a trailblazer in advocating for women's empowerment. She made history as the first woman Chairperson of the CII Northern Regional Council from 2016 to 2017, overseeing operations in nine states.

Her passion for empowering women is evident in her role as Chairperson of the CII Women Exemplar Program from 2015 to 2017 and her continued involvement as a member of the Selection Committee. Ms. Chatterjee has also championed women's causes at the national level, representing industry perspectives to Indian Parliamentarians and engaging in discussions on women's empowerment with Japanese Prime Minister Shinzo Abe during his visit to India in January 2014.

Currently, Ms. Chatterjee chairs CII's National Council on Women's Empowerment and Inclusion, showcasing her ongoing dedication to advancing women in the workplace. She brings her wealth of experience to the boards of Somany Ceramics Limited and C&S Electric Limited as an Independent Director. Additionally, she plays a pivotal role in governance as a member of the Governing Body of HelpAge India and its Vice Chairperson.

Ms. Chatterjee's commitment to education is reflected in her role as a Trustee of the '3E Education Trust' (HDFC Schools), where she contributes to shaping young minds. She also serves as the Chairperson of Feedback Foundation, demonstrating her holistic approach to social impact.

With an educational background in Psychology from Calcutta University, she combines her academic knowledge with her practical experience to drive meaningful change in the infrastructure and social sectors.



Mr. Ghanshyam Girdharbhai Trivedi

Non-Executive Non-Independent Director

Mr. Ghanshyam Girdharbhai Trivedi is an esteemed professional with over 50 years of experience in the ceramics, glass, and sanitaryware industry. He holds degrees in M.Sc. and LL.B. and is an Associate Member of The Institute of Cost Accountants of India (ICAI). Mr. Trivedi has dedicated 34 years to this industry, showcasing his profound expertise. Currently, he serves as the President of the All-India Pottery Manufacturers' Association (AIPMA) and holds memberships in esteemed organizations such as American Ceramic Society (ACS), All India Management Association (AIMA), and Indian Ceramic Society. His commitment to the industry's growth is further evident through advisory roles, including as a member of the Advisory Committee of Central Glass and Ceramic Research Institute (CGCRI)/Ahmedabad and as a Council Member of Indian Ceramic Society (ICS). Mr. Trivedi has actively participated in numerous national and international conferences, presenting insightful research papers that benefit the industry. His association with the Company dates to 1987.



Mr. Siddharath Bindra

Independent Director

Ceased to be director w.e.f. 25 May, 2024

Mr. Siddharath Bindra is a seasoned professional in the apparel and retail industry, boasting a career spanning more than 25 years. Armed with a prestigious Master's degree in Commerce from Bombay University, he currently stands at the helm of BIBA Fashion Limited as its Managing Director. With his extensive experience and proven track record, Mr. Bindra brings a wealth of expertise and strategic insights to his role, driving the Company's success in the dynamic world of fashion and retail.



Mr. Manit Rastogi

Independent Director

Appointed w.e.f. 15 May, 2024

Mr. Manit Rastogi is an internationally renowned architect and the Founding Partner of Morphogenesis, one of the largest Architectural Firms in India. A winner of over 150 prestigious awards and an author of over a thousand publications and journals, he is a Fellow of the Indian Institute of Architects, Fellow of the Royal Society of Arts and a Chartered member of the Royal Institute of British Architects.

His firm has been listed among the top 100 Architectural Firms globally for over a decade. He has worked across a diverse canvas ranging from architecture to urban design, landscape, interior design, art & sculpture. His professional portfolio includes several Commercial buildings, Residential Complexes, Smart Cities, significant Institutions, Offices, and Hotels across India, Bhutan, South Africa, Nepal, Bangladesh, UAE, Sri Lanka, and Afghanistan.

He is a leading speaker in sustainable design having lectured at numerous reputed Universities and Conferences worldwide. As a founder member of the GRIHA Council, India's premier green rating system, Mr. Manit also works actively with urban policymakers to spearhead initiatives with an emphasis on environmental sensitivity and socio-cultural sustainability.



Mr. Zubair Ahmed

Independent Director

Appointed w.e.f. 01 October, 2024

Mr. Zubair Ahmed is a senior business leader with outstanding credentials of over 40 years in managing businesses across Asia, Middle East and Africa. He started his career with Unilever International in their Middle East Operations. After 15 years with Unilever across countries he joined as Managing Director of Gillette India Ltd and then moved to GSK Consumer Healthcare India Ltd as Managing Director. Thereafter, moved on to Singapore in 2015 as Head of GSK Consumer Health Care businesses across countries of Asia, Middle East and Africa and then subsequently was appointed Chairman of GSK Consumer Health Care India.

Post retirement in 2018, he has worked as advisors to some of the leading private equity and consumer companies in India. His key strength lies in putting together strategic high growth plans to unlock the true value of companies and their brands through successful execution based on a clear understanding of the category, competition, organizational structure, culture and competencies required for success. Apart from being an active consultant to companies on marketing / sales strategy he is also an independent director on the Board of Shree Cement Limited.

Committees and Meetings

	Attendance	Members	Meetings
Board	80.4%	8	6
Audit Committee	79.2%	4	6
Nomination and Remuneration Committee	87.5%	4	5
Stakeholders' Relationship Committee	100.0%	4	3
Corporate Social Responsibility Committee	91.7%	4	3
Company Administrative Committee	100.0%	4	1
Risk Management Committee	100.0%	5	2

Awards

GROWING STEADILY.
ACHIEVING EXCEPTIONALLY.

Somany Ceramics Earned Prestigious Superbrands Title for VC Shield – Two Years Running (2024–25)

Somany Ceramics has once again been honored with the coveted Superbrands recognition for its patented VC Shield technology, achieving this accolade for the second consecutive year in 2024–25. This prestigious title underscores the exceptional brand equity and trusted performance of VC Shield across the Indian market.

Celebrated for its advanced surface protection, enduring gloss, and resistance to everyday wear and tear, VC Shield has redefined the standards of durability and aesthetics in the tile industry. Being recognized by Superbrands, a globally acknowledged benchmark of brand excellence, reinforces SOMANY's commitment to innovation, performance, and superior customer value.



Silver Award at ASSOCHAM for Sustainability Marketing Campaign of the Year – 2024–25

At the ASSOCHAM Branding & Marketing Conclave cum Excellence Awards 2025, SOMANY Ceramics received the Silver Award for Sustainability Marketing Campaign of the Year, honoring the Company's pioneering initiative, 'Transforming Broken Tiles into Trendsetting Style'.

This impactful campaign, developed in collaboration with 35+ leading design institutions such as IIAD, Amity University, Sushant University, IIID, and K. R. Mangalam University, engaged over 2,500 architecture and interior design students. The initiative challenged them to upcycle broken tiles into striking murals, installations, and functional art, now displayed at campuses across India.

Through this project

- 10.5 tons of tile waste were repurposed
- 4.2 tons of CO_2 emissions were prevented
- 1.5 million people were reached via social media and PR efforts

The campaign not only inspired a new wave of sustainable creativity but also sparked increased demand for eco-conscious design solutions, earning accolades from both ASSOCHAM and the broader design community.



Named 'Iconic Innovator' at India 2030 Leadership Conclave – 2024–25

SOMANY was celebrated as one of the 'Iconic Innovators' at the India 2030 Leadership Conclave in September 2024, further cementing its position as a trailblazer in India's ceramic and building materials sector.

This prestigious recognition reflects Somany's enduring impact through product innovation, design leadership, and customer-first solutions. From launching pathbreaking technologies to revolutionizing retail with immersive showroom experiences, Somany continues to shape the living spaces of tomorrow.

The award highlights the Company's dedication to building a smarter, more sustainable, and design-forward future, both in India and beyond.



Management Discussion & Analysis

MD&A



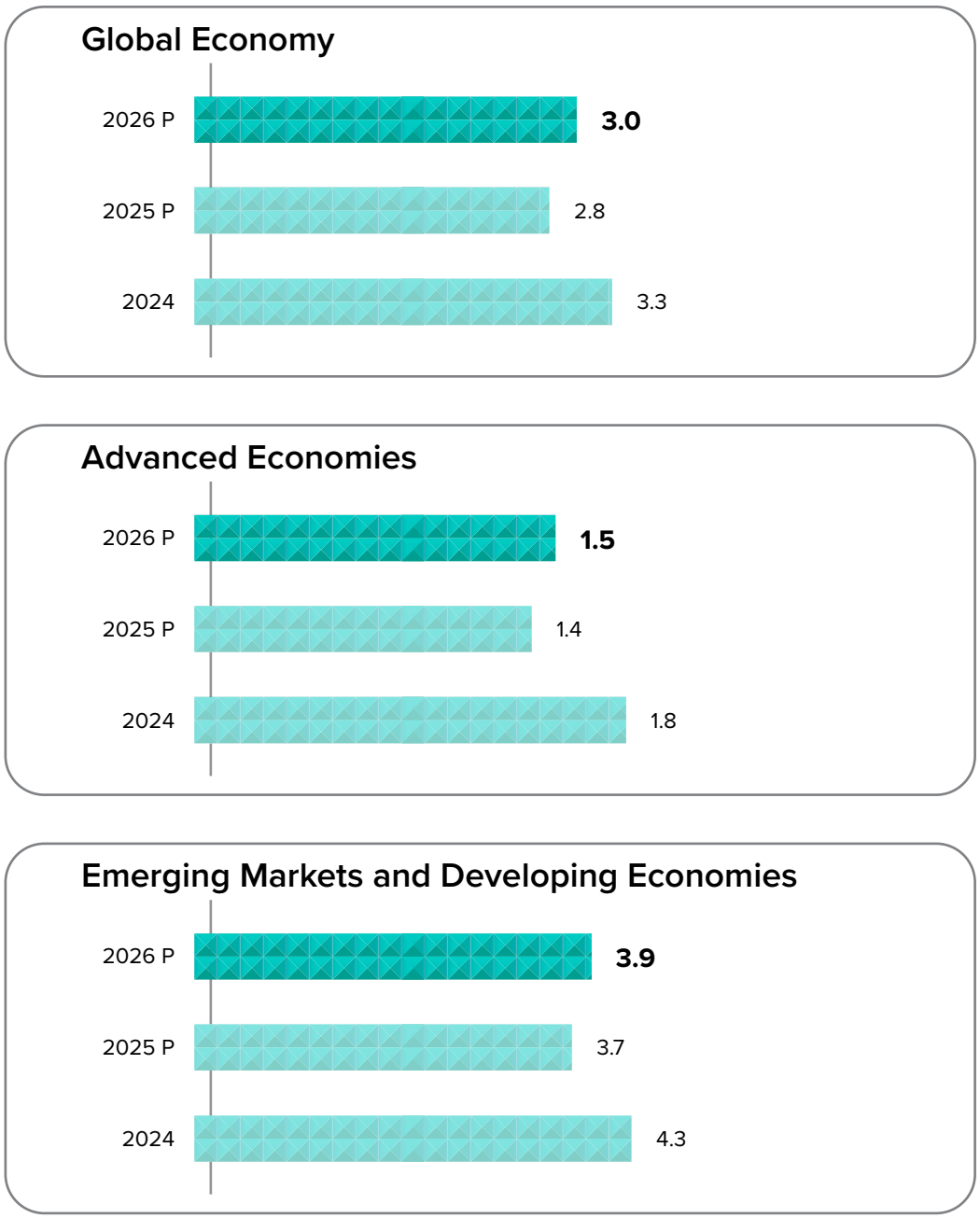
GLOBAL ECONOMY

The global economy stands at a pivotal moment. After enduring a prolonged period marked by extraordinary shocks and volatility, CY 2024 brought early signs of stabilization. Inflation, though still elevated, began a cautious but steady retreat from its multidecade highs, gradually moving closer to the targets set by central banks. Labor markets, once under immense strain, showed marked signs of normalization, with both unemployment and job vacancy rates reverting to their prepandemic norms.

Yet, just as a fragile sense of balance was beginning to take hold, a fresh wave of uncertainty has begun to ripple through the international economic landscape. A series of significant policy shifts are reshaping established dynamics. Since February, the United States has introduced successive rounds of tariffs targeting key trading partners, prompting swift and sometimes retaliatory responses. These developments have reignited tensions across the global trade system, challenging the resilience of economies worldwide and casting a renewed shadow over the outlook for sustained recovery.

In CY 2024, global growth stood firm at 3.3%, though the recovery was not uniform. While key regions such as Europe and parts of Asia experienced a dip in manufacturing output due to supply chain bottlenecks and subdued demand, the services sector came to the forefront. Its robust performance mitigated the effects of manufacturing decline, supporting overall growth in multiple regions.

GDP Growth Projections (in %)



P: Projected

(Source: https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025)



In the second quarter of CY 2025, the US under the Trump Administration imposed new protectionist measures, adding tariffs on imports like automobiles, auto parts, steel, and aluminum. On 05 April, 2025, an additional 10.0% tariff was announced on most imports from nearly all countries, layered over existing duties. In retaliation, major partners, including China and the EU imposed tariffs on US exports.

While the US declared a 90-day suspension on many reciprocal tariffs to enable negotiations, key sector-specific tariffs on steel, aluminum, and automobiles remain unchanged. Additionally, a broad 10.0% baseline tariff now applies to all non-exempt imports. Trade tensions between the US and China escalated sharply from early April, with both imposing punitive tariffs exceeding 100.0% on each other's goods. The situation remains uncertain, especially concerning whether suspended tariffs will be reinstated if negotiations fail to produce substantive agreements.

(Source: https://www.india-briefing.com/news/us-halts-26-tariffs-on-indian-goods-for-90-days-36872.html/#:~:text=Base%20tariff%20to%20remain%20in%20place&text=While%20the%2026%20percent%20duty,established%20during%20Trump's%20first%20term.)

Performance of Major Economies

The United States

The United States' economy grew by 2.8% in CY 2024. Looking ahead growth is projected to moderate slightly to 1.8% in CY 2025, before further declining to 1.7% in CY 2026, reflecting a gradual performance decline.
(Source: https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025)

China

China's economy registered a growth rate of 5.0% in CY 2024. However, projections suggest a measured deceleration, with growth expected to moderate to 4.0% in CY 2025 and CY 2026.
(Source: https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025)

The UK

The UK economy recorded a modest growth rate of 1.1% in CY 2024, Forecasts indicate stable performance of 1.1% in CY 2025, followed by a further recovery of 1.4% in CY 2026.
(Source: https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025)

Euro Area

After expanding at 0.9% in CY 2024, the Euro Area economy is showing signs of deceleration. Growth is projected to edge up to decline to 0.8% in CY 2025 and then gather strength, reaching 1.2% in CY 2026.
(Source: https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025)

Germany

The real GDP of the German economy in CY 2024 showed a growth rate of (0.2%). However, it is expected to see a rebound in CY 2025, with a projected growth rate of 0.00%. Looking ahead to CY 2026, the economy is anticipated to experience a stronger recovery, with an anticipated growth rate of 0.9%.
(Source: https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025)

Outlook

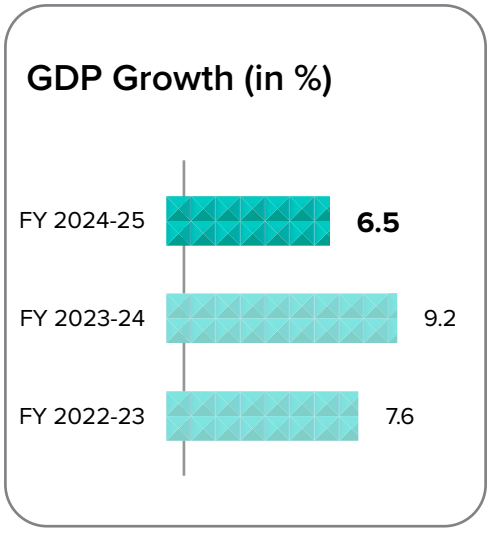
Amid ongoing global economic challenges, the global economy outlook presents an opportunity to enhance resilience and support a more sustainable growth trajectory. The response of many economies under pressure suggests that recovery is possible through coordinated policies and targeted reforms.

Countries can contribute to a more balanced and inclusive recovery by working toward a stable and transparent trade environment, advancing debt resolution efforts, and addressing structural imbalances. Maintaining clear monetary policy direction, applying macroprudential tools when appropriate, and implementing credible fiscal plans may help support financial stability and long-term growth.

International cooperation is likely to play an important role in managing current uncertainties. Through coordinated strategies and collective action, the global economy may be able to regain momentum, rebuild buffers, and create conditions for broader economic opportunity across regions.
(Source: https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025)

INDIAN ECONOMY

India's economy in FY 2024-25 continued its robust growth trajectory, achieving an estimated 6.5% GDP expansion, driven by significant investments in infrastructure development and rising consumer aspirations. This projection emphasizes the nation's ability to thrive economically, even amid global challenges, sustained by strong domestic fundamentals and thoughtful policy actions. The principal drivers of this growth include comprehensive reforms, rapid advancements in digital technology, and robust infrastructure expansion. Additionally, strategic government interventions, steady consumer spending, and an improving labor market all contribute to strengthening the nation's economic path. The continued strength of agriculture and services sectors, along with stable private consumption and macroeconomic resilience, further assures India's long-term growth.



(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=2106921)

The Indian Government's continued emphasis on infrastructure development has focused on key areas such as railways, highways, urban redevelopment, and water-sanitation initiatives. This sustained push for capital expenditure has not only improved connectivity but also ensured that more households gain access to basic amenities like electricity and water. Programs such as the Jal Jeevan Mission (JJM) and PM Gati Shakti Master Plan have played a transformative role in bridging the rural-urban divide, facilitating the conversion of Tier-II and Tier-III cities into semi-urban hubs of economic activity.

(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=2098788#:~:text=The%20PM%20Gati%20Shakti%20National%20Master%20Plan,planning%20and%20coordinated%20execution%20of%20infrastructure%20projects.&text=Under%20Swachh%20Bharat%20Mission%20%E2%80%93%20Urban%202.0%2C,urban%20waste%20collection%20from%202014%2D15%20to%202024%2D25.)

The impact of infrastructure investment is increasingly visible at the grassroots level, where improved access to essential services has encouraged families to enhance their living conditions. Many households are now undertaking housing upgrades or new construction as part of a broader movement toward one-time beautification and long-term asset creation. This shift is supported by rising disposable incomes and a stable inflation environment, reflected in the Consumer Price Index holding at 3.3% in March 2025 which have collectively enhanced purchasing power. Over the past decade, steady growth in per capita income has elevated living standards, fueling a trend of premiumization across various consumption categories.

(Source: https://www.pib.gov.in/PressReleasePage.aspx?PRID=2121843)



Urbanization remains a cornerstone of India's growth strategy, with initiatives like the Smart Cities Mission and Pradhan Mantri Awas Yojana (PMAY) fostering large-scale housing construction and urban infrastructure development. These programs have created employment opportunities while enhancing connectivity between urban centers and rural markets, thereby widening the consumer base for various industries. The Indian Government's focus on public-private partnerships (PPPs) has further accelerated project execution, thereby ensuring timely delivery of critical infrastructure while attracting private capital for sustainable growth.

(Source: https://www.ey.com/en_in/technical/alerts-hub/2025/02/budget-2025-infrastructure-sector)

India's infrastructure investments also serve as a catalyst for broader economic development. Every rupee spent generates over ₹ 2.5-3.5 in GDP through employment creation and downstream demand for goods and services. This multiplier effect is expected to play a pivotal role in achieving India's vision of becoming a USD 7 trillion economy by 2030.

(Source: https://www.businesstoday.in/bt-tv/video/indias-rs115-lakh-cr-infra-push-jyotiraditya-scindia-highlights-35x-gdp-multiplier-effect-457213-2024-12-13

https://m.economictimes.com/opinion/et-commentary/india2030-double-its-gdp-to-7-trillion/articleshow/113370781.cms)

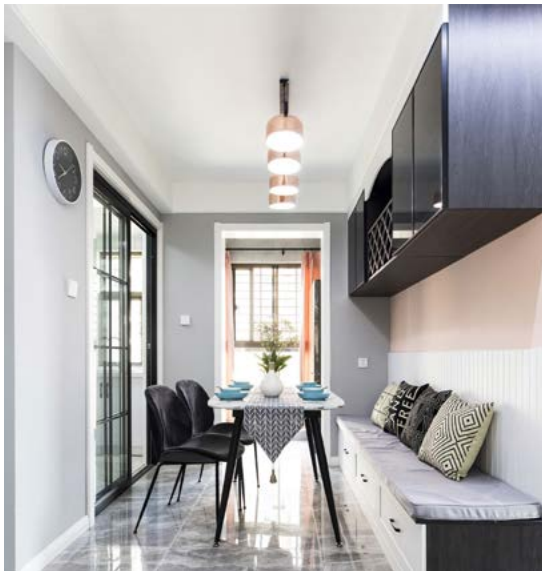
The strong economic outlook is further supported by strengthening consumption trends, particularly in the projected growth of both Private Final Consumption Expenditure (PFCE) and Government Final Consumption Expenditure (GFCE). From the viewpoint of overall demand, PFCE at constant prices is anticipated to rise by 7.6%, driven by a revival in rural consumption.

(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=2097921

https://www.pib.gov.in/PressReleasePage.aspx?PRID=2106921)

India's robust economic performance presents a crucial opportunity to implement reforms in key domains like taxation, power, urban development, mining, finance, and regulations. These reforms are essential for tapping into the nation's growth potential, boosting global competitiveness, and steering India toward its goal of becoming a developed economy by 2047.

(Source: https://www.livemint.com/economy/imf-india-economic-reforms-india-advanced-economy-2047-article-iv-consultation-india-indian-fiscal-policy-imf-rbi-11740718590665.html)



The Union Budget 2025-26

The Honourable Finance Minister, in the Union Budget 2025-26, introduced a progressive strategy designed to propel India's economic growth, emphasizing agriculture, MSMEs, investments, and exports as the driving forces behind the Viksit Bharat @2047 vision. In the face of global economic challenges, India remains the fastest-growing major economy, with GDP growth expected at 6.2% in 2025 and 6.3% in 2026, as per IMF projections.

(Source: https://www.pib.gov.in/PressReleasePage.aspx?PRID=2123826)

Continuing its commitment to strengthening infrastructure, the Indian Government has allocated ₹ 11.21 Lakh Crores for capital expenditure in FY 2025-26, amounting to 3.1% of GDP. This builds on the previous year's ₹ 11.11 Lakh Crores, ensuring continued growth in public investment. Alongside this, a new Asset Monetization Plan will tap into the value of public assets, while a planned three-year pipeline for Public-Private Partnership (PPP) projects aims to boost private sector engagement in key sectors.

(Source: https://www.pib.gov.in/PressReleaseIframePage.aspx?PRID=2098353)

The Budget seeks to propel India's position in global trade by focusing on cost reduction, enhancing logistics, and expanding export markets. Targeted initiatives will aim to promote value-added exports, diversify trade connections, and streamline procedures under the Trade Infrastructure for Export Scheme (TIES), boosting India's competitive edge. Further, revamping Free Trade Agreements (FTAs) will strengthen India's reputation as a crucial trade hub in the global economy.

(Source: https://patimes.org/indias-2025-26-budget-strengthening-international-trade-boosting-exports-and-managing-imports/#:~:text=The%20Union%20Budget%202025%2D26,a%20leading%20export%2Ddriven%20economy.)

In a landmark move, the government has introduced substantial tax reforms aimed at easing the financial burden on middle-income earners. Those earning up to ₹ 12 Lakh per year will now enjoy tax exemption under the new system. Furthermore, salaried individuals can benefit from an effective tax-free income of up to ₹ 12.75 Lakh, with a ₹ 75,000 standard deduction factored in. These initiatives are expected to boost disposable income, stimulate consumer spending, and drive economic momentum.

(Source: https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2098353)

Outlook

The outlook for India's economy remains optimistic, despite the backdrop of global uncertainties such as geopolitical tensions and trade disruptions. On the domestic front, the key to growth lies in consistent private sector investment, rising consumer confidence, and stronger corporate wages. Rural demand is set for recovery, supported by agricultural rebound, easing food inflation, and a stable macroeconomic environment. For sustainable, long-term growth, the nation must prioritize boosting its global competitiveness through structural reforms and deregulation from the grassroots level. By fostering a business-friendly environment, India will be better equipped to handle external risks and strengthen its economic resilience.

GLOBAL CERAMIC TILES INDUSTRY

The global ceramic tiles market, which was valued at USD 213.56 billion in 2024, is projected to see steady growth, reaching USD 228.94 billion in 2025 and hitting USD 399.28 billion by 2033. This growth, which represents a CAGR of 7.2% over the forecast period (2025-33), is largely fueled by the rapid pace of urbanization, increased infrastructure development, and a growing demand from consumers for both aesthetically attractive and durable materials. Advances in manufacturing technologies, particularly digital printing, have greatly enhanced design possibilities and product quality, while sustainability trends are encouraging the shift toward eco-friendly tile options.

As the global population continues to rise and more people flock to cities, market growth is inevitably propelled. According to the United Nations Population Division, the world's population is projected to reach 9.5 billion by 2050, with urban areas representing approximately 66.4% of this number. This rapid urbanization is set to drive greater demand for top-tier flooring solutions, with evolving consumer preferences focusing on hygiene, comfort, and modern living spaces.

The ceramic tile market in the Asia-Pacific, driven by countries like India and China, is growing rapidly. By 2050, it's expected that more than half of the world's urban population will live in urban Asia, leading to the largest workforce ever seen. E-commerce is helping make ceramic tiles more accessible, further driving market growth. Even with challenges like changing raw material prices and competition from alternative flooring solutions, the ceramic tile industry worldwide is on track for steady growth.

(Source: https://straitsresearch.com/report/ceramic-tiles-market)

Trends in Global Tile Sector

Shifting Consumer Preferences

Consumer preferences in the tile space are evolving with a distinct sense of sophistication. Larger tiles formats are winning favor for their ability to evoke seamless elegance, aligning with contemporary design ideals that favor simplicity and scale. Simultaneously, there is a rising allure in handcrafted, imperfect finishes—tiles that carry the tactile language of human touch, injecting personality, craftsmanship, and understated charm into otherwise sleek environments.

Construction Sector Growth

The construction industry is thriving, driven by an infrastructure boom in developing regions of Asia-Pacific, Latin America, and Africa. Government programs aimed at fostering smart cities and eco-friendly housing are propelling construction in these areas. Meanwhile, the rise in renovation and rebuilding projects in established markets is generating a strong demand for durable ceramic tiles, reflecting a broader shift toward modernized, sustainable urban environments.



Functional Innovations

In response to the evolving needs of the market, the tile industry is innovating with new functional designs. Energy-efficient tiles, designed with built-in insulation or renewable energy capabilities, are growing in popularity for their ability to cut down on heating and cooling expenses. Simultaneously, the focus on safety is increasing, with anti-slip coatings now a staple in both homes and commercial spaces, making them safer and more user-friendly.

Technological Advancements

Technological progress continues to reshape the tile industry, bringing forth a wave of innovations that blend design with performance. The widespread adoption of vitrified tiles, known for their longevity and resistance to moisture, continues to shape purchasing preferences across residential and commercial sectors.

Sustainable Focus

As environmental concerns become a defining factor in consumer decision-making, the tile industry is stepping up with meaningful sustainability initiatives. From the incorporation of recycled materials and biodegradable components to the adoption of low-energy production methods, the sector is evolving to meet the moment. Circularity is also gaining momentum, with waste being repurposed into new tile products, turning byproducts into value. These shifts reflect more than regulatory compliance; they signal a deeper, industry-wide dedication to shaping a greener, more responsible future.

Indian Ceramic Tiles Industry

The Indian ceramic tiles industry valued at approximately ₹ 52,500 Crores in 2024-25 is poised for steady growth. The imposition of a 41.0% anti-dumping duty on Indian ceramic tiles by GCC countries marked a critical inflection point for the industry. In CY 2024, further pressure mounted as the US tile manufacturers sought anti-dumping and countervailing duties on Indian ceramic tile imports, citing unfair trade practices such as dumping and government subsidies. The proposed tariffs, ranging from a staggering 408% to 828%, underscored the intensifying global scrutiny. Yet, this headwind catalysed a broader shift—compelling Indian manufacturers to recalibrate export strategies and unlock opportunities in alternative international markets. This adaptive pivot has translated into a stronger global presence, backed by robust domestic manufacturing, improved infrastructure, and a sharper focus on compliance with international standards. The industry's agility in the face of trade barriers signals long-term growth potential and strategic resilience.

(https://hitex.co.in/news/indias-ceramic-tile-market-poised-for-robust-growth.html

Source: https://www.mordorintelligence.com/industry-reports/india-ceramic-tiles-market

https://www.ndtvprofit.com/business/indian-ceramic-tile-makers-wary-of-us-anti-dumping-duty-hitting-exports#:~:text=Details%20About%20The%20Petition,to%20flood%20the%20US%20market.)

In India's ceramic tile industry, technology has truly taken center stage, with manufacturers making significant investments in cutting-edge production facilities. This embrace of modern technology allows companies to produce tiles with unmatched brightness, intricate textures, and heightened efficiency. By bringing in automated systems, advanced computer networks, and specialized expertise, the industry has seen a dramatic boost in production, with daily capacities reaching new heights.

The advent of regulations such as the Real Estate Regulatory Authority (RERA) has played a critical role in the transformation of India's real estate sector, shaping the demand for ceramic tiles. By ensuring greater transparency and streamlining processes, RERA has led to increased demand across residential and commercial construction. Manufacturers, in turn, have risen to the challenge, offering specialized products that address the specific needs of diverse construction projects, from flooring in homes to extensive commercial spaces, all while maintaining impeccable quality and adherence to regulatory standards.

As tastes and needs shift, the ceramic tile industry has embraced innovation with open arms. Manufacturers are responding to concerns around hygiene and functionality by offering groundbreaking products like anti-viral, anti-static, and germ-resistant forever tiles. At the same time, the rise of larger tiles and digital printing technology is opening a universe of possibilities for customized designs, giving consumers the chance to personalize their spaces like never before.

Global Sanitaryware and Bath Fittings Market

The sanitaryware industry is expanding quickly, with an estimated value of USD 57.28 billion by 2025, expected to rise to USD 79.93 billion by 2030, at a growth rate of 6.9%. This expansion is being fueled by urban growth, evolving consumer preferences, and an increased focus on sustainability. To meet these demands, manufacturers are focusing on water-saving products and greener production methods, all in line with global environmental goals.

Technology is quietly reshaping the way we interact with our bathrooms. Bath fittings that do not need touching, toilets that use less water, and surfaces that fight off germs—these are no longer luxuries, they are expectations. Particularly in commercial spaces, smart sanitaryware is becoming standard. At the same time, improved manufacturing techniques mean less waste and more value: instead of scrapping old products, some can now be restored without the heavy lifting of re-firing.





The global appetite for refined sanitaryware is growing, and much of it is being served by cranes and construction crews. Rapid infrastructure development, particularly in Asia, Africa, and Latin America, is powering demand—not just for basic fixtures, but for high-end, well-crafted designs. The hospitality sector is also playing its part, as luxury hotels and resorts seek out statement bath fittings to match their upscale promise.

The digital wave has redrawn the retail map, blurring the lines between online convenience and in-store experience. With consumers now expecting tailored products that look as good as they perform, brands are responding with design-led, tech-infused collections. Omnichannel strategies are no longer a luxury—they are a necessity, ensuring that every touchpoint, from scroll to showroom, feels seamless and intuitive.

(Source: https://www.mordorintelligence.com/industry-reports/sanitaryware-market)

Indian Sanitaryware and Bath Fittings Market

India's bathrooms are getting an upgrade. With urban living on the rise and people spending more on home comfort, the sanitaryware market is seeing strong demand for stylish, functional, and easy-to-maintain solutions that match today's needs.

As of CY 2024, the Indian sanitaryware industry is valued at approximately ₹ 8,000 Crores. It broadly encompasses two main categories: ceramic and non-ceramic products. Ceramic sanitaryware - such as basins, commodes, and urinals - continues to dominate due to its affordability and everyday practicality. Meanwhile, non-ceramic alternatives like modern showers, and advanced plumbing fixtures are steadily gaining traction, prized for their durability and sophisticated design. This diverse product range is supported by an extensive distribution network, spanning local dealers to e-commerce platforms, ensuring wide accessibility. Complementing this ecosystem are skilled service professionals who provide reliable installation and maintenance, completing the value chain.

(Source: https://www.business-standard.com/budget/news/budget-2025-sanitaryware-players-seek-gst-rationalisation-on-products-125013000910_1.html)

With more people waking up to the importance of sanitation and the government pushing cleanliness into the national spotlight, the sanitaryware industry is thriving. Technology is keeping pace too—making products sleeker, smarter, and more efficient. Meanwhile, the boom in luxury hotels and modern real estate projects is pushing demand for top-tier fittings, keeping the growth curve steady and steep.

India's bath fittings market is seeing strong growth, valued at USD 2.18 billion in 2024, expected to reach USD 2.35 billion by 2025 and continue to climb to USD 3.36 billion by 2030. This rise is driven by a growing demand for quality bathroom fittings as urbanization picks up pace and more people invest in their homes. Alongside new construction, there is a significant surge in replacement demand, as homeowners increasingly upgrade existing bathrooms for better aesthetics and functionality. India has become one of the top five markets globally for bathroom hardware, fueled by rapid construction and real estate development. Residential projects are leading the way, with manufacturers focusing on offering a wider range of products that meet the needs of homeowners and builders alike.

(Source: https://www.mordorintelligence.com/industry-reports/india-faucet-market)

In addition, more and more people in India are gaining access to quality housing, which is directly boosting the demand for bath fittings. Cities with large populations are becoming key hubs for faucet sales, supported by an expanding network of retail stores and franchises. After the Covid-19 pandemic, rising disposable incomes and changing consumer tastes have fueled a greater demand for high-end bath fittings, as homeowners put more emphasis on both the style and practicality of their kitchens and bathrooms.

Indian Real Estate Market

The Indian real estate market is on track for significant growth, with projections indicating it will jump from USD 332.85 billion in 2025 to USD 985.80 billion by 2030, reflecting a solid growth rate of 24.3%. The year 2024 has already shown impressive momentum across residential, commercial, and luxury sectors. In the first three quarters, residential sales saw a 17.0% increase compared to the previous year, driven by rising buyer confidence and an escalating demand for premium properties.

(Source: https://www.mordorintelligence.com/industry-reports/real-estate-industry-in-india)

The commercial real estate landscape remains dynamic, underpinned by persistent demand for office spaces. Leasing activities are rising steadily, spurred by encouraging market forecasts for co-working spaces and premium office developments. Urbanization trends suggest that by 2047, approximately 50% of India's population will reside in urban areas, further driving the need for residential, office, and retail spaces across the country.

(Source: https://www.mordorintelligence.com/industry-reports/real-estate-industry-in-india)

Consumer tastes are evolving faster than ever, pushing the retail industry to rethink its approach. Shoppers now expect more than just a transaction—they desire environments that offer convenience, tailored experiences, and fluid digital integration. Retailers are responding by integrating advanced technologies, such as seamless omnichannel shopping experiences, e-commerce platforms, and digital enhancements in brick-and-mortar stores. Meanwhile, sustainability is rising as a critical priority. Companies



are prioritizing eco-friendly solutions and energy-efficient designs to meet the growing demand for responsible, environmentally-conscious retail spaces.

The Pradhan Mantri Awas Yojana Urban 2.0 is helping shape the future of affordable housing by focusing on the needs of economically weaker sections (EWS), low-income groups (LIG), and middle-income groups (MIG) in urban areas. With the backing of subsidies, robust public-private collaborations, and a focus on creating sustainable, energy-efficient homes, the initiative is turning the objective of 'Housing for All' into a reality.

As urbanization takes off, driven by advances in infrastructure and abundant job opportunities, the real estate sector is undergoing a transformation. While Tier-I cities remain the epicenter of growth, smaller towns and Tier-II and III cities are stepping into the limelight as emerging hotspots for real estate. Even the outer edges of established cities are witnessing a boom in development, signaling a fundamental shift in the real estate landscape across the country.

GROWTH DRIVERS FOR TILE AND BATH FITTINGS

Residential Sector

Affordable Housing

The housing market is on a fast track to growth, and with it, the demand for top-notch tiles and bath fittings is rising in tandem. A major contributor to this growth is the affordable housing segment, which is set to grow substantially, with demand reaching 31.2 million units by 2030, creating an opportunity worth USD 67 trillion. With the rise of new residential developments, the demand for high-quality, durable, and aesthetically pleasing tiles and bath fittings continues to grow, as homeowners seek to enhance both the function and style of their living spaces.

(Source: https://www.cii.in/PressreleasesDetail.aspx?enc=k-dhTxdytnjDPKndeQoS+fYib5t3MNz993ppnFCIxBVw=)

Renovation and Home Improvement

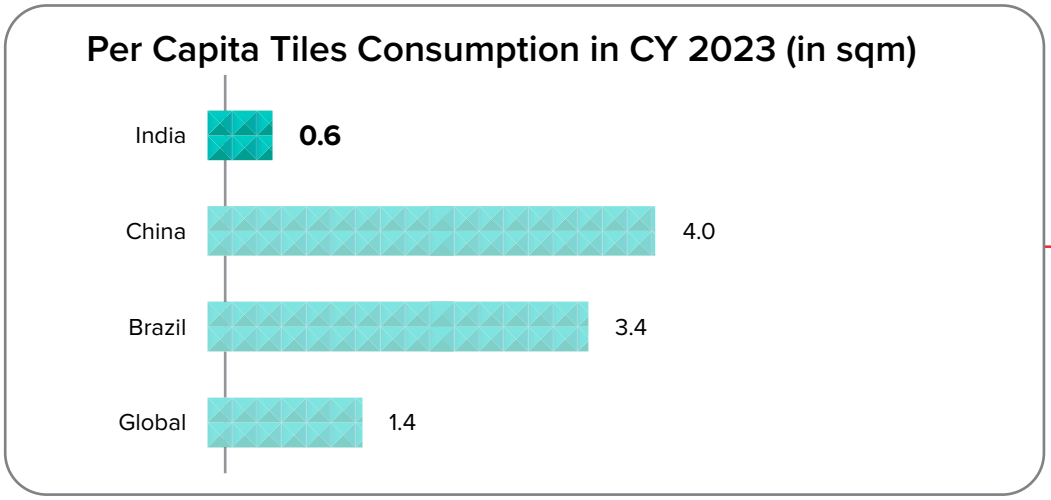
As homeowners look to the future, there's a growing investment in smart home technology, energy-efficient appliances, and eco-friendly materials that elevate both functionality and sustainability. This shift is also giving the tiles and bath fittings industry a significant boost. With the rising popularity of smart homes, there's a clear demand for sleek, modern designs that marry style with environmental consciousness. Premium tiles, known for their durability and sophisticated look, are becoming a must-have in these contemporary spaces. At the same time, water-saving sanitaryware and innovative bath fittings are increasingly in demand, further pushing the trend toward eco-conscious living.

Low per Capita Tiles Consumption

India, now the world's second-largest producer and consumer of tiles after China, has plenty of room to grow in this space. Yet, India's per capita consumption of tiles remained relatively low at approximately 0.6 square meters (sqm), compared to 4.0 sqm in China, 3.4 sqm in Brazil, and a global average of 1.4 sqm (in 2023). This gap signals a massive opportunity for growth in the Indian tile market. As disposable incomes climb and urbanization takes root, the demand for tiles is expected to rise steadily, setting the stage for industry expansion.

(Source: https://www.financialexpress.com/business/industry-fundamental-analysis-ceramics-many-drivers-for-growth-3162207/)





Commercial Sector

Urbanization and Real Estate Development

With urban centers expanding and residential housing projects multiplying, there's a rising demand for tiles and bath fittings. Cities such as Mumbai, Bengaluru, and Pune are seeing more modern apartments spring up, each requiring top-tier bathroom accessories. The real estate sector currently contributes 7.3% to India's GDP, and projections show that by 2047, it will increase to a significant 15.5%, representing a market worth USD 5.8 trillion.

(Source: https://www.rprealtyplus.com/interviews/role-of-real-estate-in-indias-economic-growth-118904.html)

Hospitality Industry Growth

The Indian hospitality industry is on track for significant growth, with the market projected to reach USD 281.83 billion by 2025 and expand at a CAGR of 14.0%, reaching USD 541.70 billion by 2030. This expansion offers a major opportunity for the tiles, sanitaryware and bath fittings industry. As new hotels, resorts, and luxury accommodations are built to meet increasing demand, there will be a heightened need for high-quality, durable, and visually appealing tiles and bath fittings. Additionally, the renovation and upgrading of existing properties to meet changing consumer expectations will further fuel demand. Premium, aesthetically pleasing bath fittings will play a key role in creating luxurious, modern spaces that attract guests. As a result, the strong growth of the hospitality sector is expected to directly drive the tiles and bath fittings market forward.

(Source: https://www.mordorintelligence.com/industry-reports/hospitality-industry-in-india#:~:text=India%20Hospitality%20Market%20Research%20FAQs&text=The%20Hospitality%20Industry%20In%20India%20Market%20size%20is%20expected%20to,Industry%20In%20India%20Market%20size%3F)



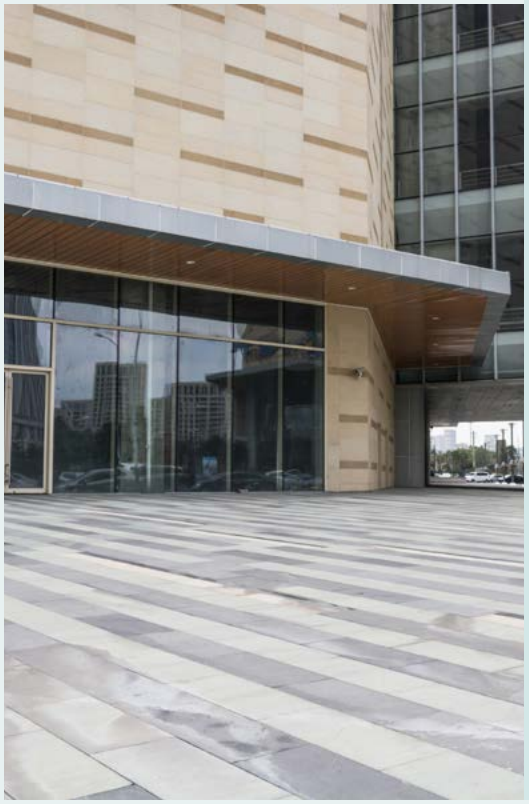
Technological Integration

India's bathroom fittings and tiles market is seeing a shift with the introduction of innovative materials and smart technologies. Manufacturers are adapting to meet rising consumer expectations and stricter regulations, particularly around water conservation. Eco-friendly, water-saving products are in demand, and smart features like touchless bathroom fittings and temperature-controlled showers are becoming more popular. As digital shopping platforms gain traction, consumers now have a wealth of product options at their fingertips, simplifying their decision-making and enhancing their shopping experience.

Financial Factors

Rising Disposable Income

With the middle class experiencing a rise in disposable income, fueled by the Union Budget 2025's tax breaks, the demand for home renovations is about to reach new heights. As households find themselves with more financial breathing room, the desire to upgrade living spaces will translate into increased consumption of high-quality tiles and bath fittings. As homeowners invest in products that are both durable and stylish, the tiles and bath fittings industry is set to experience substantial growth, meeting the evolving demand for homes that are both beautiful and functional



Demographical Trends

Urban Migration

Urbanization in India is picking up pace, with a significant portion of the urban population now consisting of migrants. The primary catalysts for this movement are better employment prospects and marriage, with women leading the charge in migration. This shift presents a valuable opportunity for the tiles and bath fittings market. As urban areas grow and accommodate an influx of residents, the need for housing and infrastructure is expanding. With the rise of new housing projects, urban development, and renovations, the demand for top-quality, modern, and aesthetic tiles, sanitaryware and bath fittings is expected to increase substantially.

Population Growth

As India's population continues to climb, currently sitting at 1.46 billion and expected to hit 1.7 billion by the mid-2060s, it's shaping a powerful shift in the tiles and bath fittings sector. With urban areas rapidly growing, housing needs on the rise, and a growing thirst for beautifully crafted, modern interiors, the demand for well-designed bathrooms is only intensifying. This trend points to a thriving future for the industry, with a steady pace of growth that mirrors the country's growing population.

(Source: https://www.worldometers.info/world-population/india-population/)

Middle-Class Expansion

By 2047, India's middle-class is expected to swell to over a billion people, presenting an invaluable opportunity for the tiles, sanitaryware and bath fittings industry. As this demographic expands, so does the aspiration for enhanced living conditions and modernized interiors. Homeowners are investing in premium, aesthetically pleasing, and durable tiles, sanitaryware and bath fittings to improve both the look and function of their spaces. This rapid growth in the middle-class will be a powerful force propelling the demand for tiles and bath fittings in the future.

Popularity among Generation Z

The aesthetics sensibilities of Gen Z are redefining interior spaces—and by extension, steering the trajectory of the tiles, sanitaryware and bath fittings industry. With an eye for detail and a penchant for customization, this cohort values décor that mirrors personal identity, while maintaining their functionality. As their presence in the real estate market increases, so does the demand for high-grade, innovation-driven bathroom solutions. Social platforms, which serve as both inspiration boards and validation spaces, further accelerate this evolution—indicating a sustained uptick in market demand.

Lifestyle Trends

Sustainability

Sustainability is no longer a peripheral concern—it's a central force reshaping the tiles, sanitaryware and bath fittings industry. With growing environmental consciousness, consumers now expect more from spaces they inhabit. They are opting for tiles made from recycled materials, water-conserving fixtures, and manufacturing practices that tread lightly on the planet. Additionally, businesses who lead with sustainable innovation are increasingly capturing the attention of an environmentally aware customer base. Backed by policymakers and urban planners championing green construction, the shift toward sustainable product range is gaining speed. It's a momentum that promises not just immediate traction, but long-term opportunity for those ready to adapt.

Preference for Modern Designs

A growing appreciation for sleek, modern design, where form meets function in perfect harmony—is reshaping the tiles and bath fittings industry. With consumers placing greater value on minimalist sophistication and durability, there's a clean move toward that enhance both aesthetics and performance. The bathroom, once a utilitarian space, has now emerged as a personal sanctuary, a reflection of style and well-being. This transformation, underpinned by urban sprawl, rising disposable incomes, and the influx of global design inspiration, signals a promising future for the industry marked by innovation and aspirational living.

Government Initiatives

Housing Schemes

India's push for affordable housing, through schemes like the Pradhan Mantri Awas Yojana (PMAY), Affordable Rental Housing Complexes (ARHCs), and the MHADA lottery, is giving a huge boost to the tiles and bath fittings industry. These programs are focused on providing millions with quality homes, leading to a big increase in the construction of new housing. As these homes are built or renovated, the demand for things like tiles, sanitaryware and bath fittings naturally rises. With the government's focus on offering modern, dignified living spaces, there's more emphasis on high-quality, stylish finishes, which is driving the adoption of sleek, durable tiles and trendy bath fittings. This ongoing growth in affordable housing ensures the industry will keep thriving.

Sanitation Drives

India's sanitation efforts, led by initiatives like the Swachh Bharat Mission, have brought hygiene and cleanliness into sharp national focus, especially across underserved urban and rural regions. These programs have enabled the construction of millions of toilets and community sanitation facilities, resulting in a steady and growing demand for tiles and bath fittings.

As sanitation remains a core focus area for the government, the market for affordable, durable, and easy-to-clean bathroom solutions is expected to grow steadily. The continued emphasis on modern sanitation facilities in both public places and households places the industry on a firm path toward long-term growth.



Prospects in Tile and Bathware Market

Population Growth

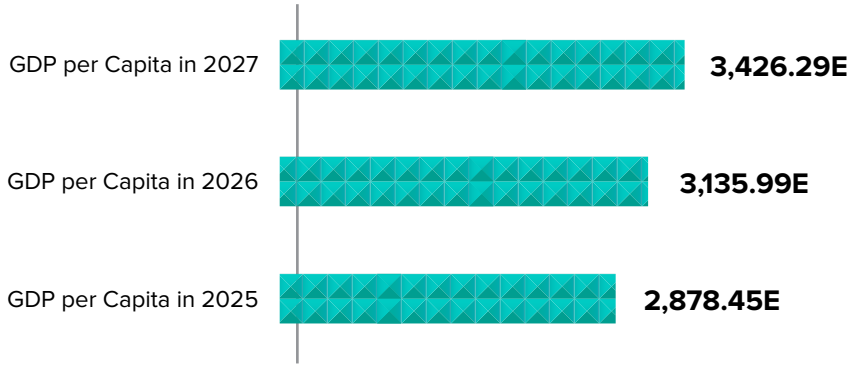
1.46 billion
Estimated Population of India in 2025

1.7 billion
Estimated Population of India in 2064

(Source: https://www.worldometers.info/world-population/india-population/

https://consensus.app/home/blog/is-indias-population-1-3-billion/#:~:text=Future%20Projections,-The%20United%20Nations&text=The%20population%20is%20forecasted%20to,2%20billion%20by%2020643.)

Per Capita Income (in USD)



E: Estimated
(Source: https://www.statista.com/statistics/263776/gross-domestic-product-gdp-per-capita-in-india/)

Urbanization

58.0%
Global Population would Migrate to Urban Spaces in 2025

(Source: https://www.statista.com/statistics/270860/urbanization-by-continent/)

36.9%
of the Indian Population was Urban in 2024

https://tradingeconomics.com/india/urban-population-percent-of-total-wb-data.html#:~:text=Urban%20population%20(%25%20of%20total%20population)%20in%20India%20was%20reported,compiled%20from%20officially%20recognized%20sources

55.0%
World's Population Lives in Urban Areas

68.0%
Global Population that will be Urban in 2050

E: Estimated
(Source: https://www.who.int/health-topics/urban-health#tab=tab_)

Millennial Advantage

440 million
Millennial Population in India, 2023

34.0%
Indians Comprise Millennials

(Source: https://bfsi.economictimes.indiatimes.com/news/fintech/millennials-at-forefront-of-online-finance-products-contribute-44-of-total-lending-report/97308820)

Opportunities

The tiles and bathware industry is on track to thrive in the upcoming year, driven by a confluence of positive factors. The easing of supply chain challenges is resulting in reduced freight costs and better profit margins. Coupled with the drop in natural gas prices, manufacturers are enjoying lower production costs, enhancing product competitiveness. Government-backed initiatives are further propelling this growth, with increased capital expenditure on infrastructure projects attracting private investments and supporting sector expansion. Simultaneously, the growing consumer demand for sustainable, eco-friendly materials is opening up new growth avenues. Cutting-edge technologies such as 3D printing are driving manufacturing innovation and improving production efficiency. India's accelerating urbanization is intensifying the demand for residential and commercial buildings, thus increasing the need for high-quality building materials. Furthermore, the Indian Government's commitment to affordable housing projects is set to accelerate the demand for tiles and bathware. When combined, these factors—technological advancements, urban expansion, sustainability awareness, supportive policies, and digital transformation—point to a prosperous future for India's building material industry in 2025-26.

Threats

The building materials sector is struggling with a host of challenges that are impacting production costs and project timelines. Rising raw material and energy costs have driven up manufacturing costs, while persistent labor shortages continue to disrupt operations. Furthermore, ongoing supply chain issues have exacerbated delays, making it difficult to complete projects on schedule. High interest rates are also having a detrimental effect, slowing both residential and commercial construction activity. The financial pressure is weighing on consumers, leading to the postponement of many remodeling projects. Additionally, domestic manufacturers are under pressure from low-cost imports, particularly from China and Vietnam, making it increasingly difficult to compete on price. On top of these challenges, stricter environmental regulations and the growing demand for sustainable production practices are adding operational hurdles, compelling businesses to rethink their processes and invest in greener alternatives.

Yet, despite these obstacles, there is a glimmer of hope. Increased public infrastructure investments and slowly improving economic conditions suggest that the sector may experience a recovery in the years to come, bringing a sense of optimism for the future.



COMPANY OVERVIEW

Somany Ceramics Limited (referred to as 'Somany' or 'the Company') continues to strengthen its stature as a global leader in ceramic tiles, sanitaryware, and bath fittings. Revered for its commitment to innovation and premium-quality solutions, the Company serves both residential and commercial markets with a wide selection of ceramic and vitrified tiles, as well as sanitaryware and bath solutions. With a discerning eye on emerging design idioms and consumer inclinations, the Company crafts versatile textures, shapes, and sizes that lend a contemporary cadence to everyday spaces.

In line with its profitability and efficiency agenda, Somany has exited two joint ventures that no longer served its strategic direction. This move will help improve profitability and streamline sourcing through efficient regional supply networks. Continued strides in product innovation have led to the launch of new models, further strengthening Somany's identity as a design-forward brand. Additionally, with a growing stake in adjacent categories, the Company is expanding into new business avenues to drive long-term growth and maintain its industry edge. Moreover, with healthy margins and a sharp focus on financial prudence, the Company channels capital into segments with strong growth potential.

Somany's Product Verticals

Ceramic Tiles

2
Manufacturing Facilities

23.52 msm p.a.
Manufacturing Capacity

Polished Vitrified Tiles

2
Manufacturing Facilities

7.44 msm p.a.
Manufacturing Capacity

Glazed Vitrified Tiles

4
Manufacturing Facilities

21.01 msm p.a.
Manufacturing Capacity

msm: millions square meter

Bathware (Comprises Bath Fittings and Sanitaryware)

Morbi (Gujarat)
Sanitaryware Manufacturing Facility

0.48
million pieces p.a.
Sanitaryware Manufacturing Capacity

Derabassi (Punjab)
Bath Fittings Manufacturing Facility

1.3
million pieces p.a.
Bath Fittings Manufacturing Capacity

STANDALONE FINANCIAL OVERVIEW

In 2024-25, the Company recorded a revenue from operations of ₹ 2,56,942 Lakhs, reflecting a growth of 1.4% over the previous year's figure of ₹ 2,53,448 Lakhs. Other income stood at ₹ 2,471 Lakhs, contributing 1.0% to the total revenues, indicating Somany's strategic alignment with its principal business activities.

The Company's total expenses increased by 2.9% from ₹ 2,41,976 Lakhs in 2023-24 to ₹ 2,49,088 Lakhs in 2024-25, highlighting the Company's growth trajectory. Material costs, including the purchase of traded goods, accounted for 66.2% of the Company's revenues and saw an increase of 6.0%, rising from ₹ 1,62,043 Lakhs in 2023-24 to ₹ 1,71,728 Lakhs in 2024-25.

In 2024-25, Somany's employee expenses, which made up 10.1% of revenue, increased by 8.1%, moving from ₹ 24,239 Lakhs in 2023-24 to ₹ 26,198 Lakhs in 2024-25. However, the Company's power and fuel costs decreased by 14.8%, from ₹ 24,128 Lakhs in 2023-24 to ₹ 20,557 Lakhs in 2024-25.

Analysis of the Balance Sheet

Sources of Funds

As of the year ending on 31 March, 2025, Somany's capital employed increased from ₹ 76,230 Lakhs in 2023-24 to ₹ 84,141 Lakhs in 2024-25. This Company's net worth, which also increased from ₹ 72,317 Lakhs to ₹ 80,028 Lakhs during the same period. At the close of fiscal year, the Company had 4,10,09,605 equity shares of ₹ 2/- each.

In addition, the Company has long-term debt of ₹ 915 Lakhs, representing long-term debt-equity ratio of 0.01 as on 31 March, 2025. Somany also saw a reduction in finance costs by 2.8%, from ₹ 777 Lakhs to ₹ 756 Lakhs in FY 2024-25.

Applications of Funds

The Company's gross block, including CWIP, rose by 8.2% from ₹ 69,153 Lakhs as of 31 March, 2024, to ₹ 74,841 Lakhs as of 31 March, 2025, primarily on account of investment in production capabilities. Depreciation and amortization also increased by 13.9%, up from ₹ 4,663 Lakhs in 2023-24 to ₹ 5,312 Lakhs in 2024-25. The long term loans & advances made by the company decreased by 0.1% from ₹ 5,353 Lakhs as of 31 March, 2024 to ₹ 5,346 Lakhs in FY 2024-25.

Investments

The Company's non-current investments grew from ₹ 30,716 Lakhs as of 31 March, 2024 to ₹ 32,558 Lakhs as of 31 March, 2025, primarily driven by investment in subsidiaries.

Working Capital Management

As of 31 March, 2025, the Company's current assets increased by 8.6% to ₹ 65,753 Lakhs from ₹ 60,573 Lakhs in the previous year. Further, the inventory levels of the Company, which include raw materials, work-in-progress, and finished goods, decreased by 0.5% from ₹ 19,177 Lakhs to ₹ 19,089 Lakhs in 2024-25. The inventory turnover cycle decreased to 27 days in 2024-25 from 28 days in 2023-24. However, the Company's debtors' turnover cycle increased from 45 days to 51 days, with a total of ₹ 35,628 Lakhs in 2024-25 compared to ₹ 31,056 Lakhs in 2023-24. On the other hand, the loans and advances made by the Company decreased from ₹ 135 Lakhs as of 31 March, 2024 to NIL as of 31 March, 2025.

Margins

The Company's EBITDA margin decreased by 130 basis points, from 6.7% in 2023-24 to 5.4% in 2024-25. Similarly, the net profit margin also decreased by 80 basis points, falling from 4.1 % in 2023-24 to 3.3% in 2024-25.

Key Numbers

Particulars	2024-25	2023-24
Debtors' Cycle (Days)	51	45
Inventory Cycle (Days)	27	28
Interest Coverage Ratio (x)	14.66	19.38
Current Ratio (x)	1.09	1.01
EBITDA/Turnover (%)	5.4	6.7
Debt-Equity Ratio (x)	0.02	0.02
Net Profit Margin (%)	3.3	4.1
Return on Net Worth (%)	11.2	13.8
Book Value per Share (₹)	195.15	176.37
Earnings per Share (₹)	20.89	24.64

CONSOLIDATED FINANCIAL OVERVIEW

In 2024-25, Somany recorded a revenue from operations growth of 2.6%, reaching ₹ 2,65,877 Lakhs, up from ₹ 2,59,135 Lakhs in 2023-24. Other income stood at ₹ 902 Lakhs, contributing 0.3% to the overall revenue mix—further underlining the Company's strategic focus on strengthening its principal lines of business.

The Company's total expenses increased by 5.0% from ₹ 2,45,711 Lakhs in 2023-24 to ₹ 2,58,057 Lakhs in 2024-25, which was aligned with the Company's growth. Material costs (including purchases of traded goods) which constituted 48.9% of the Company's revenues, increased by 14.0% from ₹ 1,14,185 Lakhs in 2023-24 to ₹ 1,30,135 Lakhs in 2024-25. The Company's employees' expenses, accounting for 13.3% of the revenues, increased by 9.4% from ₹ 32,437 Lakhs in 2023-24 to ₹ 35,474 Lakhs in 2024-25. Additionally, the Company's power and fuel costs reduced by 3.8% from ₹ 52,187 Lakhs in 2023-24 to ₹ 50,225 Lakhs in 2024-25.

Analysis of the Balance Sheet

Sources of Funds

As of year, ending on 31 March, 2025, the Company's capital employed decreased from ₹ 1,19,693 Lakhs in 2023-24 to ₹ 1,17,193 Lakhs in 2024-25. Additionally, the Company's net worth increased from ₹ 72,014 Lakhs to ₹ 77,166 Lakhs in the same period.

The Company's long-term debt decreased marginally by 20% to ₹ 14,899 Lakhs on 31 March, 2025. The long-term debt-equity ratio reached 0.19x in 2024-25. Additionally, the Company's finance cost increased by 12.9%, from ₹ 4,646 Lakhs to ₹ 5,243 Lakhs in 2024-25.

Applications of Funds

As of 31 March 2025, the Company's gross block, inclusive of CWIP, decreased by 0.9% to ₹ 1,45,025 Lakhs, compared to ₹ 1,46,352 Lakhs a year earlier primarily on account of divestment of subsidiaries. Depreciation and amortization saw an upward movement, rising 24.5% year-on-year from ₹ 7,251 Lakhs to ₹ 9,026 Lakhs mainly because of full year depreciation on the new greenfield plant which was commissioned in January 2024. The loans & advances made by the Company increased from Nil as of 31 March, 2024 to ₹ 389 Lakhs in FY 2024-25.

Working Capital Management

As of 31 March, 2025, the Company's current assets increased by 3.0% to ₹ 84,570 Lakhs, up from ₹ 82,145 Lakhs in the previous year.

Further, the Company's inventory, comprising raw materials, work-in-progress, and finished goods, decreased by 2.5% from ₹ 34,658 Lakhs to ₹ 33,786 Lakhs in 2024-25. The inventory turnover cycle reduced to 47 days in 2024-25 from 49 days in 2023-24. However, the Company's debtors' turnover cycle increased from 48 days to 51 days, with a total of ₹ 36,882 Lakhs in 2024-25 compared to ₹ 33,722 Lakhs in 2023-24.

Margins

A continued focus on operational excellence helped us to contain the margin impact. The EBITDA margin reduced by 140 basis points to 8.4% in 2024–25, down from 9.8% in the previous year. Net profit margins followed suit, registering a reduction of 150 basis points to reach 2.3%, compared to 3.8% in 2023–24.

Key Numbers

Particulars	FY 2024-25	FY 2023-24
Debtors' Cycle (Days)	51	48
Inventory Cycle (Days)	47	49
Interest Coverage Ratio (x)	2.66	4.12
Current Ratio (x)	1.01	0.98
EBITDA/Turnover (%)	8.4	9.8
Debt-Equity Ratio (x)	0.39	0.47
Net Profit Margin (%)	2.3	3.8
Return on Net Worth (%)	8.1	12.9
Book Value per Share (₹)	188.17	175.63
Earnings per Share (₹)	14.65	23.00

Human Resources

Somany has consistently strived to provide an immersive and enriching experience for its employees. The Company's vision of becoming the Best Employer in the Industry has driven it to new heights and earned it the prestigious Great Place to Work® certification. This milestone reflects Somany's unwavering commitment to excellence and its focus on continuous improvement in all aspects of the employee experience.

The Company introduced multiple initiatives during the year to enhance employee experience, engagement, and well-being. Open communication was fostered through monthly Focus Group Discussions, quarterly Town Halls with leadership, and multiple Employee Experience Surveys. The onboarding process was revamped with interactive sessions and a Buddy Program to support new joiners. Engagement activities flourished with festive celebrations, personalized gestures like birthday and anniversary cards, and Appreciation Week. Innovation & Recognition initiatives included the launch of 'The Idea Factory' and Best Employee Awards across units. Learning and development efforts focused on comprehensive product training and executive leadership coaching. Wellness programs expanded with partnerships for healthcare services, lifestyle discounts, emotional and financial support schemes, and fitness initiatives like yoga and marathons. These collective efforts reflect a strong commitment to building a supportive, inclusive, and high-performing workplace.

As of 31 March, 2025, the Company had 2,000 employees on its payroll.



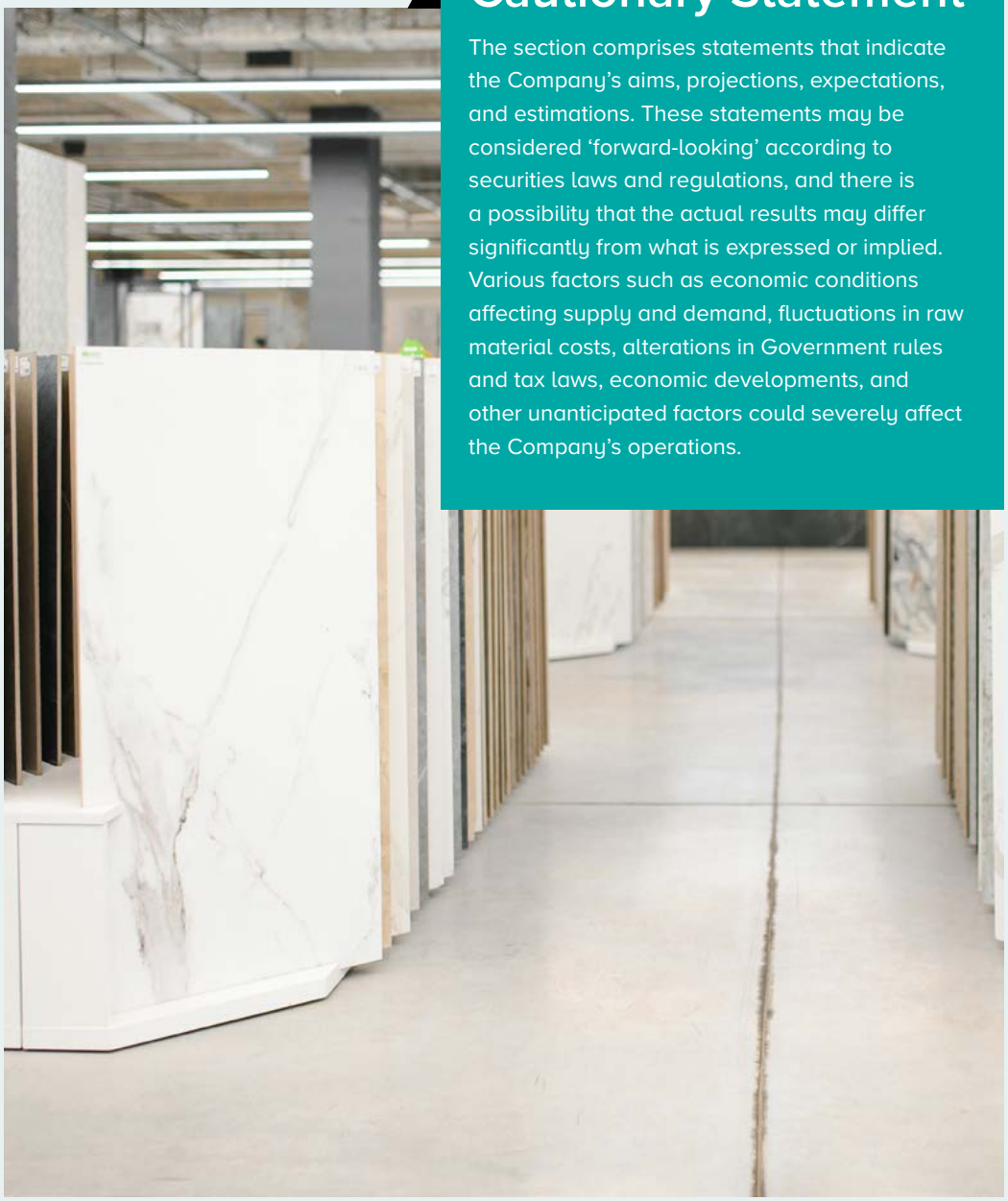
Audit Discipline

Somany has put in place a comprehensive and future-ready risk management model, underpinned by a sound system of internal controls. This quietly affirms the Company's culture of excellence and its thoughtful, anticipatory style of governance.

Driving this robust framework is a team of seasoned experts—an Internal Audit Committee composed of respected Independent Directors. Their role goes beyond oversight; they work with transparency and foresight, identifying risks and presenting key findings to the Board each quarter. This rhythm of accountability enables informed decisions and supports the business as it navigates an ever-evolving world.

Supporting its vigilant governance, Somany orchestrates regular leadership sessions where seasoned executives align on forecasting risks and formulating pre-emptive strategies. This cadence not only fosters agility and compliance but also strengthens the Company's ability to adapt swiftly to market complexities.

Somany treats risk not as a constraint but as a lens for better decision-making. Ethical governance, transparency, and trust lie at the foundation of its operations, empowering it to respond with foresight and lead with confidence. This values-led culture allows the Company to navigate uncertainty while building enduring relationships with stakeholders.



Cautionary Statement

The section comprises statements that indicate the Company's aims, projections, expectations, and estimations. These statements may be considered 'forward-looking' according to securities laws and regulations, and there is a possibility that the actual results may differ significantly from what is expressed or implied. Various factors such as economic conditions affecting supply and demand, fluctuations in raw material costs, alterations in Government rules and tax laws, economic developments, and other unanticipated factors could severely affect the Company's operations.

Board's Report

Dear Members,

The Directors of your Company have the pleasure in presenting the 57th Board's Report together with the Annual Audited Financial Statements of the Company for the financial year ended 31 March, 2025.

FINANCIAL HIGHLIGHTS

The summary of the Company's financial statements, both on a standalone and consolidated basis, for financial year 2024-25 as compared to the previous financial year i.e., 2023-24 is given below:

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	Year Ended 31 March, 2025	Year Ended 31 March, 2024	Year Ended 31 March, 2025	Year Ended 31 March, 2024
Revenue from Operations	2,56,942.13	2,53,448.07	2,65,876.76	2,59,135.45
Other Income	2,470.90	2,812.07	901.58	1,061.49
Expenses (except Depreciation, Finance Cost)	2,43,020.32	2,36,536.20	2,43,788.27	2,33,814.27
Profit before Depreciation, Interest and Taxes (before Exceptional item)	16,392.71	19,723.94	22,997.09	26,382.67
Profit before Tax (after Exceptional item)	11,267.17	14,403.79	8,521.35	14,280.82
Tax Expenses	2,698.41	4,026.70	2,723.23	4,342.34
Profit After Tax	8,568.76	10,377.09	5,798.12	9,938.48
Profit After Tax (Attributable to Controlling Interest)	8,568.76	10,377.09	6,006.76	9,688.94
Profit After Tax (Non - Controlling Interest)	-	-	(208.63)	249.54

FINANCIAL REVIEW

(The financial discussion is based on Standalone Financial Statements)

Your Company continued to witness yet another challenging year and experienced a very slow market demand environment. Despite weak market demand particularly in the first half of the financial year, the revenue increased by 1.4% to ₹ 2,56,942.13 Lakhs from ₹ 2,53,448.07 Lakhs in the previous financial year. The Profit before Depreciation, Interest, Tax and Exceptional items, Profit before Tax after Exceptional items and Profit after Tax for the year under review were ₹ 16,392.71 Lakhs, ₹ 11,267.17 Lakhs and ₹ 8,568.76 Lakhs respectively.

On the balance sheet front, your Company's net worth increased to ₹ 80,028.36 Lakhs in FY 2024-25 as compared to ₹ 72,316.83 Lakhs in FY 2023-24. The Company's total debt decreased to ₹ 1,367.61 Lakhs in FY 2024-25 as compared to ₹ 1,401.39 Lakhs during FY 2023-24 on account of repayment of term loan. The Net block (including capital work-in-progress) of your Company increased to ₹ 49,115.20 Lakhs during FY 2024-25 as compared to ₹ 45,735.62 Lakhs during FY 2023-24. The long-term investment of your Company increased to ₹ 32,557.99 Lakhs in FY 2024-25 from ₹ 30,716.34 Lakhs in FY 2023-24 primarily due to investments in equity shares and preference shares of Sudha Somany Ceramics Private Limited.

There was an increase in net current assets to ₹ 5,232.45 Lakhs during FY 2024-25 from ₹ 435.80 Lakhs during FY 2023-24, primarily on account of the increase in trade receivables.

CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the consolidated financial statements have been prepared in accordance with applicable Accounting Standards. The audited consolidated financial statements together with Auditors' Report forms part of this Annual Report.

The consolidated net profit of your Company was ₹ 6,006.76 Lakhs for the year under review compared to ₹ 9,688.94 Lakhs in the previous year.

CORPORATE HIGHLIGHTS

Access to Capacity

During the year under review, your Company's capacity reduced by ~5 million square meters (msm) per annum because of discontinuation of JV arrangement in two entities. As a result, the access to tile capacity was reduced to ~75 msm comprising 29.97 msm from its own plants, 22 msm from subsidiaries and associates and ~23 msm through other outsourcing arrangements.

In the Bathware segment, your Company, through its subsidiaries, had a manufacturing capacity of 0.48 million pieces per annum of sanitaryware and 1.30 million pieces per annum of bath fitting items.

Capital Expenditure

Your Company continued to invest in expanding and upgrading its plant and machinery and infrastructure. The Gross block of fixed assets (including capital work-in-progress) increased by ₹ 11,134.28 Lakhs during the financial year as compared to ₹ 18,023.51 Lakhs in the FY 2023-24 on account of addition in fixed assets.

Branding and Distribution

Somany Ceramics: Pioneering Innovation, Sustainability, and Engagement in FY 2024-25

During FY 2024-25, the Company steered through challenging market conditions with resilience and a forward-looking vision. Building on our legacy of innovation, we devised strategies that combined agility with an unwavering commitment to excellence.

A defining highlight was our patented VC Shield Technology securing the Superbrand title for the second consecutive year. This prestigious recognition celebrates its cutting-edge design and the trust it has earned from millions of customers, solidifying the Company's leadership in the industry.

A dynamic 360-degree branding strategy was embraced, integrating television and digital campaigns to ignite awareness and engagement, while outdoor activations, hyperlocal efforts and strategic partnerships drove conversions and deepened our market presence.

New Launches: Elevating Standards

The Company's product lineup dazzled with fresh tile collections—Colorato, Regalia, Tones, Porto, Sedimento, Everstone, Eternastone and Harmony—each redefining style and durability. In Bathware, Smart Sense Luxury Toilets was introduced in the French Collection, Thin Essence Wall Hung, Thermostatic Diverter and Quiet Swirl Wall Hung, seamlessly blending luxury with advanced functionality.

