

#### September 04, 2025

То,	То,	
The Manager (CRD)	The Manager - Listing Department	
BSE Limited	National Stock Exchange of India Ltd	
Phiroze Jeejeebhoy Towers,	Exchange Plaza, Plot no. C/1, G Block,	
Dalal Street, Fort,	Bandra-Kurla Complex, Bandra (East)	
Mumbai – 400 001	Mumbai - 400 051	
Scrip Code: 522215	Symbol : HLEGLAS	

SUB: Submission of Annual Report for the Year 2024-25

Dear Sir/ Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith copy of the 34<sup>th</sup> Annual Report with regards to the ensuing Annual General meeting of the Company convened on Friday, 26<sup>th</sup> September, 2025 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI), from time to time.

Kindly note that a soft copy of the said Annual Report has been uploaded on the Company's website: <a href="https://www.hleglascoat.com">www.hleglascoat.com</a>.

Kindly take the above on records.

Thanking You,

Yours faithfully,
For **HLE Glascoat Limited** 

ACHAL S. THAKKAR
Company Secretary &
Compliance Officer

Encl: As Above



ANNUAL REPORT

2024-25



Innovation-Led
Purpose-Driven

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#### **Forward-looking Statement**

This document contains statements about expected future events and financials of HLE Glascoat Limited, 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 in the document.



To view this report online and to know more about us, please visit:

www.hleglascoat.com



FY 2024-25 Highlights

₹ 1,02,758.7 Lakhs

**Revenue from Operations** 

₹ **55,428.47** Lakhs

Consolidated Net Worth

₹ **14,093.4** Lakhs

**EBITDA** 

₹ **6,176.7** Lakhs

PAT

# ₹ **57,506.2** Lakhs

Order Book as of March 31, 2025

### Industry-wise Revenue Break-up



API & Pharma 49.90%
Chemicals 36.75%
Agrochemicals and Fertilisers 4.83%
Others 8.52%

### Product-wise Revenue Break-up



Filters and Dryers 25.24%
Reactors 31.14%
Heat Exchangers 12.15%
Other Equipment 16.09%
Spares and Service 15.38%





# Progress begins with a question,

# How can we make it better?

At HLE Glascoat, this question drives us to explore new possibilities, challenge what is familiar, and create solutions that go beyond the expected. FY25 was a year where fresh ideas met a clear sense of responsibility, shaping outcomes that strengthened our business and created value for those we serve.

Across our facilities, we reimagined processes, embraced technology, and pushed the boundaries of engineering. From advanced automation and smarter manufacturing practices to designs that respond to evolving customer needs, our teams worked with a shared intent, to deliver equipment and systems that enable our customers to enhance their competitiveness in the global chemical market.

Our journey is about more than technical achievement. Every improvement we make is tied to a larger purpose, enabling customers across the globe to be more productive, efficient and sustainable. Whether it was reducing environmental footprint, enhancing workplace safety, or improving process efficiency, we acted with a long-term view of the change we want to create.

The results of the year speak to this balance between progress and responsibility, stronger operational efficiencies, new product developments, expanded R&D capabilities, and deeper partnerships with customers and stakeholders. As we move forward, our path remains clear: to keep raising the bar in what we can achieve, while ensuring that every step forward contributes to increased efficiency and productivity of the process industry across the globe.



#### HLE GLASCOAT AT A GLANCE

# Where Legacy Shapes the Future

HLE Glascoat stands as a trusted engineering partner for some of the world's most demanding chemical and pharmaceutical manufacturers. With a legacy spanning over four decades, we have consistently delivered reliable, high-performance process equipment that powers complex chemical operations. Our reputation has been built on deep-rooted expertise in chemical engineering, precision manufacturing, and a strong focus on innovation.

Today, we are a market leader in India's filtration and drying equipment segment and among the top global producers of glass-lined equipment. Our product range spans across filtration and drying systems, glass-lined reactors and components, and heat transfer equipment, all tailored to suit diverse material specifications and operating environments. As the world's largest manufacturer of Agitated Nutsche Filter Dryers (ANFDs), we continue to address the critical needs of modern chemical manufacturing with technologically advanced, scalable, and customised solutions.

What differentiates HLE Glascoat is the fusion of engineering intelligence with process know-how – enabling us to design bespoke solutions that are not only efficient but also sustainable. This unique strength has made us the preferred partner for clients across sectors and geographies, reinforcing our role as a solution-first company in an evolving global marketplace.

Our journey began in 1981 with the incorporation of HLE Engineers Pvt. Ltd., focussed on developing process equipment for chemical applications. A significant shift came in 2017 with the acquisition of Swiss Glascoat Equipments

Ltd., marking our entry into glasslined systems. In 2021, our strategic acquisition of Thaletec GmbH (Germany) further strengthened our leadership in glass-lining technology, while expanding our global footprint and access to highend engineering expertise.

Our portfolio grew further with the majority acquisition of Kinam Engineering (now Kinam Engineering Industries Pvt. Ltd.), a specialist in heat transfer equipment and exotic metal fabrication. This acquisition brings operational synergies, integrated workflows, and enhanced manufacturing capabilities, positioning us to serve highspec industries like oil & gas and defence.

### **Strong Parentage**

HLE Glascoat operates under the respected banner of the Patel Group of Companies — a legacy founded in 1951 by the visionary late Dr. Khushalbhai H. Patel. A pioneer in India's chemical and engineering sectors, Dr. Patel laid the foundation with Indosal Chemicals, the first Indian company to manufacture Salicylic Acid. Over the decades, the Group has expanded its influence across chemical manufacturing and process engineering, establishing a name synonymous with technical innovation, industrial foresight, and entrepreneurship.









To be the industry reference for excellence in engineering while being socially and environmentally responsible



To achieve heights of transparent excellence in providing world-class affordable engineering solutions consistent with cutting-edge innovation



#### Ownership

We act as owners and passionately drive organisational success

#### Walk the Talk

We do what we say. Commitment is an act, not just a word for us

#### Agility

We respond quickly and decisively to situations and requirements of all stakeholders

#### **Customer-Centricity**

We put customer at the centre of everything that we do

#### **People Care**

We value our people and create an environment for them to flourish

#### Excellence

We continually set higher benchmarks in everything we do and strive to succeed

### Key Numbers that Define our Legacy

40+ years

Of experience in filtration and drying equipment, being the largest player in India

5