Campaign with a Heart: Tamil TV Commercial

A Tamil TVC – Vignette campaign struck a chord in Tamil Nadu, weaving Somany into the fabric of local culture. Integrated into the hit Tamil serial Siragadikka Aasai on Star Vijay, featuring stars Meena and Muthu, brought our products to life through relatable storytelling about dream homes. Rolled out across Sun TV, Hotstar, Meta and more, this effort connected with over 6.4 million viewers, strengthening our southern foothold.

Engagement with influencers

Last year i.e. 2023-24, the Company started with sub-dealer loyalty program in Bathware and this year i.e. 2024-25, the Company had initiated the plumber loyalty program and followed it up with mason and contractor loyalty program. The mission to train tile masons continued and the Company conducted over 100 tile master training programs and mason meets Pan - India.

Digital and Social campaigns

The Company's digital strategy excelled through precision targeting on YouTube and Meta, while always-on campaigns across social, display, and search channels drove strong results. Digital transformation was accelerated through WhatsApp Chatbot & Generative AI integration, enhanced CRM capabilities and hyperlocal marketing strategies. Bathware segment gained significant visibility with high impact / high-visibility airport branding across 20 locations, including boarding passes and tray placements, paired with 1,200+ store activations and 120 Shop in Shop (SIS) zones.

An extensive media push for the Coverstone Series aired across national channels like Aajtak and NDTV 24x7, alongside digital platforms like Sony Liv during US Open matches, with over 10,000 ad spots boosting visibility. Influencer collaborations showcased our Experience Centres, blending style and functionality, while outdoor hoardings maximized brand recall.

Expanding Footprints

Somany Ceramics extended its presence by opening new stores and display centres across diverse regions, boosting customer engagement and accessibility. Newly opened showrooms are carefully crafted spaces which provide a hands-on opportunity to explore our wide-ranging portfolio of tiles, sanitaryware, and bath fittings, allowing customers to experience firsthand the quality, innovation, and design that set our products apart. In financial year 2024-25, we established 85 exclusive Somany and Bathware stores and added 120 Bathware Shop in Shop (SIS) zones, underscoring our steadfast dedication to delivering excellence to every corner.

Exhibition and Events

This year the Company participated in Dialogues Edition XVI showcasing commitment to fostering meaningful relationship with architects. The Company participated at ISH Frankfurt with Bathware products leading the show. The Company's presence at IIID Hyderabad and at FAIRPRO Expo, Credai- Chennai allowed to connect directly with the Industry leaders, architects and home builders.

Sustainability in Focus: Transforming Broken Tiles into Trendsetting Style

Somany's "Transforming Broken Tiles into Trendsetting Style" initiative stood out as a beacon of sustainability. Collaborating with over 35 top-tier design institutions, including the Indian Institute of Art & Design (IIAD) and K.R. Mangalam University, 2,500+ architecture and interior design students were engaged to reimagine waste tiles as stunning murals, installations, and functional art pieces. These works now adorn campuses across India, merging eco-conscious creativity with aesthetic impact and sparking a rise in demand for sustainable offerings. Through the project, 10.5 tons of tiles were repurposed, preventing 4.2 tons of CO_2 emissions. This project raised awareness about sustainability among the next generation of architects, designers, and the broader community and engaged with social media and reached 1.5 million people. The initiative also received an award from ASSOCHAM – Marketing & Branding summit for its sustainability initiative and impact.

Conclusion

Financial year 2024-25 encapsulates Company's fusion of innovation, connection and purpose. From the eco-inspired Broken Tiles initiative to events like Dialogues, culturally rich South TVC, and the transformative Building Connections drive, we've expanded our influence. With roll out of new loyalty programs, groundbreaking launches and VC Shield's Superbrand legacy, Somany continues to craft living spaces that inspire and is poised for a future of limitless potential.

INDIAN ECONOMY AND INDUSTRY SCENARIO AND OUTLOOK

Economy

In financial year 2024-25, the Indian economy maintained its growth momentum, with an estimated GDP expansion of 6.4% against 8.2% in financial year 2023-24. This robust performance was underpinned by substantial infrastructure investments and growing consumer aspirations. Despite global headwinds, India's economy demonstrated resilience, supported by solid domestic fundamentals and proactive policy measures. Key contributors to this growth include ongoing structural reforms, rapid digital transformation and accelerated infrastructure development. Strategic government initiatives, steady consumer demand, and a gradually improving labor market have also played a pivotal role in reinforcing economic stability. The sustained performance of the agriculture and service sectors, coupled with stable private consumption and macroeconomic strength, further reinforces India's long-term growth potential.

The continued focus on infrastructure investments would act as a catalyst for broader economic development. Moreover, urbanization remains a cornerstone of India's growth strategy, with initiatives like the Smart Cities Mission and Pradhan Mantri Awas Yojana (PMAY) fostering large-scale housing construction and urban infrastructure development benefiting the real estate sector.

Looking ahead to financial year 2025-26, the economic outlook remains positive, even amid global uncertainties such as geopolitical tensions and trade disruptions. Domestically, continued private sector investment, improving consumer confidence and rising corporate wages are expected to be central drivers of growth. Rural demand is poised for recovery, supported by a rebound in agriculture, easing food inflation and a favorable macroeconomic climate.

Industry

The Indian tile industry has faced yet another challenging year, marked by continued softness in the domestic market and a sharp decline in export volumes. Despite these headwinds, the outlook remains optimistic, supported by the Government's robust infrastructure push and sustained investments in the real estate sector.

One of the key drivers of this optimism is the Pradhan Mantri Awas Yojana – Urban 2.0, which is playing a transformative role in the affordable housing segment. By targeting the needs of economically weaker sections (EWS), low-income groups (LIG), and middle-income groups (MIG) in urban areas, the initiative is turning the vision of 'Housing for All' into a tangible reality. Backed by government subsidies, public-private partnerships, and a commitment to sustainable, energy-efficient housing, the scheme is reshaping urban living for millions.

India's ongoing urbanization is also a major catalyst. As infrastructure improves and job opportunities grow, real estate development is gaining momentum not just in Tier-I cities but increasingly in Tier-II and Tier-III towns, which are emerging as vibrant new growth hubs.

The commercial real estate segment remains especially dynamic, driven by a steady rise in office space leasing and the growing popularity of co-working environments and premium business centers. Projections indicate that by 2047, nearly half of India's population will live in urban areas, significantly increasing demand for residential, office, and retail spaces.

Moreover, the shift in tastes and needs have been well contemplated by the tile industry and embraced innovation with open arms. Manufacturers are aligning with evolving consumer preferences by introducing advanced solutions that prioritize both design and functionality. The development of anti-viral, anti-static, and germ-resistant tiles reflects a growing emphasis on hygiene and wellness in built environments. Meanwhile, advances in digital printing and the growing popularity of large-format tiles are enabling unprecedented levels of customization, empowering consumers to personalize their spaces in creative and meaningful ways.

DIVIDEND

The Board of Directors of your Company, after considering the Company's performance and keeping in view the Dividend Distribution Policy, has recommended a final dividend @ 150% i.e. ₹ 3 per equity share of the face value of ₹ 2/- each similar to the final dividend of ₹ 3 per equity share of the face value of ₹ 2/- each @150% in the previous year. This represents a payout ratio of 14.36% as against 11.85% in the previous year. This recommendation is subject to the approval of the Members at the ensuing 57th Annual General Meeting ("AGM") of the Company.

DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of Listing Regulations the Dividend Distribution Policy is available on the website of the Company at the web link: Dividend Distribution Policy.

RESERVES

During the year under review, no amount has been transferred to any reserve.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL

As on 31 March, 2025, the Authorized Share Capital of the Company stood at ₹ 32,30,00,000/- divided into 16,15,00,000 equity shares of ₹ 2/- each.

The Issued, Subscribed and Paid-up Equity Share Capital of the Company as on 31 March, 2025 was ₹ 8,20,19,210/- divided into 4,10,09,605 equity shares of ₹ 2/- each.

During the year under review, 4,083 equity shares of face value of ₹ 2/- each were allotted on 29 October, 2024 pursuant to exercise of Employee Stock Options under the ESOP Plan 2021 and 1,902 equity shares of face value of ₹ 2/- each were allotted on 06 February, 2025 pursuant to exercise of Employee Stock Options under the ESOP Plan 2023, consequently increasing the Issued, Subscribed and Paid-up Equity Share Capital of the Company from ₹ 8,20,07,240/- to ₹ 8,20,19,210/-.

SUBSIDIARY / ASSOCIATE / JOINT VENTURE COMPANIES

During the year, the Board of Directors reviewed the affairs of its subsidiaries and associate companies. In accordance with Section 129(3) of the Companies Act, 2013, the consolidated financial statements of the Company, incorporating financials of its subsidiaries and associate companies as stated in **Annexure-1**, which forms part of this Annual Report, have been prepared. Your Company does not have any material subsidiary.

Investments during the Year

Sudha Somany Ceramics Private Limited

During the year under review, the Company further invested ₹ 390 Lakhs in M/s Sudha Somany Ceramics Private Limited ("SSCPL"), a Subsidiary of the Company, towards the acquisition of equity shares by way of Rights Issue on 16 August, 2024 and also invested ₹ 1,020 Lakhs towards the acquisition of 11% Cumulative Redeemable Preference Shares of ₹ 10/- each by way of Rights Issue on 26 March, 2025. The total investment in SSCPL increased from ₹ 3,367.50 Lakhs to ₹ 4,777.50 Lakhs.

Clean Max Ananta Private Limited

During the year under review, the Company further invested ₹ 375.71 Lakhs in M/s Clean Max Ananta Private Limited ("CMAPL"), an Associate of the Company, towards the acquisition of equity shares by way of Rights Issue on 10 April, 2024. The total investment in CMAPL increased from ₹ 0.49 Lakhs to ₹ 376.20 Lakhs.

Divestments during the Year

Amora Tiles Private Limited

During the year under review, the Board of Directors of the Company in their meeting held on 15 January, 2025, had approved to sell the entire shareholding held by the Company in Amora Tiles Private Limited ("ATPL"), subsidiary company. The Company held 53.04 Lakh equity shares aggregating to 51% shareholding and vide termination agreement dated 04 February, 2025. The Company has divested its entire equity shareholding in ATPL on 31 March, 2025, thereby ATPL ceased to be a subsidiary company. However, in terms of the applicable provisions of Indian Accounting Standards, the Company did not exercise significant influence or control on decisions of the ATPL with effect from 01 December, 2024.

Acer Granito Private Limited

During the year under review, the Board of Directors of the Company in their meeting held on 15 January, 2025, had approved to sell the Company's entire equity stake in Acer Granito Private Limited ("AGPL"), associate company. The Company holds 14.60 Lakh equity shares aggregating to 26.05% of the total paid-up capital of AGPL. The Company entered into a Share Purchase Agreement ("SPA") dated 04 February, 2025 to sell its entire shareholding in AGPL. The proposed

sale of shares is expected to be completed within 15 months from the date of execution SPA. However, in terms of the applicable provisions of Indian Accounting Standards, the Company does not exercise significant influence or control on decisions of the AGPL with effect from 01 December, 2024.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements along with related information of the Company and audited accounts of each of its subsidiaries, are available on Company's website at https://www.somanyceramics.com/. These documents will also be available for inspection at the registered office of the Company at 2, Red Cross Place, Kolkata - 700001, India between 3:00 p.m. and 5:00 p.m. during the working days till the date of ensuing Annual General Meeting (AGM).

The statement required under Section 134 of the Companies Act, 2013 in respect of the Subsidiary, Associates and Joint Venture Companies in the form AOC-1 is provided at **Annexure – 1** to this report, which comprises performance and financial position of each of Subsidiaries, Associates and Joint Ventures. For additional details, refer para on Subsidiary Companies in the Corporate Governance Report, which forms part of this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts/ arrangements/ transactions entered by the Company during FY 2024-25 with related parties were on an arm's length basis and in the ordinary course of business. During the year, pursuant to approval of shareholders dated 12 August, 2024, under Regulation 23 of the Listing Regulations, your Company entered into Material Related Party Transaction with M/s Sudha Somany Ceramics Private Limited, subsidiary company. Further, approval of the Audit Committee was sought for all related party transactions. Certain transactions which were repetitive in nature were approved through omnibus route.

All related party transactions were in compliance with the applicable provisions of the Companies Act 2013 and Listing Regulations. Details with respect to transaction(s) with the Related Party(ies) entered into by the Company during the reporting period are disclosed in the accompanying Financial Statements and the details pursuant to clause (h) of Section 134(3) of Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 which is annexed as **Annexure – 2**.

Your Directors draw attention of the shareholders to the Financial Statements which set out related party disclosures. A Policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website at the weblink: Related Party Transactions Policy.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The disclosure pursuant to Section 134(3)(g) of the Companies Act, 2013 regarding Particulars of Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 are provided in the notes to Financial Statements (Standalone) forming part of this Annual Report.

RISK MANAGEMENT

The Company has a structured Risk Management framework in place in accordance with Section 134(3)(n) of the Companies Act, 2013. The Board has formed a Risk Management Committee to frame, implement and monitor the risk management plan for your Company. Risk Management Policy of the Company is also formulated and necessary controls have been reviewed and put in place from time to time to strengthen it further.

The Risk Management system is quite elaborative and is established to identify, assess and prioritize risks that needs to be minimized, monitored and mitigated. These measures help in reducing and controlling the impact of adverse events and maximize the opportunities of realization. Major risks are identified systematically and mitigated on a continuous basis.

The Risk Management Policy as approved by the Board has been uploaded on the Company's website at the weblink: Risk Management Policy.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the amount of dividend, if not claimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to Investor Education and Protection Fund.

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to Unpaid Dividend Account shall also be transferred to the demat account of IEPF Authority. The said requirement does 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.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividend in order to avoid transfer of dividends/shares to IEPF Authority. During the year under review, notice in this regard was also published in the newspapers. The details of unclaimed dividend and the list of shareholders whose shares are liable for transfer to the IEPF Authority are uploaded on the Company's website.

In light of the aforesaid provisions, the unpaid/ unclaimed dividend which was declared for the year ended 31 March, 2018 is due for transfer to IEPF on or after 30 September, 2025.

During the period under review, the Company transferred 48,458 Equity Shares of ₹ 2/- each against dividend of the year 2017, which remained unclaimed for a period of seven consecutive years, to Investor Education and Protection Fund pursuant to Section 124 (6) of the Companies Act, 2013 within the scheduled time.

Further, a Dividend amount of ₹ 8,44,797.60 /- which remained unclaimed against dividend of the year 2017, was transferred to IEPF pursuant to Section 124 of the Companies Act, 2013 within the scheduled time.

STATEMENT ON COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

Your Directors state that they have devised proper systems to ensure compliance with the provisions of applicable Secretarial Standards i.e. Secretarial Standard on Meetings of the Board of Directors ("SS-1") and on General Meetings ("SS-2") as issued and amended, from time to time by the Institute of Company Secretaries of India ("ICSI") in terms of Section 118(10) of the Act and that such systems are adequate and operating effectively.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of the knowledge and belief of the Directors of the Company and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) and Section 134 (5) of the Companies Act, 2013:

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

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

c) proper and sufficient care has been taken 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.

d) the annual accounts have been prepared on a going concern basis.

e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The list of Directors and Key Managerial Personnel at the end of the financial year under review is as under:

Name	Designation
Mr. Shreekant Somany (DIN: 00021423)	Chairman & Managing Director
Mr. Abhishek Somany (DIN: 00021448)	Managing Director & CEO
Mr. Rameshwar Singh Thakur (DIN: 00020126)	Non-Executive Independent Director
Mrs. Rumjhum Chatterjee (DIN: 00283824)	Non-Executive Independent Director
Mr. Vineet Agarwal (DIN: 00380300)	Non-Executive Independent Director
Mr. Manit Rastogi (DIN: 00370998)	Non-Executive Independent Director
Mr. Zubair Ahmed (DIN: 00182990)	Non-Executive Independent Director
Mr. Ghanshyam Girdharbhai Trivedi (DIN: 00021470)	Non-Executive Non-Independent Director
Mr. Amit Sahai	Chief Executive Officer – Tile Business
Mr. Sailesh Raj Kedawat	Chief Financial Officer
Mr. Ambrish Julka	Company Secretary and Compliance Officer

Mr. Manit Rastogi (DIN: 00370998) was appointed as Non- Executive Independent Director for a period of 5 years with effect from 15 May, 2024 to 14 May, 2029 and Mr. Zubair Ahmed (DIN: 00182990) was appointed as Non- Executive Independent Director for a period of 5 years with effect from 01 October, 2024 to 30 September, 2029.

In the opinion of the Board, Mr. Manit Rastogi and Mr. Zubair Ahmed, Non – Executive Independent Directors possess required experience, integrity, expertise and relevant proficiency.

Mr. Siddharath Bindra (DIN: 01680498), completed his second and final term and ceased to be Non- Executive Independent Director of the Company with effect from 25 May, 2024.

Mr. Salil Singhal (DIN:00006629) and Mr. Ravinder Nath (DIN: 00062186) completed their second and final term and ceased to be Non- Executive Independent Director(s) of the Company with effect from 12 August, 2024.

Further, in accordance with the provisions of Companies Act, 2013, Mr. Abhishek Somany (DIN: 00021448), Managing Director & CEO of the Company shall retire at the ensuing Annual General Meeting of the Company and being eligible has offered himself for re-appointment. The Board has recommended his re-appointment to the Members at the ensuing Annual General Meeting of the Company.

The disclosures required pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meeting ('SS-2') are given in the Notice of 57th AGM.

DECLARATION OF INDEPENDENCE

All Independent Directors of the Company have given requisite declarations under Section 149(7) of the Companies Act 2013, ("Act") that they meet the criteria of independence as laid down under Section 149(6) of the Act alongwith Rules framed thereunder, Regulation 16(1)(b) of Listing Regulations and have complied with the Code of Conduct of the Company as applicable to the Board of Directors and Senior Managerial Personnel. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Company has received confirmation from all the Independent Directors of their registration on the Independent Directors Database maintained by the Indian Institute of Corporate Affairs, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Independent Directors of the Company have complied with the Code for Independent Directors as prescribed in Schedule IV to the Act. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the management.

BOARD EVALUATION

Pursuant to the provisions of the Act and SEBI LODR, 2015, the evaluation has been carried out by the Board, Nomination and Remuneration Committee (NRC) and by the Independent Directors. The Company has devised a formal process for annual evaluation of performance of the Board, its Committees and Individual Directors including Independent Directors. The process provides that the performance evaluation shall be carried out on annual basis.

During the year, the Board has carried out an annual evaluation of its own performance, individual Directors including Independent Directors (excluding the Director being evaluated) and its Committees. Board evaluation was carried out on the basis of questionnaire, prepared after considering various inputs received from the Directors, covering various aspects revealing the efficiency of the Board's functioning such as development of suitable strategies and business plans, size, structure and expertise of the Board and their efforts to learn about the Company and its business, obligations and governance.

Performance evaluation of every Director was carried out by the Board and Nomination and Remuneration Committee on parameters such as appropriateness of qualification, knowledge, skills and experience, time devoted to Board deliberations and participation in Board functioning, extent of diversity in the knowledge and related industry expertise, attendance and participations in the meetings and workings thereof and initiative to maintain high level of integrity and ethics.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman was evaluated, taking into account the views of Executive and Non- Executive Directors.

The performances of Committees were evaluated on parameters such as whether the Committees of the Board are appropriately constituted, Committees have an appropriate number of meetings each year to accomplish all of its responsibilities, Committee Members maintain the confidentiality of their discussions and decisions. Committee conducts a self-evaluation at least annually and make periodically reporting to the Board along with its suggestions and recommendations.

Performance evaluation of Independent Directors was carried out on parameters such as Director upholds ethical standards of integrity, the ability of the Director to exercise objective and independent judgment in the best interest of Company, the level of confidentiality maintained. The Directors expressed their satisfaction with the evaluation process.

The Board found the evaluation satisfactory and no observations were raised during the said evaluation in current year as well as in previous year.

NOMINATION AND REMUNERATION POLICY

Your Company has formulated the Nomination and Remuneration Policy ("NRC Policy") for its Directors, Key Managerial Personnel (KMP), Senior Managerial Personnel and other employees of the Company. This Policy sets out the guiding principles for Nomination and Remuneration Committee of the Company for recommending to the Board the appointment and remuneration of the Directors, KMP, Senior Management and other employees of the Company.

The Policy also includes the criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee identifies and ascertains the integrity, qualification, positive attributes, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommends to the Board their appointment based upon the requirement of the Company. For additional details, refer para "Nomination and Remuneration Committee" in Corporate Governance Report, which forms part of this Annual Report.

Pursuant to the amendments to the Listing Regulations, the Company has revised its existing "NRC Policy" to align it with the requirements of the said Listing Regulations.

The updated NRC Policy is available for the stakeholders on the website of the Company and same is accessible at the web link Nomination and Remuneration Policy.

MEETINGS OF THE BOARD

During the year, 6 (Six) meetings of Board of Directors were held i.e., on 15 May, 2024, 29 May, 2024, 01 August, 2024, 29 October, 2024, 15 January, 2025 and 06 February, 2025. For additional details, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

COMMITTEES OF THE BOARD

As on 31 March, 2025, the Board has 7 (Seven) Committees:

Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders' Relationship Committee, Share Transfer Committee and Company Administrative Committee.

During the year under review, all the recommendations of the Committees were accepted by the Board. A note on the composition of the Board and its Committees, details of Committees including its terms of reference, number of Committee meetings, the attendance of the members during FY 2024-25 and other required details are provided in the Report of Corporate Governance forming part of this Annual Report. The composition and terms of reference of all the Committees of the Board of Directors of the Company are in line with the provisions of the Act and the Listing Regulations.

AUDIT COMMITTEE

The Audit Committee of the Company consists of Mr. Rameshwar Singh Thakur, as Chairman of the Committee and Mr. Vineet Agarwal, Mr. Ghanshyam Girdharbhai Trivedi and Mr. Manit Rastogi as the members of the Committee. For additional details, refer para "Audit Committee" in Corporate Governance Report, which forms a part of this Annual Report.

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

AUDITORS

Statutory Auditor

M/s. Singhi & Co., Chartered Accountants, having Firm Registration No.302049E, were re-appointed at the 54th Annual General Meeting (AGM) held on 23 September, 2022, for a term of 5 consecutive years from the conclusion of 54th AGM till the conclusion of the 59th AGM to be held in the year 2027.

The observations of the Auditors, if any, are explained wherever necessary, in the appropriate notes to the accounts. The Statutory Auditor's report does not contain any qualifications, reservations, adverse remarks or disclaimers, which would be required to be dealt with in the Boards' Report.

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

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act, read with the rules made thereunder, the Board re-appointed M/s Pinchaa & Co., Company Secretaries, to undertake the Secretarial Audit of your Company for FY 2024-25. The Secretarial Audit Report for the year under review is provided as **Annexure – 3** of this report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. Pursuant to the provisions of Section 143(12) of the Act, the Secretarial Auditor has not reported any incidence of fraud during the year

Further, pursuant to amended Regulation 24A of Listing Regulations, and subject to the approval of the Members being sought in the ensuing AGM, the Board of Directors has appointed M/s Pinchaa & Co., Company Secretaries (Firm Reg. No. P2016RJ051800) as Secretarial Auditors to undertake the Secretarial Audit of your Company for the first term of five consecutive financial years commencing from 01 April, 2025, till 31 March, 2030. M/s Pinchaa & Co., Company Secretaries have confirmed that they are not disqualified to be appointed as Secretarial Auditors and are eligible to hold office as Secretarial Auditors of the Company.

Internal Auditors

Your Board of Directors had appointed M/s. Grant Thornton Bharat LLP, (LLPIN: AAA-7677), to act as the Internal Auditors of the Company for FY 2024-25 and for providing the Internal Audit Report for the financial year ended 31 March, 2025 pursuant to Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

Further, the Board on recommendation of Audit Committee has re-appointed M/s. Grant Thornton Bharat LLP, (LLPIN: AAA-7677), to act as the Internal Auditors of the Company for the FY 2025-26.

ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return as at 31 March, 2025 on its website at the weblink: Annual Return.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has in place a Corporate Social Responsibility Policy ("CSR Policy") in accordance with the provisions of Section 135 of the Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014 on recommendation of Corporate Social Responsibility Committee ("CSR Committee") and approval of the Board of Directors of the Company.

The CSR Committee undertakes CSR activities in accordance with its CSR Policy which is uploaded on the Company's website at www.somanyceramics.com at the web link: CSR Policy.

During the year under review, the 2% of the average net profit, as calculated pursuant to the provisions of Companies Act, 2013, to be spent for CSR expenditure in FY 2024-25 was ₹ 254.35 Lakhs and the total amount spent by the Company on CSR activities was ₹ 254.40 Lakhs. The detailed report on CSR activities is enclosed as **Annexure – 4** to this report.

INTERNAL CONTROL SYSTEM

The Company has an effective Internal Control System in place considering the size, scale and complexity of the operations. The internal control is supplemented by the detailed internal audit program, review by management and the Audit Committee and documented Policies, SOPs, Guidelines and Procedures. The Internal Audit monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all the locations of the Company and also concurrently reviewing the major activities at transaction level.

INTERNAL FINANCIAL CONTROL

The Company has an adequate Internal Financial Control (IFC) System in accordance with the Section 134(5)(e) of the Companies Act, 2013 for ensuring the orderly and efficient conduct of its business including adherence to company policies safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. The standard controls defined in the IFC framework are reviewed by the Internal Auditors, External Consultants and Management concurrently to strengthen the existing processes and activities of the Company by way of formulating new guidelines and incorporating necessary changes in the SOP when needed.

HUMAN RESOURCE (HR)

Somany Ceramics Limited, consistently strived to provide an immersive and enriching experience for the employees. Vision of becoming the best employer in the industry has driven the Company to new heights and enabled to achieve the prestigious Great Place to Work® certification. This milestone reflects the Company's unwavering commitment to excellence and focus on continuous improvement in all aspects of the employee experience.

This year, several initiatives were introduced which were aimed at creating a more supportive and empowering environment for the employees to thrive.

Driving Open Communication and Strengthening Ground Connect

Focus Group Discussions: Monthly Focus Group Discussion Sessions have been implemented, where employees can share their insights and ideas directly with the HR Team. These discussions act as skip-level meetings, ensuring that voices from all levels of the organization are heard and considered in decision-making.

Town Halls: Open communication and direct engagement with the employees through quarterly Town Hall meetings led by MD & CEO are prioritized. These meetings are not just about sharing updates but also an opportunity for employees to engage directly with senior leadership, ask questions, and provide feedback.

Employee Experience Survey: This platform enables employees across locations and levels to share their honest feedback on various aspects of their workplace experience. These insights helped to identify key focus areas, enhance engagement, and shape a more inclusive and responsive work environment.

Revolutionizing Onboarding Experience

Structured New Joiner Connect – The Company implemented a monthly interactive session which provides new employees with an opportunity to engage directly with the Business Head and the HR Head and share their learnings, provide and seek feedback from the senior leadership team. This initiative fosters early alignment with the organization's values and vision, while also promoting open communication from the outset of the employee lifecycle.

Buddy Program - As part of Company's commitment to a smooth and engaging onboarding experience, Buddy Program has been implemented to support new employees during their initial three months with the organization. Each new joiner is assigned a dedicated Buddy—an experienced team member who provides guidance, shares insights about the Company culture, and helps the new hire navigate their role and work environment.

Building Engagement Beyond Work

This year, employee engagement gained strong momentum across locations with vibrant celebrations of Diwali, Independence Day, Christmas, Children's Day, and Women's Day, promoting unity and inclusivity. The 'Kalakriti' painting competition, involving the children of employees brought added excitement. Individual birthday wish card and work anniversary celebrations were introduced, which further personalized the employee experience.

Appreciation Cards - non-monetary appreciation cards are a small but meaningful way to acknowledge team members for their unique efforts. Appreciation cards are provided in all offices of Somany which allows peers, supervisors, and team members to recognize and appreciate each other's contributions. From 01 July, 2024 to 07 July, 2024, appreciation week was celebrated, bringing a heartfelt wave of gratitude across the organization, as employees enthusiastically exchanged appreciation cards.

Recognizing Excellence

Launched "The Idea Factory" – a company-wide competition aimed at nurturing a culture of innovation by inviting employees across all levels to share impactful ideas. The initiative focuses on two key areas: driving business growth and enhancing systems and processes. Open to all employees, irrespective of role or department, this platform not only encourages idea-sharing but also recognizes and celebrates valuable contributions.

Each year, at Somany, the exceptional contributions of our employees are celebrated, by bestowing the Best Employee Award upon those demonstrating outstanding achievements at Company's Plants, recognizing their efforts that have never gone unnoticed. Additionally, the appreciation extends to those employees and workers who have consistently upheld perfect attendance, displaying steadfast reliability and dedication towards their respective roles and the organization.

This year, the gratitude was also extended to 88 employees who were honored with Long Service Awards, called "Nishtha," for their enduring commitment to the Organization. The award ceremony was conducted at Kadi and Kassar location, where our Chairman & Managing Director and Manging Director & CEO felicitated the awardees. These collective achievements underscore the strength and resilience of the team, driving the Company forward to continue to uphold its values and pursue excellence in all endeavors.

Focused approach towards Learning and Development

Somany Ceramics believes that continuous learning is the key to individual and organizational growth. With a focused approach towards Learning and Development, this year, a special emphasis was placed on product training for our sales teams, conducting numerous sessions across all verticals for the front-line and mid-level management employees. Product Training sessions were launched in FY 2024-25 to deepen product knowledge and strengthen market readiness.

In addition, leadership coaching was introduced by an eminent professional for our senior management. The senior leadership team is supported through one-on-one coaching by certified professionals, helping them drive performance, lead with impact, and navigate change effectively.

Well Being Initiatives for Employees

As part of ongoing commitment to employee well-being, at Somany, a wide range of wellness initiatives have been introduced, aimed at supporting the physical, emotional, and financial health of the workforce have been introduced.

To ensure access to quality healthcare, the Company has partnered with reputed hospitals and diagnostic service providers like Fortis, Max, Dr. Lal PathLabs and others, offering affordable medical services. Regular health check-up camps are organized across our offices and plants, complemented by health awareness talks by medical experts and free virtual consultations for employees. Additionally, to enhance lifestyle wellness, corporate tie-ups with brands like Samsung and Lifestyle have been done, to allow the employees to avail exclusive discounts and offers.

There are special benefits such as the Empathy and Suraksha Fund, Group Term Life Insurance and Future Service Gratuity to provide a strong safety net for employees and their families during times of need.

The Company's wellness initiatives included International Yoga Day, weekly Chair Yoga sessions at the Head Office, and Marathons at Kadi and Kassar plants.

The Company is honoured to receive the Haryana State Safety, Health and Welfare Award for Best First Aid Arrangements from the Labour Department, Haryana Government this year.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism/ Whistle Blower Policy in line with Regulation 22 of the Listing Regulations and in terms of Section 177(9) of the Companies Act, 2013. The policy enables the stakeholders (including Directors and employees) to report their concern about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

The Policy provides adequate safeguards against victimization of whistle blower and also enables their direct access to the Chairman of the Audit Committee in exceptional cases. The protected disclosures, if any, reported under this Policy are appropriately and expeditiously investigated by the Chairman. The details of the Whistle Blower Policy are also explained in the Corporate Governance Report and the Policy is also available on the website of the Company at the weblink: Vigil Mechanism Policy.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under the Listing Regulations, is presented in a section forming part of this Annual Report.

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

The information on conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 forms part of this Board's Report as **Annexure – 5**.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided at **Annexure – 6**.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the top ten employees and employees drawing remuneration in excess of the limits as provided in the said rules are provided at **Annexure - 7**.

EMPLOYEE STOCK OPTION

Somany Ceramics Employee Stock Plan 2021

Somany Ceramics Employee Stock Plan 2021 was approved by the shareholders of the Company on 07 April, 2022 through Postal Ballot for grant of 4,23,794 Options. Out of the said total options, 3,50,102 options were granted to 33 eligible employees on 29 April, 2022 in Grant - 1 and 1,01,107 options were granted to 13 eligible employees on 07 February, 2023 in the Grant - 2.

During the year under review, due to resignation / superannuation of few eligible employees, 45,237 options lapsed/forfeited from Grant - 1 only under the Somany Ceramics Employee Stock Plan 2021.

Somany Ceramics Employee Stock Plan 2023

Somany Ceramics Employee Stock Plan 2023 was approved by the shareholders of the Company on 25 August, 2023 at the Annual General Meeting for grant of 12,74,226 Options. Out of the said total options, 1,36,576 options were granted to 26 eligible employees on 08 November, 2023 in Grant 1, 2 & 3, and 3,201 options were granted to 6 eligible employees on 29 May, 2024 in Grant-4 and 1,03,420 options were granted to 24 eligible employees on 06 February, 2025 in Grant-5&6.

During the year under review, due to resignation of few eligible employees, total 4,868 options lapsed /forfeited from Grant - 2 only under the Somany Ceramics Employee Stock Plan 2023.

With regard to the above, the disclosures as stipulated under the SEBI Regulations and Companies Act, 2013 as on 31 March, 2025 are provided in **Annexure – 8** to this report. The details are also available on the website of the Company at the weblink: ESOP Disclosure FY 2024-25.

CORPORATE GOVERNANCE

Pursuant to regulation 34 read with Schedule V of the Listing Regulations, a certificate obtained from the Statutory Auditors confirming compliance with conditions of Corporate Governance of Listing Regulations and a report on Corporate Governance forms part of this Report as **Annexure – 9**.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In compliance with the Listing Regulations, the Company has prepared a Business Responsibility and Sustainability Report for FY 2024-25 which includes non - financial disclosures from an Environmental, Social and Governance ("ESG") perspective and are sought under Nine (9) Principles of National Guidelines on Responsible Code of Conduct for measuring the performance in areas of business responsibility and sustainability and the same forms part of this Annual Report.

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

Your Company has a robust Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as contained under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013". The Company has complied with the provision relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the period under review, the Company has not received any complaint of sexual harassment.

OTHER DISCLOSURES

I. There were no significant material orders passed by the Regulators / Courts during FY 2024-25 which would impact the going concern status of the Company and its future operations.

II. There were no material changes and commitments in terms of Section 134(3)(l) of the Companies Act, 2013, affecting the financial position of the Company.

III. The maintenance of cost records as specified by the Central Government under sub-Section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company.

IV. There are no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.

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

VI. There was no instance of one-time settlement with any Bank or Financial Institution.

For and on behalf of the Board
SOMANY CERAMICS LIMITED

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Place: Noida
Dated: 07 May, 2025

Annexure – 1

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint ventures

PART-A: SUBSIDIARIES

(₹ In Lakhs)

Name of the Subsidiary	SR Continental Limited	Somany Bathware Limited	Somany Sanitary Ware Private Limited	Somany Excel Vitrified Private Limited	Sudha Somany Ceramics Private Limited	Somany Bath Fittings Private Limited	Somany Piastrelle Private Limited	SRCL Buildwell Private Limited*	Somany Max Private Limited	Amora Tiles Private Limited^
Reporting period for the subsidiary concern, if different from the holding company's reporting Period	Not Applicable									
Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable									
Date since when subsidiary was acquired	25 June, 1979	26 December, 2006	01 June, 2015	30 October, 2015	20 September, 2017	01 May, 2018	18 February, 2021	09 November, 2021	24 February, 2022	29 November, 2013
Share Capital**	268.50	50.00	990.00	351.00	6,262.50	185.91	5,000.00	251.00	7,500.00	1,040.00
Reserves & surplus / (Accumulated Losses)	199.32	56.86	415.53	73.98	(295.98)	881.76	(1,608.37)	(16.44)	(2,875.49)	-
Total assets	551.41	107.13	3,799.05	516.53	23,849.72	2,368.42	15,089.02	554.91	24,453.01	-
Total liabilities (Excluding Share Capital & Reserves)	83.59	0.27	2,393.52	91.55	17,883.20	1,300.75	11,697.39	320.35	19,828.50	-
Investments	251.00	-	-	-	-	-	-	-	-	-
Turnover including other income	302.30	6.41	4,796.82	410.66	23,123.84	5,832.12	13,476.48	529.02	11,023.29	5,038.72
Profit / (Loss) before taxation	49.52	3.02	71.73	32.93	533.90	200.88	(18.65)	(7.85)	(2,688.41)	(204.92)
Provision for taxation	12.47	0.77	20.86	8.29	154.07	50.66	115.55	(1.78)	(395.11)	(56.87)
Profit / (Loss) after taxation	37.05	2.25	50.86	24.64	379.83	150.22	(134.20)	(6.07)	(2,293.30)	(148.05)
Other Comprehensive Income	-	-	(0.17)	-	0.62	0.21	0.16	-	1.78	-
Proposed Dividend	-	-	-	-	-	-	-	-	-	-
% of shareholding	100%	100%	51%	100%	60%	100%	100%	100%	80%	51%

** SRCL Buildwell Private Limited is a subsidiary of SR Continental Limited.*

*** As per IND AS Share Capital includes only issued equity share capital.*

Name of the subsidiary which have been liquidated or sold during the year: During the year under review, the Board of Directors of the Somany Ceramics Limited in their meeting held on 15 January, 2025, had approved to sell the entire shareholding held by the Company in Amora Tiles Private Limited ("ATPL"), subsidiary company. The Company held 53.04 Lakhs equity shares aggregating to 51% shareholding and vide termination agreement dated 04 February, 2025, the Company has divested its entire equity shareholding in ATPL on 31 March, 2025, thereby ATPL ceased to be a subsidiary company. However, in terms of the applicable provisions of Indian Accounting Standards, the Company did not exercise significant influence or control on decisions of the ATPL with effect from 01 December, 2024.

^ The above figures for ATPL are from 01 April, 2024 to 30 November, 2024.

PART B: ASSOCIATES AND JOINT VENTURES

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

(₹ In Lakhs)

Name of the Associate/ Joint Venture	Vicon Ceramic Private Limited$	Vintage Tiles Private Limited$	Clean Max Ananta Private Limited*	Acer Granito Private Limited
Latest audited Balance Sheet date	31 March, 2025	31 March, 2025	31 March, 2024	31 March 2024
Date on which the Associate or Joint Venture was associated or acquired	26 November, 2013	13 January, 2012	12 March, 2024	08 March, 2014
Number of shares of Associate/ Joint Venture held by the Company at the year end	25,35,000	45,00,000	36,340	14,60,000
Amount of investment in Associate/ Joint Venture	253.50	1,399.50	376.20	511.00
Extend of Holding %	26.00%	50.00%	49.00%	26.05%
Description of how there is significant influence	Section 2(6)	Section 2(6)	Section 2(6)	Section 2(6)
Reason why the Associate/ Joint Venture is not consolidated	NA	NA	**	***
Net worth attributable to Shareholding as per latest audited Balance Sheet	337.53	863.65	**	***
Profit/ Loss for the year				
a) Considered in Consolidation	61.53	95.45	-	(73.79)***
b) Not considered in consolidation	-	-	(14.46)**	-

$ Considered as Subsidiary as per Ind AS 110.

* Figures are considered on the basis of management accounts of Clean Max Ananta Private Limited.

** During the year, the Company has entered into various agreements with the other shareholder of Clean Max Ananta Private Limited ("CMAPL") which restricts the Company to participate in the financial and operating policy decisions of CMAPL. Therefore, CMAPL is not considered as an associate company under IND AS.

***During the year under review, the Board of Directors of the Company in their meeting held on 15 January, 2025, had approved to sell the Company's entire equity stake in Acer Granito Private Limited ("AGPL"), associate company. The Company holds 14.60 Lakhs equity shares aggregating to 26.05% of the total paid-up capital of AGPL. The Company entered into a Share Purchase Agreement dated 04 February, 2025 ("SPA") to sell its entire shareholding in AGPL. The proposed sale of shares is expected to be completed within 15 (fifteen) months from the execution of SPA. However, in terms of the applicable provisions of Indian Accounting Standards, the Company does not exercise significant influence or control on decisions of the AGPL with effect from 01 December, 2024.

The above figures for AGPL are from 01 April, 2024 to 30 November, 2024

- Name of the Associates or Joint Venture which are yet to commence operations - Clean Max Ananta Private Limited
- Name of the Associates or Joint Venture which have been liquidated or sold during the year –None
- There is no Associate or Joint Venture Company other than those mentioned above.

For and on behalf of the Board

Shreekant Somany
Chairman & Managing Director
(DIN: 00021423)

Amit Sahai
Chief Executive Officer - Tile Business

Ambrish Julka
Sr. GM- Legal & Company Secretary

Sailesh Raj Kedawat
Chief Financial Officer

Place: Noida
Date: 07 May, 2025

Annexure – 2

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.

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

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

SL No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transactions	NA
c)	Duration of the contracts/arrangements/transactions	NA
d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	NA
e)	Justification for entering into such contracts or arrangements or transactions.	NA
f)	Date of approval by the Board.	NA
g)	Amount paid as advances, if any.	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188.	NA

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

SL No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transactions	NA
c)	Duration of the contracts/arrangements/transactions	NA
d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	NA
e)	Date(s) of approval by the Board, if any	NA
f)	Amount paid as advances, if any.	NA

For and on behalf of the Board

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Place: Noida
Date: 07 May, 2025

Annexure – 3

Form No.: MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2025

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

To,

The Members,

Somany Ceramics Limited

2, Red Cross Place Kolkata WB 700001

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices followed by **Somany Ceramics Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Somany Ceramics 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 31 March, 2025 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 ("period under review") according to the provisions of:

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

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

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

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

(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; **(Not applicable to the Company during the period under review)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulation 2021;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the period under review)**

(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;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the period under review) &**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review)**

(vi) As confirmed and certified by the management, there is no sectoral law specifically applicable to the Company based on their Sector/ Business.

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

(i) Secretarial Standards on Board and General Meetings (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

We further report that, during the year under review:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per the Companies Act, 2013 ("the Act"). The changes, if any, 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 notices were given to all Directors to schedule the Board Meetings in accordance with the provisions of the Act. Agenda and detailed notes on agenda were sent in advance except in cases where meetings were convened at a shorter notice. The Company has followed the provisions of the Act for convening meeting at the shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items during the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there was no instance of any director expressing any dissenting views as recorded in the minutes of the meetings of Board of Directors of the Company or committee of the Board, as the case may be.

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

We further report that during the audit period the Company has allotted 4,083 equity shares of face value of ₹ 2/- each on 29th October, 2024 and 1,902 equity shares of face value of ₹ 2/- each on 6th February, 2025 pursuant to exercise of Employee Stock Options under the ESOP Plan 2021 as per the applicable regulations.

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

For Pinchaa & Co.
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid
Partner
M. No. : FCS 11285
C. P. No.:16300

UDIN: F011285G000289211
Dated: 07.05.2025
Place: Jaipur

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

"Annexure-A"

To,
The Members,
Somany Ceramics Limited
2, Red Cross Place Kolkata WB 700001

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on the 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. We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. Due to the inherent limitations of an audit including internal, financial and operational controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the audit process.
7. 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 Pinchaa & Co.
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid
Partner
M. No. : FCS 11285
C. P. No.:16300

UDIN: F011285G000289211
Dated: 07.05.2025
Place: Jaipur

Annexure – 4

REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES OF THE COMPANY

For the year ended 31 March, 2025

1. Brief outline on CSR Policy of the Company

Your Company is committed in working towards improving healthcare, education, skill and livelihood development, women empowerment, environmental sustainability, sanitation and social sector ecosystems and had been pursuing CSR initiatives even before it was mandated by law.

Your Company strongly believes in the principle of empowerment and upliftment of the communities by giving preference to the local areas around its business operations. Our vision is to continue to contribute meaningfully towards nation building, sustainable development, accelerated inclusive growth and social equity through its CSR initiatives. The CSR policy and activities of the Company are primarily crafted to address the needs of marginalized, disadvantaged, poor or deprived sections of the communities. We integrate our business values and operations to meet the expectations of our shareholders, customers, employees, regulators, investors and community.

As per the CSR Policy, the CSR Committee identifies and prioritize the projects by considering various factors such as need assessment, available budget and impacts etc. For the period under review, your Company has executed the CSR activities through H.L Somany Foundation, a Section 8 Company under the Companies Act, 2013 in the field of Health, Education, Skill Development, Environmental Sustainability and various other activities as per the CSR Policy of the Company.

2. Composition of the CSR Committee

SL. No.	Name of 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.	Mr. Abhishek Somany	Chairman of CSR Committee and Managing Director & CEO	3	3
2.	Mr. Ghanshyam Girdharbhai Trivedi	Member of CSR Committee and Non-Executive Non-Independent Director	3	2
3.	Mrs. Rumjhum Chatterjee#	Member of CSR Committee and Independent Director	1	1
4.	Mr. Manit Rastogi$	Member of CSR Committee and Independent Director	-	-
5.	Mr. Salil Singhal*	Member of CSR Committee and Independent Director	2	2
6.	Mr. Ravinder Nath*	Member of CSR Committee and Independent Director	2	2
7.	Mr. Siddharath Bindra**	Member of CSR Committee and Independent Director	1	1

 # Appointed w.e.f. 13 August, 2024

$Appointed w.e.f. 06 February, 2025

** Ceased w.e.f. 12 August, 2024*

*** Ceased w.e.f. 25 May, 2024*

3. Weblink of CSR Committee, CSR Policy and CSR projects/activities approved by the Board are disclosed on the website of the Company.

The details of composition of CSR Committee is available on the website at the weblink: CSR Committee

The contents of the CSR Policy are available on the website at the weblink: CSR Policy

The CSR projects/activities are available on the website at the weblink: CSR Activities.

4. Executive summary along with web-link of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: For the year under review, the Impact Assessment is not applicable for the Company.

5. a) Average net profit of the Company as per section 135(5): ₹ 12,717.75 Lakhs

   b) Two percent of average net profit of the Company as per section 135(5): ₹ 254.35 Lakhs

   c) Surplus arising out of the CSR Projects or programs or activities of the previous financial years: Nil

   d) Amount required to be set-off for the financial year, if any: Nil

   e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 254.35 Lakhs

6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 253.40 Lakhs

   b) Amount spent in Administrative Overheads: ₹ 1.00 Lakhs*

   **Overhead means administrative costs of H. L. Somany Foundation.*

   c) Amount spent on Impact Assessment, if applicable: Not Applicable

   d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 254.40 Lakhs

   e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (₹ In Lakhs)	Amount Unspent (₹ In Lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135 (6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
254.40	NIL	-	-	Nil	-

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

Sl. No.	Particulars	Amount (₹ In Lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5)	254.35
(ii)	Total amount spent for the financial year	254.40
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.05
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.05

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Not Applicable

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY-1							
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: Yes

If Yes, enter the number of Capital assets created/ acquired: 2 (Two)

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 (₹ In Lakhs)	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
1	2	3	4	5	6		
1	Lab Equipment & Tools for Somany Kadi Skill Development Centre [Address: G-17, Shiv Palace Irana Patiya, Kadi -Chhatral Road Mehsana Gujarat]	382715	22 May, 2024 to 05 July, 2024	₹ 0.90	CSR00000016	Third Planet Foundation	Kh 369, Off No.2, Centrum Mall, M G Road, Sultanpur New Delhi -110030
2	Lab and Office Equipment & Tools for Somany Tirupati Skill Development Centre [Address: 1st Floor, ACMR Building opposite Z. P. (Boys) high school Venkatagiri, Tirupati 524132 Andhra Pradesh]	524132	15 May, 2024 to 05 January, 2025	₹ 5.60	CSR00000016	Third Planet Foundation	Kh 369, Off No.2, Centrum Mall, M G Road, Sultanpur New Delhi -110030

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

For and on behalf of Somany Ceramics Limited

Shreekant Somany
(Chairman & Managing Director)
(DIN: 00021423)

Abhishek Somany
(Managing Director & CEO and
Chairman of the CSR Committee)
(DIN: 00021448)

Annexure – 5

The information on conservation of energy, research and development (R&D), technology absorption, foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as follows:

CONSERVATION OF ENERGY

Conservation of Energy in manufacturing operations is an ongoing process and a serious commitment of all concerned in the Company.

(a) Energy conservation measures taken by the Company includes steps taken by the Company for utilizing alternate source of energy and the capital investment on energy conservation equipment:

I. After upgradation of incoming power supply, the Company optimized the cheapest grid power up to the level of 97.93%, which helped to reduce the captive power generation and reduced our power cost substantially. Due to high voltage line and independent feeder the reliability of power has improved as power interruptions have gone down thus losses were reduced.

II. The Company has started using ultrasonic technology and SPM (Shock Pulse Method) Technology for predictive maintenance of the machinery to reduce the down time hence to improve the overall plant efficiency.

III. Utilized the waste heat of the kiln into the Horizontal Dryer by using heat recovery duct with insulation and saved substantial amount of natural Gas.

IV. Insulated the Heat recovery ducts at kiln and dryer area by identifying the hot spots with the help of thermal imager.

V. Used High Efficacy LED Lights which reduced Power Consumption.

VI. Installed variable frequency drives in fans, blowers and pumps of kilns and cooling towers in close loop with temperature sensors/ pressure sensors/ultrasonic water level controllers which reduced power consumption and smoothen the process also.

VII. Small PLC timer used for the agitators to operate intermittently instead of continuous use. Reduced running by 40%.

VIII. Small PLC (LOGO) timer used for the Glaze Ball Mills to stop the mill in auto mode when the grinding time is over which saved the electricity improve efficiency of the process.

IX. Highly Energy efficient IE3 motors used in kilns and Horizontal Dryers to reduce electrical power consumption.

X. Low power loss capacitor with APFC relays used to maintain a good power factor at load end which reduce the voltage drop as well as the distribution losses.

XI. Replacement of bigger motor with smaller one after load analysis by using VFD saved more electricity.

XII. Solar Plant of the Company generated more than 2.64 million units in Kassar Plant & 1.19 million in Kadi Plant as solar power is a renewable energy so there is substantial reduction in emission of greenhouse gasses hence good for environment.

XIII. Installed helical type gear box by replacing worm gearbox for Stirrer of Feed tank which saves electricity.

XIV. The Company has started using Briquette instead of Coal due to which there is a reduction in gas consumption.

XV. At Kadi Plant, the Company has modified & replaced the main component of Sacmi Spray dryer to get more production with less fuel consumption.

XVI. The Company has provided a separate tank to collect the dust of cyclone of spray dryer to avoid the handling of dust through ball mill for power saving.

XVII. The transparent roof sheets have been installed at different areas of the plant to get the benefit of sun light during the daytime for power saving.

XVIII. During the year under review, the energy conservation equipments have resulted in the Annual Saving Impact of approximately 3.73 Lakhs kWh Units.

(b) Impact of measures (a) above for reduction of energy consumption consequent impact on cost of production of goods.

The measures indicated as per (a) above results in reduction in energy consumption/costs.

TECHNOLOGY ABSORPTION

A. Research and Development;

I. Specified areas of R&D

Your Company has continued to advance its leading position in ceramic manufacturing through sustained investment in research and development, innovative product design, and operational efficiencies.

Manufacturing Excellence: As a pioneer in ceramic tiles, the Company manufactures pressed ceramic products across all classes, compliant with IS 15622:2017, including Ceramic, GVT, PVT, and DC variants for wall and floor applications. The combined capacity now stands at ~ 55 million square metres per annum.

Recognised R&D Facility: The Company's in-house R&D facility has been recognised by the Government of India since 1996 and has been regularly renewed, reflecting ongoing commitment to innovation and product development.

Technological Advances:

The Temp Shield technology—developed after rigorous research on glaze composition—achieves Solar Reflective Index (SRI) values exceeding ASTM specifications, even at reduced tile thickness. This unique composition helps lower indoor temperatures by 5–10 °C, underscoring the commitment to energy efficiency.

A specialised composition has been created to deliver slip shield properties in GVT and floor tiles without compromising hardness or design clarity, providing an ideal solution for wet areas such as bathrooms and kitchens.

The germ shield in our patented VC shield products was introduced in response to growing health awareness among consumers.

Digital Printing Innovation: A state-of-the-art digital printing machine from System, Italy, has been recently installed, which can produce structured effect on the tile surface which otherwise would have been only possible through structured punch. This gives a huge competitive edge as any structured effect can be produced within a short notice without keeping inventory of punches. This also eliminated the traditional punch change and improved throughput and serviceability.

Sustainability and Resource Optimisation: Your Company has reduced tile thickness while maintaining quality, which lowers material and fuel consumption. All process waste, including water, is fully recycled. Continuous cost-optimisation projects are going on, such as, developing alternative frits to offset rising costs of critical raw materials like zinc and zircon, partnering with alternative vendors for clays and frits to improve cost efficiency and consistency, reducing body costs by incorporating granite sludge—a byproduct of the marble industry— into the tile body, decreasing reliance and dependency on raw materials, introducing low-maturing body formulations to cut kiln cycle times and specific fuel consumption, thereby improving productivity.

Alternative Fuels and Energy Efficiency: Recognising the importance of energy diversification, your Company has successfully implemented various biofuel alternatives for spray dryers—including wood scrap, mustard turi husk, and groundnut husk—which offer significant cost savings. The chain stoves have been replaced with fluidised beds, enhancing flexibility in fuel use. Additionally, Variable Frequency Drives have been installed on major energy-consuming equipment, while captive solar power has been deployed on the roofs of our manufacturing facilities. Waste heat from kilns is reused to preheat combustion air and support drying processes.

II. Benefits derived as a result of above R&D Development

Introduction of new sizes is also an area of your Company's priority. In recent past, the Company has introduced 800X1600 GVT in Kassar plant apart from larger format tiles from the Company's green field Maxx plant. The Company has the large number of designs giving a wide choice to our customers to choose from apart from tiles, the adhesive section is also growing fast through development of new high end adhesive products which are suitable for larger format tile fixing. Epoxy based grout was also developed through the in house R&D facility.

III. Future R & D Plans

The research and development division of the Company has always engaged themselves for development of new designs and variety of products to meet the high expectations of the customers. It endeavors to develop new products which are different in design, effects and sizes with cost optimization. Many innovative steps are being taken to improve the fuel efficiency.

IV. Expenditure on R & D

There was no major expenditure incurred to carry out the R&D when compared with the size of the turnover of the Company.

B. Technology absorption, adaptation and innovation

The Company continues to fully adopt and keeps its R&D and technical staff fully abreast with the latest technologies and products globally. Employees attended various seminars, conferences to keep them updated and identify opportunities. The Company has not imported any technology during the last three years.

C. Foreign Exchange Earnings and Outgo:

(i) Foreign Exchange Earnings ₹ 5,674.09 Lakhs

(ii) Foreign Exchange Outgo ₹ 3,737.25 Lakhs

For and on behalf of the Board

Shreekant Somany
Chairman & Managing Director
(DIN: 00021423)

Place: Noida
Date: 07 May, 2025

Annexure – 6

Information pursuant to Section 134 And Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31 March, 2025.

THE PERCENTAGE CHANGE IN REMUNERATION OF EACH DIRECTOR DURING FY 2024-25 AND RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR FY 2024-25.

Name of the Director	Title	% increase of remuneration in 2025 as compared to 2024	Ratio of remuneration of each Director to MRE (inc. WTDs)
Mr. Shreekant Somany	Chairman & Managing Director	(27.08%)	103.12
Mr. Abhishek Somany	Managing Director & CEO	(27.08%)	103.12
Mr. Salil Singhal@	Independent Director	No Change	0.73
Mr. Ravinder Nath@	Independent Director	(8.45%)	0.65
Mr. Ghanshyam Girdharbhai Trivedi	Non-Executive Non-Independent Director	4.60%	0.91
Mr. Siddharath Bindra^	Independent Director	(9.59%)	0.66
Mr. Rameshwar Singh Thakur	Independent Director	5.62%	0.94
Mrs. Rumjhum Chatterjee	Independent Director	1.33%	0.76
Mr. Vineet Agarwal	Independent Director	(1.30%)	0.76
Mr. Manit Rastogi*	Independent Director	Not Applicable	0.68
Mr. Zubair Ahmed**	Independent Director	Not Applicable	0.69

MRE: Median Remuneration of Employees

**appointed as an Independent Director with effect from 15 May, 2024*

^ ceased to be an Independent Director with effect from 25 May, 2024

@ ceased to be an Independent Director with effect from 12 August, 2024

***appointed as an Independent Director with effect from 01 October, 2024*

THE PERCENTAGE CHANGE IN REMUNERATION OF KEY MANAGERIAL PERSONNEL (OTHER THAN EXECUTIVE DIRECTORS) DURING FY 2024-25

Name of the KMP	Title	% increase of remuneration in 2025 as compared to 2024
Mr. Amit Sahai	Chief Executive Officer – Tile Business	4.62%
Mr. Sailesh Raj Kedawat	Chief Financial Officer	15.71%
Mr. Ambrish Julka	Company Secretary and Compliance Officer	14.66%

The Median Remuneration of Employees excluding Whole-time Directors (WTDs) was ₹ 5,02,396 and ₹ 4,82,278 in FY 2024-25 and FY 2023-24 respectively. The increase in MRE (excluding WTDs) in FY 2024-25 as compared to FY 2023-24 is 4.17%.

The Median Remuneration of Employees including Whole-time Directors (WTDs) was ₹ 5,03,123/- and ₹ 4,82,970/- in FY 2024-25 and FY 2023-24 respectively. The increase in MRE (including WTDs) in FY 2024-25 as compared to FY 2023-24 is 4.17%.

The number of Permanent employees on the rolls of the Company as of 31 March, 2025 and 31 March, 2024 were 2,000 and 1,953 respectively.

The aggregate remuneration of employees excluding WTD increased by 10.27% over the previous financial year. The aggregate decrease in salary for WTDs and other KMPs was 18.80% (on annualized basis) in FY 2024-25 over FY 2023-24. The decrease in managerial remuneration is due to decrease in net profits for the financial year under review.

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

For and on behalf of the Board

Shreekant Somany
Chairman & Managing Director
(DIN: 00021423)

Place: Noida
Date: 07 May, 2025

Annexure – 7

Top ten employees in terms of Remuneration drawn including the employees who were in receipt of remuneration exceeding ₹ 1.02 Crores per annum and were employed throughout the FY 2024-25 and employees who were employed for a part of the financial year and were in receipt of remuneration not less than ₹ 8.50 Lakhs per month;

[Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The names and other particulars of top ten employees of the Company in terms of remuneration (CTC) in the below mentioned format;

For the full year 2024-25 or for part of the year

	Employee -1	Employee -2	Employee -3	Employee -4	Employee -5	Employee -6	Employee -7	Employee -8	Employee -9	Employee -10	Employee -11	Employee -12
Employee Name	Shreekant Somany	Abhishek Somany	Amit Sahai	Rahul Sharma	Sujit Kumar Mohanthy	Sailesh Raj Kedawat	Mayank Sharma	Vishal Kakkar	Ashavani Kumar Mani	Devendra Pal Singh	Navneet JP Gaurh	Sanjeev Ranjan
Age (years)	76	53	58	50	49	51	54	48	50	53	48	54
Designation	Chairman & Managing Director	Managing Director & CEO	CEO- Tile Business	Joint President	Joint President	Chief Financial Officer	Joint President	Vice President	Vice President	Assistant Vice President	Assistant Vice President	Sr. Vice President
Remuneration Received (₹ In Lakhs)*	518.08	518.08	282.73	146.89^	144.93	139.37	113.51^^	85.21	81.86	80.68	79.32	78.86
Qualifications	B. Sc	B.B.A.	M.B.A.	PGDM Marketing	M.B.A.	C.A.	M.B.A.	M.B.A.	B. Tech Electronics & Telecommunication	PGDBM	M.B.A.	M.B.A.
Experience (in years)	54	30	36	28	24	28	32	25	30	31	25	29
Date of Commencement of Employment	01 September, 1992	09 March, 2001	06 July, 2018	03 May, 2019	14 February, 2001	26 September, 2022	22 February, 2018	18 September, 2020	28 January, 2011	01 July, 2016	20 February, 2006	19 January, 2004
Name of last Employment	Hindustan Sanitaryware & Industries Ltd	Not Applicable	Snowcem Paints Private Ltd	Asian Granito India Ltd	Sika Qualcrete Ltd	Mirc Electronics Ltd	Cello Plast	HSIL	Oracle Granito Ltd	Asian Granito India Ltd	Kajaria Ceramics Ltd	Kajaria Ceramics Ltd
Position Held in Last Employment	President	Not Applicable	CEO	Vice President	Sales Officer	Chief Financial Officer	Business Head	Assistant Vice President	General Manager	General Manager	General Manager	Manager

**Remuneration includes Gross Earning Salary + Perquisite +PF*

^remuneration also include perquisite on account of exercise of options under ESOP Plan 2023

^^remuneration also include perquisite on account of exercise of options under ESOP Plan 2021

During FY 2024-25, no employee was in receipt of remuneration exceeding the remuneration drawn by the Managing Directors of the Company.

All above mentioned employees are on the rolls of the Company and nature of employment is as per the appointment letter given by the Company nor holds 2% or more of the paid up share capital of the Company.

Mr. Shreekant Somany is the father of Mr. Abhishek Somany. Except this no employee as mentioned in above list, is relative of any Director of the Company.

Annexure – 8

DETAILS OF ESOP FOR THE FY 2024-25 AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 and SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021:

A. Relevant disclosures in terms of the Accounting Standards (Ind-AS) 102 – The disclosure on 'Share Based Payments' has been made in Note No. 48 read with note no. 2.11 of the Notes to the Standalone Financial Statements, forming part of the Annual Report of the Company for the financial year 2024-25.

B. Diluted Earnings Per Share ('EPS') pursuant to the issue of shares on exercise of options calculated in accordance with Indian Accounting Standards (Ind-AS) 33 – Diluted Earnings Per Share is ₹ 20.89.

C. Details related to ESOP Scheme(s):

(i) The description of the ESOP(s) existed during the year, including the general terms and conditions of such ESOP(s) -

Sl. No	Particulars	Somany Ceramics Employee Stock Option Plan 2021 (ESOP 2021)	Somany Ceramics Employee Stock Option Plan 2023 (ESOP 2023)
(a)	Date of shareholders' approval	07 April, 2022	25 August, 2023
(b)	Total number of options approved under the scheme	4,23,794 (Four lakhs twenty three thousand seven hundred ninety four) Options	12,74,226 (Twelve Lakhs Seventy Four Thousand Two Hundred and Twenty Six) Options
(c)	Vesting requirements	Vesting of the options shall take place over a maximum period of 7 years from the date of grant. The Nomination and Remuneration Committee at the time of grant may specify certain criteria linked to the individual and/or organizational performance or any other criteria as it may deem fit for all or a part of the Options, the fulfilment of which might be a requisite for the options to vest. The minimum vesting period will be at least 1 (One) year from the date of grant. Further in the event of death or permanent incapacity of an employee, the minimum vesting period of one year shall not be applicable.	Vesting of the options shall take place over a maximum period of 7 years from the date of grant. The Nomination and Remuneration Committee at the time of grant may specify certain criteria linked to the individual and/or organizational performance or any other criteria as it may deem fit for all or a part of the Options, the fulfilment of which might be a requisite for the options to vest. The minimum vesting period will be at least 1 (One) year from the date of grant. Further in the event of death or permanent incapacity of an employee, the minimum vesting period of one year shall not be applicable.
(d)	Exercise price or pricing formula	The exercise price shall be decided by the Nomination and Remuneration Committee in line with the SEBI Regulations. The Exercise price shall not exceed the fair market value as on the date of Grant and shall not be below the Face Value of the share.	The exercise price shall be decided by the Nomination and Remuneration Committee in line with the SEBI Regulations. The Exercise price shall not exceed the fair market value as on the date of Grant and shall not be below the Face Value of the share.
(e)	Maximum term of options granted	Vesting of the options shall take place over a maximum period of 7 years from the date of grant.	Vesting of the options shall take place over a maximum period of 7 years from the date of grant.

Sl. No	Particulars	Somany Ceramics Employee Stock Option Plan 2021 (ESOP 2021)	Somany Ceramics Employee Stock Option Plan 2023 (ESOP 2023)
(f)	Source of shares (primary, secondary or combination)	The Plan will involve issue of new shares by the Company and will not involve any secondary acquisition.	The Plan will involve issue of new shares by the Company and will not involve any secondary acquisition.
(g)	Variation in terms of options	The Board of Directors in its absolute discretion may from time to time amend, alter or terminate the Plan or any Grant or the terms and conditions thereof provided, that no amendment, alteration or termination in any Grant previously made may be carried out, to the extent possible, which would impair or prejudice the rights of the Employee without the consent of the concerned Employee. The notice for passing a special resolution for variation of terms of the Plan shall disclose full details of the variation, the rationale therefore, and the details of the Employees who are beneficiaries of such variation. Without prejudice to the above, the Board of Directors, may without any reference to or consent of the Employee concerned, amend the Plan or Grant or any Agreement to comply with any laws, regulations or guidelines, which is or may hereinafter, become applicable to this Plan. During the year, no amendment/ modification/ variation has been introduced in terms of options.	The Board of Directors in its absolute discretion may from time to time amend, alter or terminate the Plan or any Grant or the terms and conditions thereof provided, that no amendment, alteration or termination in any Grant previously made may be carried out, to the extent possible, which would impair or prejudice the rights of the Employee without the consent of the concerned Employee. The notice for passing a special resolution for variation of terms of the Plan shall disclose full details of the variation, the rationale therefore, and the details of the Employees who are beneficiaries of such variation. Without prejudice to the above, the Board of Directors, may without any reference to or consent of the Employee concerned, amend the Plan or Grant or any Agreement to comply with any laws, regulations or guidelines, which is or may hereinafter, become applicable to this Plan. During the year, no amendment/ modification/ variation has been introduced in terms of options.

(ii) Method used to account for ESOP - Intrinsic or fair value: **Fair Value**

(iii) Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.: **Not Applicable**

(iv) Options movement during the year (For each ESOP):

Sr. No.	Particulars	Somany Ceramics Employee Stock Option Plan 2021		Somany Ceramics Employee Stock Option Plan 2023					
		Grant-1	Grant-2	Grant-1	Grant-2	Grant-3	Grant-4	Grant-5	Grant-6
a)	Number of Options outstanding at the beginning of the year i.e. 01 April, 2024	2,98,967	86,104	90,572	33,165	10,000	NIL	NIL	NIL
b)	Number of Options granted during the year	NIL	NIL	NIL	NIL	NIL	3,201	52,454	50,966
c)	Number of Options forfeited / lapsed during the year	45,237	NIL	NIL	4,868	NIL	NIL	NIL	NIL
d)	Number of Options vested during the year	72,949	21,526	Nil	8,291	10,000	NIL	NIL	NIL
e)	Number of Options exercised during the Year	4,083	Nil	Nil	1,902	Nil	NIL	NIL	NIL
f)	Number of shares arising as a result of exercise of options	4,083	Nil	Nil	1,902	Nil	NIL	NIL	NIL
g)	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	26,45,171.55	Nil	Nil	9,38,560.92	Nil	NIL	NIL	NIL
h)	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
i)	Number of Options outstanding at the end of the Year i.e. 31 March, 2025	2,49,647	86,104	90,572	26,395	10,000	3,201	52,454	50,966
j)	Number of Options exercisable at the end of the year i.e. 31 March, 2025	59,349	21,526	Nil	5,172	10,000	NIL	NIL	NIL
k)	Exercise price per option (Amount in Rupees)	647.85	536.05	647.85	493.46	493.46	2.00	514.95	493.46

(v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock: Details are covered under Note no. 48 (c) of the Notes to the Standalone Financial Statements.

(vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -

(a) senior managerial personnel as defined under Regulation 16(d) of the Listing Regulations;

Sr. No.	Name and Designation	Number of Option granted (ESOP 2021)		Number of Option granted (ESOP 2023)					
		Grant-1	Grant-2	Grant-1	Grant-2	Grant-3	Grant-4	Grant-5	Grant-6
1.	Mr. Amit Sahai	-	-	-	-	-	994	-	-
2.	Mr. Sailesh Raj Kedawat	-	-	-	-	-	541	-	9,128
3.	Mr. Diwakar Bishnoi	-	-	-	-	-	-	10,053	-

(b) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and:

Sr. No.	Name and Designation	Number of Option granted (ESOP 2021)		Number of Option granted (ESOP 2023)					
		Grant-1	Grant-2	Grant-1	Grant-2	Grant-3	Grant-4	Grant-5	Grant-6
1.	Mr. Ragesh B Krishnan	-	-	-	-	-	-	6,140	-
2.	Mr. Anshuman Chakravarty	-	-	-	-	-	-	10,420	-
3.	Mr. Sujit Kumar Mohanthy	-	-	-	-	-	527	-	7,607

(c) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant: **Nil**

(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

The fair value at grant date is determined using "Black Scholes Model" which takes into account the exercise price, term of the option, share price at grant date, expected price volatility of the underlying shares, expected dividend yield and the risk free interest rate for the term of the option. Details for which are as under:

(a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model:

Name and Designation	ESOP 2021		ESOP 2023					
	Grant-1	Grant-2	Grant-1	Grant-2	Grant-3	Grant-4	Grant-5	Grant-6
Grant Date	29 April, 2022	07 February, 2023	08 November, 2023	08 November, 2023	08 November, 2023	29 May, 2024	06 February, 2025	06 February, 2025
Exercise price	647.85	536.05	647.85	493.46	493.46	2.00	514.95	493.46
Weighted Average Fair value	329.74	270.33	350.98	381.85	357.33	708.99	268.35	256.25
Risk-free interest rate	6.73%-7.15%	7.19%-7.25%	7.20%-7.23%	7.20%-7.23%	7.20%	6.93%	6.53%-6.63%	6.51%-6.59%
Expected life	5.5-8.5 years	5.5-8.5 years	5.5-8.5 years	4.5-7.5 years	4.5 years	4.5 years	5.5-8.5 years	4.5-7.5 years

Name and Designation	ESOP 2021		ESOP 2023					
	Grant-1	Grant-2	Grant-1	Grant-2	Grant-3	Grant-4	Grant-5	Grant-6
Expected volatility	41.01%-43.24%	39.36%-40.92%	41.03%-46.37%	41.56%-46.37%	46.37%	44.13%	42.87%	42.87%
Expected dividends	0.88%	0.85%	0.65%	0.65%	0.65%	0.65%	0.63%	0.63%
The price of the underlying shares in market at the time of Option grant	647.85	536.05	657.95	657.95	657.95	731.65	514.95	514.95

(b) the method used and the assumptions made to incorporate the effects of expected early exercise:

Black Scholes Option Pricing Model (refer Note number 48 of the notes to Standalone Financial Statements.).

(c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility:

The volatility used in the Black Scholes Option Pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the Options.

(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition:

Please refer Note number 48 of the notes to Standalone Financial Statements.

Disclosures in respect of grants made in three years prior to IPO under each ESOP scheme:

Until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options: Not Applicable

D. Details related to ESPS: Not Applicable

E. Details related to SAR: Not Applicable

F. Details related to GEBS/RBS: Not Applicable

G. Details related to Trust: Not Applicable

ANNEXURE – 9

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Members of Somany Ceramics Limited.

2, Red Cross Place,

Kolkata – 700001

1. The Corporate Governance Report prepared by Somany Ceramics Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the SEBI (LODR) Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2025. This Report is required by the Company for annual submission to the Stock Exchanges and to be sent to the Shareholders of the Company.

MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The management along with the Board of Directors of the Company are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, issued by the Securities and Exchange Board of India.

AUDITOR'S RESPONSIBILITY

4. Pursuant to the requirements of the SEBI (LODR) Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the SEBI (LODR) Regulations referred to in paragraph 3 above.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes (Revised) requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. 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

7. Based on the procedures performed by us and according to the information and explanations given to us, that we are of the opinion that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, as applicable for the year ended 31 March, 2025, referred to in paragraph 1 above.

OTHER MATTERS AND RESTRICTION ON USE

8. This report 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.

9. This report is addressed to and provided to the Members of the Company solely for the purpose of enabling it to comply with its obligations under the SEBI (LODR) Regulations with reference to compliance with the relevant regulations of Corporate Governance 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 or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Singhi & Co.
Chartered Accountants
ICAI Firm Registration Number: 302049E

Shubham Dutta
Partner
Membership Number: 500580
UDIN: 25500580BMOYZI4557

Place: Noida (Delhi-NCR)
Date: 07 May, 2025

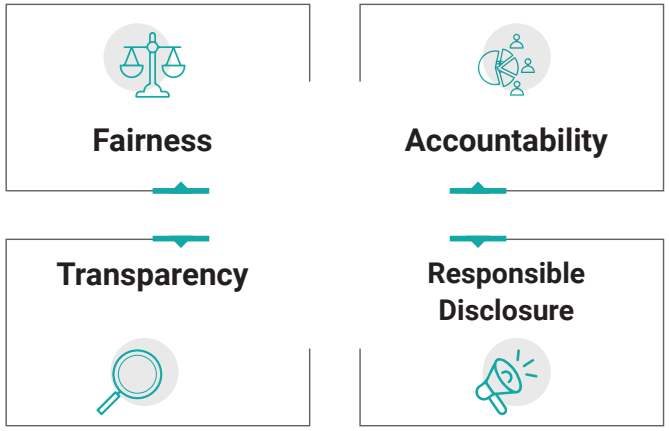
Corporate Governance Report

[Pursuant to Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is dedicated towards establishing and maintaining strong stakeholder relationships to enhance their value. The Company's visionary founder laid the foundation for robust governance practices, embedding principles of fairness, accountability, transparency, and responsible disclosure into the corporate philosophy. These core values have driven sustainable growth, thereby ensuring continued success while aligning with stakeholder expectations.

The Company upholds the highest standards of business ethics, responsible conduct and timely disclosure of operational performance and significant developments to shareholders and stakeholders. The Company recognizes its role as a trustee, committed to safeguarding the interests of shareholders, stakeholders and society at large.





2. BOARD OF DIRECTORS

Composition of the Board

The Composition of the Board is in conformity with the provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), having an optimum combination of Executive and Non-Executive Directors including a Woman Director and Independent Directors with varied professional backgrounds, representing a judicious mix of professionalism, knowledge and experience. As on 31 March, 2025, the Company's Board comprised of Eight (8) Directors, out of which Two (2) are Executive Directors who are Managing Directors, Five (5) are Non-Executive Independent Directors (including One (1) Woman Director) and One (1) Non-Executive Non-Independent Director. None of the Non-Executive Director(s) of the Company have any pecuniary relationship or transaction with the Company, other than sitting fees and commission.

Category and Attendance of Directors

- Yes - No

Director	Category	No. of Board Meetings held	No. of Board Meetings attended	Attended last AGM held on 12 August, 2024	Number of Directorships in other Companies[$]	No. of Committee positions held in other Companies[@]		No. of Shares held
						Chairperson	Member	
Mr. Shreekant Somany (DIN: 00021423)	P	6	6	Yes	4	1	2	1,15,887
Mr. Abhishek Somany (DIN: 00021448)	P	6	6	Yes	1	-	-	18,74,575*
Mr. Siddharath Bindra (DIN:01680498)#	I	1	1	NA	1	-	-	-
Mr. Salil Singhal (DIN: 00006629)^	I	3	2	Yes	4	-	1	-
Mr. Ravinder Nath (DIN: 00062186)^	I	3	1	No	1	1	1	-
Mr. Rameshwar Singh Thakur (DIN: 00020126)	I	6	6	Yes	1	-	-	-
Mrs. Rumjhum Chatterjee (DIN: 00283824)	I	6	5	Yes	1	-	-	-
Mr. Vineet Agarwal (DIN: 00380300)	I	6	4	Yes	5	-	4	2034
Mr. Ghanshyam Girdharbhai Trivedi (DIN: 00021470)	N	6	5	Yes	1	-	-	2000
Mr. Manit Rastogi (DIN: 00370998)	I	5	2	Yes	-	-	-	-
Mr. Zubair Ahmed (DIN: 00182990)	I	3	3	NA	1	-	1	-

Category: P = Promoter and Executive Director, I = Non-Executive Independent Director, N = Non-Executive Non-Independent Director.

[$] Excludes Directorships in Indian Private Limited Companies other than subsidiaries of Public Limited Companies and memberships of various Chambers and other non-corporate organizations.

[@] Includes the membership/chairpersonship in Audit Committee and Stakeholders Relationship Committee of other Public Limited Companies only.

*Out of 18,74,575 equity shares 18,55,633 equity shares are held as Karta of Abhishek Somany (HUF).

Ceased to be the Independent Director of the Company w.e.f. 25 May, 2024 (Closure of business hours) upon completion of his term as an Independent Director.

^ Ceased to be the Independent Director of the Company w.e.f. 12 August, 2024 (Closure of business hours) upon completion of his term as an Independent Director.

During the year under review, Mr. Manit Rastogi and Mr. Zubair Ahmed were appointed as Non-Executive Independent Directors of the Company w.e.f. 15 May, 2024 and 01 October, 2024 respectively.

Details of directorships in other listed companies and the category of directorship:

Name of Director	Other Listed entities where the person is a director	Category of directorship
Mr. Shreekant Somany	JK Tyre & Industries Limited	Non-Executive Independent Director
Mr. Abhishek Somany	-	-
Mr. Rameshwar Singh Thakur	-	-
Mr. Vineet Agarwal	Transport Corporation of India Limited	Executive Director- Managing Director
	TCI Express Limited	Non-Executive Non-Independent Director
	SRF Limited	Non-Executive Independent Director
Mrs. Rumjhum Chatterjee	-	-
Mr. Ghanshyam Girdharbhai Trivedi	-	-
Mr. Manit Rastogi	-	-
Mr. Zubair Ahmed	Shree Cement Limited	Non-Executive Independent Director

None of the Directors of Company are member of more than ten Committees or Chairperson of more than five Committees across all the Public Limited Companies in which he/she is a Director. For the purpose of determination of aforesaid limits, Chairpersonship and Membership of the Audit Committee(s) and Stakeholders' Relationship Committee(s) have been considered as per Regulation 26(1)(b) of Listing Regulations.

Key Board Qualification:

The Company is in the business of manufacturing and trading of Tiles, Sanitaryware, Bath Fittings and Adhesive and allied products and required various types of skills and expertise to run the business which includes the technical skills related to the business of the Company or the skills and expertise which help the business to grow in the present market situation. The list of core skills/ expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively are as follows;

Strategy, Corporate Governance, Sales & Marketing, Communication, General Management, Business Development, Corporate Laws, Laws relating to Commerce and Industry, Human Resource Management, Change Management, Women Empowerment and Capacity Building Experience, Financial Skills, Business Planning, Product Pricing, Operation, etc.

The Board Members have the requisite skills and expertise to run the business in a way which benefits the stakeholders. The Board of the Company comprises of Executive, Non-Executive and Independent Directors (including a Woman Director) who possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, human resource management, sales, marketing administration, research, corporate governance, technical operations and other disciplines related to the Company's business.

In the table below, the specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of a mark against a Member's name does not necessarily mean the Member does not possess the corresponding qualification or skill.

- Yes - No

Name of Directors	Area of Expertise							
	Financial	Sales & Marketing	Law	Management	Technology	Governance	Diversity	Research
Mr. Shreekant Somany	●	●	●	●	●	●	●	●
Mr. Abhishek Somany	●	●	●	●	●	●	●	●
Mr. Ghanshyam Girdharbhai Trivedi	●	●	●	●	●	●	●	●
Mr. Vineet Agarwal	●	●	●	●	○	●	●	●

- Yes - No

Name of Directors	Area of Expertise							
	Financial	Sales & Marketing	Law	Management	Technology	Governance	Diversity	Research
Mr. Rameshwar Singh Thakur	●	●	●	●	●	●	●	●
Mrs. Rumjhum Chatterjee	●	●	●	●	○	●	●	●
Mr. Manit Rastogi	●	●	●	●	●	●	●	●
Mr. Zubair Ahmed	●	●	●	●	○	●	●	●

INTER-SE RELATIONSHIP OF DIRECTORS

Mr. Shreekant Somany, Chairman & Managing Director of the Company is the father of Mr. Abhishek Somany, Managing Director & CEO of the Company. None of the other Directors are related to any other Director on the Board.

BOARD FUNCTIONS

Apart from review and consideration of matters referred to under Regulation 17 of the Listing Regulations, the Board also undertakes the following:

1. Laying down the corporate philosophy and the mission of the Company;
2. Formulating the strategic business plans;
3. Setting standard for ethical behavior;
4. Compliance with the applicable rules and regulations;
5. Informing shareholders of the various developments within the Company.

MEETING OF THE BOARD OF DIRECTORS

6 (Six) Board meetings were held during FY 2024-25 i.e. on 15 May, 2024, 29 May, 2025, 01 August, 2024, 29 October, 2024, 15 January, 2025 and 06 February, 2025.

3. CODE OF CONDUCT

The Board of Directors have adopted a Code of Conduct for all Board members and Senior Management Personnel of the Company after suitably incorporating duties of Independent Directors as laid down under Schedule IV to the Companies Act, 2013 and the same is being abided by all on annual basis in terms of Regulation 26(3) of the Listing Regulations. A declaration to this effect, duly signed by Managing Director & CEO was placed before the Board and is enclosed forming part of this report. The Code of Conduct framed by the Company is posted on the Company's website i.e. www.somanyceramics.com

4. CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

The CEO and CFO of the Company have jointly issued a certificate pursuant to provisions of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, certifying that the financial statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading and those statements together present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations. The said certificate is annexed and forms part of this Annual Report.

5. SENIOR MANAGEMENT

"Senior Management" shall mean the officers and personnel of the Company who are members of the core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the Board of Directors, by the listed entity.

Particulars of Senior Management Personnel:

Name of Senior Management Personnel	Category
Mr. Shrivatsa Somany	Head – Bathware Business
Mr. Amit Sahai	Chief Executive Officer – Tile Business
Mr. Sailesh Raj Kedawat	Chief Financial Officer
Mr. Ambrish Julka	Company Secretary & Compliance Officer
Mr. Atish Bhattacharya	Head – Human Resource
Mr. Diwakar Bishnoi	Head Manufacturing

During the year under review, Mr. Atish Bhattacharya was appointed as Head- Human Resource of the Company w.e.f. 01 August, 2024 and Mr. Biju Sebestian ceased from the said position w.e.f. 01 August, 2024.

6. COMMITTEES OF THE BOARD

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of the diverse matters. The Board is responsible for constituting, assigning, and appointing the members of the Committees. Based on the recommendations, suggestions and observations of the Committee, the Board of Directors takes informed decisions.

The Board has constituted the following Committees:



The role and composition of these Committees including the number of meetings held during the financial year and the related attendance are provided in the subsequent paragraphs.

AUDIT COMMITTEE

Composition

As on 31 March, 2025, the Audit Committee comprises of Four (4) members, with Independent Directors forming the majority. The Committee meets the constitution requirements in terms of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee comprises Mr. Rameshwar Singh Thakur (Non-Executive Independent Director), Chairperson of the Committee and Mr. Vineet Agarwal (Non-Executive Independent Director), Mr. Manit Rastogi (Non-Executive Independent Director) and Mr. Ghanshyam Girdharbhai Trivedi (Non-Executive Non-Independent Director) as the other members of the Audit Committee.

During the year under review, Mr. Salil Singhal (Non-Executive Independent Director) ceased to be the Director of the Company and Member of the Committee w.e.f. 12 August, 2024. Further Mr. Manit Rastogi (Non-Executive Independent Director) was appointed as the member of the Committee w.e.f. 13 August, 2024.

All members of the Audit Committee are financially literate. The Audit Committee members are accomplished professionals from the corporate and academic world. The Company Secretary of the Company acts as the Secretary to the Committee. Minutes of each Audit Committee Meeting are placed and discussed in the next meeting of the Board. The terms of reference of the Audit Committee cover the areas as stipulated under Part C of Schedule II of Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors.

Terms of Reference

Brief description of the terms of reference are :-

1. Overseeing the entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. The recommendation for appointment, reappointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   b) changes, if any, in accounting policies and practices and reasons for the same;
   c) major accounting entries involving estimates based on the exercise of judgment by management;
   d) significant adjustments made in the financial statements arising out of audit findings;
   e) compliance with listing and other legal requirements relating to financial statements;
   f) disclosure of any related party transactions; and
   g) modified opinion(s) in the draft audit report.
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 utilization of proceeds of a public issue or rights issue, and making appropriate recommendations to the board to take up steps in this matter
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties including granting omnibus approval for related party transaction.
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, 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 of any significant findings and follow up thereon.
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 of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. Reviewing the functioning of Whistle Blower Mechanism.
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
20. To lay down the criteria for granting the omnibus approval in line with the policy on related party transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature;
21. To review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity pursuant to each of the omnibus approvals given;
22. To review the financial statements, in particular, the investments made by the unlisted subsidiary;
23. To take note of an annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice, certified by the statutory auditors of the listed entity, and place it before the Audit Committee till such time the full money raised through the issue has been fully utilized;
24. To take note of following indications made by Chief Executive Officer or Chief Financial Officer of the Company, if any;
    (i) significant changes in internal control over financial reporting during the year;
    (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
    (iii) 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.
25. To review the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
26. To review the following statement(s) on a quarterly basis for public issue, rights issue, preferential issue etc.
    (a) indicating deviations, if any, in the use of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable;
    (b) indicating category wise variation (capital expenditure, sales and marketing, working capital etc.) between projected utilization of funds made by it in its offer document or explanatory statement to the notice for the general meeting, as applicable and the actual utilization of funds.
27. The Audit Committee shall review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
28. Carrying out any other function as mentioned in the terms of reference of the Audit Committee as may be specified under the provisions of the Companies Act, 2013 and /or Listing Regulations and such other provisions, as may be applicable.

Invitees to the Audit Committee Meetings

The Statutory and the Internal Auditors of the Company are regular invitees to the Audit Committee Meeting(s) to brief the Committee members on their respective reports. The meeting of the Audit Committee is generally attended by the Chairman & Managing Director, Managing Director & CEO, Chief Financial Officer and other invitees, as may be considered necessary.

Frequency of Meetings

During FY 2024-25, 6 (Six) Audit Committee meetings were held i.e. on 15 May, 2024, 29 May, 2024, 01 August, 2024, 29 October, 2024, 15 January, 2025 and 06 February, 2025.

The maximum gap between any two meetings was less than 120 days.

The attendance of the Audit Committee Meetings during FY 2024-25 is given below:

Mr. Rameshwar Singh Thakur (Chairperson)

1 2 3 4 5 6

Mr. Vineet Agarwal (Member)

1 2 3 4 5 6

Mr. Ghanshyam Girdharbhai Trivedi (Member)

1 2 3 4 5 6

Mr. Manit Rastogi (Member)*

1 2 3

Mr. Salil Singhal (Member)**

1 2 3

No. of Meetings held during the tenure of the member | No. of Meetings attended

*Appointed w.e.f. 13 August, 2024.

**Ceased w.e.f. 12 August, 2024.

Mr. Rameshwar Singh Thakur being the Chairperson of the Audit Committee attended the last Annual General Meeting, to answer the queries of the Shareholders of the Company.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee is constituted by the Board in terms of section 178 of the Companies Act, 2013 and Regulations 20 of Listing Regulations. The role of Stakeholders' Relationship Committee is to oversee redressal of shareholders'/ Investors' grievances relating to transfers, transmissions, issue of duplicate share certificate(s) and all other matters concerning shareholders' complaints.

Mr. Rameshwar Singh Thakur, Non-Executive Independent Director of the Company is the Chairperson of the Committee and other members of the Committee are Mr. Shreekant Somany, Chairman & Managing Director, Mr. Ghanshyam Girdharbhai Trivedi, Non-Executive Non-Independent Director and Mr. Zubair Ahmed, Non-Executive Independent Director. During the year under review Mr. Ambrish Julka, Company Secretary of the Company was the Compliance Officer.

Mr. Siddharath Bindra, Non-Executive Independent Director, ceased to be the Director of the Company and consequently Member of the Committee w.e.f. 25 May, 2024. Mr. Zubair Ahmed, Non-Executive Independent Director, was appointed as the member of the Committee w.e.f. 06 February, 2025.

During the year under review, 3 (Three) complaints were received which were duly addressed to the satisfaction of the Shareholders. No complaint was pending as on 31 March, 2025.

During FY 2024-25, 3 (Three) meetings of the Committee were held on 15 May, 2024, 01 August, 2024 and on 29 October, 2024.

The attendance of the Stakeholders' Relationship Committee during FY 2024-25 is given below:

Mr. Rameshwar Singh Thakur (Chairperson)

1 2 3

Mr. Shreekant Somany (Member)

1 2 3

No. of Meetings held during the tenure of the member | No. of Meetings attended

Mr. Ghanshyam Girdharbhai Trivedi (Member)

1 2 3

Mr. Zubair Ahmed (Member)*

Mr. Siddharath Bindra (Member)**

1

No. of Meetings held during the tenure of the member ◯ | No. of Meetings attended ●

*Appointed w.e.f. 06 February, 2025

**Ceased w.e.f. 25 May, 2024.

Mr. Rameshwar Singh Thakur, being the Chairperson of Stakeholders Relationship Committee, attended the last Annual General Meeting to answer queries of the Shareholders.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted by the Board in terms of section 178 of the Companies Act, 2013 and Regulations 19 of Listing Regulations. It comprises of 4 (Four) Non-Executive Directors, i.e. Mr. Rameshwar Singh Thakur, Non-Executive Independent Director, Chairperson of the Committee and Mr. Ghanshyam Girdharbhai Trivedi, Non-Executive Non-Independent Director, Mr. Manit Rastogi, Non-Executive Independent Director and Mr. Vineet Agarwal, Non-Executive Independent Director are the other members of the Committee.

Mr. Siddharath Bindra, Non-Executive Independent Director, ceased to be the Director of the Company and Member of the Committee w.e.f. 25 May, 2024. Mr. Salil Singhal, Non-Executive Independent Director ceased to be the Director of the Company and as the Chairperson and Member of the Committee w.e.f. 12 August, 2024. Thereafter, Mr. Rameshwar Singh Thakur, Non-Executive Independent Director was re-categorized as the Chairperson of the Committee w.e.f. 13 August, 2024.

Further, Mr. Manit Rastogi, Non-Executive Independent Director and Mr. Vineet Agarwal, Non-Executive Independent Director were appointed as the members of the Committee w.e.f. 13 August, 2024 and 06 February, 2025 respectively.

During FY 2024-25, 5 (Five) Committee meetings were held i.e. on 15 May, 2024, 29 May, 2024, 01 August, 2024, 29 October, 2024 and 06 February, 2025.

The attendance of the Nomination and Remuneration Committee Meetings is given below:

Mr. Rameshwar Singh Thakur (Chairperson)*

1 2 3 4 5

Mr. Ghanshyam Girdharbhai Trivedi (Member)

1 2 3 4 5

Mr. Manit Rastogi (Member)#

1 2

Mr. Vineet Agarwal (Member)$

Mr. Salil Singhal (Chairperson)**

1 2 3

Mr. Siddharath Bindra (Member)***

1

No. of Meetings held during the tenure of the member ◯ | No. of Meetings attended ●

*Re-categorized as Chairperson w.e.f. 13 August, 2024

#Appointed w.e.f. 13 August, 2024

$Appointed w.e.f. 06 February, 2025

** Ceased w.e.f. 12 August, 2024

*** Ceased w.e.f. 25 May, 2024

Mr. Salil Singhal, Chairperson of Nomination and Remuneration Committee Meeting attended the last Annual General Meeting of the Company to answer shareholders queries.

Terms of Reference

Terms of reference of the Nomination and Remuneration Committee are as per the guidelines set out in the Listing Regulations and Section 178 of the Companies Act, 2013, that inter-alia includes:

To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Committee is required to formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors and is responsible to devise a policy on diversity of Board of Directors.

To identify the persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment, removal and all remuneration, in whatever form, payable to senior management.

To determine whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

To specify the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS AND THE BOARD:

The Independent Directors and the Board are evaluated on the basis of the following criteria i.e. whether they:

a) Act objectively and constructively while exercising their duties;

b) Exercise their responsibilities in a bonafide manner in the interest of the Company;

c) Devote sufficient time and attention to their professional obligations for informed and balanced decision making;

d) Do not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

e) Refrain from any action that would lead to loss of his independence;

f) Inform the Board immediately when they lose their independence;

g) Assist the Company in implementing the best corporate governance practices;

h) Strive to attend all meetings of the Board of Directors;

i) Strive to attend and participate constructively and actively in the committees of the Board in which they are Chairpersons or Members;

j) Strive to attend the general meetings of the Company;

k) Keep themselves well informed about the Company and the external environment in which it operates;

l) Do not unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;

m) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest;

n) Abide by Company's Memorandum and Articles of Association, Company's Policies and procedures including code of conduct, insider trading guidelines etc.

The performance of Executive Directors is also evaluated on the basis of Targets/ Criteria met by them, as given by the Board from time to time.

Details of Remuneration Paid / Payable to Directors for the year ended 31 March, 2025

The Non-Executive Directors are paid remuneration by way of sitting fees for each meeting of the Board or Committee of Directors attended by them. However, the sitting fees are subject to ceiling/ limits as provided under the Act and rules made thereunder or any other enactment for the time being in force. Apart from sitting fees, the Non-Executive directors of the Company are entitled for commission not exceeding 1% of net profits of the Company for each financial year in terms of resolution passed by the Shareholders of the Company at their 54th Annual General Meeting held on 23 September, 2022 for a period of five years commencing from 01 April, 2023 up to 31 March, 2028. The Nomination and Remuneration Committee recommends to the Board, the quantum of commission for each Director.

Details of the Remuneration paid/payable to Directors for FY 2024-25 are as follows:

(In Lakhs)

Directors	Category	Salary & Perquisites (₹)*	Commission for 2024-25 (₹)	Sitting Fees (₹)	Total (₹)
Mr. Shreekant Somany**	Chairman & Managing Director	296.17	221.91	-	518.08
Mr. Abhishek Somany**	Managing Director & CEO	513.64	4.44	-	518.08
Mr. Ghanshyam Girdharbhai Trivedi	Non-Executive Non-Independent Director	-	3.00	1.55	4.55
Mr. Rameshwar Singh Thakur	Non-Executive Independent Director	-	3.00	1.70	4.70
Mrs. Rumjhum Chatterjee	Non-Executive Independent Director	-	3.00	0.80	3.80
Mr. Vineet Agarwal	Non-Executive Independent Director	-	3.00	0.80	3.80
Mr. Manit Rastogi	Non-Executive Independent Director	-	3.00	0.40	3.40
Mr. Zubair Ahmed	Non-Executive Independent Director	-	3.00	0.45	3.45
Mr. Salil Singhal	Non-Executive Independent Director	-	3.00	0.65	3.65
Mr. Ravinder Nath	Non-Executive Independent Director	-	3.00	0.25	3.25
Mr. Siddharath Bindra	Non-Executive Independent Director	-	3.00	0.30	3.30

*The salary and perquisites include Company's contribution to Providend Fund and leave encashment, the same is being paid in accordance with Schedule V to the Companies Act, 2013. The value of perquisites has been calculated in accordance with the rules framed under the Income Tax Act, 1961.

**Managing Directors are not paid sitting fee.

The services of Chairman & Managing Director and Managing Director & CEO may be terminated by giving three calendar months' notice or alternatively three months' salary in lieu of notice. No severance fee is payable to them under their respective service agreements entered into by them with the Company.

Apart from the above remuneration details no other kind of fixed components, ESOPs, performance-linked incentives are given to the Directors. Except for the sitting fees and commission payable to the Non-Executive Directors annually, in accordance with the applicable laws and with the approval of the Board and shareholders, there were no materially significant pecuniary relationship or transactions by the Company with the Non-Executive Directors.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has a CSR Committee, in terms of Section 135 of the Companies Act, 2013. The Chairperson of the Committee is Mr. Abhishek Somany, Managing Director & CEO of the Company. Mr. Ghanshyam Girdharbhai Trivedi, Non-Executive Non-Independent Director, Mrs. Rumjhum Chatterjee Non-Executive Independent Director and Mr. Manit Rastogi, Non-Executive Independent Director of the Company are the other members of the Committee.

Mr. Siddharth Bindra, Non-Executive Independent Director, ceased to be the Director of the Company and member of the Committee w.e.f. 25 May, 2024. Mr. Salil Singhal and Mr. Ravinder Nath, Non-Executive Independent Directors of the Company ceased to be the Director of the Company and Member of the Committee w.e.f. 12 August, 2024.

During the year under review w.e.f. 13 August, 2024, Mrs. Rumjhum Chatterjee Non-Executive Independent Director was appointed as the member of the Committee and Mr. Manit Rastogi, Non-Executive Independent Director was appointed as the member of the Committee w.e.f. 06 February, 2025.

During FY 2024-25, 3 (Three) Committee meetings were held i.e. on 15 May, 2024, 01 August, 2024 and 06 February, 2025, details of which are as under:

Mr. Abhishek Somany (Chairperson)
1 2 3

Mr. Ghanshyam Girdharbhai Trivedi (Member)
1 2 3

Mrs. Rumjhum Chatterjee (Member)#
1

Mr. Manit Rastogi (Member)$

Mr. Siddharath Bindra (Member)*
1

Mr. Salil Singhal (Member)**
1 2

Mr. Ravinder Nath (Member)**
1 2

No. of Meetings held during the tenure of the member ○ | No. of Meetings attended ●

Appointed w.e.f. August 13, 2024

$ Appointed w.e.f. February 06, 2025

* Ceased w.e.f. May 25, 2024

* *Ceased w.e.f. August 12, 2024

RISK MANAGEMENT COMMITTEE

The Risk Management Committee is constituted by the Board in terms of Regulation 21 of Listing Regulations. The Risk Management Committee comprises of Mr. Abhishek Somany, Managing Director & CEO, as the Chairperson of the Committee, Mr. Rameshwar Singh Thakur, Non- Executive Independent Director, Mr. Vineet Agarwal, Non-Executive Independent Director, Mr. Sailesh Raj Kedawat, Chief Financial Officer and Mr. Ashavani Kumar Mani, Assistant Vice President as the other members of the Committee.

During FY 2024-25, 2 (Two) Committee meetings were held on 15 May, 2024 and 29 October, 2024.

The attendance of the Risk Management Committee Meetings is given below:

Mr. Abhishek Somany (Chairperson)
1 2

Mr. Rameshwar Singh Thakur (Member)
1 2

Mr. Vineet Agarwal (Member)
1 2

Mr. Sailesh Raj Kedawat (Member)
1 2

Mr. Ashavani Kumar Mani (Member)
1 2

No. of Meetings held during the tenure of the member ○ | No. of Meetings attended ●

Terms of Reference

Terms of reference of Risk Management Committee are as follows:

1. 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.
2. To ensure that appropriate methodology, processes and systems are in place to monitor, evaluate risks associated with the business of the Company and ensuring the cyber security of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the Board of Directors informed periodically about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

SHARE TRANSFER COMMITTEE

Your Company has a Share Transfer Committee comprising of Mr. Shreekant Somany, Chairperson, Mr. Abhishek Somany and Mrs. Rumjhum Chatterjee, other members of the Committee. During the year Mr. Siddharath Bindra ceased to be the member of the Committee w.e.f. 25 May, 2024 and Mrs. Rumjhum Chatterjee was appointed as the Member of the Committee w.e.f. 26 May, 2024. The Committee met 13 (Thirteen) times during the year under review.

COMPANY ADMINISTRATIVE COMMITTEE

The Company Administrative Committee was constituted by the Board for considering the matters which are routine in nature and required to be resolved between two Board Meetings of the Company. Mr. Shreekant Somany, Chairman & Managing Director, is the Chairperson of the Committee. Mr. Abhishek Somany, Managing Director & CEO, Mr. Manit Rastogi and Mrs. Rumjhum Chatterjee, Non-Executive Independent Directors are the other members of the Committee.

Mr. Siddharath Bindra, Non-Executive Independent Director ceased to be the Director of the Company and member of the Committee w.e.f. 25 May, 2024 and Mr. Salil Singhal Non-Executive Independent Director ceased to be the Director of the Company and member of the Committee w.e.f. 12 August, 2024. Further, Mr. Manit Rastogi and Mrs. Rumjhum Chatterjee, Non-Executive Independent Directors of the Company were appointed as the members of the Committee w.e.f. 13 August, 2024 and 06 February, 2025 respectively.

During FY 2024-25, 1 (One) Committee meeting was held i.e. on 11 June, 2024 which was attended by the members as under:

Mr. Shreekant Somany (Chairperson)
1

Mr. Abhishek Somany (Member)
1

Mr. Salil Singhal (Member)*
1

Mr. Siddharath Bindra (Member)**

No. of Meetings held during the tenure of the member ○ | No. of Meetings attended ●

Mr. Manit Rastogi (Member)***

Mrs. Rumjhum Chatterjee (Member)#

No. of Meetings held during the tenure of the member | No. of Meetings attended

*Ceased w.e.f. 12 August, 2024.

**Ceased w.e.f. 25 May, 2024

***Appointed w.e.f. 13 August, 2024.

#Appointed w.e.f. 06 February, 2025.

7. SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code for Independent Directors under Schedule IV to the Companies Act, 2013 and Regulation 25 (3) of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 06 February, 2025 without the presence of Non-Independent Directors and members of the management.

In the meeting, the Independent Directors, inter alia, discussed and reviewed, amongst other matters, the performance of the Non-Independent Directors, the Board as a whole, Chairperson of the Company taking into account the views of Executive and Non-Executive Directors and assessed the quality, quantity, and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to perform its duties effectively and reasonably.

8. INDUCTION AND TRAINING OF INDEPENDENT DIRECTOR

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as the nature of industry in which the Company operates through induction programmes at the time of their appointment as Director. On appointment, the concerned Director is issued a Letter of Appointment setting out the details as specified in the Schedule IV of the Companies Act, 2013. Each newly appointed Independent Director is taken through a formal induction program giving brief description on Company's manufacturing, marketing, finance and other important aspects. The Directors are briefed about their legal and regulatory responsibilities as a Director. The induction for Independent Directors includes interactive sessions with Business and Functional heads. The details of familiarization programs for Independent Directors are uploaded on the website of the Company, i.e. www.somanyceramics.com at the weblink: Induction & training of directors

9. EVALUATION OF THE BOARD'S PERFORMANCE

One of the key functions of the Board is to monitor and review the Board evaluation framework. Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of Listing Regulations, the Board has carried out evaluation of its own performance, performance of Individual Directors and as well as that of its Committees, including Chairperson of the Board. The exercise was carried out through a structured evaluation process covering various aspects of Board's functioning such as composition of Board & its Committees, experience and competencies, performance of specific duties obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors, including the Board as a whole and Chairperson, who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement etc.

10. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has a Whistle Blower Policy in place to assure that the business is conducted with integrity and that the Company's financial information is accurate. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties. Consequentially, and to promote the highest ethical standards, the Company will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws.

The Policy provides for adequate safeguards against victimization of persons who avail the same and provides for direct access to the Chairperson of the Audit Committee. The Audit Committee of the Company oversees the implementation of the Whistle-Blower Policy.

The Company has disclosed information about the establishment of the Whistle-Blower Policy on its website i.e. www.somanyceramics.com at the weblink: Whistle Blower Policy. During the year, no personnel has been declined access to the Audit Committee, wherever desired.

11. SUBSIDIARY COMPANIES

The Company does not have any material subsidiary whose turnover or net worth exceeds 10% of the consolidated turnover or net worth of the Company and its subsidiaries in the immediately preceding accounting year. The Audited Annual Financial Statements of the Subsidiary Companies are placed before the Audit Committee meeting and the Board meeting of the Company. Copies of the Minutes of the Board Meetings of Subsidiary Companies are circulated to all the Directors along with the agenda for the Board Meetings of the Company. The Board has approved and adopted a policy for determining Material Subsidiaries which has been uploaded on the Company's website i.e. www.somanyceramics.com and at the web link i.e. Policy on Material Subsidiary

12. RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on an arm's length pricing basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company as provided under section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations. Suitable disclosure as required by the Indian Accounting Standards (IND-AS 24) has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website i.e. www.somanyceramics.com at the web link i.e. Related Party Transactions Policy.

Omnibus approval(s) were granted by Audit Committee for transactions contemplated to be undertaken by the Company with related parties subject to approval of the shareholders of the Company, wherever, required.

13. GENERAL BODY MEETINGS

The details of all the General Body Meetings conducted in the last 3 years are as under:

Special Resolutions passed in the previous three Annual General Meetings

Date of Meeting held	12 August, 2024
Location and Time of Meeting	Meeting held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at 11:30 A.M. (IST)
Subject matter of the resolution	• Appointment of Mr. Manit Rastogi (DIN: 00370998) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years.

Date of Meeting held	25 August, 2023
Location and Time of Meeting	Meeting held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at 11:30 A.M. (IST)
Subject matter of the resolution	• Re-appointment of Mr. Shreekant Somany (DIN: 00021423) as the Chairman & Managing Director of the Company for a period of 5 (Five) consecutive years, commencing from 01 September, 2023 till 31 August, 2028. • Re-appointment of Mr. Vineet Agarwal (DIN: 00380300) as an Independent Director for his second term of 5 (Five) consecutive years. • Approval for adoption of Somany Ceramics Employee Stock Option Plan 2023 and grant of employee stock options to the Eligible Employees/Directors of the Company thereunder. • Approval for adoption of Somany Ceramics Employee Stock Option Plan 2023 and grant of stock options to the Eligible Employees/ Directors of group companies including Subsidiary or Associate Companies under the Plan. • Authorize borrowings by way of issuance of Non-Convertible Debentures / Bonds / Other Similar Instruments.

Date of Meeting held	23 September, 2022
Location and Time of Meeting	Meeting held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at 11:00 A.M. (IST)
Subject matter of the resolution	• Re-appointment of Mr. Abhishek Somany (DIN: 00021448) as the Managing Director & CEO of the Company for a period of 3 (Three) consecutive years, commencing from 01 June, 2023 till 31 May, 2026. • Remuneration by way of Commission to Non-Executive Directors. • Re-appointment of Mr. Rameshwar Singh Thakur (DIN: 00020126) as an Independent Director for his second term of 5 (Five) consecutive years. • Re-appointment of Mrs. Rumjhum Chatterjee (DIN: 00283824) as an Independent Director for her second term of 5 (Five) consecutive years. • Authorize borrowings by way of issuance of Non-Convertible Debentures/Bonds/Other similar Instruments.

Postal Ballot

A. Details of resolution passed through Postal Ballot:

The Company sent Postal Ballot notice dated 27 September, 2024 to the members for seeking their approval through Postal Ballot for passing the following Special resolution:

Appointment of Mr. Zubair Ahmed (DIN: 00182990) as Non-Executive Independent Director of the Company for a term of 05 (five) consecutive years

The Company had appointed Mr. Akshit Kumar Jangid (FCS 11285), Partner, Pinchaa & Co., Company Secretaries as the scrutinizer for conducting the Postal Ballot process. Accordingly, the Postal Ballot was conducted by the scrutinizer and a report was submitted to the Chairperson. Based on the Scrutinizer's Report the result of the voting conducted through Postal Ballot, declared on 07 November, 2024, are as under:

Manner of Voting	Votes in favour of the Resolution		Votes against the resolution		Abstained/ Invalid (No. of Shares)
	Number of Shares	Percentage of valid votes cast	Number of Shares	Percentage of valid votes cast	
Postal Ballot through Remote e-voting	3,28,39,252	99.9978	708	0.0022	-
Total	**3,28,39,252**	**99.9978**	**708**	**0.0022**	**-**

B. Procedure of Postal Ballot:

The aforesaid Postal Ballot was conducted by the Company as per the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") read with General Circular Nos. 14/2020 dated 08 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated 28 September, 2020, 39/2020 dated 31 December, 2020, 10/2021 dated 23 June, 2021, 20/2021 dated 08 December, 2021, 03/2022 dated 05 May, 2022, 11/2022 dated 28 December, 2022, 09/2023 dated 25 September, 2023 and 09/2024 dated 19 September, 2024, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Securities and Exchange Board of India Circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05 January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October, 2023 ("SEBI Circulars"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended time to time), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and pursuant to other applicable laws and regulations, the Company sought approval of Members via Postal Ballot through remote E-voting process (Voting through Electronic means). The Company engaged the services of Central Depository Services Limited ("CDSL") for the purpose of providing e-voting facility.

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 whose email addresses are registered with Company/DP/RTA.

Members were requested to follow the instructions for e-voting and were allowed to vote from Tuesday, 08 October, 2024 at 9.00 A.M. (IST) till Wednesday, 06 November, 2024 at 5.00 P.M. (IST) on the proposed business item through remote e-voting only.

As on the date of this report, there is no special resolution which is proposed to be passed through Postal Ballot.

14. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual financial results of the Company (both standalone and consolidated) are submitted to National Stock Exchange of India Limited and BSE Limited within the prescribed timelines, and they are generally published in newspapers, which include the Financial Express (English Edition) New Delhi, Kolkata & Mumbai and Jansatta, New Delhi (Hindi Edition), and Ekdin (Kolkata) (Bengali Edition) newspapers. Simultaneously, the results are also hosted on the Company's website at: www.somanyceramics.com.

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investor Relations' i.e., 'Disclosure under Regulation 46 of Listing Regulations on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, annual reports, financial results, applicable policies of the Company. The said section can be access on the Company's website at the weblink: Means of Communication.

The schedule of analyst / institutional investor meets and presentations, if made to them, are placed on the website of the Company as well as intimated to stock exchanges. The quarterly earning conference call transcript is made available to the investors on the Company's website at the weblink Means of Communication.

15. GENERAL SHAREHOLDER'S INFORMATION

Registered Office:

2, Red Cross Place, Kolkata – 700 001

Phone: 033-22487406/5913

Email: corporateaffairs@somanyceramics.com

Plant(s) locations

V & P.O Kassar, Bahadurgarh Distt. Jhajjar, Haryana – 124507

Phone: 01276-223300

Email: diwakar.bishnoi@somanyceramics.com

GIDC Industrial Area, Distt. Mehsana, Kadi, Gujarat 382715

Phone: 02764-242153/54

Email: sandeep.suthar@somanyceramics.com

16. DATE AND VENUE OF ANNUAL GENERAL MEETING

The 57th Annual General Meeting of the Company will be held on 18 September, 2025 at 11:30 A.M. through Video Conferencing or Other Audio Visual Means at 2 Red Cross Place, Kolkata -700001.

17. FINANCIAL CALENDAR: APRIL 1 TO MARCH 31

Tentative Financial Reporting for 2025-26 is as follows:

1st Quarter	Within 45 days from the end of First Quarter
2nd Quarter	Within 45 days from the end of Second Quarter
3rd Quarter	Within 45 days from the end of Third Quarter
4th Quarter	Within 60 days from the end of Financial Year

18. DIVIDEND AND PAYMENT DATE

The Board of Directors of the Company has recommended a dividend of ₹ 3/- per equity share of ₹ 2/- each for the year ended 31 March, 2025 subject to the approval of the shareholders at the 57th Annual General Meeting of the Company and if approved, the amount of dividend will be paid to the eligible shareholders on or before 17 October, 2025.

19. LISTING ON STOCK EXCHANGE

Shares of the Company are listed at National Stock Exchange of India Limited and BSE Limited. The Company has paid annual listing fees to both the Exchanges for FY 2025-26.

National Stock Exchange of India Limited

"Exchange Plaza",

Bandra-Kurla Complex, Bandra (E)

Mumbai – 400 051

Trading Symbol :- SOMANYCERA

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Fort, Mumbai – 400 001

Scrip Code : 531548

Demat ISIN Number for NSDL and CDSL: INE 355A01028

20. REGISTRAR & SHARE TRANSFER AGENT

(Both for physical and demat segment) Maheshwari Datamatics Private Limited

23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, West Bengal

Phone No. 033-2243 5029/2248 2248, E-mail: mdpldc@yahoo.com

21. SHARE TRANSFER SYSTEM

Pursuant to the amendments in SEBI Listing Regulations, the Company is not processing any requests for transfer of securities in physical form. Further, all requests for transmission, transposition, issue of duplicate share certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate and consolidation of securities certificates / folios are being processed only in demat form. In such cases, the Company issues a letter of confirmation, which needs to be submitted by the shareholder to the Depository Participant to get credit of these securities in his / her demat account.

In accordance with the SEBI Circular dated 16 March, 2023 as amended on 17 November, 2023, the Company has sent notice to all shareholders holding shares in physical form asking them to furnish their PAN, details of Nomination, Contact details (viz. address, mobile and E-mail), Bank Account details and specimen signature to our RTA – Maheshwari Datamatics Private Limited for receiving any payment including dividend, interest or redemption in respect of their folios through electronic mode, failing which the same shall be withheld by the Company. The concerned Members are requested to update the KYC details by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs with the RTA.

22. DISTRIBUTION OF SHAREHOLDING AS ON 31 MARCH, 2025

No. of Equity Shares	No. of Shareholders	Percentage of Shareholders	No. of Shares	Percentage of Shareholding
1 to 500	29,338	94.40	16,39,448	4.00
501 to 1,000	922	2.97	6,93,789	1.69
1,001 to 2,000	376	1.21	5,59,960	1.37
2,001 to 3,000	143	0.46	3,58,336	0.87
3,001 to 4,000	64	0.21	2,30,036	0.56
4,001 to 5,000	39	0.13	1,80,967	0.44
5,001 to 10,000	99	0.32	6,77,803	1.65
10,001 and Above	98	0.32	3,66,69,266	89.42
Total	**31,079**	**100.00**	**4,10,09,605**	**100.00**

Categories of Shareholding as on 31 March, 2025

Category	Number of Shares	Percentage (%)
Indian Promoters	2,25,58,791	55.01
Mutual Funds & UTI, Alternate Investment Funds	96,24,727	23.47
Banks, Financial Institutions, Insurance Companies	65,385	0.16
NBFCs Registered with RBI	970	0.00
Foreign Portfolio Investors (Institution)	6,10,417	1.49
Foreign Portfolio Investors (Individual)	NIL	NIL
Foreign Institutional Investors	NIL	NIL
Body Corporate (including LLP)	9,51,835	2.32
Indian Public (Including HUF)	66,74,069	16.27
NRIs/Foreign Companies	2,67,096	0.65
Investor Education and Protection Fund Authority	2,45,523	0.60
Trusts	3	0.00
Clearing Members	10,760	0.03
Domestic Corporate Unclaimed Shares Account	29	0.00
Total	**4,10,09,605**	**100.00**

23. DEMATERIALISATION OF SHARES AND LIQUIDITY

The Company's equity shares enjoy the DEMAT facilities with NSDL as well as CDSL. The shares held in dematerialized form in CDSL are 23,78,916 (5.80%) and in NSDL are 3,85,13,979 (93.92%) representing 4,08,92,895 (99.72%) Equity shares of the paid-up capital of the Company as on 31 March, 2025. The total shares held in physical form are 1,16,710 (0.28%).

24. OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

No GDRs/ADRs/ Warrants or any Convertible instruments were issued during FY 2024-25 and there were no outstanding GDRs/ADRs/Warrants/ Convertible Instruments as on 31 March, 2025, which would have an impact on the equity of the Company.

25. STOCK OPTIONS

The Company has two ESOP Plan(s) i.e. Somany Ceramics Employee Stock Option Plan 2021 and Somany Ceramics Employee Stock Option Plan 2023 are collectively referred as "ESOP Plans". During the year under review, the Nomination and Remuneration Committee in its meeting held on 29 May, 2024 granted 3,201 options to 6 eligible employees of the Company and in its meeting held on 06 February, 2025 had also granted 1,03,420 options to 24 eligible employees of the Company under Somany Ceramics Employee Stock Plan 2023.

During the year, 45,237 options lapsed/forfeited due to resignation/ superannuation of some of the employees of the Company under Somany Ceramics Employee Stock Option Plan 2021 and 4,868 options lapsed/forfeited due to resignation of some of the employees of the Company under Somany Ceramics Employee Stock Option Plan 2023.

The disclosure required under Regulation 16 (2) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were duly made to the prospective option grantees. The details of the Plan are available on the website of the Company at the weblink: ESOP Disclosure FY 2024-25

26. COMMODITY PRICE/FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

During the year 2024-25, there was no material movement in the input costs and it remained largely stable. Also, the inputs do not fall under the preview of commodities that can be covered through any hedging structure. As far as foreign exchange risk is concerned, there is no significant foreign exchange exposure. Further the regular monitoring mechanism is in place to take necessary steps to minimize foreign exchange risks.

27. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

Mr. Akshit Kumar Jangid, Partner of Pinchaa & Co., Company Secretaries, has issued a certificate as required under the Listing Regulations confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI/ Ministry of Corporate Affairs or any such other statutory authority. This certificate is enclosed as Annexure – A.

28. CONTACT FOR CLARIFICATION ON FINANCIAL STATEMENTS:

Individuals may contact

Mr. Sailesh Raj Kedawat (Chief Financial Officer), at:

F-36, Sector-6, Noida – 201301, Uttar Pradesh

Phone: 0120 - 4627900

Email: sailesh.kedawat@somanyceramics.com

Shareholder's Enquiries: Individuals may contact

Mr. Shyamal Banerjee at:

2, Red Cross Place, Kolkata – 700 001 Phone : 033-22487406/ 5913

Email : sclinvestors@somanyceramics.com

Pursuant to the Uniform Listing Agreement entered by the Company with Stock Exchanges, the Company has created email-id for the redressal of investor grievances viz; sclinvestors@somanyceramics.com

29. CREDIT RATINGS

The Credit rating from CRISIL remained same during FY 2024-25 as under:-



30. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON- MANDATORY REQUIREMENTS UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

During the year, the Company has complied with all the mandatory requirements as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted the following discretionary/non-mandatory requirements as stated under Part E of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

a) Audit Qualification

During the year under review, there is no audit qualification on the Company's Financial Statements.

b) Reporting of Internal Auditor

The Internal Auditor can report directly to the Audit Committee.

31. OTHER DISCLOSURES

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence the question of imposition of penalties or strictures on the Company by the Stock Exchanges or SEBI or any statutory authority, did not arise.

During FY 2024-25, the Company did not raise any funds through preferential allotment or qualified institutions placement.

There was no recommendation of any Committee of the Board, which had not been accepted by the Board of Directors during the year under review.

The total fee payable by the Company and its subsidiary(ies), on consolidated basis, to the Statutory Auditors, M/s. Singhi & Co., and all entities in the network firm/ network entity of which it is a part, for FY 2024- 25 is ₹ 41.35 Lakhs.

There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the Listing Regulations.

The Company complies with all the mandatory requirements of Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

The Independent Directors have confirmed that they meet the criteria of Independence as stipulated under section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. Further, in the opinion of the Board, the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the management.

There was no materially significant related party transaction which may have potential conflict with the interest of the Company at large. During the year under review, no employee of the Company has been denied access to the Audit Committee in respect of suspected fraud or error, if any, under the vigil mechanism adopted by the Board.

The Company has in place a mechanism to inform the Board Members about the risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management and also adopted a Risk Management Policy.

32. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the period under review, Company has not received any Sexual Harassment Complaints:

Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	
Number of complaints pending as on the end of the financial year	

33. PARTICULARS IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING 57TH ANNUAL GENERAL MEETING OF THE COMPANY, PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Mr. Abhishek Somany, Managing Director & CEO

Mr. Abhishek Somany, a third-generation entrepreneur, currently leads Somany Ceramics as the Managing Director & CEO, driving the Company's growth and success. With extensive industry experience, he underwent training at Kanoria Chemicals in Uttar Pradesh and M/s. Pilkington Tiles in the UK between 1993-1995.

Joining Somany in 1995, he demonstrated exceptional dedication and expertise, steadily ascending through the ranks from a Management Trainee to the esteemed position of President of Domestic Marketing. Subsequently, he assumed the role of Executive Director before taking on the mantle of Managing Director. In his present capacity, Mr. Somany oversees the day-to-day operations of the Company and contributes actively to the strategic domains of product design, sales, and marketing, ensuring their continued growth and success. He also engages in the Company's CSR initiatives. Under his esteemed leadership, Somany has achieved a prominent position in the industry, earning prestigious awards and global recognition.

Mr. Somany's exceptional contributions were honored with induction into the Power Brand Hall of Fame as a Corporate Leader of the Ceramics Industry (2011-12). His dedication, strategic expertise, and exemplary leadership have elevated Somany Ceramics to the forefront of the industry.

The details of his directorship and membership in Companies are given below:

S No.	Name of the Public Limited Company in which he is a Director	Chairperson / Director	Positions held in	
			Corporate Social Responsibility Committee	Risk Management Committee
1	Somany Ceramics Limited	Managing Director & CEO	Chairperson	Chairperson
2	Somany Bathware Limited	Director	-	-

34. UNCLAIMED SUSPENSE ACCOUNT

Details with respect to the Equity Shares held in unclaimed suspense account of the Company are as under:

Particulars	No. of Shareholders	No. of Shares Held
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	4 (Four)	59
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	1	30
Number of shareholders to whom shares were transferred from suspense account during the year	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	3 (Three)	29

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

35. LOANS AND ADVANCES IN WHICH DIRECTORS ARE INTERESTED

The Company and its subsidiaries have not provided any loans and advances to any firms/companies in which Directors are interested.

36. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING THE COMPANY:

With reference to Clause 5A to Paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there were no agreements subsisting as on the date of the notification of the said clause. Further, no agreements/ information falling under Clause 5A to Paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were required to be disclosed to the Stock Exchanges during the financial year ended 31 March, 2025.

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

To,
The Board of Directors,
Somany Ceramics Limited
2, Red Cross Place, Kolkata

I hereby confirm and declare that all the Directors and Senior Management Personnel of the Company have affirmed their compliances with the Code of Conduct of the Company, in so far as it is applicable to them, and there is no non-compliance thereof during the year ended March 31, 2025.

For Somany Ceramics Limited

Abhishek Somany
Managing Director & CEO
DIN: 00021448

Place: Noida
Date: 05 May, 2025

CEO/CFO CERTIFICATION

To,
The Board of Directors
Somany Ceramics Limited

We, Abhishek Somany, Managing Director & CEO and Sailesh Raj Kedawat, Chief Financial Officer of Somany Ceramics Limited ("the Company") do hereby certify to the Board that:-

A. We have reviewed the financial statements and the cash flow statement of Somany Ceramics Limited for the year ended 31 March, 2025 and that to the best of our knowledge and belief, we state that:

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

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

B. there are, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

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

D. we have indicated to the Auditors and the Audit Committee:

   i. significant changes, if any, in the internal control over financial reporting during the year.

   ii. significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and

   iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely

Abhishek Somany
Managing Director & CEO
DIN: 00021448

Place: Munich, Germany
Date: 07 May, 2025

Sailesh Raj Kedawat
Chief Financial Officer

Place: Noida
Date: 07 May, 2025

"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,
Somany Ceramics Limited
2, Red Cross Place Kolkata WB 700001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Somany Ceramics Limited having CIN:L40200WB1968PLC224116 and having registered office at 2, Red Cross Place Kolkata WB 700001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities 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, representations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

S. No.	Name of Director	DIN	Date of appointment in the Company
1	Mr. Rameshwar Singh Thakur	00020126	24/05/2018
2	Mr. Shreekant Somany	00021423	01/09/1992
3	Mr. Abhishek Somany	00021448	03/09/2001
4	Mr. Ghanshyam Girdharbhai Trivedi	00021470	01/09/2017
5	Mrs. Rumjhum Chatterjee	00283824	01/09/2018
6	Mr. Vineet Agarwal	00380300	01/05/2019
7	Mr. Zubair Ahmed	00182990	01/10/2024
8	Mr. Manit Rastogi	00370998	15/05/2024

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

For Pinchaa & Co.
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid
Partner
M.No. FCS 11285
C.P. No. 16300

Place: Jaipur
Date: 07 May, 2025
UDIN: F011285G000289222

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L40200WB1968PLC224116
2	Name of the Listed Entity	Somany Ceramics Limited
3	Year of incorporation	1968
4	Registered office address	2, Red Cross Place, Kolkata - 700001, West Bengal
5	Corporate address	F-36, Sector-6, Noida - 201301, Uttar Pradesh
6	E-mail	corporateaffairs@somanyceramics.com
7	Telephone	0120-4627900
8	Website	www.somanyceramics.com
9	Financial year for which reporting is being done	2024-2025
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Ltd. & BSE Limited
11	Paid-up Capital	₹ 820.19 Lakhs
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Kumar Sunit Head-Strategy & Investor Relations 0120-4627900 kumar.sunit@somanyceramics.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).	The disclosures in this report have been made on a standalone basis and are limited to the operational boundary of Somany Ceramics Limited.
14	Name of assessment or assurance provider	Not Applicable
15	Type of assessment of assurance obtained	Not Applicable

II. Products/services

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

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Ceramic/Vitrified Wall & Floor Tiles	Manufacturing and trading of Ceramic/ Vitrified Wall & Floor Tiles	85.09%
2	Sanitaryware & Bath Fittings	Trading of Sanitaryware & Bath Fittings	11.45%

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

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Ceramic/Vitrified Wall & Floor Tiles	2393|23929	85.09%
2	Sanitaryware & Bath Fittings	2392|23922	11.45%

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	2	23	25
International	0	1 (Representative office in Nepal)	1

19 Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	29
International (No. of Countries)	46
National (No. of Union Territories)	6

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

3.25%

c. A brief on types of customers

The Company's diverse customer base includes retailers, distributors, builders, contractors, and end consumers. These customers rely on its high-quality ceramic/vitrified wall & floor tiles and sanitaryware, bath fittings & other allied products for residential, commercial, and industrial projects. The Company serves both domestic and international markets, catering to a wide range of aesthetic and functional requirements and consumer base.

IV. Employees

20 Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1	Permanent (D)	1,413	1361	96.32%	52	3.68%
2	Other than Permanent (E)	300	274	91.33%	26	8.67%
3	**Total employees (D + E)**	**1,713**	**1635**	**95.45%**	**78**	**4.55%**
	WORKERS					
4	Permanent (F)	587	587	100.00%	0	0.00%
5	Other than Permanent (G)	1,926	1,913	99.33%	13	0.67%
6	**Total Workers (F + G)**	**2,513**	**2500**	**99.48%**	**13**	**0.52%**

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1	Permanent (D)	1	1	100.00%	0	0.00%
2	Other than Permanent (E)	0	0	0.00%	0	0.00%
3	**Total differently abled employees (D + E)**	**1**	**1**	**100.00%**	**0**	**0.00%**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	5	5	100.00%	0	0.00%
5	Other than Permanent (G)	1	1	100.00%	0	0.00%
6	**Total differently able workers (F + G)**	**6**	**6**	**100.00%**	**0**	**0.00%**

21 Participation/Inclusion/Representation of women

S. No	Category	Total (A)	No. and percentage of Females	
			No. (B)	% (B / A)
1	Board of Directors	8	1	12.50%
2	Key Management Personnel	5	0	0

Note: KMP includes Chairman & Managing Director and Managing Director & CEO who are also part of Board of Directors.

22 Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	11.90%	12.40%	11.90%	11.67%	15.38%	11.78%	10.99%	19.35%	11.20%
Permanent Workers	5.70%	0.00%	5.70%	5.89%	0%	5.89%	6.50%	0.00%	6.50%

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

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

S. No.	Names of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by Listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	SR Continental Limited	Subsidiary	100.00%	No
2	Somany Bathware Limited	Subsidiary	100.00%	No
3	Somany Excel Vitrified Private Limited	Subsidiary	100.00%	No
4	Somany Piastrelle Private Limited	Subsidiary	100.00%	No
5	Somany Bath Fittings Private Limited	Subsidiary	100.00%	No
6	SRCL Buildwell Private Limited	Subsidiary of SR Continental Limited	100.00%	No
7	Somany Max Private Limited	Subsidiary	80.00%	No
8	Sudha Somany Ceramics Private Limited	Subsidiary	60.00%	No
9	*Amora Tiles Private Limited	Subsidiary	51.00%	No
10	Somany Sanitary Ware Private Limited	Subsidiary	51.00%	No
11	Vintage Tiles Private Limited	Associate	50.00%	No
12	**Acer Granito Private Limited	Associate	26.05%	No

S. No.	Names of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by Listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
13	Vicon Ceramic Private Limited	Associate	26.00%	No
14	Clean Max Ananta Private Limited	Associate	49.00%	No

Note-

*The Board of Directors in their meeting held on 15 January, 2025, had approved to sell the entire shareholding held by the Company in Amora Tiles Private Limited ("ATPL"), subsidiary company. The Company held 53,04,000 (Fifty Three Lakhs and Four Thousand) equity shares aggregating to 51% shareholding and vide termination agreement dated 04 February, 2025, has divested its entire equity shareholding in ATPL on 31 March, 2025, thereby ATPL ceased to be a subsidiary company. However, in terms of the applicable provisions of Indian Accounting Standards, the Company did not exercise significant influence or control on decisions of the ATPL with effect from 01 December, 2024.

** The Board of Directors of Somany Ceramics Limited ("Company"), in its meeting held on 15 January, 2025 has decided to sell the Company's equity stake in Acer Granito Private Limited ("AGPL"), an associate company of the Company. The Company entered in to a Share Purchase Agreement dated 04 February, 2025 to sell its entire shareholding in AGPL. The Company holds 14,60,000 equity shares aggregating 26.05% of the total paid-up capital of AGPL. The proposed sale of shares is expected to be completed by 03 May, 2026. However, in terms of the applicable provisions of Indian Accounting Standards, the Company does not exercise significant influence or control on decisions of the AGPL with effect from 01 December, 2024.

VI. CSR Details

24 (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes

(ii) Turnover (in ₹) 2,56,942.13 Lakhs

(iii) Net worth (in ₹) 80,028.37 Lakhs

VII. Transparency and Disclosures Compliances

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then Provide web-link for grievance redress policy)	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
		Number of Complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of Complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	The Company has formulated policies corresponding to the requirements of each NGRBC principle. To ensure effective implementation, it has instituted a grievance redressal. mechanism through which stakeholders can report their complaints. The same has been specified in each policy. (Link to policy section, please refer below): Somany Policies	0	0	-	0	0	
Investors (other than shareholders)		0	0	-	0	0	
Shareholders		3	0	-	5	0	-
Employees and workers		0	0	-	0	0	
Customers		0	0	-	0	0	
Value Chain Partners		0	0	-	0	0	
Other (please specify)		-	-	-	0	0	

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, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Water Conservation	R/O	Water conservation and management can be viewed as both a challenge and an opportunity, due to the finite nature of water resources and their critical influence on ceramic industry as well as environmental and social systems. Risks include water scarcity, tighter regulatory requirements, and reputational harm from unsustainable practices. However, adopting responsible water management—such as through recycling, reuse, and conservation initiatives—can lead to operational cost savings, improved sustainability performance, and stronger stakeholder relationships. Proactive water stewardship enables the Company to reduce risk exposure, boost resource efficiency, and support long-term business resilience and sustainable growth amid water-related challenges.	The Company has implemented a wide range of water conservation initiatives, including process optimizations and comprehensive wastewater recycling systems. Both the Kadi and Kassar facilities are designed as Zero Liquid Discharge (ZLD) units, where 100% waste water generated is treated and reused within operations, ensuring no discharge into the environment. To support this, we have installed five effluent treatment plants (ETPs) and two sewage treatment plants (STPs) enabling the complete reuse of processed water in our manufacturing processes. Additionally, we have secured an Annual Canal Water Agreement for the raw water supply and conduct regular ETP and STP water quality testing through NABL-accredited laboratories. Our commitment to responsible water use is further validated by a recent government-authorized water audit, where our ZLD system was praised for its effectiveness. In line with this, we have initiated the renovation of toilet facilities, including redesigning pipelines to reduce domestic water use, and have installed awareness posters throughout the facility to promote mindful water consumption.	**Positive Implication:** Implementing comprehensive water management practices—such as recycling, efficient treatment systems, and zero liquid discharge units—not only reduces environmental impact and builds operational resilience but also lowers long-term water procurement and treatment costs, delivering significant savings and mitigating future financial risks. **Negative Implication:** Poor water management for our company can result in supply chain disruptions, higher operational, compliance costs and negatively affecting the Company's reputation, all of which can adversely affect overall financial performance.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Energy and Emissions Management	R	Rising energy prices, evolving requirements for energy reporting and disclosures, and increasingly stringent environmental regulations on emissions highlight the urgency of proactively managing energy and emissions. These trends point to the long-term consequences of inefficient resource use, especially in energy-intensive production environments. Recognizing this, Somany views energy and emission management as a critical risk area requiring strategic planning and continuous improvement to stay ahead of future environmental, regulatory and financial impacts.	Energy is a critical enabler of economic development and societal well-being, with its consistent availability and efficient usage becoming central to both business continuity and global sustainability. In response, the Company has embraced a comprehensive approach to energy management by implementing energy-efficient systems, expanding the use of renewable sources, and progressively shifting towards greener biofuels to reduce dependency on conventional energy sources. In line with its commitment to sustainability, the Company has conducted comprehensive energy and greenhouse gas (GHG) accounting to better understand its environmental footprint and identify areas for improvement. We also have the presence of solar power plants with a combined capacity of 3.50 MWp at both Kadi and Kassar manufacturing facilities, significantly contributing to the shift towards renewable energy. We have implemented a range of energy efficiency measures, including the adoption of bi-fuel technology, solar power procurement, and equipment upgrades. These efforts aim to reduce dependence on conventional fuels and optimize operational energy use. Adjustments in systems such as, cooling towers and motor drives further contribute to minimizing energy waste and enhancing performance. By maintaining our energy management initiatives and ensuring development of newer programs, one can see our proactive approach to energy conservation and its broader goal of reducing carbon footprint while maintaining operational excellence.	**Negative Implication:** The increasing cost of energy, coupled with the significant initial investment required for energy-efficient technologies, presents an ongoing challenge.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Product Quality and Safety	R	Relying on technologies that have not kept up with the latest changes in sustainability regulations and new innovations in product design in tile manufacturing can impact product quality, safety, and customer loyalty potentially affecting the Company's brand image and overall profitability.	Delivering high-quality products at competitive prices, supported by efficient pre- and post-sales service, offers a strategic opportunity to build lasting customer relationships and ensure consistent revenue growth. The Company places strong emphasis on research and development to drive innovation and maintain product excellence. All operations are guided by a robust ISO 9001:2015 certified Quality Management System, ensuring compliance with stringent quality and safety standards. The Company focuses on delivering quality products at competitive prices while continuously enhancing operational efficiency through targeted process improvements and innovation. Certified quality systems, responsible waste management, and cost-effective material substitutions support both sustainability and performance goals. Initiatives across facilities aim to optimize energy use, reduce waste, and improve product consistency. Somany's commitment to delivering value through innovation, quality, and sustainability can be reflected in our initiatives. We have renewed our GRIHA certification and also received GreenPro certifications, further strengthening our focus on environmental compliance and sustainable growth.	**Negative Implication:** Substandard product quality can result in declining sales, higher return rates, reputational harm, legal liabilities, recall expenses, and missed business opportunities — all contributing to adverse financial outcomes for the Company.
4	ESG Aspects in Supply Chain	R	Environmental and social challenges across the Company's value chain have the potential to disrupt supply chain operations and affect business continuity, stakeholder trust, and long-term profitability.	To promote responsible sourcing, the Company has established a Supplier Code of Conduct outlining ESG standards for all vendors. This framework encourages ethical, sustainable, and socially responsible practices throughout the supply chain, supporting broader CSR and sustainability goals. Adherence to the Code fosters transparency, trust, and shared accountability, with our stakeholders and customers. To further strengthen supplier engagement, Somany ensures communication and awareness initiatives to help suppliers understand and align with the BRSR Core requirements. Training is also provided on the General Terms and Conditions and the Supplier Code of Conduct to ensure clarity and compliance. At the plant level, supply chain sustainability is strengthened through responsible procurement practices, including sourcing sustainable materials, as well as initiatives like using alternative fuels, recycling industrial by-products, and conducting resource efficiency trials. These efforts demonstrate the company's commitment to building a responsible and environmentally conscious supply chain.	**Negative Implication:** Inadequate ESG practices within the supply chain can expose a company to significant financial risks. These include operational disruptions due to environmental incidents or non-compliance with regulations, reputational damage from unethical labor practices or human rights violations, and increased costs.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Local Community Development	O	Establishing strong, long-term relationships with local communities is vital for securing the social license to operate. Through its Corporate Social Responsibility (CSR) initiatives, Somany shows its dedication to the well-being and sustainable growth of these communities. These efforts span key areas such as education, healthcare, environmental stewardship, and economic upliftment. By actively engaging with and investing in community development, the Company builds trust, strengthens its reputation, and ensures long-term operational sustainability.		**Positive Implication:** Investing in community development yields significant financial and strategic benefits for the Company, including enhanced brand reputation, community trust, stronger stakeholder engagement, and lower operational risks, ultimately driving business growth and ensuring financial resilience.
6	Employee Well Being	O	Supporting employee and worker well-being goes beyond just maintaining workplace safety. We take into consideration, physical, mental, and emotional health of our workforce. The skills, dedication, and engagement of our workforce is vital to our long-term success and the confidence placed in us by our stakeholders.		**Positive Implication:** Prioritizing employee wellness yields measurable business benefits, such as reduced absenteeism, higher productivity, lower attrition rates, increased innovation, and the development of a positive work environment that helps attract and retain top talent.
7	Compliance and Ethical Business Practices	R	Failure to comply with legal and ethical business standards can lead to serious consequences, including legal sanctions, reputational harm, disruptions in the supply chain, restricted market access, loss of trust among investors and stakeholders, and negative environmental and social outcomes.	The Company upholds a strong compliance management system, with senior leadership conducting regular reviews to ensure alignment with all applicable regulations. To manage compliance and ethical risks effectively, particularly around the Code of Conduct and POSH, we have adopted a multi-modal training framework and a structured grievance redressal system. This helps identify emerging issues and integrate timely solutions, reducing future regulatory risks. Our responsible business practices are guided by Board-approved policies aligned with the NGRBC principles, extending to our suppliers. We also uphold transparency by publicly reporting any regulatory fines or formal complaints as part of our ethical governance.	**Negative Implication:** Non-compliance with regulations or engaging in unethical business conduct can lead to legal consequences, damage the Company's reputation, disrupt operations, restrict market access, and result in financial penalties—all of which can adversely impact financial performance.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

S. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	YES	YES	YES	YES	YES	YES	YES	YES	YES
	b. Has the policy been approved by the Board? (Yes/No)	YES	YES	YES	YES	YES	YES	YES	YES	YES
	c. Web Link of the Policies, if available	Somany Policies								
2	**Whether the entity has translated the policy into procedures. (Yes / No)**	YES	YES	YES	YES	YES	YES	YES	YES	YES
3	**Do the enlisted policies extend to your value chain partners? (Yes/No)**	YES	YES	YES	YES	YES	YES	YES	YES	YES
4	**Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.**	ISO 9001 (Quality Management System) BIS Certification ISO 45001 (Occupational Health and Safety System) ISO 14001 (Environ- mental Management System) CII GreenPro (Green Product Certification) CE Certification GRIHA Certification								
5	**Specific commitments, goals and targets set by the entity with defined timelines, if any.**	The Company has committed to advancing its sustainability agenda across environmental, social, and governance pillars, with a forward-looking approach to long-term value creation. It continues to strengthen resource efficiency through focused efforts on water and energy management, while working towards expanding the use of renewable sources and circular practices. Emphasis on product quality, responsible sourcing, and supply chain engagement remains central, with future plans aligned to elevate ESG performance across the value chain. On the social front, the Company aims to deepen its focus on employee development, inclusive growth, and community impact, supported by a governance framework that drives ethical conduct, compliance, and continuous improvement.								
6	**Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met**	Somany Ceramics continues to advance its sustainability efforts through energy and water efficiency initiatives, enhanced health and safety training, and strong employee welfare practices. The Company has also maintained high product quality and ensured training on key workplace policies, while supporting impactful CSR initiatives. Refer to the ESG capitals section of our Annual report for further details on performance against targets.								

S. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership, and oversight										
7	**Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)**	At Somany, ESG is deeply embedded in our philosophy and strategy. We go beyond compliance, using ESG as a framework for how we do business, innovate, and create value for customers, communities, and the planet. As a global decor solutions pioneer, our extensive portfolio—tiles, sanitaryware, bath fittings, and allied products—reflects our focus on quality, sustainability, and responsible manufacturing. To achieve our ESG goals, we follow a structured three-year roadmap covering environmental impact, community engagement, and governance. Our environmental efforts are robust. Both our Kadi and Kassar plants operate Zero Liquid Discharge systems, recycling wastewater through multiple ETPs, and prioritizing water reuse, efficiency, and audits. Energy conservation combines renewables, alternative fuels, and efficiency upgrades—from smart equipment to LED lighting—helping us cut fossil fuel use and emissions. Process innovations ensure continuous improvement and circularity, supported by certifications like ISO 9001:2015. We responsibly source inputs through our Supplier Code of Conduct, vendor training, and audits, promoting safe, ethical, and sustainable practices. Our CSR programs uplift local communities in health, sanitation, education, skills, and agriculture, planned in partnership with stakeholders and executed through the HL Somany Foundation and trusted partners. Employee well-being, safety, and inclusivity are central to our culture. With robust policies, fair benefits, training, and feedback systems, we foster trust, respect, and growth. Governance is driven by compliance, ethics, and transparency, with oversight mechanisms and public disclosures reinforcing stakeholder trust. For Somany, sustainability is not a standalone goal but integral to every decision and relationship. Guided by our ESG roadmap and a clear vision for the future, we continue to innovate, act responsibly, and deliver long-term value for all.								
8	**Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**	The Risk Management Committee is responsible for the implementation of the policies. The members of the Committee include: 1. Mr. Abhishek Somany (Chairman): Managing Director & CEO (DIN : 00021448) 2. Mr. Rameshwar Singh Thakur (Member): Non-Executive Independent Director (DIN : 00020126) 3. Mr. Vineet Agarwal (Member): Non-Executive Independent Director (DIN : 00380300) 4. Mr. Sailesh Raj Kedawat (Member): Chief Financial Officer (CFO) 5. Mr. Ashavani Kumar Mani (Member): Vice President 6. Mr. Bikash Mishra (Coordinator): Sr. Assistant General Manager								

S. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
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.**	Yes, the Risk Management Committee of the entity is responsible for decision-making on sustainability related issues. The members of the Committee include: 1. Mr. Abhishek Somany (Chairman): Managing Director & CEO (DIN : 00021448) 2. Mr. Rameshwar Singh Thakur (Member): Non-Executive Independent Director (DIN : 00020126) 3. Mr. Vineet Agarwal (Member): Non-Executive Independent Director (DIN : 00380300) 4. Mr. Sailesh Raj Kedawat (Member): Chief Financial Officer (FO) 5. Mr. Ashavani Kumar Mani (Member): Vice President 6. Mr. Bikash Mishra (Coordinator): Sr. Assistant General Manager								

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	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Performance against each policy and necessary follow-up actions are reviewed annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Compliance with statutory requirements relevant to the principles is reviewed annually.								

11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
		No, the Company regularly carries out thorough internal audits of its policies to assess and oversee any discrepancies in their implementation								

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

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

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

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

Essential Indicators

1 **Percentage coverage by training and awareness programs on any of the Principles during the financial year:**

Segment	Total number of training and Awareness programs held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programs
Board of Directors*	4	Marketing Strategy, Financial performance of company, Production process and planning, Continuing the evaluation of CSR Projects, highlighting commitment to Social responsibility and environmental sustainability.	100.00%
Key Managerial Personnel	4	Marketing Strategy, Financial performance of company, Production process and planning, Continuing the evaluation of CSR Projects, highlighting commitment to Social responsibility and environmental sustainability.	100.00%
Employees other than BoD and KMPs	108	HSE, Human Rights, Code of Conduct, POSH, Skill Upgradation, Soft Skills Training Product Trainings	96.79%
Workers	40	HSE, Skill Upgradation	100.00%

*Note: Training and awareness program details of Chairman & Managing Director and Managing Director & CEO have been included in the details mentioned for Board of Directors

2 **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format.**

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil				
Settlement					
Compounding fee					

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil			
Punishment				

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

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
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.**

Yes, Somany upholds the highest standards of ethics, transparency, and accountability through a comprehensive and detailed ethics policy that enforces a strict zero-tolerance stance on bribery and corruption. Committed to conducting business with integrity and honesty, the Company ensures ethical practices are maintained across all operations. These principles are rigorously implemented globally, with a firm prohibition against any form of bribery, corruption, or unethical conduct.

Policy Link: Somany Ethics Transparency and Accountability Policy

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 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directors	NIL	NIL
KMPs		
Employees		
Workers		

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

	FY 2024-25 (Current Financial Year)		FY 2023-24 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	Not Applicable	NIL	Not Applicable
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	Not Applicable	NIL	Not Applicable

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.**

No complaints regarding corruption or conflicts of interest were reported in the current period.

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

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Number of days of accounts payables	51.08	40.44

9 Open-ness 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 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Concentration of Purchases	a) Purchases from trading houses as % of total purchases	NIL	NIL
	b) Number of trading houses where purchases are made from	Not Applicable	Not Applicable
	c) Purchases from top 10 trading houses as % of total purchases from trading houses	Not Applicable	Not Applicable
Concentration of sales	a) Sales to dealers / distributors as % of total sales	85.45%	84.28%
	b) Number of dealers / distributors to whom sales are made	2,880	2,675
	c) Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	11.60%	11.72%
Share of RPTs in	a) Purchases (Purchases with related parties / Total Purchases)	41.00%	43.59%
	b) Sales (Sales to related parties / Total Sales)	0.10%	0.08%
	c) Loans & advances (Loans & advances given to related parties / Total loans & advances)	93.00%	100.00%
	d) Investments (Investments in related parties / Total Investments made)	96.26%	95.92%

Leadership Indicators

1 Awareness programs conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programs held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programs*
1	General Terms and Conditions	100.00%
1	Supplier Code of Conduct	

*Only for Raw Material & Packing Material

2 Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same

Yes, the Company maintains a Code of Conduct for the Board of Directors and Senior Management Personnel that offers explicit guidelines for preventing and revealing any real or potential conflicts of interest with the Company. Every year, the Company collects declarations from its Board of Directors and Senior Management Personnel affirming that they have not violated this code, including any issues related to conflicts of interest. Furthermore, all Directors and Key Management Personnel must report any potential conflicts of interest as per the stipulations of the Company's Related Party Transaction Policy.

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

Essential Indicators

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

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	Somany is dedicated to building operations, that deliver innovative resolutions, protecting the environment and enhancing customer wellbeing. We integrate aspects from environmental and social factors into our research and capacity development as well as, capital investment decisions. By minimizing raw material use and leveraging advanced technologies to optimize processes, we aim to continually improve the environmental and social performance of our products and functions.	The Company is dedicated to offer its customers innovative solutions that protect the environment and enhance customer wellbeing. Environmental and social factors are woven into the Company's R&D and capital expenditure strategies. By decreasing its consumption of raw materials and enhancing processes through technological advancements, the Company aims to further better the environmental and social outcomes of its products and processes	
Capex			

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

Yes, the Company has a Supplier's Code of Conduct in place that mandates suppliers to utilize natural resources in a sustainable manner. It mandates that suppliers minimize or eliminate any adverse environmental and climate impacts resulting from their operations. Suppliers are also encouraged to engage in the development and adoption of eco-friendly products, processes, and technologies. Furthermore, suppliers are expected to conduct all business activities ethically and with the highest integrity, adhere to local labor and human rights laws, and source conflict-free raw materials for their manufacturing processes.

b. If yes, what percentage of inputs were sourced sustainably?

The company is in the process of streamlining its supplier assessment framework, in alignment with the provision of the Supplier Code of Conduct. Through this framework, the company aims to assess environmental and social risks in the supply chain

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)	Our company manufactures high-quality tiles and allied products designed for long-term durability, eliminating the need for product reclamation. While these products have an extended lifespan and do not require frequent replacement, we remain committed to responsible waste management. We participate in the Extended Producer Responsibility (EPR) system to manage the plastics used in our packaging and distribution. Given the varied disposal paths of packaging materials, direct reclamation is challenging; however, through the EPR framework, we ensure responsible recycling, reuse, or recovery at their final disposal stage. All operational waste is processed through certified State Pollution Control Board (SPCB) vendors, except for certain industrial waste, which is reused in our processes to enhance resource efficiency. Furthermore, our products do not contribute to electronic or hazardous waste, reinforcing our commitment to minimizing environmental impact.
(b) E-waste	
(c) Hazardous waste	
(d) other waste.	

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

Somany is certified by the Haryana Pollution Control Board and Central Pollution Control Board for plastic waste disposal under the EPR Action Plan. This ensures responsible recycling and disposal of plastic packaging introduced into the market. By working with authorized recyclers, we minimize environmental impact and uphold our commitment to sustainability and regulatory compliance.

Leadership Indicators

1 Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of 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.
The Company has not carried out any Life Cycle Assessment (LCA) studies in the current Financial Year					

2 If there are any significant social or environmental concerns and/or risks arising from 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
Not Applicable		

3 Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
BioFuel	100.00%	100.00%
Recycled Paper	100.00%	100.00%
Granite Sludge	21.27%	21.27%
Other Materials	-	-

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:

	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Not Applicable			Not Applicable		
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	

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

Essential Indicators

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

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B /A)	Number (C)	% (C /A)	Number (D)	% (D /A)	Number (E)	% (E /A)	Number (F)	% (F /A)
Permanent employees											
Male	1,361	1,361	100.00%	1,361	100.00%	-	0.00%	-	0.00%	-	0.00%
Female	52	52	100.00%	52	100.00%	52	100.00%	-	0.00%	-	0.00%
Total	**1,413**	**1,413**	**100.00%**	**1,413**	**100.00%**	**52**	**3.68%**	**-**	**0.00%**	**-**	**0.00%**
Other than Permanent employees											
Male	274	274	100.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Female	26	26	100.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Total	**300**	**300**	**100.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**

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

Category	% of Worker Covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B /A)	Number (C)	% (C /A)	Number (D)	% (D /A)	Number (E)	% (E /A)	Number (F)	% (F /A)
Permanent workers											
Male	587	587	100.00%	587	100.00%	-	0.00%	-	0.00%	-	0.00%
Female	-	-	0.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Total	**587**	**587**	**100.00%**	**587**	**100.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**
Other than Permanent workers											
Male	1913	1913	100.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Female	13	13	100.00%	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Total	**1,926**	**1,926**	**100.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**

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

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the Company	0.05%	0.04%

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

Benefits	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	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	100.00%	100.00%	Y	100.00%	100.00%	Y
Gratuity	100.00%	100.00%*	Y	100.00%	100.00%	Y
ESI	1.56%	100.00%	Y	2.08%	100.00%	Y
Others – please specify	0.00%	0.00%	Not Applicable	0.00%	0.00%	Not Applicable

*Note- Permanent Trainee workers are excluded from Gratuity

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.

Yes, Somany's workplace premises and offices are designed to be accessible to persons with disabilities (PwDs), employees and workers. It strives towards providing an inclusive workplace and is in compliance with the requirements of the act. The infrastructure, including gates and office entrances are accessible, with PwD washrooms present, along with wheelchair accessibility on our shop floors to ensure easy access for our PwD employees and workers.

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

Yes, the Company's commitment to being an equal-opportunity employer is clearly stated in its Employee Code of Conduct and Employee well Being Policy. The Company provides an atmosphere that fosters diversity and inclusion and guarantees equal employment opportunities for everyone.

Policy Link:

Employee Code of Conduct

Employee Well Being Policy

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

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	Not applicable	Not applicable	Not applicable	Not applicable
Female	Not applicable	Not applicable	Not applicable	Not applicable
Total	**Not applicable**	**Not applicable**	**Not applicable**	**Not applicable**

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 Other than Permanent Workers Permanent Employees Other than Permanent Employees	Yes, Somany Ceramics has implemented robust mechanisms to effectively address grievances of our employees and workers: 1. **Help Desk and Escalation Matrix:** A Help Desk is in place to handle employee complaints via HRMS. Any violations of the whistle blower policy and business code of conduct are escalated through a structured escalation matrix. 2. **Works Committee (Industrial Dispute Act):** A 'Works Committee' with equal representation of management and workers convenes quarterly to address grievances in line with the Industrial Dispute Act. 3. **Internal Complaints Committee (POSH Act):** An Internal Complaints Committee (ICC) meets quarterly to ensure compliance with the Prevention of Sexual Harassment (POSH) Act and effectively address harassment complaints. 4. **Safety Committee (Factory Act):** A Safety Committee handles issues and complaints as per the Factory Act. Employees can raise concerns through the welfare officer, who directs them to the relevant management team. Once a resolution is determined, the concerned parties are informed. 5. **Whistle Blower Policy:** Employees are encouraged to report unethical behavior, fraud, or violations of the Code of Conduct through the Whistle Blower Policy. Zero tolerance is maintained for any form of harassment (physical, verbal, sexual, or psychological), and an Internal Committee handles such complaints. 6. **Additional Support:** Employees can also seek guidance or raise concerns with their direct manager, Human Resources Manager, or Compliance Officer. The Company conducts regular awareness sessions and workshops to educate employees about these policies. Somany Ceramics is committed to fostering a safe, ethical, and inclusive work environment by implementing comprehensive grievance redressal mechanisms. By valuing employee well-being and promoting transparency, the Company ensures that concerns are addressed promptly and fairly. This proactive approach reflects Somany Ceramics' dedication to employee rights, safety, and ethical conduct.

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

Category	**FY 2024-25 (Current Financial Year)**			**FY 2023-24 (Previous Financial Year)**		
	Total employees / workers in respective category (A)	**No. of employees / workers in respective category, who are part of association(s) or Union (B)**	**% (B / A)**	**Total employees / workers in respective category (C)**	**No. of employees / workers in respective category, who are part of association(s) or Union (D)**	**% (D / C)**
Total Permanent Employees	**1,413**	**0**	**0.00%**	**1,344**	**0**	**0.00%**
Male	1,361	0	0.00%	1,299	0	0.00%
Female	52	0	0.00%	45	0	0.00%
Total Permanent Workers	**587**	**587**	**100.00%**	**609**	**609**	**100.00%**
Male	587	587	100.00%	609	609	100.00%
Female	0	0	0.00%	0	0	0.00%

8 Details of training given to employees and workers:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	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	1,361	568	41.73%	1,004	73.77%	1,299	470	36.18%	678	52.19%
Female	52	18	34.62%	44	84.62%	45	14	31.11%	23	51.11%
Total	**1,413**	**586**	**41.47%**	**1,048**	**74.17%**	**1,344**	**484**	**36.01%**	**701**	**52.16%**
Workers										
Male	587	431	73.42%	439	74.79%	609	459	75.37%	462	75.86%
Female	0	0	0.00%	0	0.00%	0	0	0	0	0.00%
Total	**587**	**431**	**73.42%**	**439**	**74.79%**	**609**	**459**	**75.37%**	**462**	**75.86%**

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

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	1,361	1,217	89.42%	1,299	1,224	94.23%
Female	52	44	84.62%	45	40	88.89%
Total	**1,413**	**1,261**	**89.24%**	**1,344**	**1,264**	**94.05%**
Workers						
Male	587	587	100.00%	609	609	100.00%
Female	0	0	0.00%	0	0	0.00%
Total	**587**	**587**	**100.00%**	**609**	**609**	**100.00%**

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?**

Yes, Somany Ceramics prioritizes the safety and well-being of its employees and stakeholders by implementing an Occupational Health and Safety (OHS) management system across its manufacturing units. The Company's manufacturing plants are ISO 45001:2018 certified, reflecting adherence to high safety standards.

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

Comprehensive Safety Risk Management at Somany Ceramics

At Somany Ceramics, we are committed to ensuring a safe, secure, and healthy work environment through proactive and systematic safety practices. The Company has implemented multiple layers of control mechanisms to identify and manage workplace hazards, supported by robust safety infrastructure and governance systems.

1. **Hazard Identification & Risk Assessment (HIRA):**

Somany Ceramics systematically identifies work-related hazards and assesses associated risks through structured HIRA processes. These assessments help prioritize risks based on severity and likelihood, ensuring appropriate control measures are implemented to maintain a safe workplace.

2. **Job Safety Analysis (JSA):**

   Specific tasks—particularly non-routine and high-risk operations—undergo detailed job safety analysis to identify potential hazards. Based on this analysis, safety precautions and procedures are integrated into standard work instructions.

3. **Risk Mitigation Measures:** Upon identifying hazards, targeted control measures are implemented. These include engineering solutions, administrative controls, appropriate PPE, awareness campaigns, and training. This multi-tiered approach ensures risk is minimized or eliminated effectively.

4. **Routine Inspections:**

   Regular safety inspections, audits, and behavior-based safety observations are conducted to proactively detect unsafe acts and conditions. Corrective actions are taken promptly to maintain a safe and compliant work environment.

   Additional Safety Systems and Best Practices

5. **Work Permit System:**

   A stringent Work Permit System is enforced for high-risk jobs such as hot work, confined space entry, electrical maintenance, and working at heights. This ensures that such activities are carried out under controlled and approved conditions with proper safeguards in place.

6. **Lockout–Tagout (LOTO):**

   LOTO procedures are strictly followed for energy isolation during maintenance and servicing tasks. This prevents accidental energization of machinery, protecting both equipment and personnel.

7. **Fire Safety Arrangements:**

   The plant is equipped with a comprehensive firefighting system including hydrants, fire extinguishers, sand buckets, alarm panels, and trained firefighting teams. Mock drills and fire response training are conducted periodically to ensure emergency preparedness.

8. **Risk Committees:**

   Functional safety committees are active at each plant level, comprising representatives from various departments and meeting regularly to discuss safety performance, observations, and action plans. These are overseen by an APEX Safety Committee, led and reviewed by senior management, which monitors overall safety strategy, performance, and compliance to ensure continuous improvement and alignment with company-wide EHS objectives.

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

Yes, workers are encouraged to submit their observations and suggestions by filling out designated forms and placing them in the suggestion box. These submissions are reviewed by the Plant Safety Committee during their scheduled meetings for evaluation and necessary action.

The Company conducts regular safety training programs and emergency drills to enhance awareness among employees regarding workplace hazards, associated risks, and appropriate safety protocols. All staff members undergo this training and are strongly encouraged to report any hazards, unsafe conditions, or near-miss incidents they observe.

Reports and observations received are reviewed by the Health & Safety team, which evaluates the inputs and implements suitable corrective and preventive measures.

In cases where issues remain unresolved or require higher-level intervention, they are escalated to the APEX Safety Committee, which is reviewed by senior management to ensure accountability, timely resolution, and continuous improvement in workplace safety.

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

Yes, all Somany Ceramics manufacturing units are equipped with a dedicated Occupational Health Center (OHC), staffed by qualified medical professionals, including a registered doctor and trained nursing personnel. All permanent employees are covered under comprehensive Term and Accidental Insurance, which provides support for non-occupational medical and healthcare needs. Additionally, all permanent workers are insured under Accidental Insurance coverage to ensure financial protection in case of unforeseen incidents. To further strengthen emergency response readiness, a 24/7 ambulance service is available at each unit, along with on-site medical attendant, to facilitate immediate care and hospitalization in the event of any medical emergencies.

11 Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	1.71	1.19
Total recordable work-related injuries	Employees	0	0
	Workers	7	5
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

*Including in the contract workforce

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

At Somany Ceramics, we are committed to maintaining a safe, healthy, and compliant work environment by implementing structured safety systems, enforcing regulatory standards, and promoting a proactive safety culture. The following key measures are actively in place:

1. Regular Safety Training:

Periodic training sessions are conducted for employees and workers to enhance awareness on workplace hazards, job-specific risks, and emergency preparedness.

2. Job-Specific PPEs:

Employees are provided with appropriate Personal Protective Equipment (PPE) based on the nature of their tasks, with continuous monitoring for proper usage and condition.

3. Periodic Health Check-ups:

Regular medical examinations are conducted through well-equipped Occupational Health Centers (OHCs) staffed by qualified doctors and nursing personnel.

4. Hazard Identification & Risk Assessment (HIRA):

Systematic hazard identification and risk assessment processes are followed to implement proactive risk control measures. High-risk tasks undergo detailed Job Safety Analysis (JSA).

5. Identification & Rectification of Unsafe Acts/Conditions:

Unsafe practices and conditions are identified through routine inspections, employee observations, and audits—followed by prompt corrective and preventive actions.

6. **Incident Investigation & Root Cause Analysis (RCA):**

   All incidents and near misses are investigated through structured RCA methodology, and appropriate actions are implemented and monitored for effectiveness.

7. **Work Permit System:**

   A robust permit-to-work system is enforced for high-risk jobs such as hot work, confined space, electrical isolation, and working at heights.

8. **Lockout–Tagout (LOTO):**

   Strict LOTO procedures are implemented during maintenance to ensure complete energy isolation and operator safety.

9. **Fire Safety Preparedness:**

   Comprehensive firefighting systems, trained emergency response teams, and periodic fire drills are in place to ensure full emergency readiness.

10. **24/7 Ambulance Availability:**

    All plant locations are supported by round-the-clock ambulance services and trained medical staff to respond quickly in case of emergencies.

11. **Safety Committees & Management Oversight:**

    Active safety committees at the plant level monitor day-to-day safety concerns. Any unresolved or critical issues are escalated to the APEX Safety Committee, reviewed by senior management for further action.

12. **Regular EHS Audits:**

    Internal and third-party EHS audits are conducted periodically to assess compliance with statutory regulations and internal standards. Audit findings are tracked for timely closure, driving continuous improvement across unit

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

	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	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 (unsafe conditions)	48	NIL	Identified & closed during routine safety assessments	54	NIL	Identified & closed during routine safety assessments
*Health & Safety (Unsafe acts + near miss)	26	NIL		22	NIL	

*Note: Health & Safety related complaints are inclusive of near miss and unsafe acts.

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.

We don't have any safety related incidents or risks underway arising from assessments of Health and safety practices and working conditions. Further, modifications have been made to the Work Permit SOP and the Accident/Incident SOP. These include the following:

1. Change in work permit timing
2. Implementation of a safety declaration system with worker insurance
3. Revision of the accident/incident reporting system

Leadership Indicators

1 Does the entity extend any life insurance or any compensatory package in the event of death of

(A) Employees (Y/N) Yes

(B) Workers (Y/N) Yes

Note: Employees are covered with - Term Insurance, Future Service Gratuity, EDLI & Workers are covered with - Future Service Gratuity & EDLI

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

The entity ensures compliance with government regulations by overseeing GST deductions and deposits made by partners through regular checks and reconciliations. This enables smooth input tax credit availment and adherence to tax laws. Additionally, dedicated teams verify that vendors and contractors fulfill statutory financial obligations, including PF, ESI, and GST remittances, through the monthly review of documents and bills. These practices help maintain financial integrity within our value chain.

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 are 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 (Current Financial Year)	FY 2023-24 (Previous Financial Year)	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Employees	NIL	NIL	NIL	NIL
Workers	NIL	NIL	NIL	NIL

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

No

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	100.00%
Working Conditions	

* Only for raw material & packing material suppliers.

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 is in the process of streamlining its Supplier Assessment Framework in alignment with the provisions of the Supplier Code of Conduct. Through this framework, the Company aims to assess environmental and social risks in its supply chain.

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

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

Somany's dedication to stakeholder value is a fundamental aspect of our corporate philosophy, reflecting our unwavering commitment to those we serve. When it comes to our investors, we ensure to maintain a transparent and accountability driven relationship with them, being open about business operations as well as any new updates or changes. Somany recognize that our employees play a crucial role in generating value for both our stakeholders and the organization, and we are committed to providing them with rewarding career opportunities. Our suppliers are key partners in delivering business value, and we highly value their contributions. We strictly adhere to the law and uphold our Code of Conduct, Ethics, Transparency, and Accountability Policy, acknowledging governments and regulators as vital stakeholders. With a focus on inclusive growth, our business practices prioritize sustainable development, ensuring that the community remains at the heart of our initiatives.

2 **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	• Advertisement • Experience centers • Customer • Satisfaction surveys	Quarterly	• Product satisfaction • Product information
Employees	No	• Email • Employee forums • Leadership forums • Employee surveys • Workplace platforms • Newsletter • Noticeboard • HR helpdesk • Various Committee	Quarterly	• Learning and development • Well-being and awareness • Grievance redressal • Growth opportunities • Training and assessments
Suppliers/ Vendors	No	• Email • Vendor meetings • Capacity building	Quarterly	• Quality • Local Procurement
Government and Regulatory Bodies	No	• Email • Policy intervention • Advocacy	Quarterly	• Taxation • Promotion • Best practices • Compliance

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	• Email • Newspaper • Advertisement • Website • Letter	Quarterly/ Event-based	• Company's quarterly and annual earnings • Regulatory Compliance • Business strategy
Local Community	Yes	• Community meetings • Focused group discussion • Grievance redressal	Annual/Need-based	• Grievances • Feedback • Program improvement sessions • Capacity building • Needs Assessment • Feasibility Study

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.**

Somany considers stakeholder engagement one of our foremost priorities and an area for ongoing communication and collaboration. To uphold this commitment, we have developed a three-year strategy and a detailed roadmap to advance ESG best practices. As part of our ESG journey, we have established an ESG Steering Committee that sets sustainability goals, guides working groups, reviews public disclosures, and addresses stakeholder concerns. This committee conducts periodic reviews to assess sustainability progress and incorporate stakeholder feedback. Our dedication to transparency is reflected in our comprehensive reports on ESG performance and progress.

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 policies and activities of the entity.**

Yes, the Company, in collaboration with its stakeholders, has identified critical environmental and social issues. We have carefully selected and prioritized material topics based on their significance to our stakeholders as well as their influence on our business operations. Further insights into this process can be found in the Materiality Assessment section of our ESG report. Our Corporate Social Responsibility (CSR) initiatives are strategically planned and implemented to address the needs of the communities we engage with—particularly focusing on vulnerable, underrepresented, and marginalized groups.

3 **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

The Company's CSR strategy places a strong emphasis on uplifting the communities surrounding its operational sites. It undertakes a range of initiatives focused on education, skill enhancement, healthcare, sanitation, environmental sustainability, natural resource conservation, and holistic well-being. These initiatives are thoughtfully designed based on thorough assessments of local needs, ensuring they effectively address the key concerns of community members. The Company also engages regularly with local communities through its CSR efforts, conducting need assessments to identify primary issues and shape responsive programs accordingly. All CSR activities are governed and periodically reviewed by the CSR Committee and the Board to ensure alignment with social responsibility goals and sustained community impact.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1 Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Total (A)	No. of employees / Workers covered (B)	% (B / A)	Total (C)	No. of employees / Workers covered (D)	% (D / C)
Employees						
Permanent	1,413	297	21.02%	1,344	284	21.13%
Other than permanent	300	2	0.67%	310	4	1.29%
Total Employees	**1,713**	**299**	**17.45%**	**1,654**	**288**	**17.41%**
Workers						
Permanent	587	0	0.00%	609	13	2.13%
Other than permanent	1,926	1	0.1%	1,909	0	0.00%
Total Workers	**2,513**	**1**	**0.0%**	**2,518**	**13**	**0.52%**

2 Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25 (Current Financial Year)					FY 2023-24 (Previous Financial Year)				
	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. (C)	% (F /D)
Permanent Employees										
Male	1,361	0	0.00%	1,361	100.00%	1,299	0	0.00%	1,299	100.00%
Female	52	0	0.00%	52	100.00%	45	0	0.00%	45	100.00%
Other than Permanent Employees										
Male	274	0	0.00%	274	100.00%	283	0	0.00%	283	100.00%
Female	26	0	0.00%	26	100.00%	27	0	0.00%	27	100.00%
Permanent Workers										
Male	587	52	8.86%	535	91.14%	609	224	36.78%	385	63.22%
Female	0	0	0.00%	0	0.00%	0	0	0.00%	0	0.00%
Other than Permanent Workers										
Male	1,913	1,736	90.75%	177	9.25%	1,901	1,667	87.69%	234	12.31%
Female	13	13	100.00%	0	0.00%	8	8	100.00%	0	0.00%

3 Details of remuneration/salary/wages, in the following format:

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ Salary/ wages of respective category	Number	Median remuneration/ Salary/ wages of respective category
Board of Directors (BoD)	7	3,55,000	1	3,80,000
Key Managerial Personnel	5	2,82,82,934	0	-
Employees other than BoD and KMP	1,349	7,07,425	52	5,97,416
Workers	587	1,98,225.27	0	-

Note: The remuneration of the Chairman & Managing Director and Managing Director & CEO have been included in the remuneration for KMPs.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Gross wages paid to females as % of total wages	2.54%	2.12%

4 Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Human Resources (HR) function of the Company is responsible for addressing human rights impacts across its operations. As outlined in the Company's Human Rights Policy, any form of human rights violations within its operations and value chain is strictly prohibited. Any reported violations or grievances related to this policy may be formally addressed to Mr. Atish Bhattacharya, Assistant Vice President-Corporate HR.

Please refer to the policy link here: Human Rights Policy

5 Describe the internal mechanisms in place to redress grievances related to human rights issues.

To uphold human rights and drive ongoing improvement, Somany has put in place systems for addressing complaints and feedback related to any potential violations. Multiple mechanisms have been introduced to ensure a transparent and ethically sound workplace. Notably, our Whistle Blower Policy plays a key role—empowering directors and employees to report concerns involving human rights violations, unethical conduct, fraud, or any breaches of our Code of Conduct, Ethics, and the Transparency and Accountability Policy.

Please find policy link here: Ethics, Transparency & Accountability Policy

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

	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	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	Nil			Nil		
Discrimination at workplace						
Child Labour						
Forced Labour/ Involuntary Labour						
Wages						
Other human rights related issues						

7 Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers	Not Applicable	Not Applicable
Complaints on POSH upheld	Not Applicable	Not Applicable

8 Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company's Whistle Blower Mechanism and Prevention of Sexual Harassment (POSH) Policy provide a secure and transparent platform for complainants to report concerns related to discrimination and harassment without fear of retaliation or unfair treatment.

- As outlined in Point XVII, Page 15 of the POSH Policy, the Company has a well-defined mechanism in place to protect and support complainants. Strict disciplinary action will be taken against individuals found guilty of harassment.
- Under the Whistle Blower Policy, the Company accepts anonymous complaints to prevent any potential cases of harassment or discrimination. We are committed to maintaining the confidentiality of the complainant's identity, ensuring transparency throughout the investigation process, and upholding the Principles of Natural Justice to prevent any form of bias or discrimination.

Somany remains steadfast in its commitment to fostering a safe, inclusive, and transparent work environment. Through our policies we ensure that employees can voice their concerns without fear of retaliation. By upholding confidentiality and transparency, we reinforce our dedication to ethical business practices and the well-being of our workforce. Our firm stance against discrimination and harassment underscores our core values of integrity, accountability, and respect for all stakeholders.

9 Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10 Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100.00%
Forced/involuntary labour	100.00%
Sexual harassment	100.00%
Discrimination at workplace	100.00%
Wages	100.00%
Others – please specify	-

11 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

There is no corrective action needed based on the assessment conducted. As a best practice, the Company has mandated the verification of valid government-issued ID proof at the entry gate. Additionally, Safety Officers conduct random inspections at the plant to ensure strict compliance with labor laws and workplace safety regulations.

Leadership Indicators

1 Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

Not Applicable

2 Details of the scope and coverage of any Human rights due diligence conducted.

Currently, the Company does not conduct human rights due diligence across its value chain. However, we are in the process of developing a structured Supplier Assessment Framework aligned with the provisions of our Supplier Code of Conduct. This framework is designed to systematically evaluate environmental and social risks, including human rights considerations, to ensure responsible and sustainable supply chain practices.

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

Yes, Somany's workplace premises and offices are designed to be accessible to persons with disabilities (PwDs). We strive to provide an inclusive workplace and comply with the requirements of the Act. The infrastructure, including gates and office entrances, is accessible, with PwD washrooms and wheelchair access on our shop floors to ensure ease of access for PwD visitors.

4 Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed*
Child labour	100.00%
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

*Only for raw material & packing material suppliers

5 Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

We don't have any safety related incidents or risks underway arising from assessments of value chain partners.

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

Essential Indicators

1 Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
From Renewable Sources		
Total electricity consumption (A) (GJ)	13,802.22	14,022.60
Total fuel consumption (B) (GJ)	7,92,795.88	8,40,377.83
Energy consumption through other sources (C) (GJ)	-	-
Total energy consumption from Renewable sources (A+B+C) (GJ)	**8,06,598.10**	**8,54,400.43**
From Non - Renewable Sources		
Total electricity consumption (D) (GJ)	1,97,250.34	2,06,198.94
Total fuel consumption (E) (GJ)	10,27,823.69	12,49,156.17
Energy consumption through other sources (F) (GJ)	-	-
Total energy consumption from Non-Renewable sources (D+E+F) (GJ)	**12,25,074.03**	**14,55,355.11**
Total energy consumed (A+B+C+D+E+F)	**20,31,672.13**	**23,09,755.54**
Energy intensity per rupee of turnover (Total energy consumption/ turnover in ₹ Crores)	28.78	27.86

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	594.63	575.54*
Energy intensity in terms of physical output	0.0856	0.0917
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

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**

*Note: The Purchasing Power Parity (PPP) for the current year & pervious year has been updated as per the updated BRSR guidance provided by SEBI & IMF conversion rate for PPP.

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.

3 **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water withdrawal by source (in kiloliters)		
(i) Surface water	1,30,277	1,30,279
(ii) Groundwater	35,894	66,069
(iii) Third party water	84,509	93,614
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	**2,50,680**	**2,89,962**
Total volume of water consumption (in kiloliters)	**2,50,680**	**2,89,962**
Water intensity per rupee of turnover (Water consumed / turnover in ₹ Crores)	3.55	3.50
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	73.37	72.25*
Water intensity in terms of physical output	0.0106	0.0115
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, **CGWA (Central Ground Water Authority)** recently conducted a water audit at our Kadi plant and expressed satisfaction with our Zero Liquid Discharge (ZLD) system, as all water is effectively reused and recycled

Name of Agency – CGWA (Central Ground Water Authority)

*Note: The Purchasing Power Parity (PPP) for the current year & pervious year has been updated as per the updated BRSR guidance provided by SEBI & IMF conversion rate for PPP.

4 **Provide the following details relating to water discharged:**

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water discharged by destination and level of treatment (in kilo liters)		
(i) To Surface water	Not applicable, both our plants are Zero Liquid Discharge Plants	Not applicable, both plants are Zero Liquid Discharge Plants
a. No treatment		
b. With treatment – please specify level of treatment		
(ii) To Groundwater		
a. No treatment		
b. With treatment – please specify level of treatment		
(iii) To Seawater		
a. No treatment		
b. With treatment – please specify level of treatment		
(iv) Sent to third-parties		
a. No treatment		
b. With treatment – please specify level of treatment		
(v) Others		
a. No treatment		
b. With treatment – please specify level of treatment		
Total volume of water discharged (in kiloliters) (i + ii + iii + iv + v)		

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

5 **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Yes, we are committed to maintaining our zero liquid discharge initiative by implementing sustainable water management practices. As part of this initiative, we have begun reusing effluent water as raw water for production. To support this effort, we have installed five effluent treatment plants and have ensured the complete reuse of all processed water, optimizing resource efficiency.

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 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
NOx	MT	159.80	119.79
SOx	MT	95.99	105.00
Particulate matter (PM)	MT	98.08	169.09
Persistent organic pollutants (POP)	-	Not Applicable	Not Applicable
Volatile organic compounds (VOC)	-		
Hazardous air pollutants (HAP)	-		
Others – please specify	-		

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

7 **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
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	63,558.34	82,699.09
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	39,833.61	41,010.68
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations(Per Lakh))	tCO_2e/Lakhs	1.46	1.49
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO_2e/Lakhs	30.26	30.83*
Total Scope 1 and Scope 2 emission intensity in terms of physical output	tCO_2e/Square Meter tiles	0.0044	0.0049
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	Not Applicable	-	-

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**

*Note: The Purchasing Power Parity (PPP) for the current year & pervious year has been updated as per the updated BRSR guidance provided by SEBI & IMF conversion rate for PPP.

8 **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Yes, we have multiple projects in place to reduce our GHG and energy footprint, these are as follows:

- Procured third-party solar power for the Kadi plant, reducing dependency on conventional energy sources and enhancing sustainability through renewable energy integration.
- Implemented a control system to regulate equipment pressure, improve process efficiency, and reduce overall energy consumption.
- Advanced vibrating units were installed in place of conventional systems to enhance overall efficiency and performance.
- Installed a new and improved gearbox and motor as a replacement for our older unit, optimizing power consumption while maintaining operational efficiency.
- A bi-fuel kit was installed on a high-capacity generator, allowing it to operate on both diesel and an alternative fuel. This modification improved fuel efficiency and helped reduce operational costs.
- Installed solar power plant at both the plants.
- Use of Biofuels in place of fossil fuels.

In addition to the above projects our both plants have installed Solar power plant and are using Biofuels for their process requirements.

9 **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**	17.50	75.79
E-waste **(B)**	6.35	4.41
Bio-medical waste **(C)**	-	-
Construction and demolition waste **(D)**	-	-
Battery waste **(E)**	-	14.15
Radioactive waste **(F)**	-	-
Other Hazardous waste. Please specify, if any. **(G)**- ETP SLUDGE USED OIL	2,478.53	2,761.80
Other Non-hazardous waste generated **(H)**. Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	666.84	1,058.05
Total (A+B + C + D + E + F + G+ H)	**3,169.21**	**3,914.20**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.04	0.05
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.93	0.98*
Waste intensity in terms of physical output	0.0001	0.0002
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
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	10.59	20.66
(ii) Re-used	2,469.00	2,758.00
(iii) Other recovery operations	-	-
Total	**2,479.59**	**2778.66**
For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	689.62	1,135.54
Total	**689.62**	**1,135.54**

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

*Note: The Purchasing Power Parity (PPP) for the current year & pervious year has been updated as per the updated BRSR guidance provided by SEBI & IMF conversion rate for PPP.

10 Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Somany's waste management practices are in adherence to the State Pollution Control Board as well as the Central Pollution Control Board. Our waste management initiatives include:

- Identification of specific locations for the separate storage of hazardous waste and e-waste. All e-waste and hazardous waste generated in stores are secured with a lock and key arrangement at designated locations before being sent to authorized recyclers. A closed-body truck, arranged by the authorized e-waste recycler, collects the e-waste directly from our facility. Hazardous Waste (Used Oil) is stored in closed containers or drums and sent to an authorized recycler for proper disposal.
- We manage hazardous waste in compliance with the guidelines of the GPCB (Gujarat Pollution Control Board), wherein, the industrial waste is reused as a raw material, plastic barrels and used oil are sold to GPCB-authorized parties and broken tiles are repurposed in the manufacturing process to minimize waste.
- We ensure full compliance with environmental regulations by regularly submitting all required e-waste, hazardous waste, and battery waste returns to the Regional Office of the Haryana State Pollution Control Board. These timely submissions reflect our commitment to responsible waste management and regulatory adherence.

We do not use any hazardous or toxic chemicals in our manufacturing process, ensuring a safer workplace and minimizing environmental impact. This practice promotes employee health, regulatory compliance, and sustainable operations while also reducing the risk of pollution and waste generation.

11 If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
Not Applicable			

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 Web link
Not Applicable					

13 Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, Somany fully complies with all applicable Indian environmental laws, regulations, and guidelines, including the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment Protection Act, along with their associated rules. The Company has implemented all necessary measures to ensure full compliance to these laws as well as consistently maintaining and following environmental best practices to ensure regulatory adherence.

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
Not Applicable				

Leadership Indicators

1 **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):** NA

For each facility / plant located in areas of water stress, provide the following information:

a. Name of the area

b. Nature of operations

c. Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water withdrawal by source (in kilo liters)		
(i) Surface water	Not Applicable	Not Applicable
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)		
Total volume of water consumption (in kiloliters)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharged by destination and level of treatment (in kilo litres)		
(i) Into Surface water	Not Applicable	Not Applicable
c. No treatment		
d. With treatment – please specify level of treatment		
(ii) Into Groundwater		
c. No treatment		
d. With treatment – please specify level of treatment		
(iii) Into Seawater		
c. No treatment		
d. With treatment – please specify level of treatment		
(iv) Sent to third parties		
c. No treatment		
d. With treatment – please specify level of treatment		
(v) Others		
c. No treatment		
d. With treatment – please specify level of treatment		
Total volume of water discharged (in kiloliters) (i + ii + iii + iv + v)		

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 **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Scope 3 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	Not Applicable	Not Applicable
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, name of the external agency- No

3 **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable

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 outcome of such initiatives, as per the following format:**

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of Initiative
1	Zero Liquid Discharge (ZLD) System	Our manufacturing facilities are designed as ZLD units where 100% of wastewater is treated and reused within operations.	Ensures no wastewater is discharged into the environment, promoting full water recycling.
2	Effluent Treatment Plants (ETPs)	Installed five ETPs to enable the complete reuse of processed water in manufacturing.	Supports water recycling and resource efficiency in operations.
3	Use of Recycled Water	Recycled water is prioritized over fresh water in all operations.	Promotes efficient use of available water resources.
4	Leak Detection Systems	Systems are installed for prompt detection and repair of water leaks.	Prevents wastage and supports water efficiency.
5	Bi-Fuel Kit Installation	Installation of a Bi-Fuel Kit at Kassar plant to reduce conventional fuel usage.	Improved fuel efficiency and reduced reliance on diesel
6	Third-Party Solar Power Procurement	Kadi plant procures solar energy from third-party sources to minimize fossil fuel use.	Diversified energy mix and enhanced use of green power.
7	Cooling Tower Operation Optimization	Adjusted operations to run the cooling tower pump only (fan off) during colder months.	Reduced energy usage during low-demand seasons.
8	Use of Renewable Energy sources	Both our plants have installed Solar power plants for generating electricity	Significant reduction of carbon emissions avoiding emissions and supporting our transition towards renewable energy.

5 **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes, our organization has established a robust Business Continuity and Disaster Management Plan. These plans are developed by the Risk Management Committee to address potential risks and uncertainties, with the primary goal of ensuring rapid recovery and resumption of normal operations after any disruption. Furthermore, we have location-specific Emergency Preparedness Plans to respond effectively to incidents such as fire or explosions, HSD leakage or fire, natural gas leakage, electrical faults, structural collapse, natural disasters, and food poisoning. These proactive measures help us remain resilient and ensure operational continuity during emergencies.

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.**

Somany has developed a Supplier Code of Conduct that outlines our expectations with respect to Business Ethics, Environment, Labor, and Human Rights. All suppliers are expected to comply with the provisions of the code and translate the requirements of the code to their own suppliers.

As stated in the Company's code, suppliers are expected to comply with all environmental standards and regulations. Suppliers are expected to utilize resources efficiently and reduce any negative impact in terms of energy, water, and waste, while disposing of waste in accordance with all regulations. Additionally, suppliers are expected to continuously improve their environmental performance by adopting cleaner and resource-efficient technologies.

7 **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

100%

8 **How many Green Credits have been generated or procured:**

	FY 2024-25 (Current Financial Year)
By the listed entity	Not Applicable
By the top ten (in terms of value of purchases and sales, respectively) value chain partners	Not Applicable

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

Essential Indicators

1 a. **Number of affiliations with trade and industry chambers/ associations.**

5

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	Indian Council of Ceramic Tiles and Sanitaryware (ICCTAS)	National
2	Confederation of Indian Industry (CII)	National
3	PHD Chamber of Commerce and Industry	National
4	Merchant Chamber of Commerce and Industry	National
5	The Associated Chambers of Commerce and Industry of India	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
No complaints/orders pertaining to anti-competitive behavior have been filed against the Company		

Leadership Indicators

3 Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information is available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
Not Applicable					

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1 Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2 Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not applicable						

3 Describe the mechanisms to receive and redress grievances of the community.

The Company frequently engages with local community members through its CSR activities. It conducts need assessments to identify key concerns and grievances, using these insights to design targeted CSR programs. Additionally, as a best practice our CSR initiatives are governed and routinely evaluated by the board to ensure effectiveness.

4 Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directly sourced from MSMEs/small producers	89.83%	100.00%
Directly from within India	98.54%	100.00%

5 Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Rural	87.24%	88.25%
Semi-urban	0.00%	0.00%
Urban	0.55%*	0.59%
Metropolitan	12.21%	11.16%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

*Note: For FY 2024–25, salaries under the 'urban' category have been included for employees based outside India

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):**

Details of negative social impact identified	Corrective action taken
Not Applicable	

2 **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:***

S. No.	State	Aspirational District	Amount spent (In ₹)
Not Applicable, as none of our CSR projects are located in aspirational districts identified by the government.			

3 **(a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

No, according to our Code of Conduct for Employees & Suppliers, we maintain a non-discriminatory approach in selecting our suppliers, ensuring equal opportunity for all potential suppliers. While we prioritize working with local suppliers near to our facilities to support community businesses, we do not have a specific policy that preferentially targets marginalized or vulnerable groups in our supplier selection criteria

(b) From which marginalized /vulnerable groups do you procure?

None

(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 your 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
In the current financial year, we don't have any intellectual properties owned or acquired based on traditional knowledge.				

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.**

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

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 activities through HelpAge India	38,984	70.00%
2	Swacch Bharat - Sanitation and Hygiene program in the Jhajjar district in Haryana through Third Planet	3,50,000	80.00%
3	Education and Skill Development Program through Third Planet	3,200	100.00%
4	Support in construction of School - Lilly Lions Special School & Lilly Lions Vocational Training Center, Chengannur, Kerala (managed by Lions Educational Charitable Trust)	250	56.00%

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
5	Agricultural Education at Kissan Pathshala, LBJP Inter College, Tilhar, Uttar Pradesh	1,000	70.00%
6	Planting fruit trees for creating orchards for small and marginal farmers (in Rajasthan, Bundelkhand and Marathwada region)	61	100.00%
7	Construction / Repair of classrooms, balvatika, toilets at Basti Vikas Kendra School, Mathura Road, Gautampuri Phase – 2, New Delhi	75	100.00%
8	Renovation of Classroom / School at 23, Ram Mandir Road, Opposite Fortis Hospital, Vasant Kunj, New Delhi	110	100.00%

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

Essential Indicators

1 Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Somany Ceramics has a well-structured customer complaint and feedback mechanism designed for prompt resolution and continuous improvement. Customers can raise concerns through multiple channels, including a toll-free number (1800-1030-004), email support (customer.care@somanyceramics.com, customer.support@somanyceramics.com), website forms, social media, WhatsApp (93196 01428), and authorized dealers.

Each complaint is assigned a unique reference number and registered in our CRM portals. Complaints are acknowledged within 24 hours and categorized based on priority to ensure swift resolution. Critical issues are addressed within 48 hours, while general concerns are resolved within 3 to 7 days.

When necessary, unresolved complaints are forwarded to higher management via a tiered escalation process. Customers receive follow-ups and satisfaction surveys to evaluate their experience after a complaint has been resolved. Resolutions include service assistance, refunds, or replacements, depending on how serious the case is.

Regular analysis, employee training, and process enhancements to further improve service efficiency, ensuring compliance with industry standards and a high level of customer satisfaction.

2 Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100.00%
Safe and responsible usage	100.00%
Recycling and/or safe disposal	100.00%

3 Number of consumer complaints in respect of the following:

	FY 2024-25 (Current Financial Year)		Remarks	FY 2023-24 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NIL		All queries were assisted in a timely manner in the current financial years.	NIL		All queries were assisted in a timely manner in the current financial years.
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other (Product Quality)	1,460	12		1,236	20	

4 Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Not Applicable	
Forced recalls		

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.

Somany Ceramics is committed to ensuring the highest standards of cyber security across all its Information and Technology (IT) operations. Recognizing the critical importance of safeguarding digital assets, the Company has established a comprehensive Cyber Security Policy that aligns with internationally recognized standards and best practices.

The Company has implemented an ISO 27001:2013 Cyber Security framework, enabling the identification, monitoring, and mitigation of cyber risks effectively. To enhance its cybersecurity posture, the Company implemented protective measures such as external monitoring services, cloud-based security frameworks, endpoint protection, and restricted access controls.

Continual enhancements are made to the cybersecurity framework to proactively address evolving threats and ensure a secure digital environment.

For more details, please refer to our Cyber Security Policy

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.

Not Applicable, as no complaints were filed under any category mentioned.

7 Provide the following information relating to data breaches:

a.	Number of instances of data breaches	0
b.	Percentage of data breaches involving personally identifiable information of customers	0
c.	Impact, if any, of the data breaches	Not Applicable

Leadership Indicators

1 Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Somany Ceramics is a leading manufacturer and marketer of tiles, sanitaryware, bath fittings and allied products, offering a diverse and innovative range of solutions for residential, commercial, and industrial spaces. Customers can access comprehensive information about the Company's products and services through multiple channels:

Official Website – The Company's website, https://www.somanyceramics.com/, serves as a one-stop destination for exploring its vast product portfolio. It provides detailed specifications, applications, and benefits of Somany's tiles, sanitaryware, bath fittings and other product, helping customers make informed decisions.

Product Labels & Packaging – Each product comes with clear and detailed labeling, ensuring that customers can easily access technical specifications, installation guidelines, and usage instructions directly on the packaging.

Brochures & Catalogues – Somany regularly publishes brochures, catalogues, and product guides that showcase its latest designs, technologies, and innovations. These are distributed in showrooms, exhibitions, and directly to customers and architects to keep them updated on new offerings.

Branding & Marketing Initiatives – The Company engages in strategic branding activities, including advertising campaigns, social media promotions, and participation in industry exhibitions, to educate customers about its products.

Retail Outlets & Experience Centers – Somany's products are available across a vast network of dealers, retailers, and exclusive experience centers where customers can physically explore various designs and finishes, with expert guidance available for personalized recommendations.

Customer Support & Consultation – The Company provides customer service and technical consultation through dedicated helplines and on-ground support teams, assisting customers, architects, and designers with product selection, installation, and maintenance.

2 Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Somany Ceramics is committed to educating all stakeholders on the safe and responsible usage of its tiles, sanitaryware, bath fittings and other product. The Company employs a multi-channel approach to ensure users have access to accurate information, best practices, and installation guidelines. These efforts include:

1. Training and Skill Development Programs

   Workshops & Seminars – Regular training sessions are conducted for masons, architects, and builders to educate them on proper product installation, safe handling, and maintenance best practices.

   On-Site Demonstrations – Live demonstrations are organized at construction sites to showcase the correct methods for installing tiles and using allied products.

2. Digital Resources & Online Learning

   Official Website & Blogs – The website www.somanyceramics.com provides detailed installation guides, video tutorials, and FAQs to help consumers use products safely and efficiently.

   Social media & YouTube Tutorials – Step-by-step instructional videos and expert tips are shared on digital platforms, ensuring easy access to technical knowledge.

3. Comprehensive Product packaging/Labeling & Guidelines

   Every Somany product features detailed labels with clear usage instructions, safety precautions, and maintenance tips.

4. Technical Support & Consultation

   Dedicated customer service teams assist retailers, builders, and consumers with product selection, safe application, and troubleshooting.

   Architect & Builder Support – Technical experts provide guidance on large-scale projects to ensure compliance with safety standards and optimal product performance.

5. Retail & Showroom Engagement

   In-store product specialists educate walk-in customers about the benefits and correct usage of tiles, bathware, and allied products.

   Experience centers allow customers to interact with products firsthand and receive expert consultations.

3 Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

The Company has embraced a proactive approach by implementing Standard Operating Procedures (SOPs) to efficiently manage potential disruptions to essential services. These well-structured procedures not only outline a systematic escalation process for addressing challenges but also serve as a framework for promoting business continuity and operational excellence. Employees are empowered through comprehensive training to vigilantly monitor critical services, enabling them to promptly identify and mitigate risks, thereby contributing to a culture of proactive risk management and continuous improvement.

4 Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable)

Yes

If yes, provide details in brief.

Somany Ceramics provides detailed product information beyond what is mandated by local laws. In addition to regulatory labeling, the Company includes installation guidelines, maintenance tips, usage recommendations, and safety precautions on product packaging. This ensures that masons, architects, builders, and consumers have access to comprehensive information for safe and efficient product use. outlined in ISO 15622:2017

Did your 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)

No

Independent Auditor's Report

To the Members of Somany Ceramics Limited

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of Somany Ceramics Limited ("the Company"), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by The Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit 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 for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.N.	Key Audit Matter	Auditor's Response
1.	**Valuation of trade receivables, loans and other financial assets** The carrying amount of trade receivables, loans and other financial assets of the Company was Rs. 42,984.53 Lakhs as at March 31, 2025. (Refer Note no. 2.16, 5, 6, 10, 13 and 14 to the standalone financial statements.) The Company assesses periodically and at each financial year end, the expected credit loss associated with its trade receivables, loans and other financial assets. When there is expected credit loss impairment, the amount and timing of future cash flows are estimated based on historical, current and forward-looking loss experience for assets with similar credit risk characteristics.	**How our audit addressed the key audit matter.** We obtained an understanding of the Company's credit policy for trade receivables, process of approvals and terms and conditions for granting inter corporate deposits (ICD) and business exigencies for other financial assets and evaluated the processes for identifying impairment indicators. We have reviewed and tested the ageing of trade receivables and other financial assets and management's assessment on the credit worthiness of selected customers for trade receivables and recoverability of other receivables. We have obtained year-end balance confirmations for inter corporate deposits and obtained confirmation from selected customers as on date determined by us. In case of confirmations not received from the customers, we have verified the subsequent realization, wherever received. We further discussed with the key management on the adequacy of the allowance for credit losses recorded by the Company and reviewed the supporting documents provided by management in relation to their assessment.

Independent Auditor's Report (Contd.)

S.N.	Key Audit Matter	Auditor's Response
	We focused on this area because of its significance and the degree of judgment required to estimate the expected credit loss and determining the carrying amount of trade receivables, loans and other financial assets as at the reporting date. Accordingly, due to complexity/ judgement involved in identification of expected credit loss, valuation of trade receivables, loans and other financial assets were determined to be a key audit matter in our audit of the standalone financial statements.	We have also reviewed adequacy and appropriateness of allowance for credit losses based on available information. Based on our audit procedures performed, we found management's assessment of the recoverability of trade receivables, loans and other financial assets to be reasonable.
2.	**Valuation of inventories** As at March 31, 2025, the total carrying amount of inventories was Rs. 19,089.04 Lakhs (Refer Note 2.13 and 8 to the standalone financial statements) The assessment of impairment of inventories involves significant estimation uncertainty, subjective assumptions and the application of significant judgment. Reviews are made periodically by management on inventories for obsolescence and decline in net realizable value below cost. Allowances are recorded against the inventories for any such declines based on historical obsolescence and slow-moving history. Key factors considered include the nature of the stock, its ageing and turnover rate. Accordingly, due to complexity/ judgement involved in inventory valuation, inventory valuation was determined to be a key audit matter in our audit of the standalone financial statements.	**How our audit addressed the key audit matter.** We have analyzed the ageing of the inventories, reviewed the historical trend on whether there were significant inventories written off or reversal of the allowances for inventory obsolescence. We conducted a detailed discussion with the key management and considered their views on the adequacy of allowances for inventory obsolescence considering the current economic environment. We have also reviewed the subsequent selling prices in the ordinary course of business and compared against the carrying amounts of the inventories on a sample basis at the reporting date. We found management's assessment of the allowance for inventory obsolescence to be reasonable based on available evidence.

OTHER INFORMATION

The Company's 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, consolidated financial statements, standalone financial statements and our auditor's reports thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the

Independent Auditor's Report (Contd.)

provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

As part of an audit in accordance with SAs, we exercise professional 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 standalone financial statement in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Independent Auditor's Report (Contd.)

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 sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 matters stated in paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.;

   (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Change in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;

   (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3) (b) of the Act and paragraph 2B(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 standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;

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, as amended, 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 on its financial position in its standalone financial statements – Refer Note 37 to the standalone financial statements;

   (b) The Company did not have any material foreseeable losses in long term contracts including derivative contracts;

   (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 it's knowledge and belief, as disclosed in the Note 59(vii)(a) 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding,

Independent Auditor's Report (Contd.)

whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

ii. The management has represented, that, to the best of it's knowledge and belief, as disclosed in the Note 59(vii)(b) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

iii. Based on such 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 (d)(i) and (d)(ii) above contain any material mis-statement.

(e) As stated in Note 49 to the standalone financial statements

i. The dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

ii. The Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.

(f) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) and that has operated throughout the year for all relevant transactions recorded in the softwares, except that:

i. the feature of recording audit trail (edit log) facility at database level in SAP, the ERP accounting software used for maintaining general ledger and other accounting module was not enabled for a part of the year.

ii. the feature of recording audit trail (edit log) facility at database level of a software provided by a third party which is used by the Company for maintaining payroll was not enabled throughout the year. We were informed by the management that audit trail (edit log) facility at database level in respect of this software has been enabled on April 05, 2025.

During the course of performing procedures, we did not notice any instance of the audit trail feature tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per statutory requirements for records 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, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Shubham Dutta
Partner
Membership No. 500580
UDIN: 25500580BMOYZE8873

Place: Noida (Delhi-NCR)
Date: May 07, 2025

Annexure A to Independent Auditor's Report of even date to the members of Somany Ceramics Limited on the Standalone Financial Statements as of and for the year ended on March 31, 2025 (refer to in paragraph 1 of our report on other legal and regulatory requirements)

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.

(b) 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 every three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its property, plant and equipment. In accordance with this programme, certain property, plant and equipment were physically verified during the year and no material discrepancies were noticed.

(c) Based on the records examined by us, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements, are held in the name of the Company.

(d) On the basis of our examination of records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Therefore, provisions of clause 3(i)(d) of the Order are not applicable to the Company.

(e) According to the information and explanations given to us, no proceeding has been initiated or is pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder. Therefore, provisions of clause 3(i)(e) of the Order are not applicable to the Company.

ii) (a) According to the information and explanations given to us and records examined by us, the inventories have been physically verified by the management during the year and in our opinion, coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and nature of its business. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to the book records.

(b) According to the information and explanations given to us and records examined by us, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate, from banks on the basis of security of current assets. There is no difference between books of account of the respective quarters and quarterly returns/ statements or revised returns/statements filed by the Company with the banks.

iii) (a) Based on the books of account examined by us and according to information and explanation given to us, the Company has granted unsecured loans or provided advances in the nature of loans, or stood guarantee, or provided security during the year to the followings:

Particulars (in Rs. Lakhs)	Guarantees	Security	Loans	Advances in nature of Loans
Aggregate amount granted/provided during the year:				
- Subsidiaries*	-	-	3,220.00	-
- Associates	-	-	-	-
- Joint Ventures	-	-	-	-
- Others	-	-	135.00	-
Balance outstanding as at balance sheet date in respect of above cases:				
- Subsidiaries*	-	-	3,220.00	-
- Associates	-	-	-	-
- Joint Ventures	-	-	-	-
- Others	-	-	135.00	-

*Subsidiaries as per Indian Accounting Standards.

Annexure A to Independent Auditor's Report (Contd.)

(b) In our opinion and according to the information and explanations given to us, the investments made during the year and the terms and conditions of the grant of loans are, prima facie, not prejudicial to the Company's interest.

(c) The schedule of repayment of principal and payment of interest with respect to loans have been stipulated and repayments or receipts of interest have been regular during the year.

(d) Based on the books of account and other relevant records examined by us, there is no amount overdue for more than 90 days as at March 31, 2025.

(e) According to the information and explanations given to us and records examined by us, we have not come across any case where the loans granted which have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) According to the information and explanations given to us and records examined by us, no loans have been granted during the year which are either repayable on demand or without specifying any terms or period of repayment. Therefore, provisions of the clause 3(iii)(f) of the Order are not applicable to the Company.

iv) According to information and explanations given to us and based on audit procedures performed by us, the Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of loan granted and investments made during the year. The Company has not given any guarantee or security during the year. There is no loan granted or guarantee or security provided under section 185 of the Companies Act, 2013.

v) The Company has not accepted any deposit or amounts during the year which are deemed to be deposits within the meaning of section 73 to 76 of the Companies Act, 2013. Therefore, provisions of clause 3(v) of the Order are not applicable to the Company.

vi) The maintenance of cost records has not been prescribed by the Central Government under the section 148 (1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 for the product manufactured by the Company. Therefore, provisions of clause 3(vi) of the Order are not applicable to the Company.

vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value Added tax, Cess and other statutory dues, to the extent applicable, has been generally regularly deposited with the appropriate authorities by the Company. There were no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable. Please refer note 37(B) to the standalone financial statements regarding management's assessment on certain matter related to provident fund.

b. According to the information and explanation given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) on account of any dispute except the followings:

Name of Statue	Nature of Dues	Period to which it relates	Amount (Rs. in Lakhs) #	Forum where dispute is pending
The Sales Tax Act / The Value Added Tax	Entry Tax	Financial Year 2012-13 to 2016-17	33.83	Hon'ble High Court of Kolkata
	Turnover Tax	Financial Year 2011-12	27.77	The Gujarat Value Added Tax Tribunal, Ahmedabad
The Central Excise Act, 1944 and the Finance Act, 1994	Reversal of Cenvat credit	Financial Year 2016-17 to 2017-18	287.87	CESTAT Chandigarh
	Cenvat credit	Financial Year 2016-17	19.94	CESTAT Ahmedabad

Annexure A to Independent Auditor's Report (Contd.)

Name of Statue	Nature of Dues	Period to which it relates	Amount (Rs. in Lakhs) #	Forum where dispute is pending
Goods and Service Tax Act, 2017	Reversal of ITC	Financial Year 2018-19	70.72	Commissioner (A), Appellate Authority Delhi
		Financial Year 2019-20	87.80	Commissioner (A), Appellate Authority Delhi
		Financial Year 2019-20	1,452.00	Additional Commissioner CGST, Rohtak, Haryana
		Financial Year 2019-20	12.33	'Assistant Commissioner, State GST, Chennai
The Income Tax Act, 1961	Income Tax	Assessment Year 2012-13 and 2014-15 to 2017-18, 2020-21 to 2022-23	38.79	Commissioner of Income Tax (Appeal), Kolkata
The E.S.I Act, 1948	ESI	Financial Year 2014-15	15.41	Employee State insurance Court, RO-Ahmedabad
Local Area Development Tax	Entry Tax	Financial Year 2002-03, 2006-07 and April 2017 to June 2017	810.78	Hon'ble Punjab and Haryana High Court

Above amounts are excluding of penalty and interest (if any) and are net of amount paid under protest.

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. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon during the year.

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

c. Based on the books of account examined by us, term loans were applied for the purpose for which the loans were obtained during the year.

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 during the year have been used for long-term purposes by the Company.

e. According to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate. The Company has no joint venture. Therefore, the provisions of clause 3(ix)(e) of the Order are not applicable to the Company.

f. According to the information and explanations given to us, the Company has not raised loan during the year on the pledge of securities held in its subsidiaries or associate. The Company has no joint venture.

x) a. During the year, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Therefore, provisions of clause 3(x)(a) of the Order are not applicable to the Company.

b. The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully,

Annexure A to Independent Auditor's Report (Contd.)

partially or optionally convertible) during the year. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.

xi) a. Based upon the audit procedures performed and considering the principles of materiality outlined in Standards on Auditing, for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year nor have we been informed of any such case by the management during the course of the audit.

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

c. According to the information and explanations given to us, no whistle blower complaints were received by the Company during the year.

xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details for the same have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

xiv) a. In our opinion and according to information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.

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

xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Companies Act, 2013. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.

xvi) a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.

b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.

c. In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.

d. According to the representations given to us, there group does not have any core investment company (CIC), which are part of the Group.

xvii) The Company has not incurred cash loss in the current financial year and in the immediately preceding financial year. Therefore, the provisions of clause 3(xvii) of the Order are not applicable to the Company.

xviii) There has been no resignation of statutory auditor during the year. Therefore, the provisions of clause 3(xviii) of the Order are not applicable to the Company.

xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, 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.

Annexure A to Independent Auditor's Report (Contd.)

xx) The Company has given funds to a Trust registered for carrying out the CSR activities as specified in the Note 57 to the standalone financial statements. The Trust has furnished certificate for fully utilization of such funds as on March 31, 2025 for CSR activities as advised by the Company. Accordingly, the Company has no unspent amount relating to CSR activities which is required to be transferred to a fund specified in Schedule VII to the Companies Act 2013. Therefore, the provisions of clause 3(xx) of the Order are not applicable to the Company.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Shubham Dutta
Partner
Membership No. 500580
UDIN: 25500580BMOYZE8873

Place: Noida (Delhi-NCR)
Date: May 07, 2025

Annexure B to Independent Auditor's Report of even date to the members of Somany Ceramics Limited on the Standalone Financial Statements as of and for the year ended on March 31, 2025 (refer to in paragraph 2A(g) of our report on other legal and regulatory requirements)

We have audited the internal financial controls with reference to standalone financial statements of Somany Ceramics Limited ('the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls with reference to the standalone financial statement based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "guidance Note") and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to as audit of internal financial controls with reference to standalone financial statements, Those Standards and the Guidance Note require that we comply with ethical requirements of and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject

Annexure B to Independent Auditor's Report (Contd.)

to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the criteria for internal control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Shubham Dutta
Partner
Membership No. 500580
UDIN: 25500580BMOYZE8873

Place: Noida (Delhi-NCR)
Date: May 07, 2025

Standalone Balance Sheet as at 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

Particulars	Note No.	As at 31 March, 2025	As at 31 March, 2024
Assets			
Non-current Assets			
Property, Plant and Equipment	3 (i)	42,207.87	41,081.00
Capital work-in-progress	3 (ii)	1,456.88	804.09
Right of use Assets	3 (iii)	5,342.56	3,835.66
Other Intangible Assets	3 (iv)	107.89	14.87
Financial Assets			
(i) Investments	4	32,557.99	30,716.34
(ii) Loans	5	5,345.68	5,353.50
(iii) Other Financial Assets	6	1,388.84	1,231.89
Other Non-Current Assets	7	335.30	205.17
		88,743.01	**83,242.52**
Current Assets			
Inventories	8	19,089.04	19,176.96
Financial Assets			
(i) Investments	9	1,264.78	1,304.93
(ii) Trade Receivables	10	35,628.06	31,056.42
(iii) Cash and Cash Equivalents	11	5,536.35	5,062.75
(iv) Bank Balances other than (iii) above	12	28.11	32.65
(v) Loans	13	-	135.00
(vi) Other Financial Assets	14	621.95	678.23
Current Tax Assets (net)	15	162.89	549.35
Other Current Assets	16	3,422.13	2,576.68
		65,753.31	**60,572.97**
Total Assets		**1,54,496.32**	**1,43,815.49**
Equity and Liabilities			
Equity			
Equity Share Capital	17	820.19	820.07
Other Equity	18	79,208.17	71,496.76
		80,028.36	**72,316.83**
Liabilities			
Non- current Liabilities			
Financial Liabilities			
(i) Borrowings	19	915.25	403.45
(ii) Lease Liabilities		4,807.87	3,412.71
(iii) Others Financial Liabilities	20	3,434.66	3,185.94
Provisions	21	1,130.28	980.52
Deferred Tax Liabilities (Net)	22	2,745.14	2,511.69
Other Non-Current Liabilities	23	913.90	867.18
		13,947.10	**11,361.49**
Current Liabilities			
Financial Liabilities			
(i) Borrowings	24	452.36	997.94
(ii) Lease Liabilities		1,025.30	828.28
(iii) Trade Payables	25		
Outstanding dues of Micro Enterprises & Small Enterprises		4,676.75	4,660.70
Outstanding dues other than Micro Enterprises & Small Enterprises		22,748.63	16,317.69
(iv) Other Financial Liabilities	26	23,823.74	30,322.57
Other Current Liabilities	27	7,407.53	6,560.84
Provisions	28	386.55	449.15
		60,520.86	**60,137.17**
Total Equity and liabilities		**1,54,496.32**	**1,43,815.49**

Material Accounting Policies and other Notes to Standalone Financial Statements 1 to 63.

The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO-Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal and Company Secretary
M. No: F4484

Standalone Statement of Profit and Loss for the Year Ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

Particulars	Note No.	For the year ended 31 March, 2025	For the year ended 31 March, 2024
I. Income			
Revenue from Operations	29	2,56,942.13	2,53,448.07
Other Income	30	2,470.90	2,812.07
Total Income (I)		**2,59,413.03**	**2,56,260.14**
II. Expenses			
Cost of Materials Consumed	31	24,153.23	26,211.34
Purchases of Stock-in-Trade		1,47,574.89	1,35,831.92
Change in Inventories of Finished Goods,			
Work-in-progress and Stock-in-Trade	32	487.12	2,282.28
Employee Benefits Expense	33	26,197.77	24,238.84
Finance Costs	34	755.81	777.26
Depreciation and Amortization Expenses	3	5,311.83	4,662.74
Other Expenses	35	44,607.31	47,971.82
Total Expenses (II)		**2,49,087.96**	**2,41,976.20**
III. Profit Before Exceptional Items and Tax (I-II)		**10,325.07**	**14,283.94**
IV. Exceptional Items - (Gain)/Loss	47	(942.10)	(119.85)
V. Profit before tax (III-IV)		**11,267.17**	**14,403.79**
VI. Tax Expense:			
(1) Current year	22	2,717.78	3,756.89
(2) Deferred Tax Charge/(Credit)	22	74.70	269.81
(3) Tax for ealier years	22	(94.07)	-
VII. Profit for the year (V-VI)		**8,568.76**	**10,377.09**
VIII. Other Comprehensive Income (OCI)			
(1) Items that will not be reclassified to profit & loss		(96.58)	10.30
Income Tax relating to above	22	24.31	(2.59)
(2) Items that will be reclassified to profit & loss		-	-
IX. Total Comprehensive Income for the year (VII+VIII)		**8,496.49**	**10,384.80**
Earnings Per Equity Share (Per Share Value of ₹ 2 each)	36		
Basic (in ₹)		**20.89**	**24.64**
Diluted (in ₹)		**20.89**	**24.61**

Material Accounting Policies and other Notes to Standalone Financial Statements 1 to 63.

The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO-Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal and Company Secretary
M. No: F4484

Standalone Statement of Change in Equity for the Year Ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
(a) Equity Share Capital & Reconciliation of number of shares outstanding at the beginning and end of the year :				
Balance at the beginning of the year*	4,10,03,620	820.07	4,24,74,208	849.48
Issued on exercise of employee share option	5,985	0.12	-	-
Buyback of equity shares	-	-	(14,70,588)	(29.41)
Balance at the end of the year	**4,10,09,605**	**820.19**	**4,10,03,620**	**820.07**

(b) Other Equity

Particulars	Reserves and Surplus							Total
	Capital Redemption Reserve	Capital Reserve	Share options outstanding account	Security Premium	General Reserve	Total Retained earnings		
						Retained earnings	OCI	
Balance at 31 March, 2024*	**107.84**	**(4,377.31)**	**687.43**	**1,478.36**	**6,082.55**	**67,609.50**	**(91.61)**	**71,496.76**
Profit/(Loss) for the year	-	-	-	-	-	8,568.76	-	8,568.76
Recognition of share based payments	-	-	409.32	-	-	-	-	409.32
share options Exercised/ Lapsed/ Forfeited	-	-	(56.76)	20.73	36.03	-	-	-
Shares Issued on exercise of employee share option	-	-	-	35.71	-	-	-	35.71
Other Comprehensive Income for the year	-	-	-	-	-	-	(72.27)	(72.27)
Total comprehensive income for the year	**-**	**-**	**352.56**	**56.44**	**36.03**	**8,568.76**	**(72.27)**	**8,941.52**
Dividend Paid	-	-	-	-	-	1,230.11	-	1,230.11
Balance at 31 March, 2025	**107.84**	**(4,377.31)**	**1,039.99**	**1,534.80**	**6,118.58**	**74,948.15**	**(163.88)**	**79,208.17**
Balance at 31 March, 2023*	**78.43**	**(4,377.31)**	**259.15**	**16,991.77**	**6,111.96**	**58,506.64**	**(99.32)**	**77,471.32**
Profit/(Loss) for the year	-	-	-	-	-	10,377.09	-	10,377.09
Recognition of share based payments	-	-	428.28	-	-	-	-	428.28
Buyback of equity shares, including tax thereon	29.41	-	-	(15,375.73)	(29.41)	-	-	(15,375.73)
Transaction cost related to buyback of equity shares	-	-	-	(137.68)	-	-	-	(137.68)
Other Comprehensive Income for the year	-	-	-	-	-	-	7.71	7.71
Total comprehensive income for the year	**29.41**	**-**	**428.28**	**(15,513.41)**	**(29.41)**	**10,377.09**	**7.71**	**(4,700.33)**
Dividend Paid	-	-	-	-	-	1,274.23	-	1,274.23
Balance at 31 March, 2024	**107.84**	**(4,377.31)**	**687.43**	**1,478.36**	**6,082.55**	**67,609.50**	**(91.61)**	**71,496.76**

*There are no changes in Equity share capital and other equity due to prior period errors.

Capital Redemption Reserve: This Reserve has been created by an appropriation from one component of equity (Free reserves) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

Securities Premium: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Standalone Statement of Change in Equity for the Year Ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

Share options outstanding account: This Reserve relates to stock options granted by the Company to employees under Somany Employee Stock Option Scheme(ESOP) 2021 and ESOP 2023. This Reserve is transferred to Securities Premium on exercise of vested options and to General reserve on lapse/ forfeit of vested options.

General reserve: This Reserve has been created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

Retained Earnings: This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Capital Reserve: It comprises of difference between consideration and value of net assets, pursuant to the scheme of amalgamation in earlier years, amalgamation Reserve and others, which can be utilized in accordance with the provisions of Companies Act, 2013.

The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO-Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal and Company Secretary
M. No: F4484

Standalone Statement of Cash Flows for the Year Ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

Particulars		For the year ended 31 March, 2025	For the year ended 31 March, 2024
A.	**Cash Flow From Operating Activities**		
	Profit before Tax as per Statement of Profit & Loss	11,267.17	14,403.79
I.	Adjusted For :		
	Depreciation and Amortization Expenses	5,311.83	4,662.74
	Finance Costs	755.81	777.26
	Interest Income	(1,981.63)	(2,482.83)
	(Profit)/Loss on Sales of Investments (Net)*	-	1,171.59
	Unrealized Foreign Exchange (Gain)/Loss (Net)	(0.11)	(2.87)
	Net Movement on Fair Value of Current Investments*	65.87	(1,680.15)
	Provision for Credit Losses/ doubtful advances	167.84	214.76
	Bad Debts	4.13	3.13
	(Gain)/Loss on divestment in a subsidiaries*	(942.10)	336.60
	Provision for Employee stock option plan	409.32	428.28
	Sundry Balances Written Off	0.01	0.09
	Sundry Balances Written Back	(184.66)	(226.31)
	(Profit)/Loss on sale of Property Plant and Equipment (Net)	(159.09)	(112.49)
	Property, Plant and Equipments Discarded /Written off	78.20	114.40
	Operating Profit Before Working Capital Changes	**14,792.59**	**17,607.99**
II.	Adjusted For :		
	Trade and Other Receivables	(5,069.17)	(5,006.11)
	Inventories	87.92	2,948.37
	Trade and Other Payables	1,048.50	18,987.68
	Cash Generated from Operation	10,859.84	34,537.93
	Income Taxes Refund /(Paid)	(2,054.18)	(3,298.58)
	Net Cash Inflow/(Outflow) from Operating Activities (A)	**8,805.66**	**31,239.35**
B.	**Cash Flow from Investing Activities**		
	Purchase of Property, Plant and Equipment and Intangible Assets	(6,380.64)	(3,913.32)
	Sale of Property, Plant and Equipment	343.80	399.63
	Consideration received from divestment in a Subsidiary	1,039.20	428.40
	Investments in Subsidiaries and Associate	(1,785.71)	(17,535.49)
	Sale of Current Investments	76.35	1,839.21
	Interest Received	1,102.03	2,864.29
	Inter-Corporate Deposits Given	(3,355.00)	(2,910.00)
	Inter-Corporate Deposits Received Back	3,479.50	16,243.60
	Net Cash Inflow/(OutFlow) in Investing Activities (B)	**(5,480.47)**	**(2,583.68)**

Standalone Statement of Cash Flows for the Year Ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
C. Cash Flow from Financing Activities		
Proceeds from Non Current Borrowings	537.36	744.54
Repayment of Non Current Borrowings	(571.14)	(1,585.21)
Proceeds/(Repayment) of Current Borrowings (net)	-	(15,370.84)
Proceeds from Short Term Loans	4,923.31	15,463.21
Repayment of Short Term Loans	(4,923.31)	(15,463.21)
Buyback of equity shares, including tax and expenses thereon	-	(15,542.82)
Issue of shares	35.83	-
Payment of Lease Liabilities	(867.73)	(754.37)
Interest Paid	(755.80)	(777.34)
Dividend Paid	(1,230.11)	(1,274.23)
Net Cash Inflow/(OutFlow) from Financing Activities (C)	**(2,851.59)**	**(34,560.27)**
Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)	**473.60**	**(5,904.60)**
Cash And Cash Equivalents		
At the beginning of the year	5,062.75	10,967.35
At the year end	**5,536.35**	**5,062.75**

Notes :

a) The above Statement of Cash Flows has been prepared under the "Indirect Method"as set out in Ind AS - 7 "Statement of Cash Flows".

b) Cash & Cash Equivalents represents cash and bank balances (Refer note no.11).

c) Additional Disclosure required under Ind AS - 7, (Refer note no. 54.)

d) *includes Item disclossed under Exceptional items in Statement of Profit & Loss (Refer Note No. 47).

e) The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO-Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal and Company Secretary
M. No: F4484

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

1 REPORTING ENTITY

Somany Ceramics Limited referred to as "the Company" is domiciled in India. The registered office of the Company is at 2, Red Cross Place, Kolkata – 700001 India. Equity shares of the Company are listed in India on the BSE Limited and the National Stock Exchange Limited.

The Company has own manufacturing plants in Kadi (Gujarat) and Kassar (Haryana), India. The Company is a manufacturer and trader of a complete decor solutions and its extensive range of products include Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Glazed Vitrified Tiles, Sanitaryware, Bath Fittings and allied products.

The financial statements of the Company for the year ended 31 March, 2025 were approved for issue by the board of directors on 07 May, 2025. However, the shareholders of the Company have the power to amend the Financial Statements after the issue.

2 MATERIAL ACCOUNTING POLICIES

Accounting Policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

2.1 Statement of compliance

The standalone financial statements of Somany Ceramics Limited ("the Company") comply with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

2.2 Basis of preparation and measurement

The financial statements have been prepared under the historical cost convention on accrual basis except for the followings :

- Non-current borrowings are initially measured at amortized cost.
- Current investments are measured at fair value at each reporting date.
- Defined benefit plans and other long-term employee benefits are measured at fair value net off fair valuation of plan assets at each reporting date.
- Share based payments are initially measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- **Level 2** inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** inputs are unobservable inputs for the asset or liability.

2.3 Functional and presentation currency

These financial statements are presented in Indian National Rupee ('₹'), which is the Company's functional currency. All amounts have been rounded to the nearest Lakhs, unless otherwise indicated.

2.4 Use of judgements and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

Judgements

Information about the judgements made in applying accounting policies that have the most material effects on the amounts recognized in the financial statements have been given below:

- assessing the lease term (including anticipated renewals) and the applicable discount rate.
- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial assets are solely payments of principal and interest on the principal amount outstanding.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts;
- Useful life and residual value of Property, Plant and Equipment, Intangible assets and Right of Use assets;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Assessment of recoverability of receivables and advances which requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.
- Assessment of reliability of inputs considered for fair valuation of financial assets and liabilities falls under hierarchy Level 3.
- Assessment of appropriate inputs to the Black Scholes Model for valuation of share based payments including the expected life of the share option, volatility and dividend yield and making assumptions about them.

2.5 Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash and Cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

An liability is treated as current when it is:

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current.

The Company has ascertained the operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.6 Property, Plant and Equipment

Recognition and Measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Cost includes deemed cost which represents the carrying value of property, plant and equipment as at 01 April, 2016 measured as per the previous Generally Accepted Accounting Principles (GAAP).The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

construction incurred upto the date when the assets are ready for intended use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed on qualifying assets less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment.

Subsequent Measurement

Subsequent expenditure is capitalized only if it is probable that there is a future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation is calculated on Straight Line Method using the rates arrived at on the basis of estimated useful lives given in Schedule II of the Companies Act, 2013 except for the following which has been determined on the basis of technical evaluation.

Particulars	Useful Life
Plant and Machinery	5 - 25 Years
Vehicles	5 Years
Dies & Punches	8 Years

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Individual assets costing below ₹ 5,000 are fully depreciated in the year of purchase.

Leasehold improvements are depreciated over the lease period or estimated useful life of assets in line with schedule II of the Companies Act, 2013, which ever is lower.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Capital work-in-progress

Capital work-in-progress comprises of assets in the course of construction for production or/and supply of goods or services or administrative purposes, are carried at cost, less any recognized impairment loss. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalized where the asset is available for use and commissioning has been completed.

De-recognition

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the Statement of Profit & Loss.

2.7 Intangible assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Cost includes deemed cost which represents the carrying value of property, plant and equipment as at 01 April, 2016 measured as per the previous Generally Accepted Accounting Principles (GAAP). Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software and designs is considered as 5 years.

Amortization methods, useful lives and residual values are reviewed at each financial year end and changes, if any, are accounted for prospectively.

An intangible asset is de-recognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in the Statement of Profit & Loss when the asset is derecognized.

2.8 Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the recoverable amount of assets is estimated.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Unit (CGUs).

The recoverable amount of an asset or CGU is the greater 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 asset or CGU. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized in prior years. A reversal of impairment loss is recognized immediately in the Statement of Profit & Loss.

2.9 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction of qualifying assets are capitalized as part of the cost of such assets upto the assets are substantially ready for their intended use.

The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortized on the basis of the Effective Interest Rate (EIR) method over the term of the loan.

All other borrowing costs are recognized in the Statement of Profit & Loss in the period in which they are incurred.

2.10 Foreign currency transactions

Transactions in foreign currencies are recorded by the Company at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in the Statement of Profit & Loss with the exception of the following:

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measure at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.11 Employee benefits

Short term employee benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognized 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 obligation can be estimated reliably.

Defined contribution plans

Employee benefits in the form of Provident Fund are defined as contribution plan and charged as expenses during the period in which the employees perform the services.

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields available on government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

in the period in which they occur, directly in OCI and such re-measurement gain / loss are not reclassified to the Statement of Profit and Loss in the subsequent periods. They are included in retained earnings in the statement of changes in equity. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit & Loss in the line item employee benefits expense.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

The Company has long term employment benefit plans i.e. accumulated leave. Accumulated leave is encashed to eligible employees at the time of retirement/termination of services. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

Share Based Payments

The Company recognizes compensation expense relating to share-based payment in statement of profit and loss using fair value in accordance with Ind AS 102, "Share-based Payment".

The Company initially measures the cost of equity-settled transactions with employees using Black Scholes model to determine the fair value of the liability incurred which has been considered most appropriate model. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note no. 48

2.12 Revenue Recognition

The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolescence and loss pass to the customer and the Company has the present right to payment, all of which occurs at a point in time upon shipment and delivery of the product. The Company considers shipping and handling activities as costs to fulfill the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue.

Revenue (other than sale of goods) is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Claim on insurance companies and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Transaction price represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc.

For incentives offered to customers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

Interest income are recognized on an accrual basis using the effective interest method.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

2.13 Inventories

Inventories are valued at lower of cost and net realizable value. Cost of manufactured finished goods and work in progress is determined by taking cost of material consumed, labour and related overheads. Finished goods, raw materials and packing materials, stock in trade and stores & spares are valued at weighted average cost method. Purchases cost of raw materials and packing materials, finished goods, stock in trade and stores & spares are net of input tax credits, rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Provision for cost of obsolescence and other anticipated losses, wherever considered necessary, are recognized in the books of account.

2.14 Provisions, Contingent Liabilities

Based on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

2.15 Measurement of fair value

a) Financial instruments

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

b) Marketable and non-marketable equity securities

Fair value for quoted securities is based on quoted market prices as of the reporting date. Fair value for unquoted securities is calculated based on commonly accepted valuation techniques utilizing significant unobservable data. If fair value cannot be measured reliably unlisted shares are recognized at cost.

2.16 Financial instruments

A Financial Assets

i) Initial recognition and measurement

Financial assets (except trade receivables) are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price.

ii) Classifications and Subsequent measurement

The Company classifies its financial assets as subsequently measured at either amortized cost or fair value depending on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

a) Financial assets at amortized cost

A financial asset is measured at amortized cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- the contractual terms of the financial assets represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortized cost using the Effective Interest Rate ('EIR') method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

an integral part of the EIR. The EIR amortization is included as finance income in the Statement of Profit & Loss. The losses arising from impairment are recognized in the Statement of Profit & Loss.

b) Financial assets at fair value through Profit & Loss (FVTPL)

Financial assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, are classified as at FVTPL.

In addition, the Company may elect to classify a Financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

All other Financial Instruments are classified as measured at FVTPL except investment in equity instruments of subsidiaries and associates which are carried at cost less provision for impairment, if any.

iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognized) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognized in OCI is recognized in the Statement of Profit & Loss.

v) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable and loans given, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables and loans given.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

B Financial liabilities

i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of amortized cost, net of directly attributable transaction costs.

ii) Classifications and subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortized cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit & Loss.

iii) Derecognition of financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expired.

2.17 Income tax

Income tax expense comprises current and deferred tax. It is recognized in the Statement of Profit & Loss except to the extent that it relates to items recognized directly in Equity or in Other Comprehensive Income.

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. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

a) Has a legally enforceable right to set off the recognized amounts; and

b) Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

2.18 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets, wherein, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

Lease Liability

The lease payments that are not paid at the commencement date, are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value as that of right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term or useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are presented as a separate line in the Balance Sheet and details of assets are given ROU note under "Notes forming part of the Financial Statement".

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

2.19 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Statement of Cash Flows, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.20 Government Grants

Government grants are recognized at its fair value, where there is a reasonable assurance that such grants will be received and compliance with the conditions attached therewith have been met. Grants such accured are credited to the statement of profit and loss.

Government grants related to expenditure on property, plant and equipment are credited to the statement of profit and loss over the useful lives of qualifying assets or other systematic basis representative of the pattern of fulfillment of obligations associated with the grant received. "

2.21 Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

3

(i) Property, Plant and Equipment (2024-25)

Particulars	Gross Block				Depreciation				Net Block	
	As at 31 March, 2024	Additions	Deletions/ Adjustment	As at 31 March, 2025	As at 31 March, 2024	For the year	Deletions/ Adjustment	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025
Tangible Assets										
Freehold land	315.58	-	-	315.58	-	-	-	-	315.58	315.58
Buildings	10,960.32	785.19	-	11,745.51	2,870.47	387.59	-	3,258.06	8,089.85	8,487.45
Plant and equipments	38,684.12	2,961.67	386.29	41,259.50	10,685.71	2,495.73	316.04	12,865.40	27,998.40	28,394.10
Office equipments	2,140.29	389.91	116.90	2,413.30	1,541.64	254.10	101.77	1,693.97	598.65	719.33
Furniture and fixtures	3,369.20	360.89	259.65	3,470.44	2,030.58	332.15	239.17	2,123.56	1,338.62	1,346.88
Vehicles	4,263.58	1,234.38	589.61	4,908.35	1,523.69	840.58	400.45	1,963.82	2,739.89	2,944.53
Total	**59,733.09**	**5,732.04**	**1,352.45**	**64,112.68**	**18,652.09**	**4,310.15**	**1,057.43**	**21,904.81**	**41,081.00**	**42,207.87**

(ii) Capital Work in Progress (2024-25)

Capital work-in-progress as at 31 March, 2025 is ₹ 1,456.88 Lakhs.

₹ 4,838.66 Lakhs is addition to Capital works in progress during the year ended 31 March, 2025.

₹ 4,185.87 Lakhs has been capitalized and transferred to property, plant and equipment during the year ended 31 March, 2025.

For CWIP ageing, Refer note no. 45

(iii) Right of Use Assets (2024-25)

Particulars	Gross Block				Amortization				Net Block	
	As at 31 March, 2024	Additions	Deletions/ Adjustment	As at 31 March, 2025	As at 31 March, 2024	For the year	Deletions/ Adjustment	As at 31 March, 2025	As at March 31, 2024	As at 31 March, 2025
Right of use Assets										
Leasehold lands	343.97	-	-	343.97	24.48	4.09	-	28.57	319.49	315.40
Buildings	7,200.09	2,561.76	1,903.87	7,857.98	3,683.92	981.05	1,834.15	2,830.82	3,516.17	5,027.16
Total	**7,544.06**	**2,561.76**	**1,903.87**	**8,201.95**	**3,708.40**	**985.14**	**1,834.15**	**2,859.39**	**3,835.66**	**5,342.56**

(iv) Other Intangible Assets (2024-25)

Particulars	Gross Block				Amortization				Net Block	
	As at 31 March, 2024	Additions	Deletions/ Adjustment	As at 31 March, 2025	As at 31 March, 2024	For the year	Deletions/ Adjustment	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025
Intangible Assets										
Computer Softwares and Designs	1,071.97	109.56	112.27	1,069.26	1,057.10	16.54	112.27	961.37	14.87	107.89
Total	**1,071.97**	**109.56**	**112.27**	**1,069.26**	**1,057.10**	**16.54**	**112.270**	**961.37**	**14.87**	**107.89**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

3 (CONTD.)

(i) Property, Plant and Equipment (2023-24)

Particulars	Gross Block				Depreciation				Net Block	
	As at 31 March, 2023	Additions	Deletions/ Adjustment	As at 31 March, 2024	As at 31 March, 2023	For the year	Deletions/ Adjustment	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024
Tangible Assets										
Freehold land	315.58	-	-	315.58	-	-	-	-	315.58	315.58
Buildings	10,881.07	79.25	-	10,960.32	2,488.90	381.57	-	2,870.47	8,392.17	8,089.85
Plant and equipments	39,204.32	1,038.02	1,558.22	38,684.12	9,859.17	2,190.08	1,363.54	10,685.71	29,345.15	27,998.40
Office equipments	1,937.64	303.35	100.70	2,140.29	1,412.44	218.44	89.24	1,541.64	525.20	598.65
Furniture and fixtures	3,166.74	275.05	72.59	3,369.20	1,747.71	340.53	57.66	2,030.58	1,419.03	1,338.62
Vehicles	3,257.94	1,720.86	715.22	4,263.58	1,404.08	654.72	535.11	1,523.69	1,853.86	2,739.89
Total	**58,763.29**	**3,416.53**	**2,446.73**	**59,733.09**	**16,912.30**	**3,785.34**	**2,045.55**	**18,652.09**	**41,850.99**	**41,081.00**

(ii) Capital Work in Progress (2023-24)

Capital work-in-progress as at 31 March, 2024 is ₹ 804.09 Lakhs.

₹ 2,164.44 Lakhs is addition to Capital works in progress during the year ended 31 March, 2024.

₹ 1,450.97 Lakhs has been capitalized and transferred to property, plant and equipment during the year ended 31 March, 2024.

For CWIP ageing, Refer note no. 45

(iii) Right of Use Assets (2023-24)

Particulars	Gross Block				Amortization				Net Block	
	As at 31 March, 2023	Additions	Deletions/ Adjustment	As at 31 March, 2024	As at 31 March, 2023	For the year	Deletions/ Adjustment	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024
Right of use Assets										
Leasehold lands	343.97	-	-	343.97	20.39	4.09	-	24.48	323.58	319.49
Buildings	6,816.75	409.56	26.22	7,200.09	2,846.25	863.53	25.86	3,683.92	3,970.50	3,516.17
Total	**7,160.72**	**409.56**	**26.22**	**7,544.06**	**2,866.64**	**867.62**	**25.86**	**3,708.40**	**4,294.08**	**3,835.66**

(iv) Other Intangible Assets (2023-24)

Particulars	Gross Block				Amortization				Net Block	
	As at 31 March, 2023	Additions	Deletions/ Adjustment	As at 31 March, 2024	As at 31 March, 2023	For the year	Deletions/ Adjustment	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024
Intangible Assets										
Computer Softwares and Designs	1,059.42	12.55	-	1,071.97	1,047.32	9.78	-	1,057.10	12.10	14.87
Total	**1,059.42**	**12.55**	**-**	**1,071.97**	**1,047.32**	**9.78**	**-**	**1,057.10**	**12.10**	**14.87**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

3 (CONTD.)

Note:

1. **Assets pledged and Hypothecated against borrowings: Refer note no. 19 & 24.**
2. **Title deeds of all the immovable property held by the Company are in the name of the Copmany as at 31 March, 2025.**
3. **Details of Title deeds of Immovable Properties not held in name of the Company as at 31 March, 2024 are as follows :-**

Relevant line item in the Balance Sheet	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 or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company
Property, Plant and Equipment	Land	9.53	Erstwhile Schablona India Limited (Amalgamating Company)	No	01 April, 2019 i.e. the appointed date as per Scheme of Amalgamation appoved by Hon'ble National Company Law Tribunal.	Property accquired pursuant to scheme of amalgamation, effect of the same has not been given in the tittle deed by respective Government authorities.
Property, Plant and Equipment	Building	155.59		No		

4 NON-CURRENT INVESTMENTS

Particulars		As at 31 March, 2025	As at 31 March, 2024
Investment in Equity Instruments (Unquoted, fully paid up)			
I	**Subsidiary Companies (measured at cost)**		
a)	26,85,000 Equity Shares (Previous Year - 26,85,000) of ₹ 10/- each of SR Continental Ltd.*	268.50	268.50
b)	5,00,000 Equity Shares (Previous Year - 5,00,000) of ₹ 10/- each of Somany Bathware Ltd.*	50.00	50.00
c)	NIL Equity Shares (Previous year - 53,04,000) of ₹ 10/- each of Amora Tiles Pvt. Ltd.	-	530.40
d)	35,10,000 Equity Shares (Previous year - 35,10,000) of ₹ 10/- each of Somany Excel Vitrified Pvt. Ltd.*	351.00	351.00
e)	50,49,000 Equity Shares (Previous year - 50,49,000) of ₹ 10/- each of Somany Sanitaryware Pvt. Ltd.	550.01	550.01
f)	45,00,000 Equity Shares (Previous year - 45,00,000) of ₹ 10/- each of Vintage Tiles Pvt. Ltd. $	1,399.50	1,399.50
g)	5,00,00,000 Equity Shares (Previous year - 5,00,00,000) of ₹ 10/- each of Somany Piasterelle Pvt. Ltd.*	5,000.00	5,000.00
h)	25,35,000 Equity Shares (Previous year - 25,35,000) of ₹ 10/- each of Vicon Ceramic Pvt. Ltd. $	253.50	253.50
i)	3,75,75,000 Equity Shares (Previous year - 3,36,75,000) of ₹ 10/- each of Sudha Somany Ceramics Pvt. Ltd.	3,757.50	3,367.50
j)	Nil Equity Shares (Previous year - 14,60,000) of ₹ 10/- each of Acer Granito Pvt. Ltd. $	-	511.00
k)	18,59,100 Equity Share (Previous Year - 18,59,100) of ₹ 10/- each of Somany Bath Fittings Pvt. Ltd.*	1,348.37	1,348.37
l)	6,00,00,000 Equity Share (Previous Year - 6,00,00,000) of ₹ 10/- each of Somany Max Pvt. Ltd.*	6,000.00	6,000.00
II	**Associate Company (measured at cost)**		
a)	NIL (Previous year - 4,900) Equity shares of ₹ 10/- each of Clean Max Ananta Pvt. Ltd.(Refer note c below)	-	0.49

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

4 NON-CURRENT INVESTMENTS (CONTD.)

Particulars		As at 31 March, 2025	As at 31 March, 2024
III	**Others (Measured at FVTPL)**		
a)	36,340 Equity Shares (Previous year - Nil) of ₹10/- each of Clean Max Ananta Pvt. Ltd.(Refer note c below)	376.20	-
Investment in Redeemable Preference Shares			
Subsidiary Companies (measured at amortized cost)			
a)	2,80,00,000 (Previous year - 2,80,00,000) 11% Cumulative Non-Convertible Redeemable Preference shares of ₹ 10/- each of Somany Max Pvt. Ltd.	3,360.46	3,052.46
b)	7,50,00,000 (Previous year - 7,50,00,000) 10.5% Cumulative Non-Convertible Redeemable Preference shares of ₹ 10/- each of Somany Piasterelle Pvt. Ltd.	8,821.11	8,033.61
c)	1,02,00,000 (Previous year - Nil) 10.5% Cumulative Non-Convertible Redeemable Preference shares of ₹ 10/- each of Sudha Somany Ceramics Pvt. Ltd.	1,021.84	-
		32,557.99	**30,716.34**
* including share held by the nominee share holders.			
$ Considered as subsidiary under Ind-AS.			
a.	**Aggregate amount of investments are given below:**		
	Aggregate cost of unquoted investments	30,674.58	29,930.27

b. None of the above investments are listed on any stock exchange in India or outside India. There is no accumulated impairment as at current and previous year end.

c. The Company has made investment in 49% equity shares of Clean Max Ananta Pvt. Ltd("CMAPL") on 07 March, 2024 and it became associate of the Company. Subsequently, during the year, the Company has made further investment and has entered into various agreements with the other shareholder of CMAPL which restrict the Company to participate in the financial and operating policy decisions of the CMAPL. Therefore, the CMAPL cease to be an associate under IND AS, however, CMAPL continue as associate under the Companies act, 2013.

5 LOANS

Particulars		As at 31 March, 2025	As at 31 March, 2024
(Unsecured, Considered Good Unless Stated Otherwise)			
Inter Corporate Deposits (ICD)			
-	With Related Parties #	4,974.00	5,353.50
-	With Others	390.00	-
		5,364.00	**5,353.50**
Less Allowance for Losses		18.32	-
		5,345.68	**5,353.50**

For detail of loans to related parties, Refer note no. 42, Related Party Transactions.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

6 OTHER NON CURRENT FINANCIAL ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
(Unsecured, Considered Good Unless Stated Otherwise)		
Bank Deposit (Pledged with Government Departments)	0.25	0.25
Bank Deposits held as Margin Money	316.45	186.10
Security Deposits		
- With Related Party#	105.00	105.00
- With Others	967.14	940.54
	1,388.84	**1,231.89**

For detail of security deposits to related parties, Refer note no. 42, Related Party Transactions.

7 OTHER NON-CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Capital Advances	27.00	82.83
Prepaid Expenses	11.55	17.14
Deposits with Government Departments (under Protest)	296.75	105.20
	335.30	**205.17**

8 INVENTORIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
(Valued at Lower of Cost and Net Realisable Value)		
Raw Materials and Packing Materials	2,349.19	2,091.68
Work -in-Progress	621.81	781.87
Finished Goods	9,749.39	10,204.60
Stock in Trade	4,337.52	4,209.37
Stores and Spares	2,031.13	1,889.44
	19,089.04	**19,176.96**

a. Inventories are hypothecated to secured borrowings. Refer note no. 19 & 24.

b. Stock in trade is net off write down provisions for slow moving inventories amounting to ₹ 348.94 Lakhs (previous year ₹ 383.24 Lakhs).

c. Goods in transit of ₹ 160.41 Lakhs (Previous year nil) and ₹ 152.48 Lakhs (Previous year nil) is included in Finished Goods and Raw material respectively.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

9 CURRENT INVESTMENTS

Particulars	As at 31 March, 2025	As at 31 March, 2024
A) Investments in Non Convertible Debentures (Quoted) (valued at fair value through profit & loss - fully paid up)		
a) 400 Units (Previous Year - 400 Units) 9.70% U P Power Corporation Ltd Bonds (NCD)	260.00	300.00
b) 103 Units (Previous Year - 103 Units) 9.00% Shriram Transport Finance Co. Ltd. (NCD)	1,004.25	1,004.25
B) Investments in Equity Instruments (Quoted) (valued at fair value through Profit & Loss - fully paid up)		
550 Equity Shares (Previous Year - 550 Equity Shares) of ₹ 2/- each of Punjab National Bank Ltd.	0.53	0.68
	1,264.78	**1,304.93**
Aggregate Cost of Quoted Investment	1,278.61	1,320.54
Aggregate Market Value of Quoted Investment	1,264.78	1,304.93

10 TRADE RECEIVABLES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Secured*		
Considered Good	1,189.00	1,114.56
Unsecured		
Considered Good	34,357.92	29,731.16
Have Significant increase in Credit Risk	260.14	1,026.76
Considered Doubtful - Credit Impaired	2,139.96	1,514.28
	37,947.02	33,386.76
Less: Allowance for losses	2,318.96	2,330.34
	35,628.06	**31,056.42**

a. For details of receivable from related parties, Refer note no. 42, Related Party Transactions.

b. Trade Receivables are hypothecated to secured borrowings. Refer note no. 19 & 24.

c. Refer note no. 52 (A) - Trade Receivables ageing.

*secured against security deposits received from customers.

11 CASH AND CASH EQUIVALENTS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance with Banks		
- In Current Accounts	2,526.01	2,557.09
Cash on Hand	2.20	2.92
Bank Deposits with original maturity of 3 months or less	3,008.14	2,502.74
	5,536.35	**5,062.75**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

12 OTHER BANK BALANCES

Particulars	As at 31 March, 2025		As at 31 March, 2024	
Bank Deposits (Pledged with Government Departments)	0.25		0.92	
Less:- Maturity more than 12 months Shown Under "Other Non Current Financial Assets"	0.25	-	0.25	0.67
Bank Deposits held as Margin Money	316.45		186.10	
Less:- Maturity more than 12 months Shown Under "Other Non Current Financial Assets"	316.45	-	186.10	-
Earmarked Balances with Banks				
Unclaimed Dividend Accounts		28.11		31.98
		28.11		**32.65**

13 LOANS

Particulars	As at 31 March, 2025	As at 31 March, 2024
(Unsecured, Considered Good Unless Stated Otherwise)		
Inter Corporate Deposits		
- to Related Parties#	-	135.00
	-	**135.00**

For detail of loans to related parties, refer Note No. 42, Related Party Transactions.

14 OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Accrued Interest	125.22	342.96
Deposit with others	-	2.66
Insurance Claims receivable	271.65	5.47
Other Receivable#	225.08	327.14
	621.95	**678.23**

Refer Note no. 62.

15 CURRENT TAX ASSETS (NET)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advance Income Tax / Tax Deducted at Source (Net of Income Tax Provision of ₹ 9,315.01 Lakhs) (Previous year ₹ 9,931.27 Lakhs)	162.89	549.35
	162.89	**549.35**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

16 OTHER CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Prepaid Expenses	537.31	427.40
Export Incentive Receivable	69.54	62.98
Properities held in Trust (Refer note no. 61)	363.77	657.75
Vendor Advances#*	1,195.27	1,150.21
Other Receivables*$	1,067.87	129.71
Indirect Tax Recoverable/adjustable	328.33	246.21
	3,562.09	2,674.26
*Less: Provision for Doubtful	139.96	97.58
	3,422.13	**2,576.68**

$ Includes receivable towards sale of Investment in a Subsidiary Company, advance to staff and workers against salary and expenses etc.

For detail of advances to related parties, Refer note no. 42, Related Party Transactions.

17 EQUITY SHARE CAPITAL

Particulars	As at 31 March, 2025	As at 31 March, 2024
Authorised		
Equity Shares 16,15,00,000 (Previous Year - 16,15,00,000) of ₹ 2/- each	3,230.00	3,230.00
Issued, Subscribed and Paid up		
Equity Shares 4,10,09,605 (Previous Year - 4,10,03,620) of ₹ 2/- each fully paid up	820.19	820.07
	820.19	**820.07**

a. Terms and rights attached to equity shares

The Company has one class of equity shares having a par value of ₹ 2 each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

	Number of Shares Issued	Amount Issued
Outstanding as on 01 April, 2023	4,24,74,208	849.48
Shares extinguished on buy-back	(14,70,588)	(29.41)
Outstanding at the 31 March, 2024	4,10,03,620	820.07
Equity Shares issued/bought back during the year	5,985	0.12
Outstanding at the 31 March, 2025	**4,10,09,605**	**820.19**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

17 EQUITY SHARE CAPITAL (CONTD.)

c. Shareholdings of Promotors at the end of 31 March, 2025

S. No.	Promoter Name	Numbers of Shares	% of total Shares	% Change during the year
i)	Mr. Abhishek Somany - in capacity of Trustee of Shakthi Family Trust	97,72,190	23.83%	-
ii)	Mr. Shrivatsa Somany - in capacity of Trustee of Sanrakshith Family Trust	42,05,385	10.25%	-
iii)	Mr. Shreekant Somany - in capacity of Trustee of Srijan Family Trust	42,05,385	10.25%	-
iv)	Abhishek Somany (HUF)	18,55,633	4.52%	-
v)	Ms. Anjana Somany	10,51,346	2.56%	-
vi)	Ms. Minal Somany	6,69,030	1.63%	-
vii)	Ms. Aanvi Somany	2,90,837	0.71%	-
viii)	Ms. Anushree Chopra	1,95,255	0.48%	-
ix)	Mr. Shrivatsa Somany	1,15,887	0.28%	-
x)	Mr. Shreekant Somany	1,15,887	0.28%	-
xi)	Mr. Ameya Somany	63,014	0.15%	-
xii)	Mr. Abhishek Somany	18,942	0.05%	-

Shareholdings of Promotors at the end of 31 March, 2024

S. No.	Promoter Name	Numbers of Shares	% of total Shares	% Change during the year
i)	Mr. Abhishek Somany - in capacity of Trustee of Shakthi Family Trust	97,72,190	23.83%	(3.05)%
ii)	Mr. Shrivatsa Somany - in capacity of Trustee of Sanrakshith Family Trust	42,05,385	10.26%	(3.05)%
iii)	Mr. Shreekant Somany - in capacity of Trustee of Srijan Family Trust	42,05,385	10.26%	(3.05)%
iv)	Abhishek Somany (HUF)	18,55,633	4.53%	(3.05)%
v)	Ms. Anjana Somany	10,51,346	2.56%	(3.05)%
vi)	Ms. Minal Somany	6,69,030	1.63%	(3.05)%
vii)	Ms. Aanvi Somany	2,90,837	0.71%	(3.05)%
viii)	Ms. Anushree Chopra	1,95,255	0.48%	(3.05)%
ix)	Mr. Shrivatsa Somany	1,15,887	0.28%	(3.05)%
x)	Mr. Shreekant Somany	1,15,887	0.28%	(3.05)%
xi)	Mr. Ameya Somany	63,014	0.15%	(3.06)%
xii)	Mr. Abhishek Somany	18,942	0.05%	(3.05)%

d. List of shareholders holding more than 5% of the Equity Share Capital of the Company (In numbers)

Particulars		As at 31 March, 2025	As at 31 March, 2024
i)	Mr. Abhishek Somany - in capacity of Trustee of Shakthi Family Trust	97,72,190	97,72,190
ii)	Mr. Shrivatsa Somany - in capacity of Trustee of Sanrakshith Family Trust	42,05,385	42,05,385
iii)	Mr. Shreekant Somany - in capacity of Trustee of Srijan Family Trust	42,05,385	42,05,385
iv)	Franklin Build India Fund #	21,45,441	-
v)	Kotak Small CAP Fund	28,28,824	28,28,824
		2,31,57,225	**2,10,11,784**

Holding as on 31 March, 2024 was not more than 5%.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

17 EQUITY SHARE CAPITAL (CONTD.)

e. Equity shares movement during five years preceding 31 March, 2025

(i) Aggregate number of shares issued for consideration other than cash

Particulars	As at 31 March, 2025	As at 31 March, 2024
Equity shares issued pursuant to Scheme of Amalgamation (in FY 2021-22)	94,782	94,782
Equity shares issued pursuant to Scheme of Amalgamation (in FY 2019-20)	1,90,87,200	1,90,87,200

(ii) Equity shares extinguished on buy-back

The shareholders of the Company vide postal ballot notice dated 26 October, 2023 approved the proposal of buyback 14,70,588 fully paid-up Equity Shares of the Company on a proportionate basis, through the tender offer route, at a price of ₹ 850/- per Equity Share payable in cash for an aggregate amount not exceeding ₹ 12,500 Lakhs (excluding transaction cost and taxes) on 02 December, 2023. The Company bought back 14,70,588 fully paid-up Equity Shares and settled all valid bids and extinguished equity shares bought back during year ended 31 March, 2024.

g. shares reserved for issue under options

Information relating to Somany Ceramics Employee Stock Option Plan 2021 (ESOP 2021)and Somany Ceramics Employee Stock Option Plan 2023 (ESOP 2023), including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note no. 48.

18 OTHER EQUITY

Particulars	As at 31 March, 2025	As at 31 March, 2024
Share options outstanding account		
Balance at the beginning of the year	687.43	259.15
Employee stock option expenses	409.32	428.28
Transferred to General Reserve (share options Lapsed/ Forfeited)	(36.03)	-
Transferred to Security Premium (share options Exercised)	(20.73)	-
Closing balance	**1,039.99**	**687.43**
Capital Reserve		
Balance at the beginning of the year	(4,377.31)	(4,377.31)
Addition/ (Transfer) during the year	-	-
Closing balance	**(4,377.31)**	**(4,377.31)**
Capital Redemption Reserve		
Balance at the beginning of the year	107.84	78.43
Transferred from General Reserve on buyback of equity shares	-	29.41
Closing balance	**107.84**	**107.84**
Security Premium		
Balance at the beginning of the year	1,478.36	16,991.77
Buyback of equity shares, including tax thereon*	-	(15,375.73)
"Transaction cost related to buyback of equity shares (net of taxes)*"	-	(137.68)

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

18 OTHER EQUITY (CONTD.)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Exercise of Share options (including transfer from Share options Outstanding account)	56.44	-
Closing balance	**1,534.80**	**1,478.36**
General Reserve		
Balance at the beginning of the year	6,082.55	6,111.96
Addition/ (Transfer) during the year	36.03	-
Transferred to Capital Redemption reserve on buyback of equity shares	-	(29.41)
Closing balance	**6,118.58**	**6,082.55**
Retained earnings		
Balance at the beginning of the year	67,609.50	58,506.64
Profit for the year	8,568.76	10,377.09
Amount available for appropriation	**76,178.26**	**68,883.73**
Dividend Distributed	1,230.11	1,274.23
Closing Balance	**74,948.15**	**67,609.50**
Remeasurement of defined benefit plans		
Balance at the beginning of the year	(91.61)	(99.32)
Other Comprehensive Income for the year	(72.27)	7.71
Closing Balance	**(163.88)**	**(91.61)**
Total Retained Earnings	**74,784.27**	**67,517.89**
Total Other Equity	**79,208.17**	**71,496.76**

*Refer Note no. 17(e)(ii)

19 BORROWINGS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Secured		
Car Loan		
- from Banks	1,367.61	1,401.39
	1,367.61	**1,401.39**
Less: Current Maturities of Non Current Borrowings		
Car Loan		
- from Banks	452.36	997.94
	452.36	**997.94**
	915.25	**403.45**

Notes

a Car loan from Banks are secured by hypothecation of cars purchased there under and are repayable in monthly instalments over the period of loan having maturity period upto 5 years.

b As at 31 March, 2025 rate of interest is variable and linked with MCLR ranging between 8.50% to 9.6% and few car loans which are at fixed interest rate ranging between 8% to 9%.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

20 OTHER NON CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Trade Deposits	3,434.66	3,185.94
	3,434.66	**3,185.94**

21 PROVISIONS (NON CURRENT)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Employees Benefits		
Compensated absences	1,130.28	980.52
	1,130.28	**980.52**

22 CURRENT TAX AND DEFERRED TAX LIABILITIES (NET)

A. Movement in deferred tax balances

Particulars	As at 31 March, 2024	Recognized in P&L	Recognized in OCI	As at 31 March, 2025
Deferred Tax Assets				
Accrued expenses	1,164.46	233.70	-	1,398.16
Others	1,127.44	340.65	-	1,468.09
Sub- Total (a)	**2,291.90**	**574.35**	**-**	**2,866.25**
Deferred Tax Liabilities				
Property, plant and equipment, Right of use assets & Intangible assets	4,743.51	336.97	-	5,080.48
Others	60.08	470.83	-	530.91
Sub- Total (b)	**4,803.59**	**807.80**	**-**	**5,611.39**
Net Deferred Tax Liability (b)-(a)	**2,511.69**	**233.45**	**-**	**2,745.14**

Particulars	As at 31 March, 2023	Recognized in P&L	Recognized in OCI	As at 31 March, 2024
Deferred Tax Assets				
Accrued expenses	1,404.95	(240.49)	-	1,164.46
Others	1,154.15	(26.71)	-	1,127.44
Sub- Total (a)	**2,559.10**	**(267.20)**	**-**	**2,291.90**
Deferred Tax Liabilities				
Property, plant and equipment, Right of use assets & Intangible assets	4,800.98	(57.47)	-	4,743.51
Others	-	60.08	-	60.08
Sub- Total (b)	**4,800.98**	**2.61**	**-**	**4,803.59**
Net Deferred Tax Liability (b)-(a)	**2,241.88**	**269.81**	**-**	**2,511.69**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

22 CURRENT TAX AND DEFERRED TAX LIABILITIES (NET) (CONTD.)

B. Amounts recognized in statement of profit and loss

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Current tax expense		
Current year	2,717.78	3,756.89
Income tax for earlier year	(252.82)	-
	2,464.96	**3,756.89**
Deferred Tax Charge/(Credit)		
Origination and reversal of temporary differences	74.70	269.81
Relating to earlier year	158.75	-
	233.45	**269.81**
Total Tax Expense	**2,698.41**	**4,026.70**

C. Amounts recognized in Other Comprehensive Income

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Current tax expense		
Current year	24.31	(2.59)

D. Reconciliation of effective tax expense

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
	Rate	Amount	Rate	Amount
Accounting profit before tax		11,267.17		14,403.79
Tax using the Company's domestic tax rate	25.168%	2,835.72	25.168%	3,625.14
Tax effect of:				
Non-deductible expenses/ (Exempted income) (net)		65.10		37.21
Changes in estimates related to prior years		(94.07)		-
Lower tax rate on (Gain)/Loss on investment		(49.16)		(39.19)
Tax impact on capital gain arised on sale of investment		(58.94)		401.06
Others		(0.24)		2.48
		2,698.41		**4,026.70**

23 OTHER NON-CURRENT LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Security Deposits	1,173.66	966.24
Less: Current Maturities	259.76	99.06
	913.90	**867.18**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

24 BORROWINGS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Secured Loans:		
Working Capital Facilities from Banks*	-	-
Current Maturities of Long term Borrowings (Refer note no. 19)	452.36	997.94
	452.36	**997.94**

***Working Capital Facilities from Banks are secured by:**

a First charge by way of hypothecation of current assets including stocks of raw materials, finished goods, stock in trade and inventory work in progress, stores & spares and book debts and ranking pari-passu; and

b Second and subservient charge by way of hypothecation of all movable fixed assets & ranking pari-passu, excluding assets exclusively charged.

c Rate of interest is variable and linked with MCLR as at 31 March, 2025 ranging between 9.15% to 9.70%(previous year 9.55% to 9.70%).

25 TRADE PAYABLES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Outstanding dues of Micro Enterprises and Small Enterprises*	4,676.75	4,660.70
Outstanding dues other than Micro Enterprises and Small Enterprises#	22,748.63	16,317.69
	27,425.38	**20,978.39**

a. * For MSME disclosure, Refer note no. 51.

b. # For details of payables to related parties, Refer note no. 42, Related Party Transactions.

c. Refer note no. 52 (B) - Trade Payables ageing.

26 OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Interest Accrued	0.01	-
Capital Creditors*	364.49	306.59
Unclaimed Dividends	28.11	31.98
Employees related Payable$	3,168.12	2,604.78
Others#	20,263.01	27,379.22
	23,823.74	**30,322.57**

*Includes Outstanding dues of Micro Enterprises and Small Enterprises of ₹ 21.34 Lakhs (Previous Year ₹ 31.40 Lakhs) Refer note no. 51.

$ For details of payables to related parties, Refer note no. 42, Related Party Transactions.

#Includes liability towards paying agent arrangement of ₹ 20,080.73 Lakhs (Previous year ₹ 27,274.52 Lakhs) etc.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

27 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Statutory Dues	1,969.50	1,837.15
Security Deposits - Current maturities of Other Non Current Liabilities	259.76	99.06
Advance from Customers	662.08	623.24
Sales Incentive	3,583.87	3,021.86
Liability under Defalcation Suit (Refer note no. 61)	639.73	665.42
others#	292.59	314.11
	7,407.53	**6,560.84**

Includes claim payables etc.

28 PROVISIONS (CURRENT)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Employee Benefits		
Gratuity (Refer note no. 41)	184.20	245.90
Compensated absences	202.35	203.25
	386.55	**449.15**

29 REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Sales of Goods	2,56,042.95	2,52,515.55
	2,56,042.95	2,52,515.55
Other operating revenue		
Export incentives	142.06	144.03
Scrap Sales	353.03	331.54
Insurance Claims and Other Incomes	180.41	399.11
Income From Services	223.68	57.84
	899.18	932.52
	2,56,942.13	**2,53,448.07**

a) Unsatisfied performance obligation (Contract Liabilities- Advance from Customers) Refer note no.27.

b) Reconciliation of contract price vis a vis revenue recognized in the statement of profit and loss is as follows:

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
Contract Price				
(i) Sales of goods				
Tiles	2,26,154.98		2,28,282.53	

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

29 REVENUE FROM OPERATIONS (CONTD.)

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
Others	39,643.02	2,65,798.00	33,812.65	2,62,095.18
(ii) Sales of services		223.68		57.84
(iii) other operating revenue		675.50		874.68
Adjustments:				
Discount/rebate/ Sales incentives		(9,755.05)		(9,579.63)
Revenue recognized in statement of profit and loss		**2,56,942.13**		**2,53,448.07**

c) The above revenues have been recognized at point of time.

d) Payment terms with customers generally ranges between 0 to 60 days from the completion of performance obligation. Considering the same, the Company elects to use practical expedient as given in IND AS 115 "Revenue from contracts with customers", hence there are no significant financing component in any transaction with the customers.

e) Sale of the products and services within India ₹ 2,47,712.37 Lakhs (Previous Year ₹ 2,43,020.17 Lakhs) and outside India ₹ 8,330.58 Lakhs (Previous Year ₹ 9,495.38 Lakhs).

f) For contract assets-Trade Receivables and balances Refer note no. 10.

30 OTHER INCOME

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
Interest Income		1,981.63		2,482.83
Dividend Income		0.01		0.01
Other non-operating revenue:				
Net Profit on Sale of Property, Plant and Equipment		159.09		112.49
Profit on Sale of Current Investments measured at FVTPL	-		216.69	
Less:- Reversal of Fair Value of Current Investments measured at FVTPL	-	-	165.01	51.68
Net Gain on Fair Value of Current Investments measured at FVTPL		-		0.43
Net Gain on Foreign Currency Translations and Transactions		68.54		53.97
Miscellaneous Income		261.63		110.66
		2,470.90		**2,812.07**

31 COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Raw Materials Consumed	20,109.83	22,119.21
Packing Materials Consumed	4,043.40	4,092.13
	24,153.23	**26,211.34**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

32 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Opening Stock		
Finished Goods	10,204.60	11,014.22
Stock-in-Trade	4,209.37	5,749.90
Total Finished Goods	14,413.97	16,764.12
Work-in-Progress	781.87	714.00
	15,195.84	**17,478.12**
Less: Closing Stock		
Finished Goods	9,749.39	10,204.60
Stock-in-Trade	4,337.52	4,209.37
Total Finished Goods	14,086.91	14,413.97
Work-in-Progress	621.81	781.87
	14,708.72	**15,195.84**
(Increase)/ Decrease in Stock	**487.12**	**2,282.28**

33 EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Salary, Wages, Bonus etc.*	24,284.96	22,364.72
Contribution towards Provident Fund and Gratuity Fund (refer note no. 41)	1,090.96	1,065.71
Staff Welfare expenses	821.85	808.41
	26,197.77	**24,238.84**

* includes ₹ 409.32 Lakhs (Previous Year ₹ 428.28 Lakhs) towards share based payments refer note no. 48.

34 FINANCE COSTS

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Interest	289.74	365.95
Interest expense on lease liabilities	425.03	363.40
Other Borrowing Costs	41.04	47.91
	755.81	**777.26**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

35 OTHER EXPENSES

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
Stores and Spare Parts Consumed		3,291.71		3,844.59
Power & Fuel		20,556.63		24,127.73
Repairs and Maintenance:				
Buildings		174.33		154.98
Plant & Machinery		482.97		507.77
Others		118.09		122.65
Rent		277.86		271.18
Rates & Taxes		77.18		82.47
Insurance		1,364.08		1,135.15
Travelling and Conveyance		2,953.03		2,866.88
Loss on Sale of Current Investments	1.94		-	
Less:- Reversal of Fair Value of Current Investments measured at FVTPL	1.94	-	-	-
Freight Outward and Handling Charges		4,260.41		4,100.02
Advertisement and Sales Promotion		5,242.61		5,924.62
Commission to Agents		813.39		668.04
CSR Expenses (Refer note no. 57)		254.40		225.68
Provision for Credit Losses / doubtful advances		167.84		214.76
Bad Debts	122.65		125.11	
Less: Provision for Credit Losses	118.52	4.13	121.98	3.13
Sundry Balances Written Off		0.01		0.09
Property, Plant and Equipment Discarded /Written off		78.20		114.40
Net Loss on Fair Value of Current Investments		65.87		-
Others*		4,424.57		3,607.68
		44,607.31		**47,971.82**

* For Payment to Statutory Auditor, Refer note no. 46.

36 EARNING PER SHARE (EPS)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Profit for the year (a)	8,568.76	10,377.09
Weighted average numbers of equity shares for calculation of EPS		
Weighted average number of equity shares for basic EPS (b)	4,10,05,619	4,21,20,624
Effect of potential Ordinary shares on Employee Stock Options outstanding (c)	3,185	43,571
Weighted average number of Ordinary shares in computing diluted earnings per share d = [(b) + (c)]	**4,10,08,804**	**4,21,64,195**
EPS - Basic (Per share in ₹) [(a)/(b)]	20.89	24.64
EPS - Diluted (Per share in ₹) [(a)/(d)]	20.89	24.61

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

37 CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS AS IDENTIFIED BY THE COMPANY

A. Contingent liabilities (not provided for) in respect of:

Particulars		As at 31 March, 2025	As at 31 March, 2024
1.	Claim and other demands against the Company not acknowledged as debts. #	407.73	397.74
2.	Sales Tax demands against which the Company has preferred appeals.	27.77	27.77
3	Goods and Service Tax (excluding interest and penalty), Excise duty (excluding interest and penalty), service tax demands and show-cause notices issued against which the Company/ Department has preferred appeals/filed replies.	2,147.40	338.64
4.	Income tax demand disputed by the Company which excludes penalty, if any, as same can not be measured at this stage	65.50	60.02
5.	a) Local Area Development Tax imposed by the State of Haryana disputed by the Company.	810.78	810.78
	b) Entry Tax matter pending before Hon'ble High Court of Calcutta.	38.88	38.88
6.	Demand from ESIC disputed by the Company.	15.41	15.41

Company has some subjudice labour dispute matters impact of which cannot be ascertained at this stage.

Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgments/ decisions pending with various forums/ authorities. However, the Company has reviewed all its pending litigation and proceeding and has adequately provided for where provision required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceeding to have a materially adverse effect on its financial position. The Company does not expects any payment in respect of the above contingent liabilities.

B. Others

In light of judgment of Honorable Supreme Court dated 28 February, 2019 on the definition of "Basic Wages" under the Employees Provident Funds & Misc. Provisions Act, 1952 and based on Company's evaluation, there are significant uncertainties and numerous interpretative issues relating to the judgement and hence, it is unclear as to whether the clarified definition of Basic Wages would be applicable prospectively or retrospectively. The amount of the obligation therefore cannot be measured with sufficient reliability for past periods and hence has currently been considered to be a contingent liability.

C. Commitments

Particulars		As at 31 March, 2025	As at 31 March, 2024
(i)	Estimated amount of Contracts remaining to be executed on Capital Account not provided for [Net of Advances]	294.84	294.36

(ii) The Company, in terms of the Share Subscription cum Shareholders Agreements with subsidiary companies, may contribute funds (loan / equity) in the proportion of its shareholding for the purpose of meeting repayment obligation to banks, financial institutions or other lenders, any statutory liability, liabilities towards fuel suppliers or such other similar liabilities, fund requirement for expansion/ diversification, etc. The Company shall not withdraw the funds so infused, if any, till the money remain due to bank.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

38 LOANS AND ADVANCES PURSUANT TO REGULATION 34(3) AND 53(F) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Particulars	Outstanding as at 31 March, 2025	Maximum Amount Outstanding during the year ended 31 March, 2025	Outstanding as at 31 March, 2024	Maximum Amount Outstanding during the year ended 31 March, 2024
Inter Corporate Deposits				
Sudha Somany Ceramics Pvt. Ltd.	1,004.00	2,024.00	2,024.00	3,249.50
Somany Sanitaryware Pvt. Ltd.	500.00	510.00	510.00	880.00
Vintage Tiles Pvt. Ltd.	500.00	500.00	250.00	250.00
Somany Piasterelle Pvt. Ltd.	-	1,200.00	1,200.00	13,100.00
Vicon Ceramic Pvt. Ltd.	70.00	164.50	164.50	164.50
Somany Bath Fittings Pvt. Ltd.	-	200.00	200.00	200.00
Amora Tiles Pvt. Ltd. (Refer note no.42)	-	390.00	390.00	390.00
Somany Max Pvt. Ltd.	2,900.00	2,900.00	750.00	2,051.00
Somany Fine Vitrified Pvt. Ltd.	-	-	-	357.00
Creanza Tiles Pvt. Ltd. (Formerly known as Amora Ceramics Pvt. Ltd)	-	-	-	260.10
Security Deposit Given				
Sudha Somany Ceramics Pvt. Ltd.	105.00	105.00	105.00	105.00

39 FOREIGN EXCHANGE EXPOSURES OUTSTANDING AT THE YEAR-END:

Particulars		Amount (Foreign Currency in Lakhs)	Amount (Equivalent ₹ in lakhs)	Amount (Foreign Currency in Lakhs)	Amount (Equivalent ₹ in lakhs)
		31 March, 2025		31 March, 2024	
Open Exposures					
Receivables	USD	7.15	610.27	8.51	706.87
Receivables	EURO	0.01	0.11	-	-
Receivables	NPR	86.42	54.01	18.13	11.33
Payables	USD	0.06	4.75	0.43	35.52
Payables	CNY	0.10	1.13	0.06	0.73
Payables	EURO	0.11	10.08	0.03	3.07
Payables	NPR	5.72	3.57	5.66	3.54

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

40 DETAILS OF INVESTMENT MADE, LOAN AND GUARANTEE GIVEN COVERED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

a) Loan given for business purposes

Name	Terms of repayments	For the year ended		Outstanding as at	
		31 March, 2025	31 March, 2024	31 March, 2025	31 March, 2024
Sudha Somany Ceramics Pvt. Ltd.	After one year	-	825.00	1,004.00	2,024.00
Vintage Tiles Pvt. Ltd.	After one year	500.00	-	500.00	250.00
Somany Sanitaryware Pvt. Ltd.	After one year	500.00	-	500.00	510.00
Vicon Ceramic Pvt. Ltd.	After one year	70.00	-	70.00	164.50
Somany Piasterelle Pvt. Ltd.	After one year	-	1,200.00	-	1,200.00
Somany Bath Fittings Pvt. Ltd.	After one year	-	-	-	200.00
Amora Tiles Pvt. Ltd. (Refer note no.42)	With in one Year	-	135.00	-	135.00
Amora Tiles Pvt. Ltd. (Refer note no.42)	After one year	135.00	-	390.00	255.00
Somany Max Pvt. Ltd.	After one year	2,150.00	750.00	2,900.00	750.00

The above unsecured loans carries interest rate 11.00% (Previous Year 9.00% to 12.00%)

b) Details of investments made is given in Note No. 4 and 9.

c) Also refer Note No. 37(C) (ii).

41 EMPLOYEE BENEFITS

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
Contribution to Provident Funds	855.24	787.04

Above amounts have been included in Contributions to Provident and Gratuity Fund (Refer note no. 33) of the Statement of Profit and Loss.

(ii) Defined Benefit Plan:

The Company made provision for gratuity as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. Gratuity liability is being contributed to the gratuity fund formed by the Company.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March, 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, was measured using the Projected Unit Credit Method.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

41 EMPLOYEE BENEFITS (CONTD.)

A. Movement in net defined benefit (asset)/liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/liability and its components:

Particulars	31 March, 2025			31 March, 2024		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Opening Balance	2,752.55	2,506.65	245.90	2,442.33	2,124.80	317.53
Included in profit & loss						
Current service cost	217.95	-	217.95	209.75	-	209.75
Interest cost / (income)	199.01	(181.24)	17.77	180.24	(156.81)	23.43
Other Adjustment						-
Past Service Cost including curtailment Gains/(Losses)	-	-	-	45.48	-	45.48
	416.96	**(181.24)**	**235.72**	**435.47**	**(156.81)**	**278.66**
Included in OCI						
Remeasurements loss / (gain)						
Actuarial loss / (gain) arising from:						
- demographic assumptions	-	-	-	-	-	-
- financial assumptions	68.69	-	68.69	31.50	-	31.50
- experience adjustment	60.88	-	60.88	83.25	-	83.25
- on plan assets	-	(32.99)	(32.99)	-	(125.04)	(125.04)
	129.57	**(32.99)**	**96.58**	**114.75**	**(125.04)**	**(10.29)**
Other						
Contributions paid by the employer	-	394.00	(394.00)	-	100.00	(100.00)
Benefits paid	(229.38)	(229.38)	-	(240.00)	-	(240.00)
	(229.38)	**164.62**	**(394.00)**	**(240.00)**	**100.00**	**(340.00)**
Closing Balance	**3,069.70**	**2,885.50**	**184.20**	**2,752.55**	**2,506.65**	**245.90**

B. Plan assets

Particulars	31 March, 2025	31 March, 2024
Fund managed by insurer	100%	100%
	100%	100%

Above amounts have been included in Contributions to Provident and Gratuity Fund (note no. 33) of the Statement of Profit and Loss and Other Comprehensive Income.

In the absence of detailed information regarding plan assets which is funded with Insurance Company, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

41 EMPLOYEE BENEFITS (CONTD.)

C. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Economic Assumptions	31 March, 2025	31 March, 2024
Discount rate	6.93%	7.23%
Expected rate of future salary increase	5.00%	5.00%

Demographic Assumption

Attrition rates are the Company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the Company, business plan, HR Policy etc as provided in the relevant accounting standard. Attrition rates as given below have been received as input from the Company.

Economic Assumptions	31 March, 2025	31 March, 2024
Mortality	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Retirement Age (Years)	58	58
Attrition at Ages	**Withdrawal Rate (%)**	
Up to 30 Years	3	3
From 31 to 44 years	2	2
Above 44 years	1	1

Assumptions regarding future mortality have been based on published statistics and mortality tables.

The Company expects to contributes ₹ 286.03 Lakhs (Previous Year ₹ 259.58 Lakhs) in plan assets in the next year.

D. 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 by the amounts shown below.

Particulars	31 March, 2025		31 March, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(114.09)	121.76	(103.54)	110.48
Expected rate of future salary increase (0.5% movement)	114.71	(108.73)	105.12	(99.65)

Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

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.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

41 EMPLOYEE BENEFITS (CONTD.)

E. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

A) Salary Increases- Higher than expected increase in salary will increase the defined benefit obligation.

B) Investment Risk – Assets / liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability / Assets.

C) Discount Rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

F. Maturity Profile of Defined Benefit Obligation

Particulars	31 March, 2025	31 March, 2024
Within 1 year	273.65	266.63
From 1 year to 2 Year	123.05	119.04
From 2 year to 3 Year	156.95	119.58
From 3 year to 4 Year	141.54	137.46
From 4 year to 5 Year	647.91	119.34
From 5 year to 6 Year	168.59	585.28
6 Year onwards	1558.01	1405.22
Total	**3069.70**	**2752.55**

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES"

A. Related parties and their relationships as per Ind AS 24

i Key Managerial Personnel (KMP) and their relatives

Name	Relationship
Mr. Shreekant Somany	Chairman & Managing Director (CMD)
Mr. Abhishek Somany	Managing Director & CEO
Mr. Amit Sahai^	CEO -Tile Business w.e.f 23 May, 2023
Mr. Sailesh Raj Kedawat^	Chief Financial Officer (CFO)
Mr. Ambrish Julka^	Sr. GM (Legal) & Company Secretary
Mrs. Anjana Somany	Wife of Mr. Shreekant Somany
Mrs. Minal Somany	Wife of Mr. Abhishek Somany
Mr. Shrivatsa Somany	Son of Mr. Shreekant Somany
Mr. Ameya Somany	Son of Mr. Abhishek Somany
Mr. G.G. Trivedi #	Non- Executive Director

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Name	Relationship
Mr. Siddharath Bindra*	Non - Executive Director (till 25 May, 2024)
Mr. Ravinder Nath*	Non - Executive Director (till 12 August, 2024)
Mr. Salil Singhal*	Non - Executive Director (till 12 August, 2024)
Mr. Rameshwar Singh Thakur*	Non - Executive Director
Mrs. Rumjhum Chatterjee*	Non - Executive Director
Mr. Vineet Agarwal*	Non - Executive Director
Mr. Manit Rastogi*	Non - Executive Director (w.e.f. 15 May, 2024)
Mr. Zuber Ahmed*	Non - Executive Director (w.e.f. 01 October, 2024)

^ KMP under the Companies Act, 2013

Non Independent Directors

* Independent Directors

ii Subsidiary Company

SR Continental Ltd.

Somany Bathware Ltd.

Amora Tiles Pvt. Ltd. (ceases to be subsidiary w.e.f. 01 December, 2024) (Refer note no. 47)

Somany Fine Vitrified Pvt. Ltd. (ceases to be subsidiary w.e.f. 01 July, 2023)

Somany Sanitaryware Pvt. Ltd.

Somany Excel Vitrified Pvt. Ltd.

Vintage Tiles Pvt. Ltd.

Somany Piastrelle Pvt. Ltd.

Vicon Ceramic Pvt. Ltd.

Acer Granito Pvt. Ltd. (ceases to be subsidiary w.e.f. 01 December, 2024) (Refer note no. 47)

Sudha Somany Ceramics Pvt. Ltd.

Somany Bath Fittings Pvt. Ltd.

Somany Max Pvt. Ltd.

SRCL Buildwell Pvt. Ltd. (subsidiary of SR Continental Ltd.)

iii. Associate Company

Clean Max Ananta Pvt. Ltd. (w.e.f 07 March, 2024) (In the current year ceases to be associate under IND-AS, refer note no. 4)

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

iv. Enterprise over which Company exercise significant influence and with whom transactions have taken place during the year:

H. L. Somany Foundation

v. Employees Trusts

Somany Employees Gratuity Fund(Formerly known as SPL Employees Gratuity Fund)

vi. Other related parties with which Company has transactions:

Name	
Trans India Ceramics Pvt. Ltd.	Private company in which a director is director
Vidres India Ceramics Pvt. Ltd.	Private company in which a director is director
Transport Corporation of India Ltd.	Public company in which a director is director and holds more than 2% shares alongwith relatives
TCI Express Ltd.	Public company in which a director is director and holds more than 2% shares alongwith relatives
TCI-Concor Multimodal Solutions Pvt. Ltd.	Private company in which a director is director

B. Transactions with the above in the ordinary course of business

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
a) Payments to Key Managerial Personnel and their relatives		
Mr. Shreekant Somany		
- Remuneration	296.17	300.19
- Commission	221.91	410.30
Outstanding at the year-end:		
- Remuneration Payable	10.67	-
- Commission Payable	221.91	410.30
Mr. Abhishek Somany		
- Remuneration	513.64	504.24
- Commission	4.44	206.25
- Rent Paid	-	1.94
Outstanding at the year-end:		
- Remuneration Payable	17.15	-
- Commission Payable	4.44	206.25
Mrs. Anjana Somany		
- Remuneration	32.33	29.28
- Rent Paid	4.05	3.92
Outstanding at the year-end:		
- Remuneration Payable	1.12	-
Mrs. Minal Somany		
- Remuneration	45.45	42.27
- Rent Paid	5.89	7.66

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
Outstanding at the year-end:		
- Remuneration Payable	2.65	-
Mr. Shrivatsa Somany		
- Remuneration	58.07	39.46
Outstanding at the year-end:		
- Remuneration Payable	1.46	-
Mr. Ameya Somany		
- Remuneration	8.19	10.66
Outstanding at the year-end:		
- Remuneration Payable	2.00	-
Mr. Amit Sahai		
- Remuneration	282.83	270.24
Outstanding at the year-end:		
- Remuneration Payable	4.93	
Mr. Sailesh Raj Kedawat		
- Remuneration	139.28	120.45
Outstanding at the year-end:		
- Remuneration Payable	3.06	-
Mr. Ambrish Julka		
- Remuneration	43.81	38.47
- Sale of goods	0.35	-
Outstanding at the year-end:		
- Remuneration Payable	1.47	-
b) Non- Executive/Independent Directors		
Mr. G.G. Trivedi		
- Commission	3.00	3.00
- Sitting Fees	1.55	1.35
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Siddharath Bindra		
- Commission	3.00	3.00
- Sitting Fees	0.30	0.65
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Ravindra Nath		
- Commission	3.00	3.00
- Sitting Fees	0.25	0.55

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Salil Singhal		
- Commission	3.00	3.00
- Sitting Fees	0.65	0.65
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Rameshwar Singh Thakur		
- Commission	3.00	3.00
- Sitting Fees	1.70	1.45
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mrs. Rumjhum Chatterjee		
- Commission	3.00	3.00
- Sitting Fees	0.80	0.75
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Vineet Agarwal		
- Commission	3.00	3.00
- Sitting Fees	0.80	0.85
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Manit Rastogi		
- Commission	3.00	-
- Sitting Fees	0.40	-
Outstanding at the year-end:		
- Commission Payable	3.00	-
Mr. Zuber Ahmed		
- Commission	3.00	-
- Sitting Fees	0.45	-
Outstanding at the year-end:		
- Commission Payable	3.00	-
Summary of payment made to KMP#		
Short term employee benefits(Remuneration/Commission and Sitting fees)*	1,535.98	1,877.39
Other Payments-Rent	-	1.94
* excludes provision in respect of gratuity, compensated absences etc. as the same is determined on an actuarial basis for company as whole.		

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
# The Company has granted 10,663 (previous year - 29,940) options to KMPs out of which Nil (previous year - Nil) options has been lapsed during the year, value of which shall be disclosed at the time of exercise of options.		
c) With Subsidiary Companies are as under		
SR Continental Ltd.		
- Rent paid	0.24	0.24
- Services rendered	1.20	0.75
- Payment made on their behalf	1.05	0.72
Outstanding at the year end:		
- Trade Receivable	0.03	0.23
- Trade payable	-	0.03
- Trade Advance	0.03	-
Somany Bathware Ltd.		
- Services rendered	0.60	0.60
- Rent received	0.11	-
Amora Tiles Pvt. Ltd.		
- Purchase of goods	4,659.80	8,257.63
- Interest received	28.68	29.88
- ICD given	-	135.00
Outstanding at the year end:		
- Trade payable	-	273.92
- ICD receivable	-	390.00
Somany Sanitaryware Pvt. Ltd.		
- Purchase of goods	4,606.75	4,848.76
- Sales of goods	115.20	187.11
- Interest received	55.71	79.82
- Payment made on their behalf	3.36	4.05
- ICD given	500.00	-
- ICD received back	510.00	370.00
Outstanding at the year-end:		
- Trade Receivable	55.46	41.33
- Trade payable	669.56	542.54
- ICD receivable	500.00	510.00
Somany Fine Vitrified Pvt. Ltd.		
- Purchase of goods	-	165.20
- Interest received	-	9.76

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
Somany Excel Vitrified Pvt. Ltd.		
- Services rendered	6.00	0.75
- Rent received	0.11	-
Vintage Tiles Pvt. Ltd.		
- Purchase of goods	12,270.80	14,757.20
- Interest received	36.99	27.50
- ICD received back	250.00	-
- ICD given	500.00	-
Outstanding at the year-end:		
- Trade payable	1,101.21	1,125.91
- ICD receivable	500.00	250.00
Vicon Ceramic Pvt. Ltd.		
- Purchase of goods	4,176.44	4,941.34
- Interest received	13.64	18.10
- ICD given	70.00	-
- ICD received back	164.50	-
Outstanding at the year-end:		
- Trade payable	222.13	381.11
- ICD receivable	70.00	164.50
- Interest receivable	-	4.05
Acer Granito Pvt. Ltd.		
- Purchase of goods	4,102.44	6,495.24
Outstanding at the year-end:		
- Trade payable	-	528.55
Sudha Somany Ceramics Pvt. Ltd.		
- Purchase of goods	22,775.08	21,589.21
- Rent Paid	6.00	6.00
- Interest received	232.65	304.72
- Dividend on preference shares	1.84	-
- ICD given	-	825.00
- ICD received back	1,020.00	1,225.50
- Investment in Preference shares	1,020.00	-
- Investment in equity shares	390.00	1,200.00
Outstanding at the year-end:		
- Trade Payable	1,219.23	692.63
- Interest receivable	109.79	174.96
- Dividend accrued on preference shares	1.84	-

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
- Security deposit receivable	105.00	105.00
- ICD receivable	1,004.00	2,024.00
Somany Bath Fittings Pvt. Ltd.		
- Purchase of goods	5,045.00	4,058.49
- Sale of goods	21.28	11.51
- Sale of Property, Plant and Equipment	-	0.31
- Rent Paid	-	0.19
- Interest received	14.32	22.06
- Payment made on their behalf	1.88	4.54
- ICD received back	200.00	-
Outstanding at the year-end:		
- Trade payable	232.32	368.02
- ICD receivable	-	200.00
Somany Piastrelle Pvt. Ltd.		
- Purchase of goods	10,555.56	12,317.24
- Sale of goods	-	0.10
- Royalty received	144.45	37.85
- Interest received	22.48	539.72
- Dividend on preference shares	787.50	533.61
- Payment made on their behalf	1.49	5.83
- Investment in equity shares	-	4,035.00
- Investment in Preference shares	-	7,500.00
- ICD given	-	1,200.00
- ICD received back	1,200.00	11,900.00
Outstanding at the year-end:		
- Trade Receivable	75.57	32.96
- Trade payable	822.06	426.73
- Dividend accrued on preference shares	1,321.11	533.61
- Interest Receivable	-	104.56
- ICD receivable	-	1,200.00
Somany Max Pvt. Ltd.		
- Investment in equity shares	-	2,000.00
- Investment in Preference shares	-	2,800.00
- Purchase of goods	9,051.47	1,840.72
- Sale of goods	-	0.20
- Royalty received	42.03	5.54
- Rent Received	0.12	0.12

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
- Interest received	199.85	68.89
- Dividend on Preference Shares	308.00	252.46
- ICD given	2,150.00	750.00
- ICD received back	-	2,051.00
Outstanding at the year-end:		
- Trade Receivable	17.21	-
- Interest Receivable	-	25.29
- Dividend accrued on preference shares	560.46	252.46
- ICD receivable	2,900.00	750.00
- Trade Payable	729.01	565.79
d) With Associate Company are as under		
Clean Max Ananta Pvt. Ltd.		
- Investment in equity shares	-	0.49
e) With Employees Trusts are as under:-		
Somany Employees Gratuity Fund(Formerly known as SPL Employees Gratuity Fund)		
- Contribution made	394.00	340.00
f) With Other Related Parties are as under:-		
H. L. Somany Foundation		
- Contribution towards CSR Activities	254.40	225.68
Trans India Ceramics Pvt. Ltd.		
- Purchase of goods	164.28	160.55
- Services received	22.36	16.98
Outstanding at the year-end:		
- Trade payable	35.19	73.99
Vidres India Ceramics Pvt. Ltd.		
- Purchase of goods	2,454.44	3,114.52
- Sale of Goods	10.33	0.03
- Payment made on their behalf	0.65	-
Outstanding at the year-end:		
- Trade payable	57.24	54.97
Transport Corporation of India Ltd.		
- Services received	68.40	66.04
Outstanding at the year-end:		
- Trade payables	7.30	4.70

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

42 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
TCI Express Ltd.		
- Services received	20.02	32.97
Outstanding at the year-end:		
- Trade payables	8.49	7.80
TCI-Concor Multimodal Solutions Pvt. Ltd.		
- Services received	2.65	4.58
Outstanding at the year-end:		
- Trade payables	1.45	1.36

Also refer Note No. 37(C) (ii).

Terms and conditions of transactions with related parties:

Outstanding balances other than loan (ICD) at the year-end are unsecured, Interest Free and settlement occurs in cash.For Terms and conditions of Loan given Refer note no.40.

43 ANALYTICAL RATIOS

S. No.	Particular	Numerator (A)	Denominator (B)	31 March, 2025	31 March, 2024	% of variance	Reason for Variances*
1	Current Ratio	Current Assets	Current Liabilities	1.09	1.01	7.86%	-
2	Debt-Equity Ratio	Total Debt	Net worth	0.02	0.02	(11.81)%	-
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt service	6.85	5.27	29.97%	Due to reduction in debts
4	Return on Equity Ratio	Net Profits after taxes	Average Net worth	11.25%	13.78%	(18.37)%	-
5	Inventory turnover ratio	Sales	Closing Inventory (Finished Goods and Stock in Trade)	18.18	17.52	3.75%	-
6	Trade Receivables turnover ratio	Sales	Closing Trade Receivables	7.19	8.13	(11.61)%	-
7	Trade payables turnover ratio	Credit Purchases	Closing Trade Payable	7.15	9.03	(20.83)%	-
8	Net capital turnover ratio	Sales	Working capital	(229.36)	(51.18)	348.16%	Due to decrease in working capital.
9	Net profit ratio	Net profit	Sales	3.35%	4.11%	(18.56)%	-
10	Return on Capital employed	Earning before exceptional items, interest and taxes	Average Capital Employed	13.82%	17.27%	(19.99)%	-
11	Return on investment	Income Received on Loans, FDRs, current investments and investment in Preference shares	Average of Loans, FDRs current investments and investment in Preference shares	11.65%	9.17%	27.13%	Due to increase in proportionate return on investment in Preference shares

*Given where the variance is more than 25%.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

44 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

I. Fair value measurements

A. Financial instruments by category

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	FVTPL	Amortized Cost	FVTPL	Amortized Cost
Financial assets				
Investments				
Non current	376.20	13,203.41	-	11,086.07
Current	1,264.78	-	1,304.93	-
Loans				
Non current	-	5,345.68	-	5,353.50
Current	-	-	-	135.00
Trade receivables	-	35,628.06	-	31,056.42
Cash and cash equivalents	-	5,536.35	-	5,062.75
Bank balances other than above	-	28.11	-	32.65
Others				
Non current	-	1,388.84	-	1,231.89
Current	-	621.95	-	678.23
	1,640.98	**61,752.40**	**1,304.93**	**54,636.51**
Financial liabilities				
Borrowings				
Non current	-	915.25	-	403.45
Current	-	452.36	-	997.94
Lease Liability				
Non current	-	4,807.87	-	3,412.71
Current	-	1,025.30	-	828.28
Other financial liabilities				
Non Current	-	3,434.66	-	3,185.94
Current	-	23,823.74	-	30,322.57
Trade payables	-	27,425.38	-	20,978.39
	-	**61,884.56**	**-**	**60,129.28**

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognized and measured at fair value and

(b) measured at amortized cost.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

44 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	As at 31 March, 2025			
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
Investments				
Non Current*	-	-	376.20	376.20
Current	1,264.78	-	-	1,264.78
Total financial assets	**1,264.78**	**-**	**376.20**	**1,640.98**

Particulars	As at 31 March, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
Investments				
Current	1,304.93	-	-	1,304.93
Total financial assets	**1,304.93**	**-**	**-**	**1,304.93**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and Debt instruments that have quoted price. The fair value is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example- mutual funds, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year

*represents investment value in a unlisted company which is yet to commence its operations.

C. Financial assets and liabilities measured at amortized cost

Particulars	Level	As at 31 March, 2025		As at 31 March, 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets					
Investments					
Non Current	3	13,203.41	13,203.41	11,086.07	11,086.07
Loans					
Non Current	3	5,345.68	5,345.68	5,353.50	5,353.50
Current	3	-	-	135.00	135.00
Trade receivables - current	3	35,628.06	35,628.06	31,056.42	31,056.42
Cash and cash equivalents	3	5,536.35	5,536.35	5,062.75	5,062.75

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

44 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Particulars	Level	As at 31 March, 2025		As at 31 March, 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Bank balances other than above	3	28.11	28.11	32.65	32.65
Others					
Non Current	3	1,388.84	1,308.19	1,231.89	1,117.39
Current	3	621.95	621.95	678.23	678.23
		61,752.40	**61,671.75**	**54,636.51**	**54,522.01**
Financial liabilities					
Borrowings					
Non current	3	915.25	915.25	403.45	403.45
Current	3	452.36	452.36	997.94	997.94
Lease Liability					
Non current	3	4,807.87	4,807.87	3,412.71	3,412.71
Current	3	1,025.30	1,025.30	828.28	828.28
Other Financial Liability					
Non current	3	3,434.66	3,434.66	3,185.94	3,185.94
Current	3	23,823.74	23,823.74	30,322.57	30,322.57
Trade payables - current	3	27,425.38	27,425.38	20,978.39	20,978.39
		61,884.56	**61,884.56**	**60,129.28**	**60,129.28**

The fair value of current financial assets and liabilities carried at amortized cost is considered equal to the carrying amounts of these items due to their short-term nature. The fair value of items that are Non-current in nature, has been determined using discounted cash flow basis.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to control risks through defined framework.

The Company's risk management policy is established to identify and analyse the risks faced by the Company, to set appropriate controls. Risk management policy is reviewed by the board annually to reflect changes in market conditions and the Company's activities.

The Company's Audit Committee oversees compliance with the Company's risk management policy, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

44 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

ii. Credit risk

Financial loss to the Company, arising, if a customer or counterparty to a financial instrument fails to meet its contractual obligations principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk closely both in domestic and export market.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. The Company Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Sales credit limit are set up for each customer and reviewed periodically. The credit risk from loans to other corporate is managed in accordance with the Company's fund management policy that includes parameters of safety, liquidity and post tax returns. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank reference checks are also done.

The Company creates allowances for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
As at 31 March, 2025							
Gross Carrying amount	27,199.61	8,250.74	181.97	120.06	54.68	2,139.96	37,947.02
Specific Provision	-	(1.74)	(27.12)	(24.42)	(22.50)	(2,030.11)	(2,105.89)
Expected credit losses	(163.04)	(49.23)	(0.62)	(0.13)	(0.05)	-	(213.07)
Expected loss rate	0.60%	0.60%	0.34%	0.11%	0.09%	0.00%	0.56%
Carrying amount	27,036.57	8,199.77	154.23	95.51	32.13	109.85	35,628.06

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
As at 31 March, 2024							
Gross Carrying amount	24,186.06	6,487.24	170.56	68.34	29.89	2,444.67	33,386.76
Specific Provision	-	(0.06)	(13.72)	(41.84)	(18.53)	(2,210.59)	(2,284.74)
Expected credit losses	(25.12)	(6.74)	(8.11)	(4.13)	(1.50)	-	(45.60)
Expected loss rate	0.10%	0.10%	4.75%	6.04%	5.02%	0.00%	0.14%
Carrying amount	24,160.94	6,480.44	148.73	22.37	9.86	234.08	31,056.42

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

44 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Reconciliation of loss allowance provision – Trade receivables

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
Opening balance	2,330.34	2,252.32
Changes in loss allowance	(11.38)	78.02
Closing balance	**2,318.96**	**2,330.34**

Investments and Cash Deposits

Credit risk from balances with banks is managed by the Company's finance department.

Company invests in Bonds, Debentures, Liquid Mutual Funds, Equity instruments etc., in accordance with the Company's Investment Policy that includes parameters of safety, liquidity and post tax returns. Company avoids the concentration of credit risk by spreading them over several counterparties with good credit rating profile and sound financial position as well as held to maturity policy. The Company's exposure and credit ratings of its counterparties are monitored on an ongoing basis. Based on historical experience and credit profiles of counterparties, the Company does not expect any significant risk of default other than as disclosed.

iii. Liquidity risk

Liquidity risk is the risk that the Company may face 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 manage liquidity is to ensure, as far as possible, sufficient liquidity to meet its obligations, under both normal and stressed conditions.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows.

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

Particulars	Carrying Amount 31 March, 2025	Contractual cash flows			
		On demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities					
Non Current borrowings*	1,367.61	-	452.36	915.25	-
Lease Liability	5,833.17		1,495.39	4,658.52	1,304.62
Other non-current financial liabilities	3,434.66	-	-	-	3,434.66
Trade payables	27,425.38	-	27,425.38	-	-
Other current financial liabilities	23,823.74	-	23,823.74	-	-
Total financial liabilities	**61,884.56**	**-**	**53,196.87**	**5,573.77**	**4,739.28**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

44 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Particulars	Carrying Amount 31 March, 2024	Contractual cash flows			
		On demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities					
Non Current borrowings*	1,401.39	-	997.94	403.45	-
Lease Liability	4,240.99		1,165.13	3,354.85	833.55
Other non-current financial liabilities	3,185.94	-	-	-	3,185.94
Trade payables	20,978.39	-	20,978.39	-	-
Other current financial liabilities	30,322.57	-	30,322.57	-	-
Total financial liabilities	**60,129.28**	**-**	**53,464.03**	**3,758.30**	**4,019.49**

* Including current maturity of non current borrowings

iv. Market risk

Risk on account of changes in foreign exchange rates, interest rates etc. that may affect the Company's income or the value of its holdings of financial instruments. The objective of market risk is to optimize the return by managing and controlling the market risk exposures within acceptable parameters.

v. Currency risk

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the Company's functional currency (₹). The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in CNY, EURO & NPR. The risk is measured through a forecast of highly probable foreign currency cash flows.The Company has no significant currency exposure.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows (Foreign currency in Lakhs).

	As at 31 March, 2025				As at 31 March, 2024			
	USD	CNY	EUR	NPR	USD	CNY	EUR	NPR
Receivables (A)	7.15	-	0.01	86.42	8.51	-	-	18.13
Payables (B)	0.06	0.10	0.11	5.72	0.43	0.06	0.03	5.66
Net statement of financial position exposure (B-A)	(7.09)	0.10	0.10	(80.70)	(8.08)	0.06	0.03	(12.47)

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

44 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

The following significant exchange rates have been applied

	Average Rates		Year end spot rates	
	31 March, 2025	31 March, 2024	31 March, 2025	31 March, 2024
USD 1	84.25	82.44	85.41	83.09
CNY 1	11.71	11.79	11.77	11.64
EUR 1	91.93	90.58	93.06	90.80
NPR 1	0.63	0.63	0.63	0.63

Sensitivity analysis

Every percentage point depreciation / appreciation in the exchange rate for the closing balances between the Indian Rupee and respective currencies would affect the Company's incremental profit before tax and equity, net of tax as per below :

Particulars	(Profit) or loss before Tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March, 2025				
USD (10% movement)	60.56	(60.56)	45.32	(45.32)
CNY (10% movement)	(0.12)	0.12	(0.09)	0.09
EUR (10% movement)	(0.93)	0.93	(0.70)	0.70
NPR (10% movement)	(5.04)	5.04	(3.77)	3.77
31 March, 2024				
USD (10% movement)	67.14	(67.14)	50.24	(50.24)
CNY (10% movement)	(0.07)	0.07	(0.05)	0.05
EUR (10% movement)	(0.27)	0.27	(0.20)	0.20
NPR (10% movement)	(0.78)	0.78	(0.58)	0.58

Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During 31 March, 2025 and 31 March, 2024, the Company's borrowings at variable rate were denominated mainly in Indian Rupees.

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any derivative instruments to hedge the interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

Particulars	Nominal Amount	
	31 March, 2025	31 March, 2024
Fixed-rate instruments		
Borrowings	184.06	281.49
	184.06	**281.49**
Variable-rate instruments		
Borrowings	1,183.55	1,119.90
	1,183.55	**1,119.90**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

44 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

Particulars	Profit or (loss)		Equity, net of tax	
	50 bp increase	50 bp decrease	50 bp increase	50 bp decrease
31 March, 2025				
Variable-rate instruments				
Borrowings	(5.92)	5.92	(4.43)	4.43
Cash flow sensitivity	**(5.92)**	**5.92**	**(4.43)**	**4.43**
31 March, 2024				
Variable-rate instruments				
Borrowings	(5.60)	5.60	(4.19)	4.19
Cash flow sensitivity	**(5.60)**	**5.60**	**(4.19)**	**4.19**

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

45

Capital-Work-in Progress (CWIP) Ageing Schedule as on 31 March, 2025

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,456.88	-	-	-	1,456.88
Total	**1,456.88**	**-**	**-**	**-**	**1,456.88**

Capital-Work-in Progress (CWIP) Ageing Schedule as on 31 March, 2024

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	804.09	-	-	-	804.09
Total	**804.09**	**-**	**-**	**-**	**804.09**

There were no temporarily suspended projects and/or no time overrun and/or cost overrun for the projects under capital works in progress as on 31 March, 2025 and 31 March, 2024.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

46 PAYMENT TO AUDITORS

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
Statutory audit fee	20.00	20.00
Tax audit fee	2.50	-
Limited Review and Certification fee	6.25	6.25
Reimbursement of expenses	2.23	1.29
Total	**30.98**	**27.54**

47 Exceptional items

i. The Company has divested its investment in one of its subsidiary ""Acer Granito Private Limited"", w.e.f 01 December, 2024 through an agreement, dated on 04 February, 2025, with the existing shareholders of the subsidiary resulting gain on divestment of ₹ 544.30 Lakhs, during the year ended 31 March, 2025.

ii. The Company has divested its investment in one of its subsidiary "Amora Tiles Private Limited", w.e.f 01 December, 2024 through an agreement, dated on 04 February, 2025, with the existing shareholders of the subsidiary resulting gain on divestment of ₹ 397.80 Lakhs, during the year ended 31 March, 2025.

iii. The Company, in the earlier years, had impaired its investment of ₹ 1,844.73 Lakhs in NCDs, issued by SREI Equipment Finance Limited. In the previous year, Hon'ble NCLT Kolkata approved resolution plan under Insolvency & Bankruptcy Code, 2016. In terms of the Approved Resolution Plan, the implementation notice was issued by National Asset Reconstruction Company Limited ("NARCL") and Implementation and Monitoring Committee ("IMC") authorized the administrator for commencement of the distribution against claims with the record date set as at 06 October, 2023. Accordingly, the Company has recognized Gain of ₹ 456.45 Lakhs as exceptional item on account recovery of ₹ 129.31 Lakhs in cash and allotment of Security Receipts (SRs)/ Optionally Convertible Debentures (OCDs), to trustees on behalf of the Company, for the value of ₹ 461.13 Lakhs (recognized at an estimated fair value of ₹ 327.14 Lakhs) in terms of the Approved Resolution Plan. Pending ascertainment of the issue terms and conditions of the SRs/ OCDs the same has been disclosed under the head "Other Financial Assets".

iv. The Company has divested its investment in one of its subsidiary "Somany Fine Vitrified Private Limited", w.e.f 01 July, 2023 through an agreement, dated on 26 August, 2023, with the existing shareholders of the subsidiary resulting loss on divestment of ₹ 336.60 Lakhs, during the year ended 31 March, 2024.

48 SHARE BASED PAYMENTS

a). Scheme Details

Nomination and Remuneration Committee (NRC) and Board of Directors at its respective meetings held on 10 December, 2021 and 23 May, 2023, approved an issue of stock options aggregating 4,23,794 and 12,74,226 equity shares of the face value of ₹ 2 each, up to a maximum of 1% and 3% of the then issued equity capital of the Company respectively. The shareholders of the Company vide their special resolutions passed through postal ballot on 07 April, 2022 and passed at its 55th Annual General Meeting (AGM) held on 25 August, 2023 approved the issue of equity shares of the Company under Somany Ceramics Employee Stock Option Plan 2021 (ESOP 2021)and Somany Ceramics Employee Stock Option Plan 2023 (ESOP 2023) respectively. Details of options granted by NRC under the said scheme are as follows:

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

48 SHARE BASED PAYMENTS (CONTD.)

Particulars		ESOP 2021		ESOP 2023					
		Grant-1	Grant-2	Grant-1	Grant-2	Grant-3	Grant-4	Grant-5	Grant-6
No. of Options Granted	:	3,50,102	1,01,107	93,411	33,165	10,000	3,201	52,454	50,966
Grant Date	:	29 April, 2022	07 February, 2023	08 November, 2023	08 November, 2023	08 November, 2023	29 May, 2024	06 February, 2025	06 February, 2025
Vesting Schedule	:	**The vesting period for conversion of Options for ESOP 2021 Grant 1, Grant 2 and ESOP 2023 Grant 1, Grant 5:**							
		• On completion of 24 months from the date of grant of the Options: 25% vests							
		• On completion of 36 months from the date of grant of the Options: 25% vests							
		• On completion of 48 months from the date of grant of the Options: 25% vests							
		• On completion of 60 months from the date of grant of the Options: 25% vests							
		The vesting period for conversion of Options for ESOP 2023 Grant 2 and Grant 6:							
		• On completion of 12 months from the date of grant of the Options: 25% vests							
		• On completion of 24 months from the date of grant of the Options: 25% vests							
		• On completion of 36 months from the date of grant of the Options: 25% vests							
		• On completion of 48 months from the date of grant of the Options: 25% vests							
		The vesting period for conversion of Options for ESOP 2023 Grant 3 and Grant 4:							
		• On completion of 12 months from the date of grant of the Options: 100% vests							
Maximum term of Exercise period	:	7 years from the date of vesting							
Method of settlement	:	Equity							
General terms and conditions of Plan	:	Each Option entitles the holder thereof to apply for and be allotted 1 Ordinary Share of the Company of ₹ 2.00 each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of seven years from the date of vesting in respect of Options granted under the plan.							

b). Compensation expenses arising on account of share based payment

Particulars	31 March, 2025	31 March, 2024
Expenses arising from equity settled share-based payment transactions	409.32	428.28

c). Fair Value on the grant date

The fair value at grant date is determined using "Black Scholes Model" which takes into account the exercise price, term of the option, share price at grant date, expected price volatility of the underlying shares, expected dividend yield and the risk free interest rate for the term of the option. Details for which are as under:

Particulars	ESOP 2021		ESOP 2023					
	Grant 1	Grant 2	Grant 1	Grant 2	Grant 3	Grant 4	Grant 5	Grant 6
Grant Date	29 April, 2022	07 February, 2023	08 November, 2023	08 November, 2023	08 November, 2023	29 May, 2024	06 February, 2025	06 February, 2025
Exercise price	647.85	536.05	647.85	493.46	493.46	2	514.95	493.46
Weighted Average Fair value	329.74	270.33	350.98	381.85	357.33	708.99	268.35	256.25

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

48 SHARE BASED PAYMENTS (CONTD.)

Particulars	ESOP 2021		ESOP 2023					
	Grant 1	Grant 2	Grant 1	Grant 2	Grant 3	Grant 4	Grant 5	Grant 6
Risk-free interest rate	6.73%-7.15%	7.19%-7.25%	7.20%-7.23%	7.20%-7.23%	7.20%	6.93%	6.53%-6.63%	6.51%-6.59%
Expected life	5.5-8.5 years	5.5-8.5 years	5.5-8.5 years	4.5-7.5 years	4.5 years	4.5 years	5.5-8.5 years	4.5-7.5 years
Expected volatility	41.01%-43.24%	39.36%-40.92%	41.03%-46.37%	41.56%-46.37%	46.37%	44.13%	42.87%	42.87%
Expected dividends	0.88%	0.85%	0.65%	0.65%	0.65%	0.65%	0.63%	0.63%
The price of the underlying shares in market at the time of Option grant	647.85	536.05	657.95	657.95	657.95	731.65	514.95	514.95

Methodology for determination of expected volatility	:	The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the Options.
Expected life	:	The expected option life is assumed to be average between the option vesting and expiry (total time period available with an employee to exercise an option). Since there are multiple vesting and expiry period of each tranche, consequently the expected life will be different for each vesting schedule.

d). Movement in share options during the year (in Numbers):

Particulars	ESOP 2021		ESOP 2023					
	Grant 1	Grant 2	Grant 1	Grant 2	Grant 3	Grant 4	Grant 5	Grant 6
Balance at the beginning of the year	2,98,967	86,104	90,572	33,165	10,000			
Granted during the year	-	-	-	-	-	3,201	52,454	50,966
Exercised during the year	4,083	-	-	1,902	-	-	-	-
Forfeited/lapsed during the year	45,237	-	-	4,868	-	-	-	-
Expired during the year		-	-	-	-	-	-	-
Balance at the end of the year	2,49,647	86,104	90,572	26,395	10,000	3,201	52,454	50,966
Exercisable as at 31 March, 2025	59,350	21,526	-	5,172	10,000	-	-	-

49 DIVIDEND

During the year, the Company has paid dividend of ₹ 3/- per equity share aggregating ₹ 1,230.11 Lakhs towards final dividend for the year ended 31 March, 2024. Further, the Board of directors has recommended dividend of ₹ 3/- per equity share aggregating ₹ 1230.29 Lakhs in their meeting held on 07 May, 2025 for the financial year ended 31 March, 2025 and same is subject to approval of shareholders at the ensuing Annual General Meeting.

50 SEGMENT REPORTING

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the Company falls within one broad business segment viz. "Ceramic Tiles and Allied products" and substantially sale of the products and Non-current assets are within the country. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

51 Based on the information available, as identified by the management there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

Particulars	31 March, 2025	31 March, 2024
Principal amount remaining unpaid to any supplier as on	4,698.09	4,692.10
Interest due on the principal remaining unpaid to any supplier as on	-	-
Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	0.01	-
the amount of interest accrued and remaining unpaid during the accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, 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 this Act.	-	-

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(A) - Trade Receivables ageing

Trade Receivables ageing schedule for the period ended 31 March, 2025

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	27,199.61	8,213.21	102.95	22.43	8.72	-	35,546.92
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	37.53	79.02	97.63	45.96	-	260.14
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	2,139.96	2,139.96
	27,199.61	**8,250.74**	**181.97**	**120.06**	**54.68**	**2,139.96**	**37,947.02**

Trade Receivables ageing schedule for the period ended 31 March, 2024

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	24,186.06	6,487.15	152.26	12.52	7.73	-	30,845.72
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	0.03	18.30	55.74	14.15	938.54	1,026.76
(iii) Disputed Trade Receivables – credit impaired	-	0.06	-	0.08	8.01	1,506.13	1,514.28
	24,186.06	**6,487.24**	**170.56**	**68.34**	**29.89**	**2,444.67**	**33,386.76**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

52 (CONTD.)

(B) - Trade Payables ageing

Trade Payables ageing schedule for the period ended 31 March, 2025

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME*	-	4,676.75	-	-	-	-	**4,676.75**
ii) Others	590.14	17,346.19	4,769.99	4.39	16.97	20.95	**22,748.63**
	590.14	**22,022.94**	**4,769.99**	**4.39**	**16.97**	**20.95**	**27,425.38**

Trade Payables ageing schedule for the period ended 31 March, 2024

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME*	-	4,660.70	-	-	-	-	4,660.70
ii) Others	589.03	12,985.69	2,667.00	19.31	30.46	26.20	16,317.69
	589.03	**17,646.39**	**2,667.00**	**19.31**	**30.46**	**26.20**	**20,978.39**

*Outstanding dues of Micro Enterprises & Small Enterprises only.

53 CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. For the purpose of company's capital management, capital includes equity share capital and other equity as per balance sheet and Net Debt includes borrowings and lease liabilities less cash and cash equivalent (including other bank balance). The following table summarises the capital of the Company.

Particulars	31 March, 2025	31 March, 2024
Equity Share Capital	820.19	820.07
Other Equity	79,208.17	71,496.76
Total Equity	**80,028.36**	**72,316.83**
Non-Current Borrowings	915.25	403.45
Current maturities of Non-Current Borrowings	452.36	997.94
Lease Liabilities	5,833.17	4,240.99
Total Debts	**7,200.78**	**5,642.38**
Less: Cash and cash equivalent	5,536.35	5,062.75
Less: Bank balances other than cash and cash equivalent	28.11	32.65
Net Debt (A)	**1,636.32**	**546.98**
Capital and Net Debt (B)	81,664.68	72,863.81
Gearing Ratio (A/B)	**2.00%**	**0.75%**

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

54 CHANGES IN LIABILITIES FROM FINANCING ACTIVITIES ARE AS UNDER:

Particulars	As at 31 March, 2025	Cash Flow changes	Non Cash Changes		As at 31 March, 2024
			Expense Accrued	Others	
Non Current borrowings*	1,367.61	(33.78)	-	-	1,401.39
Current borrowings	-	-	-	-	-
Lease Liability	5,833.17	(867.73)	-	2,459.91	4,240.99
Interest Accrued	0.01	(755.80)	755.81	-	-
Total liabilities from financing activities	**7,200.79**	**(1,657.31)**	**755.81**	**2,459.91**	**5,642.38**

Particulars	As at 31 March 2024	Cash Flow changes	Non Cash Changes		As at 31 March, 2023
			Expense Accrued	Others	
Non Current borrowings*	1,401.39	(840.67)	-	-	2,242.06
Current borrowings	-	(15,370.84)	-	-	15,370.84
Lease Liability	4,240.99	(754.37)	-	409.57	4,585.79
Interest Accrued	-	(777.34)	777.26	-	0.08
Total liabilities from financing activities	**5,642.38**	**(17,743.22)**	**777.26**	**409.57**	**22,198.77**

* Including current maturity of non current borrowings.

55 The Company has made investments in Subsidiary Companies and Associate (under Ind AS) as detailed below:

Name	Country of Incorporation	Percentage of holding as at 31 March, 2025	Percentage of holding as at 31 March, 2024
Subsidiary Companies			
SR Continental Ltd.	India	100%	100%
Somany Bathware Ltd.	India	100%	100%
Amora Tiles Pvt. Ltd. (ceases to be subsidiary w.e.f. 01 December, 2024)	India	-	51%
Somany Sanitaryware Pvt. Ltd.	India	51%	51%
Somany Excel Vitrified Pvt. Ltd.	India	100%	100%
Vintage Tiles Pvt. Ltd.	India	50%	50%
Somany Piastrelle Pvt. Ltd.	India	100%	100%
Vicon Ceramic Pvt. Ltd.	India	26%	26%
Acer Granito Pvt. Ltd. (ceases to be subsidiary w.e.f. 01 December, 2024)	India	-	26%
Sudha Somany Ceramics Pvt. Ltd.	India	60%	60%
Somany Bath Fittings Pvt. Ltd.	India	100%	100%
Somany Max Pvt. Ltd.	India	80%	80%
SRCL Buildwell Pvt. Ltd. (subsidiary of SR Continental Ltd.)	India	100%	100%
Associate Company			
Clean Max Ananta Pvt. Ltd. (w.e.f 07 March, 2024) (In the current year ceases to be associate under IND-AS, refer note no. 4)	India	-	49%

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

56 LEASE DISCLOSURE

I. Company as a lessee

The Company incurred following expenses towards short-term leases and leases of low-value assets.

Lease payments not recognized as a Lease Liability.

Particulars	31 March, 2025	31 March, 2024
Short-term Leases	277.10	270.23
Leases of Low Value Assets	0.76	0.95

Movement of Lease Liabilities during the year

Particulars	31 March, 2025	31 March, 2024
Opening Lease Liabilities	4,240.99	4,585.79
New Leases recognized	2,500.19	500.79
Remeasurements and withdrawals	(100.66)	(99.29)
Interest expense on Lease Liabilities	425.03	363.40
Payment of Lease Liabilities (including Interest)	(1,232.38)	(1,109.70)
Closing Lease Liabilities	**5,833.17**	**4,240.99**
Non Current	4,807.87	3,412.71
Current	1,025.30	828.28

II. Company as a lessor - The Company has recognized rent income under the head of other income as follows:

	31 March, 2025	31 March, 2024
Rent received during the year	4.25	13.33

57 The Company is required to spent 2% of average net profit of last three preceding financial years towards Corporate Social Responsibility (CSR) activities under section 135 of the Companies Act, 2013 and accordingly the Company has spent ₹ 254.40 Lakhs (Previous Year ₹ 225.68 Lakhs) during the year and the same is recognized in Statement of Profit and Loss. Necessary details are disclosed below:

Particulars	Amount required to spent by company during the year	Amount of expenditure incurred	shortfall at the end of the year	Total of previous years shortfall	Reason for shortfall
2024-25*	254.36	254.40	-	-	
2023-24**	225.59	225.68	-	-	

*CSR activities includes promoting health care including preventive health care, health and sanitation, skill development & livelihood/ employment enhancement, promoting education, environmental sustainability and conservation of natural resources and administration expenses.

**CSR activities includes promoting health care including preventive health care, skill development & livelihood/ employment enhancement, promoting education, Measures for reducing inequalities faced by orphans and economically backward groups and administration expenses.

The Company has spent ₹254.40 Lakhs (previous year-₹ 225.68 Lakhs) through H. L. Somany Foundation which is related party of the Company. Details of Related party transactions are given in Note No. 42.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

58 There are following charges appearing on the website of the MCA. These are very old charges against which the Company has no loan outstanding as at reporting date. The Company is taking up with the MCA to rectify it at their end.

S. No.	Lender Name	Amount	Location of the Registrar
1	L.I.C. OF INDIA	24.00	Kolkata
2	L.I.C. OF INDIA	24.00	Kolkata
3	L.I.C. OF INDIA	24.00	Kolkata
4	H.D.F.C. LTD.	19.65	Kolkata
5	ICICI BANK LTD.	50.00	Kolkata

59 ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III TO BE DISCLOSED IN THE FINANCIAL STATEMENTS:

i) The Company does not have transactions with companies struck off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act 1956.

ii) No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

iii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

iv) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

v) There is no undisclosed income under the tax assessments under the Income Tax Act, 1961 for the year ending 31 March, 2025 and 31 March, 2024 which needs to be recorded in the books of account.

vi) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

vii) Utilisation of borrowed funds and share premium:-

a) The Company during the year has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

b) The Company during the year has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

viii) Borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were was taken.

ix) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

Notes to Standalone Financial Statements for the year ended 31 March, 2025

(All amounts in rupees Lakhs, unless otherwise stated)

60 The Company has been sanctioned working capital limit from bank on the basis of security of current assets. The quarterly returns/ statements filed by the Company with the bank, are in agreement with the books of accounts of the Company of the respective quarters.

61 During the financial year 2018-19, the Company had discovered defalcation of ₹ 1,585.82 Lakhs committed by an employee. The Company has filed a civil as well as a criminal suit against him and his wife, being the beneficiaries. During the pendency of the suit, he and his wife have signed a 'Memorandum of Understanding' (MOU) dated 11 February, 2021 with the Company, duly acknowledged by Hon'ble High Court of Gujarat vide its order dated 12 February, 2021, under which he and his wife offered their immovable properties to the tune of ₹ 660.00 Lakhs (net off loan of ₹ 40.17 Lakhs), which has since been transferred in the name of the Company, as value determined by the Hon'ble High Court of Gujarat and a sum of ₹ 40.00 Lakhs deposited by them in the Court towards compliance of their Bail condition. In terms of the said MOU, the Company is obligated to attempt to sell the properties in a diligent manner and quantify the amount received upon sale of such properties (net of expenses) and submit a purshis(s) of the same with the Hon'ble Civil Court. The Company has during the year sold four properties and increased the "Liability under Defalcation Suit". Awaiting the final decree of the Hon'ble Civil Court, the Company is holding the properties in fiduciary capacity and disclosed the same as 'Properties held in trust' under Note no. 16 amounting to ₹ 363.77 Lakhs (Previous year ₹ 657.75 Lakhs) and also recognized 'Liability under Defalcation Suit' amounting to ₹ 639.73 Lakhs (net of Expenses) (Previous year ₹ 665.42 Lakhs) under Note no 27. The final accounting and taxation of the amounts mentioned in the purshis(s) would be done based on the final verdict of the Hon'ble Civil Court.

62 The Company, in the earlier years, had fully impaired its investment of ₹ 1,844.73 Lakhs in NCDs, issued by SREI Equipment Finance Limited. In the previous year, Hon'ble NCLT Kolkata approved resolution plan under Insolvency & Bankruptcy Code, 2016. In terms of the Approved Resolution Plan, the implementation notice was issued by National Asset Reconstruction Company Limited ("NARCL") and Implementation and Monitoring Committee ("IMC") authorized the administrator for commencement of the distribution against claims with the record date set as at 06 October, 2023. In terms of the Approved Resolution Plan, the Company was awarded ₹ 590.45 Lakhs to be received in cash and by way of allotment of Security Receipts (SRs)/ Optionally Convertible Debentures (OCDs)/Equity.

As per aforementioned resolution plan upto 31 March, 2025, the Company has received ₹ 165.55 Lakhs. (FY 2024-25 ₹ 36.35 Lakhs against SRs; FY 2023-24 ₹ 129.31 Lakhs against cash and SRs)

Pending ascertainment of the issue terms and conditions, these SRs/ OCDs has been disclosed under the head "Other Financial Assets" at an estimated value of ₹ 225.08 Lakhs (previous year ₹ 327.14 Lakhs).

63 The figures of the previous period have been regrouped/reclassified, wherever considered necessary, to conform current period classifications.The impact of the such regrouping/reclassification is not material.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO-Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal and Company Secretary
M. No: F4484

Independent Auditor's Report

To the Members of Somany Ceramics Limited

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of Somany Ceramics Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended and notes to the consolidated financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and other financial information of the subsidiaries referred to in the "Other Matters" section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, the consolidated profit including other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group 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 consolidated 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 audit 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 for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. The results of our audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

S.N.	Key Audit Matter	Auditor's Response
1.	**Valuation of trade receivables, loans and other financial assets** The Holding Company assesses periodically and at each financial year end, expected credit loss associated with its trade receivables, loans and other financial assets. When there is expected credit loss impairment, the amount and timing of future cash flows are estimated based on historical, current and forward-looking loss experience for assets with similar credit risk characteristics.	**How our audit addressed the key audit matter:** We obtained an understanding of the Holding Company's credit policy for trade receivables, process of approvals and terms and conditions for granting inter corporate deposits and business exigencies for other financial assets and evaluated the processes for identifying impairment indicators. We have reviewed and tested the ageing of trade and other financial assets and management's assessment on the credit worthiness of selected customers for trade receivables and recoverability of other financial assets. We have

Independent Auditor's Report (Contd.)

S.N.	Key Audit Matter	Auditor's Response
	We focused on this area because of its significance and the degree of judgement required to estimate the expected credit loss and determining the carrying amount of trade receivables, loans and other financial assets as at the reporting date. Accordingly, due to complexity/ judgement involved in identification of expected credit loss, valuation of trade receivables, loans and other financial assets were determined to be a key audit matter in our audit of the consolidated financial statements.	obtained year-end balance confirmations for inter corporate deposits and obtained confirmation from selected customers as on date determined by us. In case of confirmation not received from customers, we have verified the subsequent realization, wherever received. We further discussed with the key management on the adequacy of the allowance for credit losses recorded by the Holding Company and reviewed the supporting documents provided by management in relation to their assessment. We have also reviewed adequacy and appropriateness of allowance for credit losses based on available information. Based on our audit procedures performed, we found management's assessment of the recoverability of trade receivables, loans and other financial assets to be reasonable.
2.	**Valuation of inventories** The assessment of impairment of inventories involves significant estimation uncertainty, subjective assumptions and the application of significant judgment. Reviews are made periodically by management of Holding Company on inventories for obsolescence and decline in net realizable value below cost. Allowances are recorded against the inventories for any such declines based on historical obsolescence and slow-moving history. Key factors considered include the nature of the stock, its ageing, and turnover rate. Accordingly, due to complexity/ judgement involved in inventory valuation, inventory valuation was determined to be a key audit matter in our audit of the consolidated financial statements.	**How our audit addressed the key audit matter:** We have analyzed the ageing of the inventories, reviewed the historical trend on whether there were significant inventories written off or reversal of the allowances for inventory obsolescence. We conducted a detailed discussion with the key management and considered their views on the adequacy of allowances for inventory obsolescence considering the current economic environment. We have also reviewed the subsequent selling prices in the ordinary course of business and compared against the carrying amounts of the inventories on a sample basis at the reporting date. We found management's assessment of the allowance for inventory obsolescence to be reasonable based on available evidence.

OTHER INFORMATION

The Holding Company's 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 consolidated financial statements, standalone financial statements and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by other auditors. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive

income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the respective companies included in the Group 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 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 Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the 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 are also responsible for overseeing the financial reporting process of their respective companies.

AUDITOR'SRESPONSIBILITIESFORTHEAUDITOFTHECONSOLIDATED 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 Group has adequate internal financial controls system with reference to consolidated 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Holding Company and its subsidiaries to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group 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

Independent Auditor's Report (Contd.)

to express an opinion on the consolidated financial statements, of which we are the independent Auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. 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 the section titled 'Other Matters' in this audit report.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

a. We did not audit the financial statements/financial information of six subsidiaries incorporated in India, whose financial statements/ financial information reflect total assets of Rs. 7,897.44 Lakhs as at March 31, 2025, total revenues of Rs. 11,877.33 Lakhs, total net profit/ (loss) after tax of Rs 258.98 Lakhs, total comprehensive income of Rs. 259.01 Lakhs and net cash inflows of Rs. 382.23 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose financial statements/ financial information and audit 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 in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

b. We did not audit the financial statements/financial information of three subsidiaries incorporated in India, whose financial statements/ financial information reflect total assets of Rs. 37,286.73 Lakhs as at March 31, 2025, total revenues of Rs 40,354.61 Lakhs, total net profit/(loss) after tax Rs 510.09 Lakhs, total comprehensive income of Rs. 512.11 Lakhs and net cash inflows of Rs. 20.57 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These audited financial statements/financial information were adjusted to align with accounting policies of the Holding Company for preparing consolidated financial statements. These adjusted financial statements were audited by other auditors whose adjusted financial statements/financial information and audit 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 in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

c. Two subsidiaries incorporated in India, ceased to be a subsidiaries with effect from December 01, 2024, whose financial statements/ financial information includes total revenues of Rs. 10,420.31 Lakhs, total net profit/(loss) after tax of Rs. (203.45) Lakhs and total comprehensive Income of Rs. (203.31) Lakhs and net cash outflows

Independent Auditor's Report (Contd.)

of Rs. 100.48 Lakhs for the period April 01, 2024 to November 30, 2024 as considered in consolidated financial statements. These audited financial statements/financial information were adjusted to align with accounting policies of the Holding Company for preparing consolidated financial statements. These financials statements and the adjustments were audited by other auditors whose financial statements/financial information and audit 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 in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

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 report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' 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 except for the matters stated in paragraph 2(B)(f) below reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules 2014;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit & 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 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 Indian Accounting Standards (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 March 31, 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 March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act;

   (f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   (g) With respect to the adequacy and the operating effectiveness of the internal financial controls with reference to these consolidated financial statements of the Holding Company and its subsidiary companies incorporated in India, refer to our separate Report in "Annexure B" to this report;

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, as amended, 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 report of the other auditors on separate financial statements and also other financial information of subsidiary companies:

   (a) The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 38 to the consolidated financial statements;

Independent Auditor's Report (Contd.)

(b) The Group did not have any material foreseeable losses in long-term contracts including derivative contracts;

(c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

(d) i. The respective managements of the Holding Company and its subsidiaries incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, that to the best of their knowledge and belief, as disclosed in the Note 53(c)(viA) 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 subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

ii. The respective managements of the Holding Company and its subsidiaries incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the Note 53(c)(viB) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

iii. Based on audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors notice that has caused us or the auditors to believe that the representations under sub-clause (i) and (ii) of rule 11(e) as provided under (d)(i) and (d)(ii) above, contain any material misstatement.

(e) As stated in Note 46 to the consolidated financial statements-

i. The dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.

ii. The Board of Directors of the Holding Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.

iii. Subsidiary Companies have not paid or declared or proposed any dividend during the year.

(f) Based on our examination which included test checks, and as communicated by the respective auditor of the subsidiaries incorporated in India whose financial statements have been audited under the Act, the Holding Company and its subsidiary companies have used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all transactions recorded in the respective softwares, except that:

i. In case of the Holding Company and its five subsidiary companies incorporated in India, the feature of recording audit trail (edit log) facility at database level in SAP, an ERP accounting software, used for maintaining general ledger and other accounting module was not enabled for a part of the year.

ii. In case of the Holding Company and its one subsidiary company incorporated in India, the feature of recording audit trail (edit log) facility at database level of a software provided by a third party which is used by the Company for maintaining payroll was not enabled throughout the year. We were informed by the management that audit trail (edit log) facility at database level in respect of this software has been enabled on April 05, 2025.

During the course of performing procedures, we and the respective auditor of such subsidiaries, did not notice any instance of the audit

Independent Auditor's Report (Contd.)

trail feature being tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Holding Company and such subsidiaries as per statutory requirements for records retention.

C. In our opinion and based on the reports of the statutory auditors of subsidiary companies incorporated in India, the remuneration paid/provided during the year by the Holding Company and its subsidiary companies incorporated in India, to its directors is in accordance with the provisions of section 197 of the Act.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Shubham Dutta
Partner
Membership No. 500580
UDIN: 25500580BMOYZF6583

Place: Noida (Delhi-NCR)
Date: May 07, 2025

Annexure A to Independent Auditor's Report of even date to the members of Somany Ceramics Limited on the Consolidated Financial Statements as of and for the year ended on March 31, 2025 (refer to in paragraph 1 of our report on other legal and regulatory requirements)

With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective subsidiary companies incorporated in India included in the consolidated financial statements, as provided to us by the management of the Holding Company, we report that there are no qualifications or adverse remarks by the respective auditors in their reports of the said respective companies included in the consolidated financial statements except for the following:

S. No.	Name	CIN	Holding/ Subsidiary	Clause no. of the CARO report which is qualified or adverse
1.	Amora Tiles Private Limited	U26933GJ2013PTC075379	Ceased to be a subsidiary under Ind AS w.e.f December 01, 2024	(ii) (b)
2.	Acer Granito Private Limited#	U26914GJ2008PTC053525	Ceased to be a subsidiary under Ind AS w.e.f December 01, 2024	(ii) (b)

Associate under Companies Act, 2013.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Shubham Dutta
Partner
Membership No. 500580
UDIN: 25500580BMOYZF6583

Place: Noida (Delhi-NCR)
Date: May 07, 2025

Annexure B to Independent Auditor's Report of even date to the members of Somany Ceramics Limited on the Consolidated Financial Statements as of and for the year ended on March 31, 2025 (refer to in paragraph 2(A)(g) of our report on other legal and regulatory requirements)

We have audited the internal financial controls over financial reporting of Somany Ceramics Limited ('the Holding Company") and its subsidiary companies incorporated in India (the Holding Company and its subsidiaries together referred to as "the Group"), as of March 31, 2025 in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the respective 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. 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 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 Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to as audit of internal financial controls Those standards and the Guidance Note require that we comply with ethical requirements of and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statement included obtaining an understanding of internal financial controls with reference to consolidated financial statement, 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 auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls with reference to consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of Internal Financial Controls with reference consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Annexure B to Independent Auditor's Report (Contd.)

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion 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 referred to in the" Other Matters" paragraph below, the Holding Company and its subsidiary companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER 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 consolidated financial statements insofar as it relates to nine subsidiary companies incorporated in India, is based solely on the corresponding reports of the auditors of such subsidiary companies incorporated in India. Our opinion is not modified in respect of this matter.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Shubham Dutta
Partner
Membership No. 500580
UDIN: 25500580BMOYZF6583

Place: Noida (Delhi-NCR)
Date: May 07, 2025

Consolidated Balance Sheet as at 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

Particulars	Note No.	As at 31 March, 2025	As at 31 March, 2024
Assets			
Non-current Assets			
Property, Plant and Equipment	3 (i)	1,00,286.75	1,07,504.40
Capital work-in-progress	3 (ii)	1,627.57	959.58
Right of use Assets	3 (iii)	5,342.54	3,835.65
Other Intangible Assets	3 (iv)	111.25	19.73
Goodwill on Consolidation		603.45	727.97
Financial Assets			
(i) Investments	4	376.20	0.49
(ii) Loans	5	388.76	-
(iii) Other Financial Assets	6	1,696.10	1,715.12
Deferred Tax Assets (Net)	21	945.96	806.98
Other Non-Current Assets	7	739.36	664.34
		1,12,117.94	**1,16,234.26**
Current Assets			
Inventories	8	33,785.95	34,658.44
Financial Assets			
(i) Investments	9	1,264.78	1,456.82
(ii) Trade Receivables	10	36,882.10	33,722.20
(iii) Cash and Cash Equivalents	11	5,978.55	5,919.83
(iv) Bank Balances other than (iii) above	12	1,789.80	1,169.84
(v) Other Financial Assets	13	574.48	473.44
Current Tax Assets (net)	14	233.86	604.67
Other Current Assets	15	4,060.44	4,139.87
		84,569.96	**82,145.11**
Total Assets		**1,96,687.90**	**1,98,379.37**
Equity and Liabilities			
Equity			
Equity Share Capital	16	820.19	820.07
Other Equity	17	76,346.15	71,193.88
		77,166.34	**72,013.95**
Non-controlling Interest		7,257.95	11,282.21
Total Equity		**84,424.29**	**83,296.16**
Liabilities			
Non- current Liabilities			
Financial Liabilities			
(i) Borrowings	18	14,899.32	18,566.82
(ii) Lease Liabilities		4,807.87	3,412.71
(iii) Other Financial Liabilities	19	3,465.56	3,213.59
Provisions	20	1,245.59	1,101.08
Deferred Tax Liabilities (Net)	21	3,519.75	3,693.07
Other Non-Current Liabilities	22	915.98	868.76
		28,854.07	**30,856.03**
Current Liabilities			
Financial Liabilities			
(i) Borrowings	23	15,295.35	14,944.01
(ii) Lease Liabilities		1,025.30	828.28
(iii) Trade Payables	24		
Outstanding dues of Micro Enterprises and Small Enterprises		6,771.44	6,992.86
Outstanding dues other than Micro Enterprises and Small Enterprises		26,654.71	21,659.23
(iv) Other Financial Liabilities	25	24,391.74	30,723.01
Other Current Liabilities	26	8,784.92	8,584.20
Provisions	27	422.79	478.56
Current Tax Liabilities (net)	28	63.29	17.03
		83,409.54	**84,227.18**
Total Equity and liabilities		**1,96,687.90**	**1,98,379.37**

Material Accounting Policies and Other Notes to Consolidated Financial Statements. 1 to 59

The accompanying Notes are an integral part of the Consolidated Financial Statements.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO - Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal & Company Secretary
M. No. F4484

Consolidated Statement of Profit and Loss for the Year Ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

Particulars	Note No.	For the year ended 31 March, 2025	For the year ended 31 March, 2024
I. Income			
Revenue from Operations	29	2,65,876.76	2,59,135.45
Other Income	30	901.58	1,061.49
Total Income (I)		**2,66,778.34**	**2,60,196.94**
II. Expenses			
Cost of Materials Consumed	31	58,995.12	54,277.03
Purchases of Stock-in-Trade		71,140.26	59,908.37
Change in Inventories of Finished Goods and Work-in-progress & Stock-in-Trade	32	(2,095.79)	5,608.23
Employee Benefits Expense	33	35,473.89	32,437.28
Finance Costs	34	5,243.20	4,645.57
Depreciation and Amortization Expenses	3 & 35	9,025.58	7,251.22
Other Expenses	36	80,274.79	81,583.36
Total Expenses (II)		**2,58,057.05**	**2,45,711.06**
III. Profit Before Exceptional Items and Tax (I-II)		**8,721.29**	**14,485.88**
IV. Exceptional Items - (gain)/loss	44	199.94	205.06
V. Profit before tax (III-IV)		**8,521.35**	**14,280.82**
VI. Tax Expense:			
1) Current year	21	2,916.15	3,905.50
2) Deferred Tax Charge/(Credit)	21	(101.38)	437.16
3) For earlier years	21	(91.54)	(0.32)
VII. Profit for the year (V-VI)		**5,798.12**	**9,938.48**
VIII. Other Comprehensive Income (OCI)			
(1) Items that will not be reclassified to profit & loss		(91.19)	56.90
Income Tax relating to above	21	23.06	(16.89)
(2) Items that will be reclassified to profit & loss		-	-
IX. Total Comprehensive Income for the year (VII+VIII)		**5,729.99**	**9,978.49**
Profit for the year attributable to:			
Owners of the Company		6,006.76	9,688.94
Non controlling interests		(208.63)	249.54
Other Comprehensive Income attributable to:			
Owners of the Company		(69.41)	16.85
Non controlling interests		1.28	23.16
Total Comprehensive Income attributable to:			
Owners of the Company		5,937.35	9,705.79
Non controlling interests		(207.35)	272.70
Earnings Per Equity Share (Per Share Value of ₹ 2 each)	37		
Basic (In ₹)		**14.65**	**23.00**
Diluted (In ₹)		**14.65**	**22.98**

Material Accounting Policies and Other Notes to Consolidated Financial Statements. 1 to 59

The accompanying Notes are an integral part of the Consolidated Financial Statements.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO - Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal & Company Secretary
M. No. F4484

Consolidated Statement of Change in Equity for the Year Ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	No. of Shares	Amount	No. of Shares	Amount
(a) Equity Share Capital & Reconciliation of number of shares outstanding at the beginning and end of the year :				
Balance at the beginning of the year*	4,10,03,620	820.07	4,24,74,208	849.48
Issued on exercise of employee share option	5,985	0.12	-	-
Buyback of equity shares	-	-	(14,70,588)	(29.41)
Balance at the end of the year	**4,10,09,605**	**820.19**	**4,10,03,620**	**820.07**

(b) Other Equity

	Owner's Other Equity								Non Controlling Interest	Total Other Equity
	Reserves and Surplus							Total		
	Capital Redemption Reserve	Capital Reserve	Share options outstanding account	Security Premium	General Reserve	Total Retained earnings				
						Retained earnings	OCI			
Balance at 31 March, 2024*	**107.84**	**(4,377.32)**	**687.43**	**1,478.36**	**6,161.60**	**67,198.90**	**(62.93)**	**71,193.88**	**11,282.21**	**82,476.09**
Profit /(loss) for the year	-	-	-	-	-	6,006.76	-	6,006.76	(208.63)	5,798.13
Recognition of Share based payments	-	-	409.32	-	-	-	-	409.32	-	409.32
Share options exercised/ lapsed/ forfeited	-	-	(56.76)	20.73	36.03	-	-	-	-	-
Shares Issued on exercise of employee share option	-	-	-	35.71	-	-	-	35.71	-	35.71
Derecognition on divestment in a subsidiaries (Refer Note No.54)	-	-	-	-	-	-	-	-	(4,076.91)	(4,076.91)
Transferred on divestment of Subsidiaries (Refer Note No.54)	-	-	-	-	-	8.37	(8.37)	-	-	-
Shares Issued by Subsidiaries to Non Controlling interest shareholders	-	-	-	-	-	-	-	-	260.00	260.00
Other comprehensive income for the year	-	-	-	-	-	-	(69.41)	(69.41)	1.28	(68.13)
Total Comprehensive Income for the year	**-**	**-**	**352.56**	**56.44**	**36.03**	**6,015.13**	**(77.78)**	**6,382.38**	**(4,024.26)**	**2,358.12**
Dividend Paid	-	-	-	-	-	1,230.11	-	1,230.11	-	1,230.11
Balance at March 31, 2025	**107.84**	**(4,377.32)**	**1,039.99**	**1,534.80**	**6,197.63**	**71,983.92**	**(140.71)**	**76,346.15**	**7,257.95**	**83,604.10**
Balance at 31 March, 2023*	**435.43**	**(4,377.32)**	**259.15**	**16,991.77**	**6,191.01**	**58,423.30**	**(75.88)**	**77,847.46**	**10,756.68**	**88,604.14**
Profit/(loss) for the year	-	-	-	-	-	9,688.93	-	9,688.93	249.54	9,938.47
Recognition of Share based payments	-	-	428.28	-	-	-	-	428.28	-	428.28
Buyback of equity shares, including tax thereon	29.41	-	-	(15,375.73)	(29.41)	-	-	(15,375.73)	-	(15,375.73)
Transaction cost related to buyback of equity shares (net of taxes)	-	-	-	(137.68)	-	-	-	(137.68)	-	(137.68)
Transferred on divestment of Subsidiaries (Refer Note No.54)	(357.00)	-	-	-	-	360.90	(3.90)	-	-	-
Derecognition on divestment in a subsidiaries (Refer Note No.54)	-	-	-	-	-		-	-	(1,047.17)	(1,047.17)
Shares Issued by Subsidiaries to Non Controlling interest shareholders	-	-	-	-	-	-	-	-	1,300.00	1,300.00
Other Comprehensive Income for the year	-	-	-	-	-	-	16.85	16.85	23.16	40.01
Total Comprehensive Income for the year	**(327.59)**	**-**	**428.28**	**(15,513.41)**	**(29.41)**	**10,049.83**	**12.95**	**(5,379.35)**	**525.53**	**(4,853.82)**
Dividend Paid	-	-	-	-	-	1,274.23	-	1,274.23	-	1,274.23
Balance at 31 March, 2024	**107.84**	**(4,377.32)**	**687.43**	**1,478.36**	**6,161.60**	**67,198.90**	**(62.93)**	**71,193.88**	**11,282.21**	**82,476.09**

*There are no changes in equity share capital and other equity due to prior period errors

Consolidated Statement of Change in Equity for the Year Ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

Capital Redemption Reserve: This Reserve has been created by an appropriation from one component of equity (Free reserves) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

Securities Premium: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Share options outstanding account: This Reserve relates to stock options granted by the Company to employees under Somany Employee Stock Option Scheme(ESOP) 2021 and ESOP 2023. This Reserve is transferred to Securities Premium on exercise of vested options and to Retained Earnings on lapse/ forfeit of vested options.

General reserve: This Reserve has been created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

Retained Earnings: This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Capital Reserve : It comprises of difference between consideration and value of net assets, pursuant to the scheme of amalgamation in earlier years, amalgamation Reserve and others, which can be utilized in accordance with the provisions of Companies Act, 2013.

The accompanying Notes are an integral part of the Consolidated Financial Statements.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO - Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal & Company Secretary
M. No. F4484

Consolidated Statement of Cash Flows for the Year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

Particulars		For the year ended 31 March, 2025	For the year ended 31 March, 2024
A.	**Cash Flow From Operating Activities**		
	Profit before Tax as per Statement of Profit & Loss	8,521.35	14,280.82
I.	Adjusted for:		
	Depreciation and Amortization Expenses	9,025.58	7,251.22
	Finance Costs	5,243.20	4,645.57
	Interest Income	(414.23)	(736.92)
	(Profit)/Loss on Sales of Investment (Net)*	(7.49)	1,171.22
	Unrealized Foreign Exchange (Gain)/Loss (Net)	(0.11)	(2.87)
	Net movement on Fair Value of current Investments*	65.52	(1,690.93)
	Provision for credit losses/ doubtful advances	150.76	214.76
	Bad Debts	4.13	3.13
	Loss on divestment in a subsidiaries*	199.94	661.51
	Provision for Employee stock option plan	409.32	428.28
	Sundry Balances Written Off	7.24	0.09
	Sundry Balances Written Back	(184.66)	(251.84)
	(Profit)/Loss on sale of Property, Plant and Equipment (net)	(123.41)	(101.97)
	Property, Plant and Equipment Discard /Written Off	78.20	114.40
	Operating Profit Before Working Capital Changes	**22,975.34**	**25,986.47**
II.	**Adjusted For :**		
	Trade and Other Receivables	(5,187.64)	(7,524.62)
	Inventories	(3,426.41)	4,291.79
	Trade and Other Payables	1,989.53	19,987.09
	Cash Generated from Operation	**16,350.82**	**42,740.73**
	Income Taxes Refund/ (Paid)	(2,234.11)	(3,401.97)
	Net Cash Inflow/(Outflow) From Operating Activities (A)	**14,116.71**	**39,338.76**
B.	**Cash Flow from Investing Activities**		
	Purchase of Property, Plant and Equipment and Intangible Assets	(8,338.81)	(16,145.52)
	Sale of Property, Plant and Equipment	356.87	447.54
	Consideration received from divestment in a Subsidiary	1,039.20	428.40
	Purchase of Non-Current Investments	(375.71)	(0.49)
	Sale of Current Investments	76.34	1,920.78
	Interest Received	450.20	719.41
	Inter Corporate Deposits given	(525.00)	(357.00)
	Inter-Corporate Deposits Received Back	135.00	697.10
	Net Cash Inflow/(Outflow) From Investing Activities (B)	**(7,181.91)**	**(12,289.78)**

Consolidated Statement of Cash Flows for the Year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

Particulars		For the year ended 31 March, 2025	For the year ended 31 March, 2024
C.	**Cash Flow from Financing Activities**		
	Proceeds from Non Current Borrowings	537.36	5,011.98
	Repayment of Non Current Borrowings	(4,374.41)	(4,939.75)
	Proceeds/(Repayment) of Current Borrowings (net)	3,056.17	(15,697.59)
	Proceeds from Short Term Loans	6,623.31	16,963.21
	Repayment of Short Term Loans	(5,623.31)	(15,963.21)
	Payment of Lease Liabilities	(867.74)	(754.36)
	Buyback of equity shares, including tax and expenses thereon	-	(15,542.82)
	Proceeds from issue of equity shares by subsidiaries to Non Controlling Interest shareholders	260.00	1,300.00
	Proceeds from issue of equity shares	35.84	-
	Interest Paid	(5,175.77)	(4,698.11)
	Dividend Paid	(1,230.11)	(1,274.23)
	Net Cash Inflow/(Outflow) From Financing Activities (C)	**(6,758.66)**	**(35,594.88)**
	Net Increase/(Decrease) In Cash and Cash Equivalents (A+B+C)	**176.14**	**(8,545.90)**
	Cash And Cash Equivalents		
	At the beginning of the year	5,919.83	14,607.52
	Less: Cash and Cash Equivalents on divestment in a subsidiaries	(117.42)	(141.79)
		5,802.41	**14,465.73**
	At the year end	**5,978.55**	**5,919.83**

Notes :

a) The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS – 7 "Statement of Cash Flows".

b) Cash and Cash Equivalents represents cash and bank balances (Refer note no. 11).

c) Additional Disclosure required under Ind AS 7 (Refer note no. 50).

d) *includes Item disclossed under Exceptional items in Statement of Profit & Loss (Refer note no. 44).

e) The accompanying Notes are an integral part of the Consolidated Financial Statements.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO - Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal & Company Secretary
M. No. F4484

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

1 REPORTING ENTITY

The Consolidated Financial Statements comprises financial statements of Somany Ceramics Ltd. ("the Company" or "Parent") and its subsidiaries (collectively, "the Group") for the year ended 31 March, 2025. The Company is a public company domiciled in India and having registered office at 2, Red Cross Place, Kolkata – 700001 India. Equity shares of the Company are listed in India on the BSE Ltd. and the National Stock Exchange Ltd.

The Group has manufacturing plants in Kassar (Haryana), Velampadu (Andhra Pradesh), Chandigarh, Kadi and Morbi (Gujarat) India. The Group is a manufacturer and trader of a complete decor solutions and its extensive range of products include Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Glazed Vitrified Tiles, Sanitaryware, Bath Fittings and allied products.

The Consolidated Financial Statements of the Company for the year ended 31 March, 2025 were approved for issue by board of directors on 07 May, 2025. However, the shareholders have the power to amend the Consolidated Financial Statements after the issue.

2 MATERIAL ACCOUNTING POLICIES

The Group has consistently applied accounting policies except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

2.1 Statement of compliance

The Consolidated Financial Statements of the Group comply with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India.

2.2 Basis of consolidation

The Consolidated Financial Statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when only if the Group:

- has power over the investee;
- is exposed or has rights to variable return from its involvement with the investee, and
- has the ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee.
- Rights arising from other contractual arrangements.
- The Group's voting rights and potential voting rights.
- The size of the Parent Company's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income, expenses and other comprehensive income of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Group reassesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements to control listed below. Loss of Control is determined when the Group:

- has no power over the investee;
- is not exposed to, or not has rights, to variable returns from its involvement with the investee; and
- not has the ability to use its power to affect its returns.

When loss of control over subsidiary is established, the parent shall derecognizes the assets (including goodwill), liabilities and non-controlling interests of the former subsidiary from the consolidated balance sheet at their carrying amounts at the date when control is lost. The parent shall recognize any resulting difference as a gain or loss in profit or loss attributable to the parent.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on 31 March.

List of entities considered in Consolidated Financial Statements are as disclosed in Note no. 57.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses, other comprehensive income and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the Consolidated Financial Statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra group transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full). Intra group losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Appropriate adjustments for deferred taxes are made for temporary differences that arise from the elimination of unrealized profits and losses from intra group transactions or undistributed earnings of Group's entity included in consolidated Profit & Loss, if any.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with the requirements of Ind AS 12, 'Income Taxes' and Ind AS 19, 'Employee Benefits', respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Consolidated Statement of Profit & Loss in the period in which they are incurred.

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. Goodwill is carried at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

2.3 Basis of preparation and measurement

The Consolidated Financial Statements have been prepared under the historical cost convention on accrual basis except for the followings :

- Non-current borrowings are initially measured at amortized cost.
- Current investments are measured at fair value at each reporting date.
- Defined benefit plans and other long-term employee benefits are measured at fair value net off fair valuation of plan assets at each reporting date.
- Share based payments are measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- **Level 2** inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** inputs are unobservable inputs for the asset or liability.

2.4 Functional and presentation currency

These Consolidated Financial Statements are presented in Indian National Rupee ('INR'), which is the Group's functional currency. All amounts have been rounded to the nearest Lakhs, unless otherwise indicated.

2.5 Use of judgements and estimates

In preparing these Consolidated Financial Statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the Consolidated Financial Statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

Judgements

Information about the judgements made in applying accounting policies that have the most material effects on the amounts recognized in the Consolidated Financial Statements have been given below:

- Assessing the lease term (including anticipated renewals) and the applicable discount rate.
- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial assets are solely payments of principal and interest on the principal amount outstanding.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the Consolidated Financial Statements for the every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts;
- Useful life and residual value of Property, Plant and Equipment, Intangible assets and Right of Use assets;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Assessment of recoverability of receivables and advances which requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors;
- Assessment of reliability of inputs considered for fair valuation of financial assets and liabilities falls under hierarchy Level 3;
- Assessment of appropriate inputs to the Black Scholes model for valuation of Share based payments including the expected life of the share option, volatility and dividend yield and making assumptions about them.

2.6 Classification of Assets and Liabilities as Current and Non-Current

The Group presents assets and liabilities in the Consolidate balance sheet based on current/ non-current classification.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash and Cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

An liability is treated as current when it is:

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current.

The Company has ascertained the operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.7 Property, Plant and Equipment

Recognition and Measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 01 April, 2016 measured as per the previous Generally Accepted Accounting Principles (GAAP).The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready for intended use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed on qualifying assets less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment.

Subsequent Measurement

Subsequent expenditure is capitalized only if it is probable that there is a future economic benefits associated with the expenditure will flow to the Group.

Depreciation

Depreciation is calculated on Straight Line Method using the rates arrived at on the basis of estimated useful lives given in Schedule II of the Companies Act, 2013 except for the following which has been determined on the basis of technical evaluation.

Particulars	Useful Life
Plant and Machinery	5 - 25 Years
Vehicles	5 - 8 Years
Dies & Punches	8 Years

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Individual assets costing below ₹ 5,000 are fully depreciated in the year of purchase.

Leasehold improvements are depreciated over the lease period or estimated useful life of assets in line with schedule II of the Companies Act, 2013, which ever is lower.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Capital work-in-progress

Capital work-in-progress comprises of assets in the course of construction for production or/and supply of goods or services or administrative purposes, are carried at cost, less any recognized impairment loss. ed at cost, less any recognized impairment loss. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalized where the asset is available for use and commissioning has been completed.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

De-recognition

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the Consolidated Statement of Profit & Loss.

2.8 Intangible assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 01 April, 2016 measured as per the previous Generally Accepted Accounting Principles (GAAP). Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software and designs is considered as 5 years.

An intangible asset is de-recognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in the Consolidated Statement of Profit & Loss when the asset is derecognized.

2.9 Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the recoverable amount of assets is estimated.

For impairment testing, assets are Grouped together into the smallest Group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Unit (CGUs).

The recoverable amount of an asset or CGU is the greater 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 asset or CGU.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized in prior years. A reversal of impairment loss is recognized immediately in the Statement of Profit & Loss.

2.10 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction of qualifying assets are capitalized as part of the cost of such assets upto the assets are substantially ready for their intended use.

The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortized on the basis of the Effective Interest Rate (EIR) method over the term of the loan.

All other borrowing costs are recognized in the Consolidated Statement of Profit & Loss in the period in which they are incurred.

2.11 Foreign currency transactions

Transactions in foreign currencies are recorded by the Group at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in the Consolidated Statement of Profit & Loss with the exception of the following:

- exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measure at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

2.12 Employee benefits

Short term employee benefits

Short term employee benefits are expensed in the year in which the related services are provided. A liability is recognized 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 obligation can be estimated reliably.

Defined contribution plans

Employee benefits in the form of Provident Fund and Employees' pension Scheme are defined as contribution plan and charged as expenses during the period in which the employees perform the services.

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields available on government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in OCI and such re-measurement gain / loss are not reclassified to the Statement of Profit and Loss in the subsequent periods. They are included in retained earnings in the statement of changes in equity.

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in the Consolidated Statement of Profit & Loss in the line item employee benefits expense.

The retirement benefit obligation recognized in the Consolidated Balance Sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is Ltd. to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

The Group has long term employment benefit plans i.e. accumulated leave. Accumulated leave is encashed to eligible employees at the time of retirement/ terminatin of service. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Consolidated Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

Share Based Payments

The Group recognizes compensation expense relating to share-based payment in statement of profit and loss using fair value in accordance with Ind AS 102, ""Share-based Payment"".

The Group initially measures the cost of equity-settled transactions with employees using Black Scholes model to determine the fair value of the liability incurred which has been considered most appropriate model. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note no. 45"

2.13 Revenue Recognition

The Group recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. This is achieved when control of the product has been transferred to the customer, which is generally determined

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

when title, ownership, risk of obsolescence and loss pass to the customer and the Group has the present right to payment, all of which occurs at a point in time upon shipment and delivery of the product. The Group considers shipping and handling activities as costs to fulfill the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue.

Revenue (other than sale of goods) is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Transaction price represents net value of goods and services provided to customers after deducting for certain incentives including, but not Ltd. to discounts, volume rebates, incentive programs etc.

For incentives offered to customers, the Group makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice."

Interest income are recognized on an accrual basis using the effective interest method.

Dividends are recognized at the time the right to receive payment is established.

2.14 Inventories

Inventories are valued at lower of cost and net realizable value. Cost of manufactured finished goods and work in progress is determined by taking cost of material consumed, labour and related overheads. Finished goods, raw materials and packing materials, stock in trade and stores & spares are valued at weighted average cost method. Purchases cost of raw materials and packing materials, finished goods, stock in trade and stores & spares are net of input tax credits, rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Provision for cost of obsolescence and other anticipated losses, wherever considered necessary, are recognized in the books of account.

2.15 Provisions, Contingent Liabilities

Based on the best estimate, provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the Consolidated Financial Statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognized in the Consolidated Financial Statements but disclosed, where an inflow of economic benefit is probable.

2.16 Measurement of fair value

a) Financial instruments

The estimated fair value of the Group's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

b) Marketable and non-marketable equity securities

Fair value for quoted securities is based on quoted market prices as of the reporting date. Fair value for unquoted securities is calculated based on commonly accepted valuation techniques utilizing significant unobservable data. If fair value cannot be measured reliably unlisted shares are recognized at cost.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

2.17 Financial instruments

A Financial Assets

i) Initial recognition and measurement

Financial assets (except trade receivables) are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price.

ii) Classifications and Subsequent measurement

The Group classifies its financial assets as subsequently measured at either amortized cost or fair value depending on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

a) Financial Assets at amortized cost

A financial asset is measured at amortized cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- the contractual terms of the financial assets represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortized cost using the Effective Interest Rate ('EIR') method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance income in the Consolidated Statement of Profit & Loss. The losses arising from impairment are recognized in the Consolidated Statement of Profit & Loss.

b) Financial Assets at fair value through Other Comprehensive Income (FVOCI)

Financial Assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

c) Financial Assets at fair value through Profit & Loss (FVTPL)

Any Financial assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, are classified at FVTPL.

In addition, the Group may elect to classify a financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Consolidated Statement of Profit & Loss.

iii) Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. On initial recognition an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value as FVOCI. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

iv) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's Consolidated Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through'

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognized) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognized in OCI is recognized in Consolidated Statement of Profit & Loss.

v) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable and loans given, the Group applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables and loans given.

B Financial liabilities

i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of amortized cost, net of directly attributable transaction costs.

ii) Classifications and Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortized cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Consolidated Statement of Profit & Loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Consolidated Statement of Profit & Loss.

iii) Derecognition of financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expired.

2.18 Income tax

Income tax expense comprises current and deferred tax. It is recognized in Consolidated Statement of Profit & Loss except to the extent that it relates to items recognized directly in equity or in Other Comprehensive Income.

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. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Group:

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

a) Has a legally enforceable right to set off the recognized amounts; and

b) Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the Consolidated Balance Sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the Consolidated Balance Sheet date.

2.19 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership are transferred from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Group as a lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets, wherein, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

Lease Liability

The lease payments that are not paid at the commencement date, are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value as that of right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term or useful life of the underlying asset. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

"The ROU assets are presented as a separate line in the Balance Sheet and details of assets are given ROU note under "Notes forming part of the Financial Statement".

The Group applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

2.20 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Statement of Cash Flow, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.21 Government Grants

Government grants are recognized at its fair value, where there is a reasonable assurance that such grants will be received and compliance with the conditions attached therewith have been met. Grants such accured are credited to the statement of profit and loss.

Government grants related to expenditure on property, plant and equipment are credited to the statement of profit and loss over the useful lives of qualifying assets or other systematic basis representative of the pattern of fulfillment of obligations associated with the grant received.

2.22 Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

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(i) Property, Plant and Equipment (2024-25)

Particulars	Gross Block				Depreciation				Net Block	
	As at 31 March, 2024	Additions	Deletions / Adjustments	As at 31 March, 2025	As at 31 March, 2024	For the year	Deletions/ Adjustments	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025
Tangible Assets										
Freehold land	4,080.38	-	356.05	3,724.33	-	-	-	-	4,080.38	3,724.33
Buildings	27,724.59	1,555.23	720.82	28,559.00	5,159.92	967.15	188.27	5,938.80	22,564.67	22,620.20
Plant and equipments	94,020.81	4,117.10	8,093.69	90,044.22	18,418.83	5,500.86	2,331.36	21,588.33	75,601.98	68,455.89
Office equipments	3,854.24	454.83	1,517.48	2,791.59	1,715.99	894.83	111.49	2,499.33	2,138.25	292.26
Furniture and fixtures	3,612.58	407.10	366.79	3,652.89	2,134.92	351.31	312.64	2,173.59	1,477.66	1,479.30
Vehicles	3,444.74	1,260.81	(609.38)	5,314.93	1,803.28	308.25	511.37	1,600.16	1,641.46	3,714.77
Total	**1,36,737.34**	**7,795.07**	**10,445.45**	**1,34,086.96**	**29,232.94**	**8,022.40**	**3,455.13**	**33,800.21**	**1,07,504.40**	**1,00,286.75**

(ii) Capital Work in Progress (2024-25)

Capital work-in-progress as at 31 March, 2025 is ₹ 1,627.57 Lakhs.

₹ 6,286.74 Lakhs is addition to Capital works in progress during the year ended 31 March, 2025.

₹ 5,618.75 Lakhs has been capitalized and transferred to property, plant and equipment during the year ended 31 March, 2025.

For CWIP ageing, Refer note no. 43

(iii) Right of Use Assets (2024-25)

Particulars	Gross Block				Amortization				Net Block	
	As at 31 March, 2024	Additions	Deletions / Adjustments	As at 31 March, 2025	As at 31 March, 2024	For the year	Deletions/ Adjustments	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025
Right of use Assets										
Leasehold lands	343.97	-	-	343.97	24.48	4.09	-	28.57	319.49	315.40
Buildings	7,200.09	2,561.76	1,903.87	7,857.98	3,683.93	981.05	1,834.14	2,830.84	3,516.16	5,027.14
Total	**7,544.06**	**2,561.76**	**1,903.87**	**8,201.95**	**3,708.41**	**985.14**	**1,834.14**	**2,859.41**	**3,835.65**	**5,342.54**

(iv) Other Intangible Assets (2024-25)

Particulars	Gross Block				Amortization				Net Block	
	As at 31 March, 2024	Additions	Deletions / Adjustments	As at 31 March, 2025	As at 31 March, 2024	For the Year	Deletions/ Adjustments	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025
Intangible Assets										
Computer Softwares and Designs	1,110.96	109.56	112.31	1,108.21	1,091.23	18.03	112.30	996.96	19.73	111.25
Total	**1,110.96**	**109.56**	**112.31**	**1,108.21**	**1,091.23**	**18.03**	**112.30**	**996.96**	**19.73**	**111.25**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

3 (CONTD.)

3. **(i) Property, Plant and Equipment (2023-24)**

Particulars	Gross Block				Depreciation				Net Block	
	As at 31 March, 2023	Additions	Deletions / Adjustments	As at 31 March, 2024	As at 31 March, 2023	For the year	Deletions/ Adjustments	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024
Tangible Assets										
Freehold land	4,122.20	19.55	61.37	4,080.38	-	-	-	-	4,122.20	4,080.38
Building	25,339.75	3,014.64	629.80	27,724.59	4,379.95	921.17	141.20	5,159.92	20,959.80	22,564.67
Plant and equipment	83,913.83	15,899.45	5,792.47	94,020.81	16,998.90	4,093.24	2,673.31	18,418.83	66,914.93	75,601.98
Office equipments	2,212.37	1,761.31	119.44	3,854.24	1,556.35	724.30	103.38	2,177.27	656.02	1,676.97
Furniture and fixtures	3,410.29	296.63	94.34	3,612.58	1,838.94	363.75	67.77	2,134.92	1,571.35	1,477.66
Vehicles	3,973.42	372.76	901.44	3,444.74	1,725.13	263.04	646.17	1,342.00	2,248.29	2,102.74
Total	**1,22,971.86**	**21,364.34**	**7,598.86**	**1,36,737.34**	**26,499.27**	**6,365.50**	**3,631.83**	**29,232.94**	**96,472.59**	**1,07,504.40**

(ii) Capital Work in Progress (2023-24)

Capital work-in-progress as at 31 March, 2024 is ₹ 959.58 Lakhs.

₹ 15,005.26 Lakhs is addition to Capital works in progress during the year ended 31 March, 2024.

₹ 18,771.27 Lakhs has been capitalized and transferred to property, plant and equipment during the year ended 31 March, 2024.

For CWIP ageing, Refer note no. 43

(iii) Right of Use Assets (2023-24)

Particulars	Gross Block				Amortization				Net Block	
	As at 31 March, 2023	Additions	Deletions / Adjustments	As at 31 March, 2024	As at 31 March, 2023	For the year	Deletions/ Adjustments	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024
Right of use Assets										
Leasehold lands	343.97	-	-	343.97	20.39	4.09	-	24.48	323.58	319.49
Buildings	6,816.75	409.56	26.22	7,200.09	2,846.26	863.53	25.86	3,683.93	3,970.49	3,516.16
Total	**7,160.72**	**409.56**	**26.22**	**7,544.06**	**2,866.65**	**867.62**	**25.86**	**3,708.41**	**4,294.07**	**3,835.65**

(iv) Other Intangible Assets (2023-24)

Particulars	Gross Block				Amortization				Net Block	
	As at 31 March, 2023	Additions	Deletions / Adjustments	As at 31 March, 2024	As at 31 March, 2023	For the year	Deletions/ Adjustments	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024
Intangible Assets										
Computer Softwares and Designs	1,095.34	15.62	-	1,110.96	1,073.13	18.10	-	1,091.23	22.21	19.73
Total	**1,095.34**	**15.62**	**-**	**1,110.96**	**1,073.13**	**18.10**	**-**	**1,091.23**	**22.21**	**19.73**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

3 (CONTD.)

Note:

1. Assets pledged and Hypothecated against borrowings: Please Refer note no. 18 & 23.

2. Title deeds of all the immovable property held by the Group are in the name of the Group as at 31 March, 2025.

3. Details of Title deeds of Immovable Properties not held in name of the Parent Company as at 31 March, 2024 are as follows :-

Relevant line item in the Balance Sheet	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 or employee of promoter / director	Property held since which date	Reason for not being held in the name of the Company and its subsidiary
Property, Plant and Equipment	Land	9.53	Erstwhile Schablona India Limited (Amalgamating Company)	No	01 April, 2019 i.e. the appointed date as per Scheme of Amalgamation approved by Hon'ble National Company Law Tribunal.	Property acquired pursuant to Scheme of Amalgamation, effect of the same has not been given in the Title deed by the respective Government authorities.
Property, Plant and Equipment	Building	155.59		No		

4 NON-CURRENT INVESTMENTS

		As at 31 March, 2025	As at 31 March, 2024
Investment in Equity Instruments (Unquoted, fully paid up)			
I	**Associate Company (measured at cost)**		
	Nil (Previous year - 4,900) equity shares of ₹10/- each of Clean Max Ananta Pvt. Ltd. (Refer note c. below)	-	0.49
II	**Others (measured at FVTPL)**		**-**
	36,340 Equity Shares (Previous year - Nil) of ₹10/- each of Clean Max Ananta Pvt. Ltd. (Refer note c. below)	376.20	
		376.20	**0.49**
a.	**Aggregate amount of investments are given below:**		
	Aggregate cost of Unquoted investments	376.20	0.49

b. Above investment is not listed on any stock exchange in India or outside India and these investments are carried at cost. There is no accumulated impairment as at current and previous year end.

c. The Company has made investment in 49% equity shares of Clean Max Ananta Pvt. Ltd("CMAPL") on 07 March, 2024 and became associate of the Company. Subsequently, during the year, the Company has made further investment and has entered into the various agreements with the other shareholder of CMAPL which restrict the Company to participate in the financial and operating policy decisions of the CMAPL. Therefore, the CMAPL cease to be an associate under IND AS, however, CMAPL continue as associate under the Companies Act, 2013.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

5 LOANS

Particulars	As at 31 March, 2025	As at 31 March, 2024
(Unsecured, Considered Good Unless Stated Otherwise)		
Inter Corporate Deposits (ICD)		
- With Others	390.00	-
Less : Allowance for Losses	1.24	-
	388.76	**-**

6 OTHER NON CURRENT FINANCIAL ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
(Unsecured, Considered Good Unless Stated Otherwise)		
Bank Deposit (Pledged with Government Departments)	0.25	0.45
Bank Deposits held as Margin Money	378.03	375.48
Security Deposits with others	1,317.82	1,339.19
	1,696.10	**1,715.12**

7 OTHER NON CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Capital Advances*	419.02	525.09
Prepaid Expenses	21.52	32.06
Deposits with Government Departments (under Protest)	298.82	107.19
	739.36	**664.34**

*Capital Advances includes ₹ 326.50 Lakhs (Previous Year - ₹ 376.50 Lakhs), represents payment made to a party for purchase of parcel of land in Rajasthan who had offered different parcels of land to the subsidiary Company. The management is in the process of assessing/ scrutinising the location, title deeds, etc considering its plan for setting up manufacturing unit and had also asked the party for alternative parcels of land. Management is confident of completing the process of acquisition in near future, hence considered the same good.

8 INVENTORIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
(Valued at Lower of Cost and Net Realisable Value)		
Raw Materials & Packing Materials	5,511.19	4,941.49
Work -in-Progress	2,828.36	2,581.52
Finished Goods	18,042.07	19,522.97
Stock in Trade	4,384.00	4,364.74
Stores and Spares	3,020.33	3,247.72
	33,785.95	**34,658.44**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

8 INVENTORIES (CONTD.)

a. Inventories are hypothecated to secured borrowings. Refer note no. 18 & 23.

b. Stock in trade is net off write down provisions for slow moving inventories amounting to ₹ 348.94 Lakhs (previous year 383.24 Lakhs).

c. Goods in transit of ₹ 160.41 Lakhs (Previous year nil) and ₹ 155.54 Lakhs (Previous year nil) is included in Finished Goods and Raw material respectively.

9 CURRENT INVESTMENTS

		As at 31 March, 2025	As at 31 March, 2024
A	**Investments in Non Convertible Debentures (Quoted) (valued at fair value through profit & loss - fully paid up)**		
	a) 400 Units (Previous Year - 400 Units) 9.70% U P Power Corporation Ltd Bonds (NCD)	260.00	300.00
	b) 103 Units (Previous Year - 103 Units) 9.00% Shriram Transport Finance Co. Ltd. (NCD)	1,004.25	1,004.25
B)	**Investments in Mutual Fund (Un-Quoted) (valued at fair value through profit & loss)**		
	a) Nil Units (Previous Year - 3,28,359.77 Units) SBI Magnum Medium Duration Fund- Regular Growth	-	151.89
C)	**Investments in Equity Instruments (Quoted) (valued at fair value through Profit & Loss - fully Paid up)**		
	550 Equity Shares (Previous Year - 550) of ₹ 2/- each of Punjab National Bank Ltd.	0.53	0.68
		1,264.78	**1,456.82**
	Aggregate cost of Quoted Investment	1,278.61	1,320.54
	Aggregate Market Value of Quoted Investments	1,264.78	1,304.93
	Aggregate cost of Un-Quoted Investment	-	75.00
	Aggregate Market Value of Un-Quoted Investment	-	151.89

10 TRADE RECEIVABLES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Secured*		
Considered Good	1,196.84	1,114.56
Unsecured		
Considered Good	35,604.12	32,396.94
Have Significant increase in Credit Risk	260.14	1,026.76
Considered Doubtful - Credit Impaired	2,139.96	1,514.28
	39,201.06	**36,052.54**
Less: Allowances for losses	2,318.96	2,330.34
	36,882.10	**33,722.20**

a. Trade Receivables are hypothecated to secured borrowings. Refer note no. 18 & 23.

b. Refer note no. 48 (A) - Trade Receivables ageing.

*Secured trade receivables are securedd against security deposit received from customers

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

11 CASH AND CASH EQUIVALENTS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Balance with Banks		
- In Current Accounts	2,947.71	3,168.26
Cash on Hand	22.70	40.17
Bank Deposits with original maturity of 3 months or less	3,008.14	2,711.40
	5,978.55	**5,919.83**

12 OTHER BANK BALANCES

Particulars	As at 31 March, 2025		As at 31 March, 2024	
Bank Deposit (Pledged with Government Departments)	0.25		1.12	
Less:- Maturity more than 12 months Shown Under "Other Non Current Financial Assets"	0.25	-	0.45	0.67
Bank Deposit held as Margin Money	1,677.26		1,123.94	
Less:- Maturity more than 12 months Shown Under "Other Non Current Financial Assets"	378.03	1,299.23	375.48	748.46
Fixed Deposits with Banks		462.46		388.73
Earmarked Balances with Banks				
Unclaimed Dividend Accounts		28.11		31.98
		1,789.80		**1,169.84**

13 OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Accrued Interest	61.93	97.90
Deposit with others	5.84	42.33
Security Deposits with Government Department	-	0.60
Insurance claims receivable	271.65	5.47
Other Receivables#	235.06	327.14
	574.48	**473.44**

#Refer Note No.44.

14 CURRENT TAX ASSETS (NET)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advance Income Tax / Tax Deducted at Source [Net of Income Tax Provision of ₹ 9,460.03 Lakhs, (Previous year ₹ 10,051.51 Lakhs)]	233.86	604.67
	233.86	**604.67**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

15 OTHER CURRENT ASSETS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Prepaid Expenses	658.80	565.71
Export Incentives Receivable	69.54	62.98
Properties held in Trust (Refer note no. 55)	363.77	657.75
Vendor Advances*	1,387.82	1,358.57
Other Receivables*$	1,194.42	166.13
Indirect Tax Recoverable/adjustable	526.05	1,426.31
	4,200.40	**4,237.45**
*Less: Provision for Doubtful	139.96	97.58
	4,060.44	**4,139.87**

$ Includes receivable towards sale of Investment in a Subsidiary Company, advance to staff and workers against salary and expenses etc.

16 EQUITY SHARE CAPITAL

Authorised

Particulars	As at 31 March, 2025	As at 31 March, 2024
Equity Shares 16,15,00,000 (Previous Year - 16,15,00,000) of ₹ 2/-each	3,230.00	3,230.00
Issued, Subscribed and Paid up		
Equity Shares 4,10,09,605 (Previous Year - 4,10,03,620) of ₹ 2/- each fully paid up	820.19	820.07
	820.19	**820.07**

a. Terms and rights attached to equity shares

The Company has one class of equity shares having a par value of ₹ 2/- each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

	Number of Shares	Amount
	Number of Shares	Number of Shares
Outstanding as on April 01, 2023	4,24,74,208	849.48
Shares extinguished on buy back	(14,70,588)	(29.41)
Outstanding as on 31 March, 2024	4,10,03,620	820.07
Equity Shares issued/(bought back) during the year	5,985	0.12
Outstanding as on 31 March, 2025	**4,10,09,605**	**820.19**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

16 EQUITY SHARE CAPITAL (CONTD.)

c. Shareholdings of Promoters at the end of 31 March, 2025

SN	Promoter Name	Numbers of Shares	% of total Shares	% Change during the year
i)	Mr. Abhishek Somany - in capacity of Trustee of Shakthi Family Trust	97,72,190	23.83%	-
ii)	Mr. Shrivatsa Somany - in capacity of Trustee of Sanrakshith Family Trust	42,05,385	10.25%	-
iii)	Mr. Shreekant Somany - in capacity of Trustee of Srijan Family Trust	42,05,385	10.25%	-
iv)	Abhishek Somany (HUF)	18,55,633	4.52%	-
v)	Ms. Anjana Somany	10,51,346	2.56%	-
vi)	Ms. Minal Somany	6,69,030	1.63%	-
vii)	Ms. Aanvi Somany	2,90,837	0.71%	-
viii)	Ms. Anushree Chopra	1,95,255	0.48%	-
ix)	Mr. Shrivatsa Somany	1,15,887	0.28%	-
x)	Mr. Shreekant Somany	1,15,887	0.28%	-
xi)	Mr. Ameya Somany	63,014	0.15%	-
xii)	Mr. Abhishek Somany	18,942	0.05%	-

Shareholdings of Promoters at the end of 31 March, 2024

S. No.	Promoter Name	Numbers of Shares	% of total Shares	% Change during the year
i)	Mr. Abhishek Somany - in capacity of Trustee of Shakthi Family Trust	97,72,190	23.83%	(3.05)%
ii)	Mr. Shrivatsa Somany - in capacity of Trustee of Sanrakshith Family Trust	42,05,385	10.26%	(3.05)%
iii)	Mr. Shreekant Somany - in capacity of Trustee of Srijan Family Trust	42,05,385	10.26%	(3.05)%
iv)	Abhishek Somany (HUF)	18,55,633	4.53%	(3.05)%
v)	Ms. Anjana Somany	10,51,346	2.56%	(3.05)%
vi)	Ms. Minal Somany	6,69,030	1.63%	(3.05)%
vii)	Ms. Aanvi Somany	2,90,837	0.71%	(3.05)%
viii)	Ms. Anushree Chopra	1,95,255	0.48%	(3.05)%
ix)	Mr. Shrivatsa Somany	1,15,887	0.28%	(3.05)%
x)	Mr. Shreekant Somany	1,15,887	0.28%	(3.05)%
xi)	Mr. Ameya Somany	63,014	0.15%	(3.05)%
xii)	Mr. Abhishek Somany	18,942	0.05%	(3.05)%

d. List of shareholders holding more than 5% of the Equity Share

Particulars		As at 31 March, 2025	As at 31 March, 2024
i)	Mr. Abhishek Somany - in capacity of Trustee of Shakthi Family Trust	97,72,190	97,72,190
ii)	Mr. Shrivatsa Somany - in capacity of Trustee of Sanrakshith Family Trust	42,05,385	42,05,385
iii)	Mr. Shreekant Somany - in capacity of Trustee of Srijan Family Trust	42,05,385	42,05,385

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

16 EQUITY SHARE CAPITAL (CONTD.)

Particulars		As at 31 March, 2025	As at 31 March, 2024
iv)	Franklin Build India Fund #	21,45,441	-
v)	Kotak Small CAP Fund	28,28,824	28,28,824
		2,31,57,225	**2,10,11,784**

Holding as on 31 March, 2024 was not more than 5%.

e. Equity shares movement during five years preceding 31 March, 2025

(i) Aggregate number of shares issued for consideration other than cash

Particulars	As at 31 March, 2025	As at 31 March, 2024
Equity shares issued pursuant to Scheme of Amalgamation (in FY 2021-22)	94,782	94,782
Equity shares issued pursuant to Scheme of Amalgamation (in FY 2019-20)	1,90,87,200	1,90,87,200

(ii) Equity shares extinguished on buy-back

The shareholders of the Company vide postal ballot notice dated 26 October, 2023 approved the proposal of buyback 14,70,588 fully paid-up Equity Shares of the Company on a proportionate basis, through the tender offer route, at a price of ₹ 850/- per Equity Share payable in cash for an aggregate amount not exceeding ₹ 12,500 Lakhs (excluding transaction cost and taxes) on 02 December, 2023. The Company bought back 14,70,588 fully paid-up Equity Shares and settled all valid bids and extinguished equity shares bought back year ended 31 March, 2024

f. Share reserved for issue under options

Information relating to Somany Ceramics Employee Stock Option Plan 2021 (ESOP 2021) and Somany Ceramics Employee Stock Option Plan 2023 (ESOP 2023), including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note no. 45.

17 OTHER EQUITY

Particulars	As at 31 March, 2025	As at 31 March, 2024
Share options outstanding account		
Balance at the beginning of the year	687.43	259.15
Employee stock option expenses	409.32	428.28
Transferred to General Reserve (Share options - lapsed/ forfeited)	(36.03)	-
Transferred to Security Premium (Exercise of share options)	(20.73)	-
Closing balance	**1,039.99**	**687.43**
Capital Reserve		
Balance at the beginning of the year	(4,377.32)	(4,377.32)
Closing balance	**(4,377.32)**	**(4,377.32)**
Capital Redemption Reserve		
Balance at the beginning of the year	107.84	435.43
Transferred from General Reserve on buy back of equity shares	-	29.41
Transferred to Retained earning on divestment of Subsidiary (Refer Note No.54)	-	(357.00)

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

17 OTHER EQUITY (CONTD.)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Closing balance	**107.84**	**107.84**
Security Premium		
Balance at the beginning of the year	1,478.36	16,991.77
Buyback of equity shares, including tax thereon*	-	(15,375.73)
Transaction cost related to buyback of equity shares (net of taxes)*	-	(137.68)
Exercise of Share options (including transfer from Share options Outstanding account)	56.44	-
Closing balance	**1,534.80**	**1,478.36**
General Reserve		
Balance at the beginning of the year	6,161.60	6,191.01
Transferred to Capital Redemption Reserve on buy back of equity shares	-	(29.41)
Transferred From General Reserve	36.03	-
Closing balance	**6,197.63**	**6,161.60**
Retained earnings		
Balance at the beginning of the year	67,198.90	58,423.30
Profit /(loss)for the year	6,006.76	9,688.93
Transferred on divestment of Subsidiary (Refer Note No.54)	8.37	360.90
Amount available for appropriation	**73,214.03**	**68,473.13**
Less : Appropriation:		
Less: Dividend Distributed	1,230.11	1,274.23
Closing Balance	**71,983.92**	**67,198.90**
Remeasurement of defined benefit plans		
Balance at the beginning of the year	(62.93)	(75.88)
Other comprehensive income for the year	(69.41)	16.85
Transferred to Retained earning on divestment of Subsidiary (Refer Note No.54)	(8.37)	(3.90)
Closing Balance	**(140.71)**	**(62.93)**
Total Retained Earnings	**71,843.21**	**67,135.97**
Total Other Equity	**76,346.15**	**71,193.88**

* Refer Note No. 16 (e) (ii)

18 BORROWINGS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Secured		
Rupee Term Loan		
- from Banks	14,906.62	18,558.40
Car Loan		
- from Banks	1,379.64	1,449.98
Unsecured		

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

18 BORROWINGS (CONTD.)

Particulars	As at 31 March, 2025	As at 31 March, 2024
- from Others	1,318.51	2,113.44
1,38,00,000 11% Cumulative Redeemable Preference shares of ₹ 10/- each (CRPS)	1,380.00	700.00
	18,984.77	**22,821.82**

Less: Current Maturities of Non Current Borrowings

Particulars	As at 31 March, 2025	As at 31 March, 2024
Rupee Term loan		
- from Banks	3,631.05	3,236.18
Car Loan		
- from Banks	454.40	1,018.82
	4,085.45	**4,255.00**
	14,899.32	**18,566.82**

Notes

a Rupee Loan of ₹ Nil (Previous Year ₹ 385.24 Lakhs) from a Bank is secured by way of hypothecation of Raw Material, stock in process, stock in transit, finished goods, Book debts and all other current assets of the Company (both current and future), equitable mortgage over factory land & building of the Company of the Company (present and future). Hypothecation of all machineries/fixed assets in the name of company. The said loan is further collaterally secured by Factory land and building bearing survey no.638/p1 &641/p1-2-3 of ghuntu Morbi and equitable mortgage over plant and machinery and also personal guarantees of promoters directors.

b Rupee Loan of ₹ Nil (Previous year ₹ 803.59 Lakhs) from a Bank is secured by way of hypothecation of entire plant and machinery & all fixed assets of the Company (present and future). The said loan is further collaterally secured by i) Land and Building bearing survey number 167/p1, situated as Sartanpar Gam, Rata virda road, Sartan Par Gam, Tal.Wankaner, Dist.Morbi. ii)Resi.Building bearing survey No.391/p1-2-3, Situated at Plot No.C.11, Madhuban Greens Society, Nr Atop food products, Rajkot Morbi road, Village:Lajai Ta.Tanakara. iii) Residential Building Bearing Survey No.1261/p3, Madhapar, Plot No.20p, Chitrakut Ghat-3, Society, Behind GIDC and Patel Kanya Chhatralay, Shanala Road, Morbi.

c Rupee GECL Loan of ₹ Nil Lakhs as on 31 March, 2025 (Previous Year ₹ 237.84 Lakhs) from a Bank is secured by way of hypothecation of entire plant and machinery & all fixed assets of the Company (present and future). The said loan is further collaterally secured by i) Land and Building bearing survey number 167/p1, situated as Sartanpar Gam, Rata virda road, Sartan Par Gam, Tal.Wankaner, Dist.Morbi. ii)Resi.Building bearing survey No.391/p1-2-3, Situated at Plot No.C.11, Madhuban Greens Society, Nr Atop food products, Rajkot Morbi road, Village:Lajai Ta.Tanakara. iii) Residential Building Bearing Survey No.1261/p3, Madhapar, Plot No.20p, Chitrakut Ghat-3, Society, Behind GIDC and Patel Kanya Chhatralay, Shanala Road, Morbi.

d Rupee loan of ₹ 380.28 Lakhs (Previous year ₹ 479.43 Lakhs) from banks is secured by first pari passu charge on all fixed assets (both present and future) including equitable mortgage of land and building and entire current assets (both present and future) and personal guarantee of promoters. The aforesaid loan is repayable in the FY 2025-26 of ₹ 94.15 Lakhs, FY 2026-27 of ₹ 102.97 Lakhs, FY 2027-28 of ₹ 112.64 Lakhs and FY 2028-29 of ₹ 70.52 Lakhs.

e Rupee term loan of ₹ 1998.18 Lakhs (31 March, 2025 ₹ 2,854.55 Lakhs) from ICICI Bank is secured by Pari Passu First charge over the entire movable and immovable fixed assets of the Borrower including moveable and immoveable fixed assets of about 54.0 acres at Srikalahasthi Mandal, Chithoor District, Andhra Pradesh, both present & future ranking pari passu with other lenders and other facilities of ICICI bank. Pari Passu First charge over the entire current assets of the Borrower, both present and future, ranking pari passu with other lenders and other facilities of the bank. Repayment of aforesaid loan is ₹ 999.09 Lakhs and ₹ 999.09 Lakhs in FY 2025-26 and FY 2026-27 respectively.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

18 BORROWINGS (CONTD.)

f Rupee term loan of ₹ 350.00 Lakhs (Previous year ₹ 500.00 Lakhs) from ICICI Bank is secured by Pari passu first charge over the entire movable and immovable fixed assets of the Borrower including movable & immovable fixed assets situated at about 54.0 acres at Srikalahsthi Mandal, Chithoor District, Andhra Pradesh, both present & future, ranking pari passu with other lenders and other facilities of ICICI bank. Pari Passu First charge over the entire current assets of the Borrower, both present and future, ranking pari passu with other lendersand other facilities of the bank. Repayment of aforesaid loan is ₹ 175.00 Lakhs and ₹ 175.00 Lakhs in FY 2025-26 and FY 2026-27 respectively.

g Rupee term loan of ₹ 1906.25 Lakhs (Previous year ₹ 2281.25 Lakhs) from ICICI Bank is secured by Pari Passu First Charge over the entire movable and immovable fixed assets of the Borrower including movable & immovable fixed assets situated at about 54.0 acres of land at Srikalahsthi Mandal, Chithoor District, Andhra Pradesh, both present & future, ranking pari passu with other lenders and other facilities of ICICI bank. Pari Passu First charge over the entire current assets of the Borrower, both present and future, ranking pari passu with other lenders and other facilities of the bank. Repayment of aforesaid loan is ₹ 406.25 Lakhs, ₹ 500 Lakhs, ₹ 531.25 Lakhs and ₹ 468.75 Lakhs in FY 2025-26, FY 2026-27, FY 2027-28 and FY 2028-29 respectively.

h Rupee term loan of ₹ 494.25 Lakhs (Previous year ₹ 626.11 Lakhs) from ICICI Bank is secured by Parri Passu First Charge over the entire movable and immovable fixed assets of the Borrower including movable & immovable fixed assets situated at about 54.0 acres of land at Srikalahsthi Mandal, Chithoor District, Andhra Pradesh, both present & future, ranking pari passu with other lenders and other facilities of ICICI bank.Pari Passu First charge over the entire current assets of the Borrower, both present and future, ranking pari passu with other lenders and other facilities of the bank. Repayment of aforesaid loan is ₹ 131.86.00 Lakhs, ₹ 131.86 Lakhs, ₹ 131.85 Lakhs and ₹ 98.68 Lakhs in FY 2025-26, FY 2026-27, FY 2027-28 and FY 2028-29 respectively.

i Rupee term loan of ₹ 1813.79 Lakhs (Previous year ₹ 2238.70 Lakhs) from Axis Bank is secured by Pari Passu First charge over the entire movable and immovable fixed assets of the Borrower including movable & immovable fixed assets situated at about 54.0 acres of land at Srikalahasthi Mandal, Chithoor District, Andhra Pradesh, both present & future, ranking first pari passu with AXIS Bank and other facilities of ICICI Bank. Parri Passu First charge over the entire current assets of the Borrower, both present & future, ranking first pari passu with AXIS Bank and other facilities of ICICI Bank. Repayment of aforesaid loan is ₹ 462.04 Lakhs, ₹ 462.04, ₹ 563.42 Lakhs and ₹ 326.28 Lakhs in FY 2025-26, FY 2026-27, FY 2027-28 and FY 2028-29 respectively.

j Rupee term loan of ₹ 500.00 Lakhs (Previous year ₹ Nil) from ICICI Bank is secured by Parri Passu First Charge over the entire movable and immovable fixed assets of the Borrower including movable & immovable fixed assets situated at about 54.0 acres of land at Srikalahsthi Mandal, Chithoor District, Andhra Pradesh, both present & future, ranking pari passu with other lenders and other facilities of ICICI bank.Pari Passu First charge over the entire current assets of the Borrower, both present and future, ranking pari passu with other lenders and other facilities of the bank. Repayment of aforesaid loan is ₹ 68.18 Lakhs, ₹ 90.91 Lakhs, ₹ 90.91 Lakhs, ₹ 90.91 Lakhs, ₹ 90.91 Lakhs, ₹ 68.18 Lakhs in FY 2025-26, FY 2026-27, FY 2027-28, FY 2028-29, FY 2029-30 and FY 2030-31 respectively.

Finance cost pertaining to aforesaid loan has been measured under amortized cost using Effective Interest Rate (EIR) Method and loan amount has been reduced by ₹ 6.57 Lakhs.

k Rupee loan of ₹ Nil Lakhs (Previous year: ₹ 9.60 Lakhs) from banks is secured by first pari passu charge on all fixed assets (both present and future) including equitable mortgage of land and building and entire current assets (both present and future) and personal guarantee of promoters.

l Term loan of ₹ 300.00 Lakhs (Previous year ₹ 600.00 Lakhs) from Bank of India is secured by hypothecation of all existing and proposed plant & machineries and other assets, equitable mortgage of factory land and building, personal guarantee from certain directors & their relatives. It is further secured by equitable mortgage of Open Industrial land Located at village : Bhadiyad. Repayment of aforesaid loan is ₹ 300.00 Lakhs in FY 2025-26.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

18 BORROWINGS (CONTD.)

m Term loan of ₹ 45.04 Lakhs (Previous Year 75.04) from Bank of India are secured by hypothecation of all existing and proposed plant & machineries and other assets, equitable mortgage of factory land and building, personal guarantee from certain directors & their relatives. It is further secured by equitable mortgage of Open Industrial land Located at village : Bhadiyad. Repayment of aforesaid loan is ₹ 30.00 Lakhs, ₹ 15.04 Lakhs in FY 2025-26 & FY 2026-27 respectively.

n Term Loan of ₹ 196.37 Lakhs (previous year NIL) from Bank of India are secured by hypothecation of all existing and proposed plant & machineries and other assets, equitable mortgage of factory land and building, personal guarantee from certain directors & their relatives. It is further secured by equitable mortgage of Open Industrial land Located at village : Bhadiyad. Repayment of aforesaid loan is 65.46 Lakhs, 65.46 Lakhs and 65.46 Lakhs in FY 2025-26, FY 2026-27, FY 2027-28 respectively.

o Term Loan of ₹ Nil Lakhs (previous year 65.63 Lakhs) from Bank of India are secured by hypothecation of all existing and proposed plant & machineries and other assets, equitable mortgage of factory land and building, personal guarantee from certain directors & their relatives. It is further secured by equitable mortgage of Open Industrial land Located at village : Bhadiyad.

p Term Loan of ₹ 90.91 Lakhs (Previous year ₹ 233.18 Lakhs) from Bank of India are secured by hypothecation of all existing and proposed plant & machineries and other assets, equitable mortgage of factory land and building, personal guarantee from certain directors & their relatives. It is further secured by equitable mortgage of Open Industrial land Located at village : Bhadiyad. Repayment of aforesaid ₹ 90.91 Lakhs in FY 2025-26.

q Rupee loan of ₹ NIL (Previous Year ₹ 12.71 Lakhs) from a Bank is secured by first pari passu charge by way of hypothecation of all movable & Immovable fixed assets (including Land) and all current assets of the Company both present and future. The aforesaid loan is repayable in equal Monthly installments.

r Rupee loan of ₹ 5790.00 Lakhs (Previous Year ₹ 6,000 Lakhs) from a Bank is secured by first pari passu charge by way of hypothecation of all movable and immovable fixed assets including current assets, both present and future, of the Company at Morbi excluding assets those exclusively charged to other Banks. Repayment of aforesaid loan is ₹ 570 Lakhs, ₹ 840 Lakhs, ₹ 1,320 Lakhs, ₹ 1,500 Lakhs and ₹ 1,560 Lakhs in FY 2025-26, FY 2026-27, FY 2027-28, FY 2028-29 and FY 2029-30 respectively.

Finance cost pertaining to aforesaid loan has been measured under amortized cost using Effective Interest Rate (EIR) Method and loan amount has been reduced by ₹ 31.87 Lakhs.

s Rupee loan of ₹ 1,080.00 Lakhs (Previous Year ₹ 1,200.00 Lakhs) from a Bank is secured by first pari passu charge by way of hypothecation of all movable and immovable fixed assets including current assets, both present and future, of the Company at Morbi excluding assets those exclusively charged to other Banks. Repayment of aforesaid loan is ₹ 240 Lakhs, ₹ 240 Lakhs, ₹ 240 Lakhs, ₹ 240 Lakhs and ₹ 120 Lakhs in FY 2025-26, FY 2026-27, FY 2027-28, FY 2028-29 and FY 2029-30 respectively.

t 11% Cumulative Redeemable Preference Shares of ₹ 700 Lakhs (Previous Year ₹ 700 Lakhs) issued on 06th June 2023, shall be redeemed in 20 years from the date of issue or earlier, it can be redeemed in tranches in part or in full.

u 11% Cumulative Redeemable Preference Shares of ₹ 680 Lakhs issued on 26 March 2025, shall be redeemed in 20 years from the date of issue or earlier, it can be redeemed in tranches in part or in full.

v The lenders have also taken shortfall undertaking from Somany Ceramics Ltd. and ER Ceramics Pvt. Ltd. in the event of default by the Company to infuse equity/unsecured loan during the tenor of the facility. The Lenders have also taken additional comfort from Sudha Agro Oil and Chemical Industries Ltd. to cover any shortfall from ER Ceramics Ltd. in infusion of equity/unsecured loan during the tenor of the facility as mentioned above.

w Other unsecured loans of ₹ 1,318.51 Lakhs (Previous Year 2,113.44 Lakhs) at an interest rate of 11% p.a. (PY 11% p.a.) repayable in one or more tranches over the period of 10 years.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

18 BORROWINGS (CONTD.)

x Car loan from Banks are secured by hypothecation of cars purchased there under and are repayable in monthly instalments over the period of loan having maturity upto 5 years.

y As per the bank loan sanction requirements unsecured loan has been brought in by the directors and/or Promoters of the Company. These amounts will be repaid once the loan is fully repaid or as may be mutually agreed between the Company and the bank.

z Rate of interests are variable and linked with Some Benchmark rate such as Repo, EBLR, MCLR etc. ranging between between 9.00% to 10.25% and few car loans which are at fixed interest rate ranging between 8% to 8.65%.

19 OTHER NON CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Trade Deposits	3,446.06	3,194.09
Security Deposits	19.50	19.50
	3,465.56	**3,213.59**

20 PROVISIONS (NON CURRENT)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Gratuity (Refer note no. 40)	100.16	108.50
Compensated absences	1,145.43	992.58
	1,245.59	**1,101.08**

21 DEFERRED TAX

A. Deferred tax Assets

Particulars	As at 31 March, 2025	As at 31 March, 2024
Deferred tax Assets	3,982.80	3,445.68
Less: Deferred tax Liabilities	3,036.84	2,638.70
	945.96	**806.98**

Movement in deferred tax balances

Particulars	As at 31 March, 2024	Derecognition due to loss of control	Recognised in P&L		Recognized in OCI	As at 31 March, 2025
			Others	At current tax rate		
Deferred Tax Assets						
Accrued expenses	9.65	-	-	6.63	(0.58)	15.70
MAT Credit Entitlement	108.58	-	-	81.83	-	190.41
Carry forward business losses including unabsorbed depreciation	3,631.64	-	-	170.84	-	3,802.48

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

21 DEFERRED TAX (CONTD.)

Particulars	As at 31 March, 2024	Derecognition due to loss of control	Recognised in P&L		Recognized in OCI	As at 31 March, 2025
			Others	At current tax rate		
Others	(304.19)	-	-	278.40	-	(25.79)
Sub- Total (a)	3,445.68	-	-	537.70	(0.58)	3,982.80
Deferred Tax Liabilities						
Property, plant and equipment & Intangible assets	2,638.70	-	-	398.14	-	3,036.84
Sub-Total (b)	2,638.70	-	-	398.14	-	3,036.84
Net Deferred Tax Assets (a)-(b)	806.98	-	-	139.56	(0.58)	945.96

Particulars	As at 31 March, 2023	Derecognition due to loss of control	Recognised in P&L		Recognized in OCI	As at 31 March, 2024
			Others	At current tax rate		
Deferred Tax Assets						
Accrued expenses	14.41	-	(6.74)	1.67	0.31	9.65
MAT Credit Entitlement	78.34	-	-	30.25	-	108.58
Carry forward business losses including unabsorbed depreciation	3,137.42	-	-	494.22	-	3,631.64
Others	0.93	-	(416.73)	111.61	-	(304.19)
Sub-Total (a)	**3,231.09**	**-**	**(423.47)**	**637.75**	**0.31**	**3,445.68**
Deferred Tax Liabilities						
Property, plant and equipment & Intangible assets	2,394.64	-	(361.40)	605.46	-	2,638.70
Sub-Total (b)	**2,394.64**	**-**	**(361.40)**	**605.46**	**-**	**2,638.70**
Net Deferred Tax Assets (a)-(b)	**836.45**	**-**	**(62.07)**	**32.29**	**0.31**	**806.98**

B. Deferred tax Liabilities

Particulars	As at 31 March, 2025	As at 31 March, 2024
Deferred tax Liabilities	6,804.33	6,803.46
Less: Deferred tax assets	3,284.58	3,110.39
	3,519.75	**3,693.07**

Particulars	As at 31 March, 2024	Derecognition due to loss of control	Others	At current tax rate	Recognized in OCI	As at 31 March, 2025
Deferred Tax Assets						
Accrued expenses	1,188.28	(7.99)	-	236.80	(0.67)	1,416.42
MAT Credit Entitlement	283.85	-	-	13.65	-	297.50
Carry forward business losses including unabsorbed depreciation	158.56	-	-	(56.48)	-	102.08

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

21 DEFERRED TAX (CONTD.)

Particulars	As at 31 March, 2024	Derecognition due to loss of control	Others	At current tax rate	Recognized in OCI	As at 31 March, 2025
Others	1,479.70	(449.79)	-	438.67	-	1,468.58
Sub-Total (a)	**3,110.40**	**(457.78)**	-	**632.64**	**(0.67)**	**3,284.58**
Deferred Tax Liabilities						
Property, plant and equipment & Intangible assets	6,738.76	(828.81)	-	363.47	-	6,273.42
Others	64.70	0.12	-	466.09	-	530.91
Sub-Total (b)	**6,803.47**	**(828.69)**	-	**829.56**	**-**	**6,804.33**
Net Deferred Tax Liability (b)-(a)	**3,693.07**	**(370.91)**	**-**	**196.92**	**0.67**	**3,519.75**

Particulars	As at 31 March, 2023	Derecognition due to loss of control	Others	At current tax rate	Recognized in OCI	As at 31 March, 2024
Deferred Tax Assets						
Accrued expenses	1,431.20	(0.79)	6.74	(234.27)	(14.60)	1,188.28
MAT Credit Entitlement	260.74	(6.97)	-	30.08	-	283.85
Carry forward business losses including unabsorbed depreciation	665.90	-	-	(507.34)	-	158.56
Others	1,154.15	(520.53)	416.73	429.35	-	1,479.70
Sub- Total (a)	**3,511.99**	**(528.29)**	**423.47**	**(282.18)**	**(14.60)**	**3,110.39**
Deferred Tax Liabilities						
Property, plant and equipment & Intangible assets	6,779.19	(526.70)	361.40	124.87	-	6,738.76
Others	1.90	-	-	62.80	-	64.70
Sub-Total (b)	**6,781.09**	**(526.70)**	**361.40**	**187.67**	**-**	**6,803.46**
Net Deferred Tax Liability (b)-(a)	**3,269.10**	**1.59**	**(62.07)**	**469.85**	**14.60**	**3,693.07**

The Group has recognized deferred tax assets on unabsorbed depreciations, carried forward tax losses and MAT Credit Entitlement. The Group has MAT Credit Entitlement, unabsorbed depreciations and incurred tax losses due to substantial expansion in earlier financial years. The Group has concluded that deferred tax assets on MAT Credit Entitlement, unabsorbed depreciations and carried forward tax losses will be recoverable using estimated future taxable income based on approved business plans and budgets. The Group is expected to generate taxable income in near future. MAT Credit Entitlement, unabsorbed depreciation and tax losses can be carried forward as per local tax regulations and the Group expects to recover the same in due course.

C. Amounts recognized in Statement of profit and loss

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Current tax expense		
Current year	2,916.15	3,905.50
Income tax for earlier year	(250.28)	(0.32)
	2,665.87	**3,905.18**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

21 DEFERRED TAX (CONTD.)

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Deferred Tax (Charge)/Credit		
Origination and reversal of temporary differences	(101.38)	437.16
Reating to earlier year	158.74	-
	57.36	**437.16**
Total Tax Expense	**2,723.23**	**4,342.34**

D. Amounts recognized in Other Comprehensive Income

Particulars	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Current tax expense		
Current year	24.31	(2.59)
	24.31	**(2.59)**
Deferred Tax (Charge)/Credit		
Remeasurements of defined benefit liability	(1.25)	(14.30)
	(1.25)	**(14.30)**
Total	**23.06**	**(16.89)**

E. Reconciliation of Income Tax expense

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
	Rate	Amount	Rate	Amount
Accounting Profit before tax		8,521.35		14,280.82
Tax using the Company's domestic tax rate	25.168%	2,144.65	25.168%	3,594.20
Tax effect of:				
Non-deductible expenses/ (Exempted income) (net)		274.34		147.90
Lower tax rate on (gain)/loss on sale of investment		(49.16)		(39.19)
Changes in estimates related to prior years		(91.54)		(0.71)
Previously unrecognized deferred tax now recognized		-		(2.45)
Tax impact of capital gain arised on sale of investment		(58.94)		401.06
Effect of Tax paid at Higher Rate		228.04		97.58
Others		275.84		143.95
At the Effective Income Tax Rate		**2,723.23**		**4,342.34**

Note:

The Holding company and Five (5) subsidiary companies had exercised the option permitted under section 115BAA of the Income Tax Act, 1961 in earlier years.

Two (2) subsidiary companies had exercised the option permitted under section 115BAB of the Income Tax Act, 1961 in the earlier years.

Four (4) Subsidiary companies have not exercised these options and continue to recognize the taxes on income for year ended 31 March, 2025 as per the normal tax rate at which management expect to recover or settle the deferred tax at this reporting date. Further these subsidiary companies are having unabsorbed depreciation and unutilized MAT Credit and Business Losses accumulation as on the reporting date. As per the projections, the management of subsidiary companies expects to utilize the MAT Credit and Business losses within the prescribed period and will review the above position at each year end.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

22 OTHER NON CURRENT LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Security Deposits	1,175.74	967.82
Less: Current Maturities	259.76	99.06
	915.98	**868.76**

23 BORROWINGS

Particulars	As at 31 March, 2025	As at 31 March, 2024
Secured Loans:		
Working Capital Facilities from Banks*		
Working Capital Demand Loans	3,300.00	2,300.00
Cash Credit	7,909.90	8,389.01
Current Maturities of Long term Borrowings (Refer note no. 18)	4,085.45	4,255.00
	15,295.35	**14,944.01**

*Working Capital Facilities from Banks are secured by:

a First charge by way of hypothecation of stocks of raw materials, finished goods, stock in trade and stock in process, stores & spares and book debts and ranking pari-passu; in few Subsidiaries, First charge by way of hypothecation on movable and immovable property as well and

b Second and subservient charge by way of (i) Equitable Mortgage (EM) on all properties, both present and future, and (ii) hypothecation of current assets, all movable fixed assets ranking pari-passu, excluding assets exclusively charged. EM over certain land pieces is yet to be created.(iii) in case of few subsidiaries also guaranteed by their directors.

c Rate of interests are variable and linked with Some Benchmark rate such as Repo, EBLR, MCLR etc. ranging between 8.50% to 10.25%.(Previous year 8.50% to 10.15%)

24 TRADE PAYABLES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Outstanding dues of Micro Enterprises and Small Enterprises	6,771.44	6,992.86
Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	26,654.71	21,659.23
	33,426.15	**28,652.09**

a. For details of payables to related parties, Refer note no. 41, Related Party Transactions.

b. Refer note no. 48 (B) - Trade Payables ageing.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

25 OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Interest Accrued	229.78	162.35
Capital Creditors*	479.22	351.96
Unclaimed Dividends	28.11	31.98
Employees related payable$	3,382.30	2,789.25
Others#	20,272.33	27,387.47
	24,391.74	**30,723.01**

*Includes Outstanding dues of Micro Enterprises and Small Enterprises of ₹ 21.34 Lakhs (Previous year ₹ 31.40 Lakhs)

Includes liability towards paying agent arrangement of ₹ 20,080.73 Lakhs (Previous year ₹ 27,274.52 Lakhs) etc.

$ For details of payables to related parties, Refer note no. 41, Related Party Transactions.

26 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2025	As at 31 March, 2024
Statutory Dues	2,909.18	3,173.91
Security Deposits - current maturities of Other Non Current Liabilities	259.76	99.06
Advance from Customers	697.60	647.09
Sales Incentive	3,583.87	3,021.86
Liability under Defalcation Suit (Refer note no. 55)	639.73	665.42
Others#	694.78	976.86
	8,784.92	**8,584.20**

Includes claim payables etc.

27 PROVISIONS (CURRENT)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Employee Benefits		
Gratuity (Refer note no. 40)	219.58	274.03
Compensated absences	203.21	204.53
	422.79	**478.56**

28 CURRENT TAX LIABILITIES (NET)

Particulars	As at 31 March, 2025	As at 31 March, 2024
Income Tax [Net of Advance income tax of ₹ 57.46 Lakhs, (Pervious year ₹ 20.76 Lakhs)]	63.29	17.03
	63.29	**17.03**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

29 REVENUE FROM OPERATIONS

Particulars	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Sales of Goods	2,64,331.36	2,59,049.36
Less: Capitalized/ Transferred to CWIP	-	1,317.02
	2,64,331.36	**2,57,732.34**
Other Operating Revenue		
Export incentives	142.06	144.03
Scrap Sales	1,179.18	819.54
Insurance Claims and Other Incomes	186.73	425.09
Income From Services	37.43	14.45
	1,545.40	**1,403.11**
	2,65,876.76	**2,59,135.45**

a) Unsatisfied performance obligation (contract liabilities - Advance from customers) Refer note no. 26.

b) Reconciliation of contract price vis a vis revenue recognized in the statement of profit and loss is as follows:

Particulars	For the year Ended 31 March, 2025		For the year Ended 31 March, 2024	
Contract Price				
(i) Sales of goods				
Tiles	2,34,041.84		2,33,231.28	
Others	40,164.53	2,74,206.37	34,190.65	2,67,421.93
(ii) Sales of services		37.43		14.45
(iii) other operating revenue		1,507.97		1,388.66
Adjustments:				
Discount/rebate/ Sales incentives		(9,875.01)		(9,689.59)
Revenue recognized in statement of profit and loss		**2,65,876.76**		**2,59,135.45**

c) The above revenues have been recognized at point of time.

d) Payment terms with customers generally ranges between 0 to 60 days from the completion of performance obligation. Considering the same, the Group elects to use practical expedient as given in IND AS 115 "Revenue from contracts with customers", hence there are no significant financing component in any transaction with the customers.

e) Sale of the products and services within India ₹ 2,56,000.78 Lakhs (Previous Year ₹ 2,48,236.96 Lakhs) and outside India ₹ 8,330.58 Lakhs (Previous Year ₹ 9,495.38 Lakhs).

f) For contract assets - Trade Receivables and balances refer note no. 10.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

30 OTHER INCOME

Particulars	For the year Ended 31 March, 2025		For the year Ended 31 March, 2024	
Interest Income		414.23		736.92
Dividend Income		0.01		0.01
Other non-operating revenue:				
Net Profit on Sale of Property, Plant and Equipment		123.41		101.97
Profit on Sale of Current Investments measured at FVTPL	7.49		217.06	
Less:- Reversal of Fair Value of Current Investments measured at FVTPL	-	7.49	165.01	52.05
Net Gain on Fair Value of Current Investments measured at FVTPL		-		11.21
Net Gain on Foreign Currency Translations and Transactions		69.16		54.15
Miscellaneous Income		287.28		132.16
		901.58		**1,088.47**
Less: Capitalized/ Transferred to CWIP		-		26.98
		901.58		**1,061.49**

31 COST OF MATERIALS CONSUMED

Particulars	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Raw Materials Consumed	50,113.77	46,457.69
Packing Materials Consumed	8,881.35	10,487.68
	58,995.12	56,945.37
Less: Capitalized/ Transferred to CWIP	-	2,668.34
	58,995.12	**54,277.03**

32 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Opening Stock		
Finished Goods#	19,522.98	23,789.18
Stock-in-Trade	4,364.74	5,751.12
Total Finished Goods	**23,887.72**	**29,540.30**
Work-in-Progress#	2,581.52	2,593.31
	26,469.24	**32,133.61**
Less : Closing Stock		
Finished Goods$	20,872.12	19,579.12
Stock-in-Trade	4,571.49	4,364.74

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

32 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE (CONTD.)

Particulars	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Total Finished Goods	**25,443.61**	**23,943.86**
Work-in-Progress$	3,121.42	2,581.52
	28,565.03	26,525.38
(Increase)/ Decrease in Stock	**(2,095.79)**	**5,608.23**

Opening Stock of previous year includes ₹ 2,140.65 Lakhs transferred on commissioning of Plant on 29 January, 2024.

$ Current Year includes ₹ 2,830.08 Lakhs in Finished goods, ₹ 187.49 Lakhs in Stock-in-Trade and ₹ 293.07 Lakhs in Work-in-progress, balance as on 30 November, 2024, w.r.t subsidiaries divested during the year w.e.f 01 December, 2024 refer note no. 54.

$ Previous Year includes ₹ 56.15 Lakhs in Finished goods, balance as on 30 June, 2023, w.r.t subsidiary divested during the year w.e.f 01 July, 2023 refer note no. 54.

33 EMPLOYEE BENEFITS EXPENSE

Particulars	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Salary, Wages, Bonus etc.$	33,390.28	30,881.62
Contribution towards Provident Fund and Gratuity Fund*	1,161.67	1,137.43
Staff Welfare expenses	921.94	899.16
	35,473.89	**32,918.21**
Less: Capitalized/ Transferred to CWIP	-	480.93
	35,473.89	**32,437.28**

* For details of gratuity provisions, Refer note no. 40, Employee Benefits.

$ includes ₹ 409.32 Lakhs (Previous Year ₹ 428.28 Lakhs) towards share based payments refer note no. 45.

34 FINANCE COSTS

Particulars	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Interest	4,711.73	4,409.59
Interest expense on lease liabilities	425.03	363.40
Other Borrowing Costs	106.44	617.49
	5,243.20	**5,390.48**
Less: Capitalized/ Transferred to CWIP	-	744.91
	5,243.20	**4,645.57**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

35 DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Depreciation and Amortization	9,025.58	7,251.22
	9,025.58	**7,251.22**

36 OTHER EXPENSES

Particulars	For the year Ended 31 March, 2025		For the year Ended 31 March, 2024	
Stores and Spare Parts Consumed		7,537.56		7,820.02
Power & Fuel		50,225.20		53,803.82
Repairs and Maintenance:				
Buildings		195.66		174.56
Plant & Machinery		935.21		916.08
Others		176.64		151.59
Rent		282.49		273.58
Rates & Taxes		142.40		191.42
Insurance		1,517.93		1,261.70
Travelling and Conveyance		3,049.96		2,964.26
Freight Outward and Handling Charges		4,314.01		4,123.78
Advertisement & Sales Promotion		5,248.28		5,929.58
Commission to Agents		813.39		668.04
CSR Expenses		254.98		225.68
Provision for credit losses/ doubtful advances		150.76		214.76
Bad Debts	122.65		125.11	
Less: Provision for Credit Losses	118.52	4.13	121.98	3.13
Sundry Balances Written Off		7.24		0.09
Property, Plant and Equipments Discard /Written Off		78.20		114.40
Net Loss on Fair Value of Current Investments		65.52		-
Others		5,275.23		4,632.10
		80,274.79		**83,468.59**
Less: Capitalized/ Transferred to CWIP		-		1,885.23
		80,274.79		**81,583.36**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

37 EARNING PER SHARE (EPS)

Particulars	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Profit for the year (a)	6,006.76	9,688.94
Weighted average number of equity shares for calculation of EPS		
Weighted average number of equity shares for basic EPS (b)	4,10,05,619	4,21,20,624
Effect of potential Ordinary shares on Employee Stock Options outstanding (c)	3,185	43,571
Weighted average number of Ordinary shares in computing diluted earnings per share [(d) = (b) + (c)]	**4,10,08,804**	**4,21,64,195**
EPS - Basic (Per share in ₹) [(a) /(b)]	14.65	23.00
EPS - Diluted (Per share in ₹) [(a) /(d)]	14.65	22.98

38 CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS

A. Contingent liabilities (not provided for) in respect of:

	Particulars	As at 31 March, 2025	As at 31 March, 2024
1.	Claim and other demands against the Group not acknowledged as debts.#	407.73	438.34
2.	Sales Tax demands against which the Group has preferred appeals.	27.77	27.77
3.	Goods and Service Tax (excluding interest and penalty), Excise duty (excluding interest and penalty), service tax demands and show-cause notices issued against which the Group/ Department has preferred appeals/filed replies.	2,147.40	338.64
4.	Income tax demand disputed by the Group which excludes penalty, if any, as same can not be measured at this stage.	149.62	144.14
5.	a) Local Area Development Tax imposed by the State of Haryana disputed by the Group.	810.78	810.78
	b) Entry Tax matter pending before Hon'ble High Court of Calcutta.	38.88	38.88
6.	Demand from ESIC disputed by the Group.	15.41	15.41
7.	Pollution control Board penalty, which is levied by GPCB as per Hon. NGT Committee's recommendation and GPCB's direction, against which Group has been paid 6 Lakhs during the year under protest	56.30	-

#Group has some subjudice labour dispute matters impact of which cannot be ascertained at this stage.

Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgments/ decisions pending with various forums/ authorities. However, the Group has reviewed all its pending litigation and proceeding and has adequately provided for where provision required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceeding to have a materially adverse effect on its financial position. The Group does not expects any payment in respect of the above contingent liabilities.

B. Others

(i) The Group has procured certain capital goods under EPCG scheme at concessional rate of duty. As on 31 March, 2025, The Group is contingently liable to pay differential custom duty of ₹ 155.88 Lakhs (Previous year ₹ 155.88 Lakhs) on such procurement. If such capital goods are disposed or removed in domestic market.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

38 CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS (CONTD.)

(ii) The Subsidiary Companies have availed duty deferrement benefit on capital goods under MOOWR-2 scheme of bonded warehouse unit amounting to ₹ 2812.97(Previous year ₹ 2,812.97). As per the terms and conditions attached to the scheme, the Subsidiary Companies have to pay amount of deferral duty on disposal/removal of such capital goods in domestic market.

(iii) In light of judgment of Hon'ble Supreme Court dated 28 February, 2019 on the definition of "Basic Wages" under the Employees Provident Funds & Misc. Provisions Act, 1952 and based on Group's evaluation, there are significant uncertainties and numerous interpretative issues relating to the judgement and hence, it is unclear as to whether the clarified definition of Basic Wages would be applicable prospectively or retrospectively. The amount of the obligation therefore cannot be measured with sufficient reliability for past periods and hence has currently been considered to be a contingent liability.

C. Commitments

Particulars	As at 31 March, 2025	As at 31 March, 2024
(i) Estimated amount of Contracts remaining to be executed on Capital Account not provided for [Net of Advances]	1,356.46	361.05

39 FOREIGN EXCHANGE DERIVATIVES AND EXPOSURES OUTSTANDING AT THE YEAR-END:

Particulars		Amount (Foreign Currency in Lakhs)	Amount (Equivalent Rupees in Lakhs)	Amount (Foreign Currency in Lakhs)	Amount (Equivalent Rupees in Lakhs)
		31 March, 2025		31 March, 2024	
Open Exposures					
Receivables	USD	7.15	610.27	8.51	706.87
Receivables	EURO	0.01	0.11	-	-
Receivables	NPR	86.42	54.01	18.13	11.33
Payables	USD	0.06	4.75	0.43	35.52
Payables	CNY	0.10	1.13	0.06	0.73
Payables	EURO	0.11	10.08	0.03	3.07
Payables	NPR	5.72	3.57	5.66	3.54

39A DETAILS OF INVESTMENT MADE, LOAN AND GUARANTEE GIVEN COVERED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

a) Loan given for business purpose

Name	Terms of repayment	For the year ended		Outstanding as on	
		31 March, 2025	31 March, 2024	31 March, 2025	31 March, 2024
Amora Tiles Pvt. Ltd. (refer note 54)	After one year	135.00	-	390.00	-

The above unsecured loan carries interest rate is at 11% p.a. (Previous Year 11% p.a.)

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

40 EMPLOYEE BENEFITS

The Group contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Group makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Group is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
Contribution to Provident Funds	925.95	843.62

Above amounts have been included in Contributions to Provident and Gratuity Fund (Refer note no. 33) of the Statement of Profit and Loss.

(ii) Defined Benefit Plan:

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. Gratuity liability is being contributed to the gratuity fund formed by the Group.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March, 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

	31 March, 2025			31 March, 2024		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Opening Balance	2,889.18	2,506.65	382.53	2,595.59	2,124.80	470.79
Included in profit & loss						
Current service cost	246.24	-	246.24	230.92	-	230.92
Interest cost / (income)	206.88	(181.24)	25.64	191.67	(156.81)	34.86
Other Adjustment-Divestment of subsidiary	(30.54)	-	(30.54)	(2.63)	-	(2.63)
Past Service Cost including curtailment Gains/Losses	-	-	-	45.74	-	45.74
	422.58	**(181.24)**	**241.34**	**465.70**	**(156.81)**	**308.89**
Included in OCI						
Remeasurements loss / (gain)						
Actuarial loss / (gain) arising from:						

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

40 EMPLOYEE BENEFITS (CONTD.)

	31 March, 2025			31 March, 2024		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
- demographic assumptions	-	-	-	-	-	-
- financial assumptions	70.33	-	70.33	33.06	-	33.06
- experience adjustment	53.85	-	53.85	43.51	-	43.51
- on plan assets	-	(32.99)	(32.99)	(8.68)	(125.04)	(133.72)
Other Adjustment-Divestment of subsidiary	0.22	-	0.22	-	-	-
	124.40	(32.99)	91.41	67.89	(125.04)	(57.15)
Other						
Contributions paid by the employer	-	394.00	(394.00)	-	100.00	(100.00)
Benefits paid	(230.92)	(229.38)	(1.54)	(240.00)	-	(240.00)
	(230.92)	164.62	(395.54)	(240.00)	100.00	(340.00)
Closing Balance	**3,205.24**	**2,885.50**	**319.74**	**2,889.18**	**2,506.65**	**382.53**

B. Plan assets

Particulars	31 March, 2025	31 March, 2024
Fund managed by insurer	100%	100%
	100%	100%

Above amounts have been included in Contributions to Provident and Gratuity Fund (note no. 33) of the Statement of Profit and Loss and Other Comprehensive Income.

In the absence of detailed information regarding plan assets which is funded with Insurance Company, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

C. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

(i) Economic Assumptions

Particulars	31 March, 2025	31 March, 2024
Discount rate	6.55%-7.36%	7.09%-7.23%
Expected rate of future salary increase	3.50%-5.00%	3.50%-5.00%

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

40 EMPLOYEE BENEFITS (CONTD.)

(ii) Demographic Assumption

Attrition rates are the Company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the Company, business plan, HR Policy etc as provided in the relevant accounting standard. Attrition rates as given below have been received as input from the Company.

Particulars	31 March, 2025	31 March, 2024
Retirement Age (Years)	58	58
Mortality	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3	3
From 31 to 44 years	2	2
Above 44 years	1	1

Assumptions regarding future mortality have been based on published statistics and mortality tables.

The Group expects to contributes ₹ 286.03 Lakhs (Previous Year ₹ 259.58 Lakhs) towards plan assets in the next year.

D. 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 by the amounts shown below.

Particulars	31 March, 2025		31 March, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(123.35)	132.41	(110.92)	118.84
Expected rate of future salary increase (0.5% movement)	124.59	(117.34)	112.17	(105.71)

Sensitivities due to mortality & withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

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.

E. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follow :-

A) Salary Increases- Higher than expected increase in salary will increase the defined benefit obligation.

B) Investment Risk – Assets / liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability / Assets.

C) Discount Rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

40 EMPLOYEE BENEFITS (CONTD.)

F. Maturity Profile of Defined Benefit Obligation

Year	31 March, 2025	31 March, 2024
Within 1 year	309.02	294.01
From 1 year to 2 Year	125.09	127.49
From 2 year to 3 Year	161.94	123.88
From 3 year to 4 Year	155.18	145.87
From 4 year to 5 Year	650.73	134.28
From 5 year to 6 Year	173.07	591.21
6 Year onwards	1,630.21	1,472.45
Total	**3,205.24**	**2,889.18**

41 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES"

A. Related parties and their relationships as per Ind AS 24

i	**Key Managerial Personnel (KMP) and their relatives**	
	Name	**Relationship**
	Mr. Shreekant Somany	Chairman & Managing Director (CMD)
	Mr. Abhishek Somany	Managing Director & CEO
	Mr. Amit Sahai^	CEO -Tiles Business w.e.f 23 May, 2023
	Mr. Sailesh Raj Kedawat^	Chief Financial Office (CFO)
	Mr. Ambrish Julka^	Sr. GM (Legal) & Company Secretary
	Mrs. Anjana Somany	Wife of Mr. Shreekant Somany
	Mrs. Minal Somany	Wife of Mr. Abhishek Somany
	Mr. Shrivatsa Somany	Son of Mr. Shreekant Somany
	Mr. Ameya Somany	Son of Mr. Abhishek Somany
	Mr. G.G. Trivedi #	Non - Executive Director
	Mr. Siddharath Bindra*	Non - Executive Director (till 13 May, 2024)
	Mr. Ravinder Nath*	Non - Executive Director (till 11 August, 2024)
	Mr. Salil Singhal*	Non - Executive Director (till 11 August, 2024)
	Mr. Rameshwar Singh Thakur*	Non - Executive Director
	Mrs. Rumjhum Chatterjee*	Non - Executive Director
	Mr. Vineet Agarwal*	Non - Executive Director
	Mr. Manit Rastogi*	Non - Executive Director (w.e.f. 15 May, 2024)
	Mr. Zubair Ahmed*	Non - Executive Director (w.e.f. 01 October, 2024)

^ KMP under the Companies Act, 2013.

Non Independent Directors

* Independent Directors

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

41 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

ii. Associate Company

Clean Max Ananta Pvt. Ltd. (w.e.f 07 March, 2024) (In the current year, ceases to be associate under IND-AS, refer note no. 4)

iii. Enterprise over which Company exercise significant influence and with whom transactions have taken place during the year:

H. L. Somany Foundation

iv. Employees Trusts

Somany Employees Gratuity Fund (Formerly known as SPL Employees Gratuity Fund)

v. Other related parties with which Company has transactions:

Name	
Trans India Ceramics Pvt. Ltd.	Pvt. company in which a director is director
Vidres India Ceramics Pvt. Ltd.	Pvt. company in which a director is director
Transport Corporation of India Ltd.	Public company in which a director is director and holds more than 2% shares alongwith relatives
TCI Express Ltd.	Public company in which a director is director and holds more than 2% shares alongwith relatives
TCI-Concor Multimodal Solutions Pvt. Ltd.	Pvt. company in which a director is director

B. Transactions with the above in the ordinary course of business

Nature of Transactions	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
a) Payments to Key Managerial Personnel and their relatives		
Mr. Shreekant Somany		
- Remuneration	296.17	300.19
- Commission	221.91	410.30
Outstanding at the year-end:		
- Remuneration Payable	10.67	-
- Commission Payable	221.91	410.30
Mr. Abhishek Somany		
- Remuneration	513.64	504.24
- Commission	4.44	206.25
- Rent Paid	-	1.94
Outstanding at the year-end:		
- Remuneration Payable	17.15	-
- Commission Payable	4.44	206.25
Mrs. Anjana Somany		
- Remuneration	32.33	29.28
- Rent Paid	4.05	3.92

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(All amounts are in rupees Lakhs, unless otherwise stated)

41 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Nature of Transactions	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Outstanding at the year-end:		
- Remuneration Payable	1.12	-
Mrs. Minal Somany		
- Remuneration	45.45	42.27
- Rent Paid	5.89	7.66
Outstanding at the year-end:		
- Remuneration Payable	2.65	-
Mr. Shrivatsa Somany		
- Remuneration	58.07	39.46
Outstanding at the year-end:		
- Remuneration Payable	1.46	-
Mr. Ameya Somany		
- Remuneration	8.19	10.66
Outstanding at the year-end:		
- Remuneration Payable	2.00	-
Mr. Amit Sahai		
- Remuneration	282.83	270.24
Outstanding at the year-end:		
- Remuneration Payable	4.93	-
Mr. Sailesh Raj Kedawat		
- Remuneration	139.28	120.45
Outstanding at the year-end:		
- Remuneration Payable	3.06	-
Mr. Ambrish Julka		
- Remuneration	43.81	38.47
- Sale of Goods	0.35	-
Outstanding at the year-end:		
- Remuneration Payable	1.47	-
b) Non-Executive/Independent Directors		
Mr. G.G. Trivedi		
- Commission	3.00	3.00
- Sitting Fees	1.55	1.35
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Siddharath Bindra		
- Commission	3.00	3.00

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

41 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Nature of Transactions	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
- Sitting Fees	0.30	0.65
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Ravindra Nath		
- Commission	3.00	3.00
- Sitting Fees	0.25	0.55
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Salil Singhal		
- Commission	3.00	3.00
- Sitting Fees	0.65	0.65
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Zubair Ahmed		
- Commission	3.00	-
- Sitting Fees	0.45	-
Outstanding at the year-end:		
- Commission Payable	3.00	-
Mr. Rameshwar Singh Thakur		
- Commission	3.00	3.00
- Sitting Fees	1.70	1.45
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Manit Rastogi		
- Commission	3.00	-
- Sitting Fees	0.40	-
Outstanding at the year-end:		
- Commission Payable	3.00	-
Mrs. Rumjhum Chatterjee		
- Commission	3.00	3.00
- Sitting Fees	0.80	0.75
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Vineet Agarwal		
- Commission	3.00	3.00
- Sitting Fees	0.80	0.85

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

41 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Nature of Transactions	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Summary of payment made to KMP#		
Short term employee benefits* (Remuneration, Commission and Sitting Fees)	1,535.98	1,877.39
Other Payments - Rent	-	1.94

* excludes provision in respect of gratuity, compensated absences etc. as the same is determined on an actuarial basis for company as whole.

#The Company has granted 10,663 (previous year-29,940) options to KMPs out of which Nil (previous year-Nil) options has been lapsed during the year, value of which shall be disclosed at the time of exercise of options.

c)	**With Associate Company are as under**		
	Clean Max Ananta Pvt. Ltd.		
	- Investment in equity shares	-	0.49
d)	**With Employees Trusts are as under:-**		
	Somany Employees Gratuity Fund (Formerly known as SPL Employees Gratuity Fund)		
	- Contribution made	394.00	340.00
e)	**With Other Related Parties are as under:-**		
	H. L. Somany Foundation		
	- Contribution towards CSR Activities	254.40	225.68
	- Rent Received	0.24	0.24
	Trans India Ceramics Pvt. Ltd.		
	- Purchase of goods	164.28	160.55
	- Services received	22.36	16.68
	Outstanding at the year-end:		
	- Trade Payable	35.19	73.99
	Vidres India Ceramics Pvt. Ltd.		
	- Purchase of goods and services	4,206.21	5,716.78
	- Sale of goods	10.33	0.03
	- Rent Paid	-	0.24
	- Payment made on their behalf	0.65	-
	Outstanding at the year-end:		
	- Trade Payable	1,053.19	1,283.60
	Transport Corporation of India Ltd.		
	- Services received	68.40	66.04
	Outstanding at the year-end:		
	- Trade Payable	7.30	4.70

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

41 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES" (CONTD.)

Nature of Transactions	For the year Ended 31 March, 2025	For the year Ended 31 March, 2024
TCI Express Ltd.		
- Services received	20.02	32.97
Outstanding at the year-end:		
- Trade Payable	8.49	7.80
TCI-Concor Multimodal Solutions Pvt. Ltd.		
- Services received	2.65	4.58
Outstanding at the year-end:		
- Trade Payable	4.53	1.36

Terms and conditions of transactions with related parties:

Outstanding balances at the year-end are unsecured, Interest Free and settlement occurs in cash

42 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

I. Fair value measurements

A. Financial instruments by category

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	FVTPL	Amortized Cost	FVTPL	Amortized Cost
Financial Assets				
Investments				
Non Current	376.20	-	-	0.49
Current	1,264.78	-	1,456.82	-
Loans				
Non Current	-	388.76	-	-
Trade receivables	-	36,882.10	-	33,722.20
Cash and cash equivalents	-	5,978.55	-	5,919.83
Bank balances other than above	-	1,789.80	-	1,169.84
Others				
Non Current	-	1,696.10	-	1,715.12
Current	-	574.48	-	473.44
	1,640.98	**47,309.79**	**1,456.82**	**43,000.92**
Financial Liabilities				
Borrowings				
Non Current	-	14,899.32	-	18,566.82
Current	-	15,295.35	-	14,944.01
Lease Liability				
Non Current	-	4,807.87	-	3,412.71
Current	-	1,025.30	-	828.28

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

42 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	FVTPL	Amortized Cost	FVTPL	Amortized Cost
Other Financial Liabilities				
Non-current	-	3,465.56	-	3,213.59
Current	-	24,391.74	-	30,723.01
Trade payables	-	33,426.15	-	28,652.09
	-	**97,311.29**	**-**	**1,00,340.51**

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognized and measured at fair value and

(b) measured at amortized cost.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	As at 31 March, 2025			
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
Investments				
Non Current*	-	-	376.20	376.20
Current	1,264.78	-	-	1,264.78
Total financial assets	**1,264.78**	**-**	**376.20**	**1,640.98**

Particulars	As at 31 March, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
Investments				
Current	1,304.93	151.89	-	1,456.82
Total financial assets	**1,304.93**	**151.89**	**-**	**1,456.82**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, debt instruments that have quoted price. The fair value is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, mutual funds, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

42 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year.

*represents investment value in a unlisted company which is yet to commence its operations.

C. Financial assets and liabilities measured at amortized cost

	Level	As at 31 March, 2025		As at 31 March, 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets					
Non-Current Investment	3	-	-	0.49	0.49
Loans					
Non Current	3	388.76	388.76	-	-
Trade receivables - current	3	36,882.10	36,882.10	33,722.20	33,722.20
Cash and cash equivalents	3	5,978.55	5,978.55	5,919.83	5,919.83
Bank balances other than above	3	1,789.80	1,789.80	1,169.84	1,169.84
Others					
Non Current	3	1,696.10	1,615.45	1,715.12	1,600.62
Current	3	574.48	574.48	473.44	473.44
		47,309.79	**47,229.14**	**43,000.92**	**42,886.42**
Financial liabilities					
Borrowings					
Non Current	3	14,899.32	14,899.32	18,566.82	18,566.82
Current	3	15,295.35	15,295.35	14,944.01	14,944.01
Lease Liability					
Non Current	3	4,807.87	4,807.87	3,412.71	3,412.71
Current	3	1,025.30	1,025.30	828.28	828.28
Other financial liabilities					
Non-current	3	3,465.56	3,465.56	3,213.59	3,213.59
Current	3	24,391.74	24,391.74	30,723.01	30,723.01
Trade payables - current	3	33,426.15	33,426.15	28,652.09	28,652.09
		97,311.29	**97,311.29**	**1,00,340.51**	**1,00,340.51**

The fair value of Current financial assets and liabilities carried at amortized cost is considered equal to the carrying amounts of these items due to their short- term nature. The fair value of items that are Non-current in nature, has been determined using discounted cash flow basis

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

42 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

II. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk"

i. Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors of respective entities in the group has established the processes to control risks through defined framework.

The Company's risk management policy is established to identify and analyse the risks faced by the Group, to set appropriate controls. Risk management policy is reviewed by the board of the Company annually to reflect changes in market conditions and the Group's activities.

The Company's Audit Committee oversees compliance with the Company's risk management policy, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Financial loss to the Group, arising, if a customer or counterparty to a financial instrument fails to meet its contractual obligations principally from the Group's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure. The Group monitor credit risk closely both in domestic and export market.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Group also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company's Management has established a credit policy under which each new customer is analyzed individually for creditworthiness vis-a-vis the standard payment and delivery terms and conditions are then offered and followed by the Group. Sales credit limits are set up for each customer and reviewed periodically. The credit risk from loans to other corporates is managed in accordance with the Company's fund management policy that includes parameters of safety, liquidity and post tax returns. The Group's review includes market check, industry feedback, past Financial and external ratings, if they are available, and in some cases bank reference checks are also done."

The Group creates allowances for impairment that represents its expected credit losses in respect of trade and other receivables. The Group's management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March, 2025							
Gross Carrying amount	26,162.68	10,475.60	220.75	145.33	55.60	2,141.09	39,201.06
Specific Provision	-	(1.74)	(27.12)	(24.42)	(22.50)	(2,030.11)	(2,105.89)

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

42 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Expected credit losses	(163.04)	(49.23)	(0.62)	(0.13)	(0.05)	-	(213.07)
Expected loss rate	0.62%	0.47%	0.28%	0.09%	0.09%	0.00%	0.54%
Carrying amount	**25,999.64**	**10,424.63**	**193.01**	**120.78**	**33.05**	**110.98**	**36,882.10**

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March, 2024							
Gross Carrying amount	25,632.19	7,689.12	179.91	75.63	31.02	2,444.67	36,052.54
Specific Provision	-	(0.06)	(13.72)	(41.84)	(18.53)	(2,210.59)	(2,284.74)
Expected credit losses	(25.12)	(6.74)	(8.11)	(4.13)	(1.50)	-	(45.60)
Expected loss rate	0.10%	0.09%	4.51%	5.46%	4.84%	0.00%	0.13%
Carrying amount	**25,607.07**	**7,682.32**	**158.08**	**29.66**	**10.99**	**234.08**	**33,722.20**

Reconciliation of loss allowance provision – Trade receivables

Particulars	For the year ended	
	31 March, 2025	31 March, 2024
Opening balance	2,330.34	2,257.84
Changes in loss allowance	(11.38)	72.50
Closing balance	**2,318.96**	**2,330.34**

Investments and Cash Deposits

Cash Deposits Credit risk from balances with banks is managed by the Group's finance department.

Group invests in Bonds, Debentures, Liquid Mutual Funds, Equity instruments etc., in accordance with the Group's Investment Policy that includes parameters of safety, liquidity and post tax returns. Group avoids the concentration of credit risk by spreading them over several counterparties with good credit rating profile and sound financial position as well as held to maturity policy. The Group's exposure and credit ratings of its counterparties are monitored on an ongoing basis. Based on historical experience and credit profiles of counterparties, the Group does not expect any significant risk of default other than as disclosed.

iii. Liquidity risk

Liquidity risk is the risk that the Group may face 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 manage liquidity is to ensure, as far as possible, sufficient liquidity to meet its obligations, under both normal and stressed conditions.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

42 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

Particulars	Carrying Amount 31 March, 2025	Contractual cash flows			
		On demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities					
Non Current borrowings*	18,984.77	-	4,085.45	7,483.32	7,416.00
Lease Liability	5,833.17	-	1,495.39	4,658.52	1,304.62
Other non-current financial liabilities	3,465.56	-	-	-	3,465.56
Current Borrowings	11,209.90	7,909.90	3,300.00	-	-
Trade payables	33,426.15	-	33,426.15	-	-
Other current financial liabilities	24,391.74	-	24,391.74	-	-
Total financial liabilities	**97,311.29**	**7,909.90**	**66,698.74**	**12,141.84**	**12,186.18**

Particulars	Carrying Amount 31 March, 2024	Contractual cash flows			
		On demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities					
Non Current borrowings*	22,821.82	-	4,255.00	18,566.82	-
Lease Liability	4,240.99	-	1,165.13	3,354.85	833.55
Other non-current financial liabilities	3,213.59	-	-	-	3,213.59
Current Borrowings	10,689.01	4,730.85	5,958.16	-	-
Trade payables	28,652.09	-	28,652.09	-	-
Other current financial liabilities	30,723.01	-	30,723.01	-	-
Total financial liabilities	**1,00,340.51**	**4,730.85**	**70,753.39**	**21,921.67**	**4,047.14**

* Including current maturity of non current borrowings.

iv. Market risk

Risk on account of changes in foreign exchange rates, interest rates etc. that may affect the Group's income or the value of its holdings of financial instruments. The objective of market risk is to optimize the return by managing and controlling the market risk exposures within acceptable parameters.

v. Currency risk

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the Group's functional currency (INR). The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in EURO, CNY, AUD & NPR. The risk is measured through a forecast of highly probable foreign currency cash flows. The Company has no significant currency exposure.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

42 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Company is as follows (Foreign currency in Lakhs)

	As at 31 March, 2025				As at 31 March, 2024			
	USD	CNY	EUR	NPR	USD	CNY	EUR	NPR
Receivables (A)	7.15	-	0.01	86.42	8.51	-	-	18.13
Payables (B)	0.06	0.10	0.11	5.72	0.43	0.06	0.03	5.66
Net statement of financial position exposure (B-A)	**(7.09)**	**0.10**	**0.10**	**(80.70)**	**(8.08)**	**0.06**	**0.03**	**(12.47)**

The following significant exchange rates have been applied

	Average Rates		Year end spot rates	
	31 March, 2025	31 March, 2024	31 March, 2025	31 March, 2024
USD 1	84.25	82.44	85.41	83.09
CNY 1	11.71	11.79	11.77	11.64
EUR 1	91.93	90.58	93.06	90.80
NPR 1	0.63	0.63	0.63	0.63

Sensitivity analysis

Every percentage point depreciation / appreciation in the exchange rate for the closing balances between the Indian Rupee and respective currencies would affect the Group's incremental profit before tax and equity, net of tax as per below :

Particulars	(Profit) or loss before Tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March, 2025				
USD (10% movement)	60.56	(60.56)	45.32	(45.32)
CNY (10% movement)	(0.12)	0.12	(0.09)	0.09
EUR (10% movement)	(0.93)	0.93	(0.70)	0.70
NPR (10% movement)	(5.04)	5.04	(3.77)	3.77
31 March, 2024				
USD (10% movement)	67.14	(67.14)	50.24	(50.24)
CNY (10% movement)	(0.07)	0.07	(0.05)	0.05
EUR (10% movement)	(0.27)	0.27	(0.20)	0.20
NPR (10% movement)	(0.78)	0.78	(0.58)	0.58

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

42 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT (CONTD.)

Interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During 31 March, 2025 and 31 March, 2024, the Group's borrowings at variable rate were denominated mainly in Indian Rupees.

Currently the Group's borrowings are within acceptable risk levels, as determined by the management, hence the Group has not taken any derivative instruments to hedge the interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Company is as follows:

Particulars	Nominal Amount	
	31 March, 2025	31 March, 2024
Fixed-rate instruments		
Borrowings	2,882.57	3,094.93
	2,882.57	**3,094.93**
Variable-rate instruments		
Borrowings	27,312.10	30,415.90
	27,312.10	**30,415.90**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss		Equity, net of tax	
	50bp increase	50 bp decrease	50 bp increase	50 bp decrease
31 March, 2025				
Variable-rate instruments	(136.56)	136.56	(102.19)	102.19
Cash flow sensitivity	**(136.56)**	**136.56**	**(102.19)**	**102.19**
31 March, 2024				
Variable-rate instruments	(152.08)	152.08	(113.80)	113.80
Cash flow sensitivity	**(152.08)**	**152.08**	**(113.80)**	**113.80**

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

43 CAPITAL-WORK-IN PROGRESS (CWIP) AGEING SCHEDULE AS ON 31 MARCH, 2025

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,581.28	46.29	-	-	1,627.57
Total	**1,581.28**	**46.29**	**-**	**-**	**1,627.57**

Capital-Work-in Progress (CWIP) Ageing Schedule as on 31 March, 2024

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	959.58	-	-	-	959.58
Total	**959.58**	**-**	**-**	**-**	**959.58**

There were no temporarily suspended projects and/or no time overrun and/or cost overrun for the projects under capital works in progress as on 31 March, 2025 and 31 March, 2024

44 EXCEPTIONAL ITEMS

(i) The Parent Company has divested its investment in one of its subsidiary "Acer Granito Pvt. Ltd.", w.e.f 01 December, 2024 through an agreement, dated on 04 February, 2025, with the existing shareholders of the subsidiary resulting loss on divestment of ₹ 186.60 Lakhs, during the year ended 31 March, 2025.

(ii) The Parent Company has divested its investment in one of its subsidiary "Amora Tiles Pvt. Ltd.", w.e.f 01 December, 2024 through an agreement, dated on 04 February, 2025, with the existing shareholders of the subsidiary resulting loss on divestment of ₹ 13.33 Lakhs, during the year ended 31 March, 2025.

(iii) The Parent Company, in the earlier years, had impaired its investment of ₹ 1,844.73 Lakhs in NCDs, issued by SREI Equipment Finance Ltd.. In the previous year, Hon'ble NCLT Kolkata approved resolution plan under Insolvency & Bankruptcy Code, 2016. In terms of the Approved Resolution Plan, the implementation notice was issued by National Asset Reconstruction Company Ltd. ("NARCL") and Implementation and Monitoring Committee ("IMC") authorized the administrator for commencement of the distribution against claims with the record date set as at 06 October, 2023. Accordingly, the Parent Company has recognized Gain of ₹ 456.45 Lakhs as exceptional item on account recovery of ₹ 129.31 Lakhs in cash and allotment of Security Receipts (SRs)/ Optionally Convertible Debentures (OCDs), to trustees on behalf of the Parent Company, for the value of ₹ 461.13 Lakhs (recognized at an estimated fair value of ₹ 327.14 Lakhs) in terms of the Approved Resolution Plan. Pending ascertainment of the issue terms and conditions of the SRs/ OCDs the same has been disclosed under the head "Other Current Financial Assets".

(iv) The Parent Company has divested its investment in one of its subsidiary "Somany Fine Vitrified Pvt. Ltd.", w.e.f 01 July, 2023 through an agreement, dated in 26 August, 2023, with the existing shareholders of the subsidiary resulting loss on divestment ₹ 661.51 Lakhs during the year ended 31 March, 2024.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

45 SHARE BASED PAYMENTS

a) Scheme Details

Nomination and Remuneration Committee (NRC) and Board of Directors at its respective meetings held on 10 December, 2021 and 23 May, 2023, approved an issue of stock options aggregating 4,23,794 and 12,74,226 equity shares of the face value of ₹ 2 each, up to a maximum of 1% and 3% of the then issued equity capital of the Company respectively. The shareholders of the Company vide their special resolutions passed through postal ballot on 07 April, 2022 and passed at its 55th Annual General Meeting (AGM) held on 25 August, 2023 approved the issue of equity shares of the Company under Somany Ceramics Employee Stock Option Plan 2021 and Somany Ceramics Employee Stock Option Plan 2023 respectively. Details of options granted by NRC under the said scheme are as follows:

Particulars		ESOP 2021		ESOP 2023					
		Grant-1	Grant-2	Grant-1	Grant-2	Grant-3	Grant-4	Grant-5	Grant-6
No. of Options Granted	:	3,50,102	1,01,107	93,411	33,165	10,000	3,201	52,454	50,966
Grant Date	:	April 29, 2022	07 February, 2023	08-Nov-23	November 8, 2023	November 8, 2023	May 29, 2024	06 February, 2025	06 February, 2025
Vesting Schedule	:	**The vesting period for conversion of Options for ESOP 2021 Grant 1, Grant 2 and ESOP 2023 Grant 1, Grant 5:**							
		• On completion of 24 months from the date of grant of the Options: 25% vests							
		• On completion of 36 months from the date of grant of the Options: 25% vests							
		• On completion of 48 months from the date of grant of the Options: 25% vests							
		• On completion of 60 months from the date of grant of the Options: 25% vests							
		The vesting period for conversion of Options for ESOP 2023 Grant 2 and Grant 6:							
		• On completion of 12 months from the date of grant of the Options: 25% vests							
		• On completion of 24 months from the date of grant of the Options: 25% vests							
		• On completion of 36 months from the date of grant of the Options: 25% vests							
		• On completion of 48 months from the date of grant of the Options: 25% vests							
		The vesting period for conversion of Options for ESOP 2023 Grant 3 and Grant 4:							
		• On completion of 12 months from the date of grant of the Options: 100% vests							
Maximum term of Exercise period	:	7 years from the date of vesting							
Method of settlement	:	Equity							
General terms and conditions of plan	:	Each Option entitles the holder thereof to apply for and be allotted 1 Ordinary Share of the Company of ₹ 2.00 each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of seven years from the date of vesting in respect of Options granted under the plan.							

b) Compensation expenses arising on account of share based payment

Particulars	31 March, 2025	31 March, 2024
Expenses arising from equity settled share-based payment transactions	409.32	428.28

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

45 SHARE BASED PAYMENTS (CONTD.)

c) Fair Value on the grant date

The fair value at grant date is determined using "Black Scholes Model" which takes into account the exercise price, term of the option, share price at grant date, expected price volatility of the underlying shares, expected dividend yield and the risk free interest rate for the term of the option. Details for which are as under:

Particulars	ESOP 2021		ESOP 2023					
	Grant 1	Grant 2	Grant 1	Grant 2	Grant 3	Grant 4	Grant 5	Grant 6
Grant Date	29 April, 2022	07 February, 2023	08 November, 2023	08 November, 2023	08 November, 2023	29 May, 2024	06 February, 2025	06 February, 2025
Exercise price	647.85	536.05	647.85	493.46	493.46	2.00	514.95	493.46
Weighted Average Fair value	329.74	270.33	350.98	381.85	357.33	708.99	268.35	256.25
Risk-free interest rate	6.73%-7.15%	7.19%-7.25%	7.20%-7.23%	7.20%-7.23%	7.20%	6.93%	6.53%-6.63%	6.51%-6.59%
Expected life	5.5-8.5 years	5.5-8.5 years	5.5-8.5 years	4.5-7.5 years	4.5 years	4.5 years	5.5-8.5 years	4.5-7.5 years
Expected volatility	41.01%-43.24%	39.36%-40.92%	41.03%-46.37%	41.56%-46.37%	46.37%	44.13%	42.87%	42.87%
Expected dividends	0.88%	0.85%	0.65%	0.65%	0.65%	0.65%	0.63%	0.63%
The price of the underlying shares in market at the time of Option grant	647.85	536.05	657.95	657.95	657.95	731.65	514.95	514.95

Methodology for determination of expected volatility	:	The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the Options.
Expected life	:	The expected option life is assumed to be average between the option vesting and expiry (total time period available with an employee to exercise an option). Since there are multiple vesting and expiry period of each tranche, consequently the expected life will be different for each vesting schedule.

d) Movement in share options during the year (in Numbers):

Particulars	ESOP 2021		ESOP 2023					
	Grant 1	Grant 2	Grant 1	Grant 2	Grant 3	Grant 4	Grant 5	Grant 6
Balance at the beginning of the year	2,98,967	86,104	90,572	33,165	10,000			
Granted during the year	-	-	-	-	-	3,201	52,454	50,966
Exercised during the year	4,083	-	-	1,902	-	-	-	-
Forfeited/lapsed during the year	45,237	-	-	4,868	-	-	-	-
Expired during the year	-	-	-	-	-	-	-	-
Balance at the end of the year	2,49,647	86,104	90,572	26,395	10,000	3,201	52,454	50,966
Exercisable as at 31 March, 2025	59,349.50	21,526.00	-	5,172.25	10,000	-	-	-

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

46 DIVIDEND

During the year, the Company has paid dividend of ₹ 3/- per equity share aggregating ₹ 1,230.11 Lakhs towards final dividend for the year ended 31 March, 2024. Further, the Board of directors has recommended dividend of ₹ 3/- per equity share aggregating ₹ 1,230.29 Lakhs in their meeting held on 07 May, 2025 for the financial year ended 31 March, 2025 and same is subject to approval of shareholders at the ensuing Annual General Meeting.

47 SEGMENT REPORTING

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the Group falls within one broad business segment viz. "Ceramic Tiles and Allied products" and substantially sale of the products and Non-current assets are within the country. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

48 (A) - TRADE RECEIVABLES AGEING

Trade Receivables ageing schedule for the period ended 31 March, 2025

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	26,162.68	10,438.07	141.73	47.70	9.64	1.13	**36,800.96**
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	37.53	79.02	97.63	45.96	-	**260.14**
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	2,139.96	**2,139.96**
	26,162.68	**10,475.60**	**220.75**	**145.33**	**55.60**	**2,141.09**	**39,201.06**

Trade Receivables ageing schedule for the period ended 31 March, 2024

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	25,632.19	7,689.03	161.61	19.81	8.86	-	**33,511.50**
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	0.03	18.30	55.74	14.15	938.54	**1,026.76**
(iii) Disputed Trade Receivables – credit impaired	-	0.06	-	0.08	8.01	1,506.13	**1,514.28**
	25,632.19	**7,689.12**	**179.91**	**75.63**	**31.02**	**2,444.67**	**36,052.54**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

48 (B) - TRADE PAYABLES AGEING

Trade Payables ageing schedule for the period ended 31 March, 2025

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME*	-	6,766.38	0.86	-	-	-	**6,767.24**
ii) Others	590.14	16,080.53	9,925.89	9.96	19.76	27.03	**26,653.31**
iii) Disputed dues – MSME	-	4.20	-	-	-	-	**4.20**
iv) Disputed dues - Others	-	-	-	1.39	-	-	**1.39**
	590.14	**22,851.11**	**9,926.75**	**11.35**	**19.76**	**27.03**	**33,426.14**

Trade Payables ageing schedule for the period ended 31 March, 2024

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME*	-	6,992.00	0.86	-	-	-	**6,992.86**
ii) Others	589.03	12,339.63	8,391.28	159.43	75.06	104.80	**21,659.23**
	589.03	**19,331.63**	**8,392.14**	**159.43**	**75.06**	**104.80**	**28,652.09**

*Outstanding dues of Micro Enterprises & Small Enterprises only.

49 CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. For the purpose of company's capital management, capital includes equity share capital and other equity as per balance sheet and Net Debt includes borrowings and lease liabilities less cash and cash equivalent (including other bank balance). The following table summarises the capital of the Group.

Particulars	31 March, 2025	31 March, 2024
Equity Share Capital	820.19	820.07
Other Equity	76,346.15	71,193.88
Non Controlling Interest	7,257.95	11,282.21
Total Equity	**84,424.29**	**83,296.16**
Non-Current Borrowings	14,899.32	18,566.82
Current maturities of Non-Current Borrowings	4,085.45	4,255.00
Current Borrowings	11,209.90	10,689.01
Lease Liabilities	5,833.17	4,240.99
Total Debts	**36,027.84**	**37,751.82**
Less: Cash and cash equivalent	5,978.55	3,208.43
Less: Bank balances other then cash and cash equivalent	1,789.80	2,711.40

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

49 CAPITAL MANAGEMENT (CONTD.)

Particulars	31 March, 2025	31 March, 2024
Net Debt (A)	**28,259.49**	**31,831.99**
Capital and Net Debt (B)	**1,12,683.78**	**1,15,128.15**
Gearing Ratio (A/B)	**25.1%**	**27.6%**

50 CHANGES IN LIABILITIES FROM FINANCING ACTIVITIES ARE AS UNDER:

Particulars	31 March, 2025	Cash Flow Changes	Non- Cash Changes			31 March, 2024
			Obtaining/ losing Control of Subsidiary	Expense Accrued	Others	
Non Current borrowings*	18,984.77	(3,837.05)	-	-	-	22,821.82
Current borrowings	11,209.90	4,056.17	(3,535.28)	-	-	10,689.01
Lease Liability	5,833.17	(867.74)	-	-	2,459.92	4,240.99
Accrued Interest	229.78	(5,175.77)	-	5,243.20	-	162.35
Total liabilities from financing activities	**36,257.62**	**(5,824.39)**	**(3,535.28)**	**5,243.20**	**2,459.92**	**37,914.17**

Particulars	31 March, 2024	Cash Flow Changes	Non- Cash Changes			31 March, 2023
			Obtaining/ losing Control of Subsidiary	Expense Accrued	Others	
Non Current borrowings*	22,821.82	72.23	-	-	-	22,749.59
Current borrowings	10,689.01	(14,697.59)	(700.66)	-	-	26,087.26
Lease Liability	4,240.99	(754.36)	-	-	409.56	4,585.79
Accrued Interest	162.35	(4,698.11)	-	4,645.57	-	214.89
Total liabilities from financing activities	**37,914.17**	**(20,077.83)**	**(700.66)**	**4,645.57**	**409.56**	**53,637.53**

* Including current maturity of non current borrowings.

51 LEASE DISCLOSURE

I. **Group as a lessee :-** The Group incurred following expenses towards short-term leases and leases of low-value assets.

Lease payments not recognized as a Lease Liability.

Particulars	31 March, 2025	31 March, 2024
Short-term Leases	281.97	272.63
Leases of Low Value Assets	0.52	0.95

Movement of Lease Liabilities during the year

Particulars	31 March, 2025	31 March, 2024
Opening Lease Liabilities	4,240.99	4,585.79
New Leases recognized	2,500.19	500.79
Remeasurements and withdrawls	(100.66)	(99.29)

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

51 LEASE DISCLOSURE (CONTD.)

Particulars	31 March, 2025	31 March, 2024
Interest expense on Lease Liabilities	425.03	363.40
Payment of Lease Liabilities (including Interest)	(1,232.38)	(1,109.70)
Closing Lease Liabilities	**5,833.17**	**4,240.99**
Non Current	4,807.87	3,412.71
Current	1,025.30	828.28

II. Group as a lessor :- The Group has recognized rent income under the head of other income as follows:

Particulars	31 March, 2025	31 March, 2024
Rent received during the year	6.65	17.53

52 There are following charges appearing on the website of the MCA. These are very old charges against which the Company has no loan outstanding as at reporting date. The Company is taking up with the MCA to rectify it at their end.

S. No.	Lender Name	Amount	Location of the Registrar
1	L.I.C. OF INDIA	24.00	Kolkata
2	L.I.C. OF INDIA	24.00	Kolkata
3	L.I.C. OF INDIA	24.00	Kolkata
4	H.D.F.C. LTD.	19.65	Kolkata
5	ICICI BANK LTD.	50.00	Kolkata

53

a) None of entities in the Group have transactions with companies struck off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act 1956.

b) The Group has been sanctioned working capital limit from bank on the basis of security of current assets. The quarterly returns/ statements filed by the Group with the bank, are in agreement with the respective quarters books of accounts of the Group and differences, if any. are not material.

c) Other disclosures required under Schedule III amendments:

i) No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii) None of the entities in the Group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

iii) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

iv) There is no undisclosed income under the tax assessments under the Income Tax Act, 1961 for the year ending 31 March, 2025 and 31 March, 2024 which needs to be recorded in the books of account of any of the entities consolidated in the Group.

v) The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

53 (CONTD.)

vi) Utilisation of borrowed funds and share premium

A) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

B) The Group during the year has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

vii) Borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were was taken.

ix) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

54 BUSINESS COMBINATION

Divestment in Subsidiary (Loss of Control)

During the year, parent company has divest its investment in two of its subsidiaries Acer Granito Pvt. Ltd. and Amora Tiles Pvt. Ltd. w.e.f. 01 December, 2024 for the consideration of ₹ 1,055.30 Lakhs and 928.20 Lakhs respectively.

During the previous year, parent company has divest its investment in one of its subsidiary Somany Fine Vitrified Pvt. Ltd. w.e.f. 01 July, 2023 for the consideration of ₹ 428.40 Lakhs.

Summary of Consolidated Assets and Liabilities of Subsidiary in which divestment made during the year:

Particulars	30 November, 2024		30 June, 2023
	Acre Granito Pvt. Ltd.	Amora Tiles Pvt. Ltd.	Somany Fine Vitrified Pvt. Ltd.
Non Current Assets	3,101.26	3,707.31	3,586.03
Current Assets	4,534.04	1,951.66	480.68
Non Current Liabilities	602.06	1,523.16	700.99
Current Liabilities	2,743.56	2,289.67	1,228.65
Net Assets	**4,289.68**	**1,846.14**	**2,137.07**

Summary of Revenue and Expenditure of Subsidiary for the period 01 April, 2024 to 30 November, 2024, in which divestment made during the year, included in Consolidated Statement of Profit & Loss:

	For the Period 01 April, 2024 to 30 November, 2024		For the Period 01 April, 2023 to 30 June, 2023
	Acre Granito Pvt. Ltd.	Amora Tiles Pvt. Ltd.	Somany Fine Vitrified Pvt. Ltd.
Revenue	5,381.60	5,038.72	225.58
Less Expenses	5,455.39	5,243.64	322.84
Profit before tax	(73.79)	(204.92)	(97.26)
Tax Expense	(18.39)	(56.87)	(27.06)
PAT	**(55.40)**	**(148.05)**	**(70.20)**

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

54 BUSINESS COMBINATION (CONTD.)

Summary of Gain on divestment in subsidiary

Particulars	For the Period 01 April, 2024 to 30 November, 2024		For the Period 01 April, 2023 to 30 June, 2023
	Acre Granito Pvt. Ltd.	Amora Tiles Pvt. Ltd.	Somany Fine Vitrified Pvt. Ltd.
Net Assets Disposed off (including goodwill of ₹ 124.52 Lakhs)	(4,414.20)	(1,846.14)	(2,137.07)
Non Controlling interests	3,172.30	904.61	1,047.17
Consideration received on divestment	1,055.30	928.20	428.40
Gain/(Loss) on divestment	(186.60)	(13.33)	(661.50)

55 During the financial year 2018-19, the Company had discovered defalcation of ₹ 1,585.82 Lakhs committed by an employee. The Company has filed a civil as well as a criminal suit against him and his wife, being the beneficiaries. During the pendency of the suit, he and his wife have signed a 'Memorandum of Understanding' (MOU) dated 11 February, 2021 with the Company, duly acknowledged by Hon'ble High Court of Gujarat vide its order dated 12 February, 2021, under which he and his wife offered their immovable properties to the tune of ₹ 660.00 Lakhs (net off loan of ₹ 40.17 Lakhs), which has since been transferred in the name of the Company, as value determined by the Hon'ble High Court of Gujarat and a sum of ₹ 40.00 Lakhs deposited by them in the Court towards compliance of their Bail condition. In terms of the said MOU, the Company is obligated to attempt to sell the properties in a diligent manner and quantify the amount received upon sale of such properties (net of expenses) and submit a purshis(s) of the same with the Hon'ble Civil Court. The Company has during the year sold four properties and increased the "Liability under Defalcation Suit". Awaiting the final decree of the Hon'ble Civil Court, the Company is holding the properties in fiduciary capacity and disclosed the same as 'Properties held in trust' under Note no. 15 amounting to ₹ 363.77 Lakhs (Previous year ₹ 657.75 Lakhs) and also recognized 'Liability under Defalcation Suit' amounting to ₹ 639.73 Lakhs (net of Expenses) (Previous year ₹ 665.42 Lakhs) under Note no 26. The final accounting and taxation of the amounts mentioned in the purshis(s) would be done based on the final verdict of the Hon'ble Civil Court.

56 The Company, in the earlier years, had fully impaired its investment of ₹ 1,844.73 Lakhs in NCDs, issued by SREI Equipment Finance Ltd. In the previous year, Hon'ble NCLT Kolkata approved resolution plan under Insolvency & Bankruptcy Code, 2016. In terms of the Approved Resolution Plan, the implementation notice was issued by National Asset Reconstruction Company Ltd. ("NARCL") and Implementation and Monitoring Committee ("IMC") authorized the administrator for commencement of the distribution against claims with the record date set as at 06 October, 2023. In terms of the Approved Resolution Plan, the Company was awarded ₹ 590.45 Lakhs to be received in cash and by way of allotment of Security Receipts (SRs)/ Optionally Convertible Debentures (OCDs)/Equity.

As per aforementioned resolution plan upto 31 March, 2025, the Company has received ₹ 165.55 Lakhs. (FY 2024-25 ₹ 36.35 Lakhs against SRs; FY 2023-24 ₹ 129.31 Lakhs against cash and SRs)

Pending ascertainment of the issue terms and conditions, these SRs/ OCDs has been disclosed under the head "Other Financial Assets" at an estimated value of ₹ 225.08 Lakhs (previous year ₹ 327.14 Lakhs).

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

57 THE CONSOLIDATED FINANCIAL STATEMENTS INCLUDE THE ACCOUNTS OF SOMANY CERAMICS LTD. (PARENT COMPANY) AND ITS SUBSIDIARIES AS DETAILED BELOW:

Name	Country of Incorporation	Percentage of Ownership interest as at 31 March, 2025	Percentage of Ownership interest as at 31 March, 2024
SR Continental Ltd.	India	100.00%	100.00%
Somany Bathware Ltd.	India	100.00%	100.00%
Amora Tiles Pvt. Ltd. (Ceases w.e.f. 01 December, 2024)	India	-	51.00%
Somany Sanitaryware Pvt. Ltd.	India	51.00%	51.00%
Somany Excel Vitrified Pvt. Ltd.	India	100.00%	100.00%
Vintage Tiles Pvt. Ltd.	India	50.00%	50.00%
Vicon Ceramic Pvt. Ltd.	India	26.00%	26.00%
Acer Granito Pvt. Ltd. (Ceases w.e.f. 01 December, 2024)	India	-	26.05%
Sudha Somany Ceramics Pvt. Ltd.	India	60.00%	60.00%
Somany Bath Fittings Pvt. Ltd.	India	100.00%	100.00%
Somany Piastrelle Pvt. Ltd.	India	100.00%	100.00%
SRCL Buildwell Pvt. Ltd. (subsidiary of SR Continental Ltd.)	India	100.00%	100.00%
Somany Max Pvt. Ltd.	India	80.00%	80.00%

58 DISCLOSURE OF THE ADDITIONAL INFORMATION AS REQUIRED BY THE SCHEDULE III:

a) As at and for the year ended 31 March, 2025

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated Profit/(Loss)	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
Parent								
Somany Ceramics Ltd.	103.71%	80,028.37	142.65%	8,568.76	104.12%	(72.27)	143.10%	8,496.49
Subsidiaries (Indian)								
SR Continental Ltd.	0.61%	467.82	0.62%	37.05	0.00%	-	0.62%	37.05
Somany Bathware Ltd.	0.14%	106.86	0.04%	2.26	0.00%	-	0.04%	2.26
Amora Tiles Pvt. Ltd. (Ceases w.e.f. 01 December, 2024)	0.00%	-	(3.89)%	(233.51)	(0.68)%	0.47	(3.92)%	(233.04)
Somany Sanitaryware Pvt. Ltd.	1.82%	1,405.53	0.85%	50.86	0.24%	(0.17)	0.85%	50.69
Somany Excel Vitrified Pvt. Ltd	0.55%	424.98	0.41%	24.65	0.00%	-	0.42%	24.65
Vintage Tiles Pvt. Ltd.	2.24%	1,727.29	0.96%	57.77	(1.61)%	1.12	0.99%	58.89
Somany Piastrelle Pvt. Ltd.	4.40%	3,391.63	(2.23)%	(134.21)	(0.22)%	0.15	(2.26)%	(134.06)
SRCL Buildwell Pvt. Ltd. (subsidiary of SR Continental Ltd.)	0.30%	234.56	(0.10)%	(6.07)	0.00%	-	(0.10)%	(6.07)

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

58 DISCLOSURE OF THE ADDITIONAL INFORMATION AS REQUIRED BY THE SCHEDULE III: (CONTD.)

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated Profit/(Loss)	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
Somany Max Pvt. Ltd.	5.99%	4,624.49	(38.18)%	(2,293.30)	(2.56)%	1.78	(38.59)%	(2,291.52)
Acer Granito Pvt. Ltd. (Ceases w.e.f. 01 December, 2024)	0.00%	-	(1.15)%	(69.10)	0.46%	(0.32)	(1.17)%	(69.42)
Vicon Ceramic Pvt. Ltd.	1.68%	1,298.20	0.62%	37.49	(0.40)%	0.28	0.64%	37.77
Sudha Somany Ceramics Pvt Ltd.	7.73%	5,966.56	6.32%	379.85	(0.89)%	0.62	6.41%	380.47
Somany Bath Fittings Pvt. Ltd.	1.38%	1,067.67	2.50%	150.23	(0.30)%	0.21	2.53%	150.44
Non Controlling Interest in All Subsidiaries	(9.41)%	(7,257.97)	3.47%	208.63	1.84%	(1.28)	3.49%	207.35
Consolidated Adjustments/ Eliminations (Refer note a. below)	(21.15)%	(16,319.56)	(12.90)%	(774.60)	0.00%	-	(13.05)%	(774.60)
	100.00%	**77,166.43**	**100.00%**	**6,006.76**	**100.00%**	**(69.41)**	**100.00%**	**5,937.35**

Note:

a. includes inter company eliminations, consolidation adjustments including accounting estimation difference.

b. The Company has made investment in 49% equity shares of Clean Max Ananta Pvt. Ltd("CMAPL") on 07 March, 2024 and became associate of the Company. Subsequently, during the year, the Company has made further investment and has entered into the various agreements with the other shareholder of CMAPL which restrict the Company to participate in the financial and operating policy decisions of the CMAPL. Therefore, the CMAPL cease to be an associate under IND AS, however, CMAPL continue as associate under the Companies Act, 2013.

b) As at and for the year ended 31 March, 2024

	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated Profit/(Loss)	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
Parent								
Somany Ceramics Ltd.	100.42%	72,316.82	107.10%	10,377.08	45.76%	7.71	107.00%	10,384.79
Subsidiaries (Indian)								
SR Continental Ltd.	0.60%	430.76	0.60%	58.20	-	-	0.60%	58.20
Somany Bathware Ltd.	0.15%	104.61	0.04%	3.97	-	-	0.04%	3.97
Amora Tiles Pvt. Ltd. (Ceases w.e.f. 01 December, 2024)	1.36%	976.62	0.09%	8.67	17.03%	2.87	0.12%	11.54
Somany Fine Vitrified Pvt. Ltd.	0.00%	-	(0.79)%	(76.56)	-	-	(0.79)%	(76.56)

Notes to Consolidated Financial Statements for the year ended 31 March, 2025

(All amounts are in rupees Lakhs, unless otherwise stated)

58 DISCLOSURE OF THE ADDITIONAL INFORMATION AS REQUIRED BY THE SCHEDULE III: (CONTD.)

	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated Profit/(Loss)	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
Somany Sanitaryware Pvt. Ltd.	1.88%	1,354.85	1.07%	103.79	38.34%	6.46	1.14%	110.25
Somany Excel Vitrified Pvt. Ltd	0.56%	400.33	0.04%	4.26	-	-	0.04%	4.26
Vintage Tiles Pvt. Ltd.	2.32%	1,668.40	0.96%	93.06	217.45%	36.64	1.34%	129.70
Somany Piastrelle Pvt. Ltd.	4.27%	3,071.50	(5.17)%	(500.80)	(69.08)%	(11.64)	(5.28)%	(512.44)
SRCL Buildwell Pvt. Ltd. (subsidiary of SR Continental Ltd.)	0.33%	240.63	(0.04)%	(3.98)	-	-	(0.04)%	(3.98)
Somany Max Pvt. Ltd.	9.60%	6,915.99	(5.13)%	(497.45)	-	-	(5.13)%	(497.45)
Acer Granito Pvt. Ltd. (Ceases w.e.f. 01 December, 2024)	4.01%	2,888.12	0.23%	22.04	2.20%	0.37	0.23%	22.41
Vicon Ceramic Pvt. Ltd.	1.75%	1,260.43	0.97%	93.68	0.53%	0.09	0.97%	93.77
Sudha Somany Ceramics Pvt Ltd.	6.85%	4,936.07	1.25%	121.29	(1.13)%	(0.19)	1.25%	121.10
Somany Bath Fittings Pvt. Ltd.	1.27%	917.23	1.52%	146.92	(13.65)%	(2.30)	1.49%	144.62
Non Controlling Interest in All Subsidiaries	(15.67)%	(11,282.19)	(2.58)%	(249.54)	(137.45)%	(23.16)	(2.81)%	(272.70)
Consolidated Adjustments/ Eliminations (Refer note a. below)	(19.70)%	(14,186.22)	(0.16)%	(15.69)	-	-	(0.16)%	(15.69)
	100.00%	**72,013.95**	**100.00%**	**9,688.94**	**100.00%**	**16.85**	**100.00%**	**9,705.79**

Note:

a. includes inter company eliminations, consolidation adjustments including accounting estimation difference.

59 The figures of the previous period have been regrouped/reclassified, wherever considered necessary, to conform current period Classifications.The impact of the such regrouping/reclassification is not material.

The accompanying Notes are an integral part of the Consolidated Financial Statements.

As per our report of even date attached

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: 07 May, 2025

For and on behalf of Board of Directors

Shreekant Somany
Chairman & Managing Director
DIN: 00021423

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Amit Sahai
CEO - Tiles Business
PAN: AHOPS1790C

Ambrish Julka
Sr. GM - Legal & Company Secretary
M. No. F4484

SOMANY CERAMICS LIMITED

Registered Office: 2, Red Cross Place, Kolkata, West Bengal-700001

CIN: L40200WB1968PLC224116, Website: www.somanyceramics.com, Phone: 033-22487406/5913

Email: sclinvestors@somanyceramics.com; corporateaffairs@somanyceramics.com

NOTICE OF THE 57TH ANNUAL GENERAL MEETING

Notice is hereby given that the 57th Annual General Meeting ("AGM") of the Members of Somany Ceramics Limited will be held on Thursday, the 18 September, 2025 at 11:30 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:-

   a) The Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2025 together with the reports of Board of Directors' and Statutory Auditors' thereon; and

   b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2025 together with the report of Statutory Auditors thereon.

2. To declare a final dividend of ₹ 3/- per equity share of the face value of ₹ 2/- each (@150%) for the financial year ended 31 March, 2025.

3. To appoint a Director in place of Mr. Abhishek Somany (DIN:00021448), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Approval for Material Related Party Transactions of the Company with M/s Sudha Somany Ceramics Private Limited ("SSCPL").**

   To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, if any, read with Rules framed there under, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary, read with Company's Related Party Transactions Policy, Memorandum and Articles of Association of the Company and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s) and on recommendation of the Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee duly constituted / empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/ or to carry out and/ or continue to enter, carry out contracts/ arrangements/ transactions, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/ arrangements/ transactions or otherwise and/or carrying out/ continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with M/s Sudha Somany Ceramics Private Limited (being a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations), which may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or such other materiality threshold, as may be prescribed from time to time subject to an amount of upto ₹ 28,600 Lakhs (Rupees Twenty-Eight Thousand Six Hundred Lakhs Only), to be entered during the Financial Year 2025-26, subject to such contracts(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in ordinary course of business of the Company."

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being

required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval there to expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee, Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

5. **Re-appointment of Mr. Abhishek Somany (DIN: 00021448) as the Managing Director & Chief Executive Officer of the Company for a period of 3 (Three) consecutive years, commencing from 01 June, 2026 till 31 May, 2029.**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), and relevant provisions of Articles of Association of the Company, consent and/ or approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Abhishek Somany ("Mr. Somany") (DIN: 00021448) as Managing Director & Chief Executive Officer ("Key Managerial Personnel") of the Company for a period of 3 (Three) consecutive years, commencing from 01 June, 2026 till 31 May, 2029, liable to retire by rotation and to receive remuneration by way of salary, commission, perquisites and/or allowances, as Managing Director and Chief Executive Officer of the Company as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the Company of the ONE PART and Mr. Somany of the OTHER PART and details as set out in the Statement pursuant to Section 102 of the Act, which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said re-appointment of Mr. Somany as the Managing Director & Chief Executive Officer of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and Mr. Somany, provided, however, that the remuneration payable to Mr. Somany, shall not exceed the maximum limits for payment of managerial remuneration, specified in Schedule V to the said Act, or any amendment thereto as may be made from time to time or the laws or guidelines as may for the time being in force."

"RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Somany, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Act, or as approved by the Members of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force."

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of Listing Regulations and subject to other applicable provisions, if any, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the payment of remuneration to Mr. Abhishek Somany (DIN: 00021448), as Managing Director & Chief Executive Officer of the Company, who is also a Promoter of the Company, during his term commencing on 01 June, 2026 and ending on 31 May, 2029, notwithstanding that the annual remuneration to Mr. Abhishek Somany (DIN: 00021448) may exceed ₹ 5 Crores or 2.5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher or the aggregate annual remuneration to all the executive directors exceeds 5% of the net profits of the Company."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

6. **Approval for payment of remuneration to Mr. Shrivatsa Somany, holding office or place of profit in the Company.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) there of for the time being in force and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s) and on the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to revise the remuneration of Mr. Shrivatsa Somany, Head – Bathware Business, holding office or place of profit, to ₹ 80,00,000/- (Rupees Eighty Lakhs only) per annum and such other perquisites in accordance with the Company Policies, with effect from 18 September, 2025, with authorization to the Board of Directors of the Company to alter, vary and modify the terms, conditions and stipulations and finalize annual increments from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee, Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

7. **Approval for payment of remuneration to Mr. Ameya Somany, holding office or place of profit in the Company.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) there of for the time being in force and in accordance with the provisions of any other applicable laws or regulations and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority(ies) while granting such approval(s), permission(s) and sanction(s) and on the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to revise the remuneration of Mr. Ameya Somany, Deputy General Manager, holding office or place of profit, to ₹ 80,00,000/- (Rupees Eighty Lakhs only) per annum and such other perquisites in accordance with the Company Policies, with effect from 18 September, 2025, with authorization to the Board of Directors of the Company to alter, vary and modify the terms, conditions and stipulations and finalize annual increments from time to time.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee, Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

8. **Approval for modification of the object clause of Memorandum of Association of the Company.**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to alter the existing object Clause 3(b) of the Memorandum of Association of the Company by adding the following new sub - clause after the existing sub - clauses:

(xxxiii)To develop, construct, operate, and maintain power plants and facilities, procure, sell, trade, consume and to deal in related equipment and services, production of the Power Generation from Renewable Energy and Non-Renewable Energy and power consumption from Renewable Energy and Non-Renewable Energy.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee, Director(s), Chief Financial Officer, Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

9. **Appointment of M/s Pinchaa & Co., (Firm Reg. No. P2016RJ051800), Company Secretaries as Secretarial Auditors of the Company for a term of five (05) consecutive years.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for appointment of M/s Pinchaa & Co., Practicing Company Secretaries, (Firm Registration No. P2016RJ051800), as the Secretarial Auditors of the Company for a term of Five (5) consecutive years commencing from 1 April, 2025 till 31 March, 2030, to undertake Secretarial Audit of the Company on such remuneration plus applicable taxes and reimbursement of out of pocket expenses as may be mutually decided by the Management and the Secretarial Auditors"

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this resolution."

By Order of the Board of Directors
For Somany Ceramics Limited

Anuj Kalia
Company Secretary
(M. No. A31850)

Place: Noida
Dated: 13 August, 2025
Registered Office: 2, Red Cross Place, Kolkata-700001

NOTES:

1. An explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto and forms part of the Notice. Information of the Director proposed to be appointed/re-appointed at the AGM as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**") and other applicable provisions is provided in the **Annexure – A** to this Notice.

2. The Ministry of Corporate Affairs ("**MCA**") inter-alia vide Circular Nos.14/2020,17/2020, 20/2020, 02/2021,19/2021,02/2022,10/2022, 09/2023 and 09/2024 dated 08 April, 2020, 13 April, 2020, 05 May, 2020, 13 January, 2021, 08 December, 2021, 05 May, 2022, 28 December, 2022, 25 September, 2023 and 19 September, 2024 respectively, ("**MCA Circulars**") and Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 12 May, 2020, 15 January, 2021, 13 May, 2022, 05 January 2023, 07 October, 2023 and 03 October, 2024 respectively, ("**SEBI Circulars**") have permitted holding of the AGM by companies through Video Conferencing ("**VC**") or through Other Audio Visual means ("**OAVM**"), without physical presence of the Members at a venue. In compliance with the provisions of the Companies Act, 2013 ("**the Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and MCA Circulars, the ensuing AGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 57th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the said AGM through VC/OAVM is given below in the e-voting instructions.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to the Members of the Company in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed Central Depository Services (India) Limited ("**CDSL**") for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first serve basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the facility to appoint a proxy to attend and cast vote on behalf of the members is not available. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. The Notice of the AGM, inter alia, specifying the process and manner of voting along with Annual Report for FY 2024-25 are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company's RTA/ Depository Participant(s) as on Friday, 15 August, 2025, being the cut-off date. The Notice calling the AGM has been uploaded on the website of the Company at www.somanyceramics.com. A letter providing the weblink, including the exact path, for accessing the Integrated Annual report will be sent through physical communication to those members who have not registered their email address.

   The Notice can also be accessed from the 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

8. Members are requested to notify immediately the change of their name, postal address, email address, mobile number, PAN, nomination and bank particulars to their Depository Participant ("DP") if the shares are held by them in electronic form and to the Registrar & Share Transfer Agent ("**RTA**") of the Company i.e. Maheshwari Datamatics Private Limited, if shares are held in physical form. The prescribed forms ISR-1, ISR-2, nomination form, as applicable, pursuant to SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated 3 November, 2021 are available on the website of RTA at https://mdpl.in/form. Further the shareholders are requested to submit duly filled form along with all necessary documents at the address of RTA at 5th Floor, 23, R. N. Mukherjee Road, Kolkata- 700001. The Company has also sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

10. Members having multiple folios in the same order of name(s) may inform the Company to consolidate them in one folio.

11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. Members holding shares in physical form and desirous of making a nomination or cancellation/variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form SH-13 to the RTA of the Company for nomination and Form SH-14 for cancellation/variation as the case may be. The forms are available on the website of the RTA i.e. www.mdpl.in/form. Shareholders holding shares in demat form are also advised to avail nomination facility by submitting the prescribed form to their respective Depository Participants (DPs).

13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection at the registered office of the Company at 2, Red Cross Place, Kolkata-700001, India between 3:00 p.m. and 5:00 p.m. on working days till the date of AGM.

14. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the unpaid/unclaimed dividends upto the year 2016-17 have been transferred to Investor Education and Protection Fund ("IEPF"). Shareholders whose amounts have been transferred to IEPF as above may claim refund from IEPF in accordance with the provisions under the Companies Act, 2013 and rules made thereunder. Further, the unpaid/unclaimed dividend which was declared for the year ended 31 March, 2018 is due for transfer to IEPF on or after 29 September, 2025 in terms of the provisions of the said Act. The Company has also uploaded full details of such shareholders, whose dividend for seven consecutive years remained unclaimed, on its website www.somanyceramics.com. For the financial year ended 31 March, 2018 or any subsequent financial year(s), members are urged to claim such amount from the Company immediately.

15. Members desiring to claim unclaimed dividends are requested to correspond with the RTA of the Company at mdpldc@yahoo.com.

16. (a) Members may note that the Board, at its meeting held on 07 May, 2025, has recommended a final dividend of ₹ 3/- per equity share of ₹ 2/- each (@150%) for the financial year ended 31 March, 2025.

    (b) The final dividend once approved by the members in the ensuing AGM, will be paid within 30 days from declaration of Dividend, through electronic mode.

    (c) The Company has fixed Thursday, 11 September, 2025 as the Record Date for determining the entitlement of Members to final dividend for the financial year ended 31 March, 2025.

    (d) Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after 01 April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend.

    (e) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 as amended from time to time, has mandated that with effect from 01 April, 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. To avoid delay in receiving dividend,

members are requested to update their KYC including bank details with their Depository Participant ("DP") (where shares are held in dematerialized mode) and with the RTA of the Company (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.

(f) Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jul-2025/1752726453064.pdf (FAQ No. 38 & 39).

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Maheshwari Datamatics Private Limited/Company.

18. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular number SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as well as 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 demat mode.

19. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their email ID's with the Company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs). If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

20. Members desiring any information relating to the Audited Financial Statement are requested to write to the Company well in advance so as to enable the management to keep the information ready.

21. Members may also note that the Notice of this Annual General Meeting and the Annual Report of the Company for the year 2024-25 are also available on the website of the Company viz. www.somanyceramics.com

22. The Financial Statements of the subsidiaries of the Company are not attached to the 57th Annual Report of the Company. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements along with related information of the Company and audited accounts of each of its subsidiaries, are available on Company's website at www.somanyceramics.com. These documents will also be available for inspection at the registered office of the Company at 2, Red Cross Place, Kolkata-700001, India between 3:00 p.m. and 5:00 p.m. on working days till the date of AGM.

23. The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid, Partner of M/s Pinchaa & Co., Company Secretaries, (Membership No. FCS 11285, CP No. 16300), as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting in a fair and transparent manner. Post receiving the Scrutinizer's report, the Company shall communicate the voting results within two working days from the conclusion of the Meeting to the Stock Exchanges. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. www.somanyceramics.com and at the website of CDSL viz. www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

(i) The voting period begins on **Sunday, 14 September, 2025 at 09:00 A.M.** and ends on **Wednesday, 17 September, 2025 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Thursday, 11 September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as on the cut-off date should treat the Notice of this meeting for information purposes only.

(ii) The voting rights of the Members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 11 September, 2025.

(iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting through e-voting system.

(iv) Any person or non-individual Shareholder who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date may follow the steps mentioned below for remote e-voting.

(v) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

(vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method **for e-voting and joining virtual meeting for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the 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 & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xi) Click on the EVSN (**250811007**) for **Somany Ceramics Limited** on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

(xix) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- It is mandatory for the Non Individual shareholders to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ppincha@gmail.com and scl_agm@somanyceramics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at scl_agm@somanyceramics.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at scl_agm@somanyceramics.com. These queries will be replied to by the Company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Further, speaker shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - You are requested to send the duly completed ISR 1, ISR 2 and Choice of nomination (https://mdpl.in/form) with signature of the holders attested by your banker along with a cancelled cheque leaf with your name, account no. and IFSC Code printed thereon. In case your name is not printed on the cheque leaf, you are requested to send additionally bank attested copy of your pass book / bank statement showing your name, account no and IFSC Code.

   In case of any query, the member may send an email to RTA at mdpldc@yahoo.com mentioning their name, Folio No./Client ID and DP ID.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Approval for Material Related Party Transactions of the Company with M/s Sudha Somany Ceramics Private Limited ("SSCPL").

M/s Sudha Somany Ceramics Private Limited ("SSCPL") a Subsidiary Company of Somany Ceramics Limited ("The Company" or "SCL") is a Related Party as defined under Section 2 (76) of the Act read with Regulation 2(1)(zb) of the Listing Regulations.

The Company in its ordinary course of business and on arms' length basis, enters into contracts/ agreements/ arrangements for purchase of ceramic tiles from the Joint ventures/Subsidiaries.

The Company estimates that during FY 2025-26, the transactions of above nature will be recurrent in the course of Company's business and are estimated to exceed the materiality threshold limit of 10% of annual consolidated turnover of the Company as per the audited financial statement for FY 2024-25, pursuant to regulations 23(1) of the Listing Regulations.

Considering the historical levels of such transactions, anticipated business transactions and business environment and as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements/transactions to be undertaken by the Company for an aggregate value of an amount not exceeding ₹ 28,600 Lakhs (Rupees Twenty Eight Thousand Six Hundred Lakhs) for sale/purchase of goods, transfer/receipt of products, Inter Corporate Deposits ("ICDs"), interest paid/receipt, availing and rendering of services, rent paid/rent receipt, corporate guarantee, reimbursements, sale/purchase of fixed assets or other obligations for the Financial Year 2025-26.

DETAILS OF THE PROPOSED RPTS INCLUDING THE SUMMARY OF INFORMATION PROVIDED BY THE MANAGEMENT TO THE AUDIT COMMITTEE FOR APPROVAL OF THE PROPOSED RELATED PARTY TRANSACTIONS ("RPTS OR RPT"), INFORMATION REQUIRED TO BE DISCLOSED IN THE EXPLANATORY STATEMENT PURSUANT TO THE SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22 NOVEMBER, 2021, ARE AS FOLLOWS:

Somany Ceramics Limited holds 60% and M/s ER Ceramics Private Limited holds 40% of total paid up Share Capital of SSCPL.

The Company and SSCPL have entered into/propose to enter into the following RPTs during 2025-26, for an aggregate value not exceeding ₹ 28,600 Lakhs (Rupees Twenty Eight Thousand Six Hundred Lakhs only). The transaction involves sale/ purchase of goods, transfer/ receipt of products, Inter Corporate Deposits ("ICDs"), interest paid/receipt, availing and rendering of services, rent paid/ rent receipt, corporate guarantee, reimbursements, sale/purchase of fixed assets or other obligations and transactions for business purpose from/to SSCPL during 2025-26. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs is approximately 10.82%.

The proposed transactions are at arms' length basis and are being done in the ordinary course of business. The Company is engaged in the business of manufacturing and sales of ceramic tiles. The Company in its ordinary course of business and on arms' length basis, enters into contracts/ agreements/ arrangements for purchase of ceramic tiles from the Joint ventures/ Subsidiaries. These activities have been essential for the Company to carry out its business operations and maximize its growth and performance.

The valuation and pricing of the proposed RPTs have been carried out by the Internal Management of the Company which was noted by the Audit Committee of the Company. For the proposed transactions no valuation or external reports were required. All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.

Details of the source of funds in connection with the proposed transaction.	Own share capital/internal accruals and liquidity of the Company
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not Applicable

Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter Corporate Deposits given / to be given/ recoverable/ recovered/ to be recovered aggregating to ₹ 1322 Lakhs Tenure – up to 10 years Interest Rate: 9% - 12 % linked to the Company's short term borrowing cost. Repayment schedule: Not Applicable The above inter-corporate deposit are covered under unsecured category
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements and other business needs from time to time.

None of the Directors, Key Managerial Personnel ("KMP") and/ or their respective relatives is in anyway, concerned or interested, financially or otherwise, in the Resolution mentioned under Item No.4 of the Notice except to the extent of his/her holding directorship/ KMP position and shareholding in the Company and SSCPL.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth under Item No. 4 of the Notice for approval by the Members.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The Members may note that in terms of the provisions of the Companies Act, 2013 and the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth under Item No. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ITEM NO. 5

Re-appointment of Mr. Abhishek Somany (DIN: 00021448) as the Managing Director & Chief Executive Officer of the Company for a period of 3 (Three) consecutive years, commencing from 01 June, 2026 till 31 May, 2029.

Mr. Abhishek Somany (DIN: 00021448) was re-appointed as a Managing Director & Chief Executive Officer of the Company at the 54th Annual General Meeting of the Company held on 23 September, 2022 for a period of Three (3) consecutive years from 01 June, 2023 till 31 May, 2026. Accordingly, the present term of Mr. Abhishek Somany (DIN: 00021448) as Managing Director of the Company expires on 31 May, 2026, who is also designated as Chief Executive Officer of the Company. Mr. Abhishek Somany (DIN: 00021448), aged about 53 years is a Bachelor of Business Administration from Richmond University, U.K. with specialization in Finance & Marketing and at present is the Managing Director & Chief Executive Officer of the Company. Keeping in view his business acumen and varied experience he acquired during his association with the Company, the Board of Directors on recommendation of the Nomination and Remuneration Committee and the Audit Committee, considered his appointment useful and recommended his re-appointment as Managing Director and Chief Executive Officer ("Key Managerial Personnel") of the Company, at its meeting held on 13 August, 2025, liable to retire by rotation, for a further period of 3 (Three) consecutive years commencing from 01 June, 2026 to 31 May, 2029.

In terms of Section 164 of the Act, Mr. Abhishek Somany is not disqualified from being appointed as Director. Mr. Abhishek Somany has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20 June, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, in terms of Regulation 17(6)(e) of Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

(i) the annual remuneration payable to such executive director exceeds ₹ 5 Crores or 2.5% of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or

(ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity.

The remuneration payable to Mr. Abhishek Somany during the tenure of the term may breach above limits.

The Board of Directors has accordingly considered the following remuneration as per the recommendations of the Nomination and Remuneration Committee and the Audit Committee, in accordance with Schedule V of the Companies Act, 2013, payable to Mr. Abhishek Somany (DIN: 00021448), as Managing Director & Chief Executive Officer of the Company during his period of re-appointment with power to Board to make such variation or increase therein as may be thought fit from time to time, in accordance with the provisions of Section 197 and 198 of the Companies Act, 2013 read-with Schedule V to the said Act, or any statutory amendment or relaxation thereof;

S. No	Particulars	Mr. Abhishek Somany, Managing Director & Chief Executive Officer (DIN: 00021448) ("appointee")
1	Period of Re-appointment	3 (Three) consecutive years commencing from 01 June, 2026 to 31 May, 2029.
2	Remuneration*	Mr. Abhishek Somany (DIN: 00021448) (hereinafter referred to as "the appointee") shall, in consideration of his services, be entitled to the following remuneration by way of:
A	Salary	₹ 35,00,000/- (Rupees Thirty Five Lakhs Only) per month.
B	House Rent Allowance	₹ 2,00,000/- (Rupees Two Lakhs Only) per month.
C	Commission	At the rate of 3% (Three Percent) of net profits of the Company for each financial year computed in the manner laid down in Section 197 of the Companies Act, 2013.
D	Perquisites	The appointee will be entitled to the following perquisites in addition to his salary, house rent allowance and commission.

* The Board may consider and grant an annual increment at its discretion, as may be recommended by the Nomination and Remuneration Committee.

He will be entitled to the following perquisites in addition to his salary, house rent allowance and commission, subject to overall limit laid down in Schedule V to the Companies Act, 2013. Unless the context otherwise requires, perquisites are classified into three categories A, B and C as follows:-

CATEGORY –A This will comprise of leave travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided for as under:-

Medical reimbursement:

All medical expenses incurred for him and his family including hospitalization, nursing home and surgical charges in India and/or Abroad or both subject to a ceiling of his one month salary in a year or 3 (Three) months' salary over a period of 3 years, as the case may be.

Leave travel concession:

To him and his family once in a year, subject to the ceiling of one month salary.

Club fee:

Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

Personal accident insurance:

To the appointee, of an amount, the premium of which does not exceed ₹ 10,000/- per annum.

Explanation:

1. For the purpose of **CATEGORY 'A'**, Family means, spouse and dependent children of the appointee.
2. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be valued as per the Income Tax Rules, 1962.

CATEGORY –B

i) Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act, 1961.

ii) Gratuity payable should not exceed half a month's salary for each completed year of service.

iii) Encashment of Leave at the end of the tenure will be permitted and will not be included in the computation of the ceiling on perquisites.

CATEGORY –C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to him. He shall also be provided with a mobile, laptop and internet connection for the purpose of the Company's business, which will also not form part of perquisites.

Overall remuneration:

Subject to an overall limit of 5% of the net profit individually and 10% of the net profit collectively payable to him along with other executive directors

by the Company, as calculated in accordance with Section 197 and other applicable provisions read with Schedule V to the said Act, as may be for the time being in force.

Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of his office, the Company may pay him remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required. The perquisites specified in Section II of Part II of Schedule V to the Act, however shall not be included in the computation of the ceiling on remuneration specified under Section II of Part II of Schedule V to the Act. The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable otherwise at actual.

Sitting fee:

He shall not so long as he acts as Managing Director & Chief Executive Officer of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.

Termination:

Notwithstanding anything contained herein, either party shall be entitled to determine the term by giving three calendar months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointee three months' salary as specified hereinabove under the head Remuneration, in lieu of three calendar months' notice required to be given under this clause.

Service of notice:

Any notice to be given hereunder shall be sufficiently given or served in case of the appointee by being delivered either personally to him or left for him at his address last known to the Company or sent by registered post or e-mail addressed to him and in the case of Company by being delivered at or sent by registered post addressed to its Registered Office or by e-mail at corporateaffairs@somanyceramics.com any such notice if so posted shall be deemed served on the day following that on which it was posted except in case of e-mail.

In terms of requirements under Schedule V to the Companies Act 2013, in case of no profit or inadequate profits, the Company seeks Members' approval by a special resolution for minimum remuneration payable to him in the scale laid down in Section II of Part II of Schedule V to the Act.

Memorandum of interest:

None of the Directors, Key Managerial Personnel and/or their relatives other than Mr. Shreekant Somany (DIN: 00021423) and Mr. Abhishek Somany (DIN: 00021448) who are relatives of each other may be deemed to be interested and/or concerned in the resolution set out under Item No. 5 of the said Notice.

Inspection of documents:

The draft of the proposed Agreements to be entered into between the Company and the appointee shall be available for inspection.

Abstract of terms and conditions:

This should be treated as an abstract of the terms of appointment and memorandum of interest of the appointee as required under Section 190 of the Act.

In terms of the Schedule V of the Companies Act, 2013 the following information is given to the shareholders:

I. General Information:

1. Nature of Industry: Manufacturing and trading of Ceramic Tiles, Bathware, Sanitaryware, Adhesive and Allied Products
2. Date of commencement of Commercial production: March, 1972
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:

   The Financial Performance of the Company on standalone basis in the previous two financial years is as follows:

(₹ in Lakhs)

Particulars	Standalone	
	Year Ended 31 March, 2025	Year Ended 31 March, 2024
Revenue from Operations	2,56,942.13	2,53,448.07
Other Income	2,470.90	2,812.07
Expenses (except Depreciation, Finance Cost)	2,43,020.32	2,36,536.20

(₹ in Lakhs)

Particulars	Standalone	
	Year Ended 31 March, 2025	Year Ended 31 March, 2024
Profit before Depreciation, Interest and Taxes (before Exceptional item)	16,392.71	19,723.94
Profit before Tax (after Exceptional item)	11,267.17	14,403.79
Tax Expenses	2,698.41	4,026.70
Profit After Tax	8,568.76	10,377.09
Profit After Tax (Attributable to Controlling Interest)	8,568.76	10,377.09

5. Foreign investments or collaborations:

The Company has not entered into any foreign collaboration and has not made any direct capital investment in the previous three financial years.

Foreign Portfolio Investors hold 5,69,118 shares and represent 1.39% and 906 NRI's hold 2,77,801 shares and represent 0.68% in the share capital of the Company as on 30 June, 2025.

II. Information about Mr. Abhishek Somany (DIN: 00021448)

Background details	Mr. Abhishek Somany, a third-generation entrepreneur, currently leads Somany Ceramics Limited as the Managing Director & Chief Executive Officer, driving the Company's growth and success. With extensive industry experience, he underwent training at Kanoria Chemicals in Uttar Pradesh and M/s Pilkington Tiles in the UK between 1993-1995. Joining Somany Ceramics Limited in 1995, he demonstrated exceptional dedication and expertise, steadily ascending through the ranks from a Management Trainee to the esteemed position of President of Domestic Marketing. Subsequently, he assumed the role of Executive Director before taking on the mantle of Managing Director. In his present capacity, Mr. Somany oversees the day-to-day operations of the Company and contributes actively to the strategic domains of product design, sales and marketing, ensuring their continued growth and success.
	He also engages in the Company's CSR initiatives. Under his esteemed leadership, Somany Ceramics Limited has achieved a prominent position in the industry, earning prestigious awards and global recognition. Mr. Somany's exceptional contributions were honored with induction into the Power Brand Hall of Fame as a Corporate Leader of the Ceramics Industry (2011-2012). His dedication, strategic expertise and exemplary leadership has elevated Somany Ceramics Limited to the forefront of the industry.
Past Remuneration (including contribution to Provident Fund) (₹ in Lakhs)	FY 2022-23 – 611.71 FY 2023-24 – 710.49 FY 2024-25 – 518.08 The above Remuneration includes commission also.
Recognition and Awards	The appointee takes interest in the social and cultural activities.
Job profile and his suitability	He is overall in-charge of the operations of the Company and looks after day to day management and administration of the Company, subject to superintendence, control & direction of the Board. His job profile mainly includes implementation of investment plans and strategic planning for consistent improvement in operations and performance for long term growth of the Company. Under his stewardship the Company has significantly grown and has emerged as one of the major player in the Indian Ceramic Tile Industry.
Remuneration proposed	Salary ₹ 35,00,000/- per month and HRA ₹ 2,00,000/- along with other perquisites as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors of the Company, in the manner laid down in Section 197 of the Companies Act, 2013.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is in consonance with their respective similar position in the industry.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any	Except Remuneration to be received from the Company by the appointee including his relatives and to receive dividend declared by the Company, if any, including amounts disclosed in the Annual Report under the related party transactions, he does not have any other pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel of the Company other than his father Mr. Shreekant Somany (DIN: 00021423), the Chairman & Managing Director of the Company.

III. Other information

Reasons of loss or inadequate profits	There is profit, but as an abundant caution for payment of minimum remuneration to the Managing Director & Chief Executive Officer of the Company, in case of no profit or inadequate profits in any particular year the information is provided to the Members.
Steps taken or proposed to be taken for improvement	All around reduction in cost and better product mix to achieve higher realizations. The Company is conscious about enhancing productivity in all areas and is taking various steps for efficiency improvement.
Expected increase in productivity and profits in measurable terms	Initiatives involving product development, introduction of value added products and such other steps are being taken to improve the overall productivity and to achieve profitability of the Company.

IV. Disclosure relating to Director pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are given under **Annexure A** of the Notice.

The Board recommends the resolution set forth under Item No. 5 for the approval of members as a Special resolution.

ITEM NO. 6

Approval for revision in Remuneration of Mr. Shrivatsa Somany, holding office or place of profit in the Company.

In accordance with Section 188 of the Companies Act, 2013, the Shareholders at the 56th Annual General Meeting held on 12 August, 2024, has revised the remuneration of Mr. Shrivatsa Somany, Head – Bathware Business to ₹ 75,00,000/- (Rupees Seventy Five Lakh only) per annum and such other perquisites in accordance with the Company policies, with effect from 12 August, 2024.

The Audit Committee and the Board of Directors of the Company in their respective meetings held on 13 August, 2025 and based on the recommendation of the Nomination and Remuneration Committee in its meeting held on 13 August, 2025, have accorded their approval, subject to the approval of Members at the Annual General Meeting, to revise the remuneration of Mr. Shrivatsa Somany, Head – Bathware Business to ₹ 80,00,000 per annum and such other perquisites in accordance with the Company policies with effect from 18 September, 2025, with authorization to the Board of Directors to alter, vary and modify the terms, conditions and stipulations, finalize annual increments from time to time.

Mr. Shrivatsa Somany is son of Mr. Shreekant Somany, Chairman & Managing Director (DIN:00021423) and brother of Mr. Abhishek Somany, Managing Director & Chief Executive Officer (DIN:00021448) of Company.

Mr. Shrivatsa Somany, aged about 36 years, holds Bachelor of Science in Computer Science from Clarkson University, New York and Master of Science in Computer Science from Pennsylvania State University, Pennsylvania, United States. He has been associated with the Company from 2021 and since then he has been assigned with the responsibility of Bathware Division. He has played a pivotal role in the overall performance of the Bathware Division resulting in a 4 years CAGR growth of ~15% during 2021-25 against the Company's overall growth of ~12%. Under his leadership, Bathware division reached to the revenue of ~₹ 300 Crores in FY 2024-25.

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(i) of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding ₹ 2,50,000/- shall be subject to approval by the Board of Directors of the Company and the Members of the Company. Further, fourth proviso to Section 188(1) of the Act prescribes that nothing in this sub-section shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis. Although, the above transaction is at arms' length basis and in ordinary course of business for the Business, approval of Members is sought by way of Ordinary resolution.

The above-mentioned appointment is not a material related party transaction to the Company. Accordingly, the approval of members in terms of regulation 23 of the Listing Regulations is not required.

None of the Directors, Key Managerial Personnel ("KMP") and/or their respective relatives is in anyway, except Mr. Shreekant Somany, Chairman & Managing Director, Mr. Abhishek Somany, Managing Director & Chief Executive Officer and their relatives, are concerned or interested, financially or otherwise, in the Resolution mentioned under Item No.6 of the Notice.

Based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board recommends the Ordinary Resolution set forth under Item No. 6 of the Notice for approval by the Members.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The Members may note that in terms of the provisions of the Companies Act, 2013 and the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth under Item No. 6 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ITEM NO. 7

Approval for revision in Remuneration of Mr. Ameya Somany, holding office or place of profit in the Company.

The Audit Committee and the Board of Directors of the Company in their respective meetings held on 07 May, 2025 and based on the recommendation of the Nomination and Remuneration Committee in its meeting held on 07 May, 2025, have accorded their approval, subject to the approval of Members at the Annual General Meeting, to revise the remuneration of Mr. Ameya Somany, Deputy General Manager to ₹ 80,00,000 per annum and such other perquisites in accordance with the Company policies with effect from 18 September, 2025, with authorization to the Board of Directors to alter, vary and modify the terms, conditions and stipulations, finalize annual increments from time to time.

Mr. Ameya Somany is son of Mr. Abhishek Somany, Managing Director & Chief Executive Officer (DIN:00021448) and grandson of Mr. Shreekant Somany, Chairman & Managing Director (DIN: 00021423).

Mr. Ameya Somany, aged about 28 years, holds Sociology Major, Entrepreneurship Minor from The University of Southern California, Los Angeles, California and MBA from London Business School, London, United Kingdom. Mr. Ameya Somany is associated with the Company since 2021. He has played a pivotal role in expanding business of adhesive vertical. He led the nascent adhesive business and successfully scaled it nearly nine-fold, from ₹ 12 Crores to ₹ 90 Crores within a span of four years. This significant growth also facilitated the strategic acquisition of a majority stake in M/s Dura Build Care Private Limited, further strengthening the Company's position in the adhesives market.

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(i) of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding ₹ 2,50,000/- shall be subject to approval by the Board of Directors of the Company and the Members of the Company. Further, fourth proviso to Section 188(1) of the Act prescribes that nothing in this sub-section shall apply to any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis. Although, the above transaction is at arms' length basis and in ordinary course of business for the Business, approval of Members is sought by way of Ordinary resolution.

The above-mentioned appointment is not a material related party transaction to the Company. Accordingly, the approval of members in terms of regulation 23 of the Listing Regulations is not required.

None of the Directors, Key Managerial Personnel and/or their respective relatives is in anyway, except Mr. Shreekant Somany, Chairman & Managing Director, Mr. Abhishek Somany, Managing Director & Chief Executive Officer and their relatives, are concerned or interested, financially or otherwise, in the Resolution mentioned under Item No.7 of the Notice.

Based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board recommends the Ordinary Resolution set forth under Item No. 7 of the Notice for approval by the Members.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The Members may note that in terms of the provisions of the Companies Act, 2013 and the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth under Item No. 7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ITEM NO. 8

Approval for modification of the object clause of Memorandum of Association of the Company.

The Company has invested 49% equity stake in Clean Max Ananta Private Limited by entering into a Shareholders Agreement ("SHA"). As per the SHA, it is proposed to set up renewable energy-based captive generating plant having solar capacity of 9.9 MWp/6.6 MWac and Somany Ceramics Limited as a captive user will take off electricity from the aforesaid project.

Since, Somany Ceramics Limited has entered into the SHA for receiving open access power at its plant situated at Kassar, Bahadurgarh, Haryana under the Group Captive arrangement. In line with the statutory requirements of the Haryana Electricity Nodal Agencies i.e. Distribution Company (Discom) / Haryana Vidyut Prasaran Nigam Limited (HVPNL), the object clause for power generation is required to be added by way of amendment in the Memorandum of Association of the Company.

The proposed amendment to the Memorandum of Association by adding the object clause related to the development, operation, and maintenance of power plants—including renewable and non-renewable energy sources—aligns with Somany Ceramics Limited's strategic vision to enhance sustainability and energy efficiency. By enabling captive power generation through renewable sources such as solar energy, the Company aims to secure a stable, cost-effective power supply for its manufacturing facilities, improve operational resilience, and promote responsible energy consumption.

In view of the above, it is proposed to modify the existing object clause 3(b) in Memorandum of Association of the Company by adding the following new sub clause to "objects incidental or ancillary to the main objects of the Company as set out in Paragraphs (i) to (iv) of sub – clause (a) above are:

(xxxiii)To develop, construct, operate, and maintain power plants and facilities, procure, sell, trade, consume and to deal in related equipment and services, Production of the Power Generation from Renewable Energy and Non-Renewable Energy and Power Consumption from Renewable Energy and Non-Renewable Energy.

The draft copy of the Memorandum of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company on any working day during Business Hours till the date of AGM.

None of the Directors, Key Managerial Personnel ("KMP") and/or their respective relatives is in anyway, are concerned or interested, financially or otherwise, in the Resolution mentioned under Item No. 8 of the Notice.

Based on the Board of Directors, the Special Resolution set forth under Item No. 8 of the Notice is recommended for approval by the Members.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

ITEM NO. 9

Appointment of M/s Pinchaa & Co., (Firm Reg. No. P2016RJ051800), Company Secretaries as Secretarial Auditors of the Company for a term of five (05) consecutive years

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act') and pursuant to Regulation 24A of the Listing Regulations as amended, effective from 01 April, 2025, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.

The listed entity shall appoint or re-appoint on the basis of recommendation of Board of Directors and with the approval of Members in its Annual General Meeting:

(i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or

(ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five Consecutive years,

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 06 February, 2025, has approved the appointment of M/s Pinchaa & Co., Company Secretaries, (Firm Registration No. P2016RJ051800) as the Secretarial Auditors of

the Company for a first term of five (5) consecutive years, commencing from 01 April, 2025 till 31 March, 2030 on such remuneration as may be mutually agreed between the Company's management and the Secretarial Auditors, subject to approval of the Members at the ensuing Annual General Meeting.

Pursuant to Regulation 36(5) of Listing Regulations , the credentials and terms of appointment of M/s Pinchaa & Co. as Secretarial Auditors are as under:

M/s Pinchaa & Co. is a peer reviewed and a well established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India. M/s Pinchaa & Co. was founded in year 2016 and is devoted towards providing a wide gamut of high quality advisory services and solutions to a wide network of clients all over India in the field of Corporate Laws, especially in the core area of Company Law matters. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance.

M/s Pinchaa & Co. has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that they are not disqualified from being appointed as Secretarial Auditors.

While recommending M/s Pinchaa & Co. for appointment, the Board and the Audit Committee evaluated various factors such as independence efficiency, industry experience and technical skills.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution mentioned under Item No. 9 of the Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The Board of Directors recommends the Ordinary Resolution set out at item no. 9 of the Notice for approval by the Members.

Annexure-A

Disclosure relating to Director pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings;

Name of the Director	**Mr. Abhishek Somany** DIN: 00021448
Age	53 years
Qualification	Bachelor of Business Administration from Richmond University, U.K. with specialization in Finance & Marketing
Experience	About 30 years
Terms and Conditions of Re-appointment	As per explanatory statement
Remuneration sought to be paid	As per explanatory statement
Remuneration last drawn for the FY 2024-25 (₹ in Lakhs)	518.08
Date of first appointment on the Board	03/09/2001
Shareholding in the Company	18,74,575*
Relationship with other Director, Manager and other KMP	Son of Mr. Shreekant Somany, Chairman & Managing Director
Number of Board Meetings attended during the Year	6
Other Directorship Details	• Somany Bathware Limited • Indian Council of Ceramic Tiles and Sanitaryware
Membership/ Chairmanship of Committees of other Boards	NIL
Listed Entities from which the Director has resigned in the past three years	None

*Out of 18,74,575 equity shares 18,55,633 equity shares are held as Karta of Abhishek Somany (HUF).

Note: Other details such as Brief Resume/Profile, nature of expertise, skill & capabilities of proposed appointee Directors are provided in the Explanatory Statement to the Notice and the Corporate Governance Report, forming part of Annual Report.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Shreekant Somany

Mr. Abhishek Somany

Mr. Ghanshyam Girdharbhai Trivedi

Mr. Rameshwar Singh Thakur

Mrs. Rumjhum Chatterjee

Mr. Vineet Agarwal

Mr. Manit Rastogi
(Appointed w.e.f. 15 May, 2024)

Mr. Zubair Ahmed
(Appointed w.e.f. 01 October, 2024)

Mr. Siddharath Bindra
(Ceased to be director w.e.f. 25 May, 2024)

Mr. Salil Singhal
(Ceased to be director w.e.f. 12 August, 2024)

Mr. Ravinder Nath
(Ceased to be director w.e.f. 12 August, 2024)

CHIEF EXECUTIVE OFFICER-TILE BUSINESS

Mr. Amit Sahai

CHIEF FINANCIAL OFFICER

Mr. Sailesh Raj Kedawat

Sr. GM (LEGAL) & COMPANY SECRETARY

Mr. Ambrish Julka
(Ceased to be CS w.e.f. 07 May, 2025)

COMPANY SECRETARY

Mr. Anuj Kalia
(Appointed as CS w.e.f. 08 May, 2025)

BANKERS

Punjab National Bank
Kotak Mahindra Bank
HDFC Bank
ICICI Bank

STATUTORY AUDITORS

Singhi & Co., Chartered Accountants

WEBSITE

www.somanyceramics.com

Own Plants

Kassar Plant
P.O- Kassar - 124 507, Bahadurgarh
Distt. Jhajjar, Haryana

Kadi Plant
14, G.I.D.C, Industrial Estate,
Kadi - 382 715
Distt. Mehsana, Gujarat

SUBSIDIARY COMPANIES

Somany Bath Fittings Pvt. Ltd.
Somany Bathware Ltd.
Somany Excel Vitrified Pvt. Ltd.
Somany Max Pvt. Ltd.
Somany Piastrelle Pvt. Ltd.
Somany Sanitary Ware Pvt. Ltd.
SR Continental Ltd.
SRCL Buildwell Pvt. Ltd.
(Subsidiary of SR Continental Limited)
Sudha Somany Ceramics Pvt. Ltd.

ASSOCIATE COMPANIES

Vintage Tiles Pvt. Ltd.

Vicon Ceramic Pvt. Ltd.

Clean Max Ananta Pvt. Ltd.

REGISTERED OFFICE

2, Red Cross Place, Kolkata (W.B.) - 700 001
CIN: L40200WB1968PLC224116

CORPORATE OFFICE

F-36, Sector 6, Noida (U.P) - 201 301
Phone: 0120-4627900

REGISTRAR & SHARE TRANSFER AGENT

Maheshwari Datamatics Private Limited
23, R. N. Mukherjee Road, 5th Floor,
Kolkata - 700 001
Phone: 033-2243 5029/2248 2248,
E-mail: mdpldc@yahoo.com

Disclaimer:
This document contains statements about expected future events and financials of Somany Ceramics Limited ('The Company'), which are forward-looking. By their nature, forward- looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

SOMANY

Corporate Office: F-36, Sector 6, Noida (U.P.) - 201301
Phone: 0120-4627900 | www.somanyceramics.com

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SOMANY CERAMICS LIMITED

CIN : L40200WB1968PLC224116
Registered Office : 2, Red Cross Place, Kolkata – 700 001, West Bengal, India,
Phone : +91-033-2248 7406/5913
E-mail : sclinvestors@somanyceramics.com/ corporateaffairs@somanyceramics.com
Website : www.somanyceramics.com

Srl : **Date : 25th August, 2025**
Name of Shareholder
Address

Folio No. / DP & Client ID :-

Dear Member(s),

Sub : Web-link and path of Notice of 57th Annual General Meeting and Annual Report for FY 2024-25

We are pleased to inform you that the **57th Annual General Meeting(AGM)** of the Members of Somany Ceramics Limited ('the Company') will be held on **Thursday, 18th September, 2025**, at **11.30 A.M** (IST) through Video Conferencing/Other Audio-Visual Means (OAVM) in compliance with the various circulars issued by MCA and SEBI from time to time.

The Notice of the 57th AGM (AGM Notice) along with the Annual Report for the Financial Year 2024-25 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or Depository Participant(s) (DPs).

Based on the records available with the Company and/or RTA, we find your email address is not registered against your demat account/folio number. Therefore, we are unable to send the copy of the AGM Notice along with Annual Report 2024-25 electronically to you. In accordance with Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 this letter is being sent with the web link and the exact path to access the AGM Notice and the Annual Report for FY 2024-25, details whereof are given herein below. You may also access / download the Annual Report for FY 2024-25 by scanning the below QR Code.

AGM Notice	**Web-link**	https://d3joggurz1vobr.cloudfront.net/investorrelations/3cc03652-3bba-4201-9997-f8ba262c4ae9-1756110685622.pdf
	Path	www.somanyceramics.com> Investor Relations >Corporate Announcements with Stock Exchanges >AGM/EGM/Board > Notice of 57th Annual General Meeting | 18.09.2025
Annual Report	**Web-link**	https://d3joggurz1vobr.cloudfront.net/investorrelations/ef742b3d-0666-420e-ac0a-acda0431a77c-1756111177863.pdf
	Path	www.somanyceramics.com> Investor Relations >Financial Information > Annual Reports>Annual Report | 2024-2025

Additionally, AGM Notice and Annual Report for FY 2024-25 are also available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Furthermore, AGM Notice is also available on website of CDSL i.e. www.evotingindia.com.

You are requested to register your complete KYC including email ID with your DPs for shares held in electronic form and for Shares held in physical form by writing to the Company's RTA, M/s Maheshwari Datamatics Pvt Ltd having Registered Office at 23, R N Mukherjee Road, 5th Floor, Kolkata 700 001; Tel : +91 33 22482248; E-mail : contact@mdplcorporate.com

Thanking You,

Yours Sincerely,
For Somany Ceramics Limited

Sd/-
Anuj Kalia
Company Secretary & Compliance Officer
Membership No.: A31850

Note : This is computer generated letter, no signature required.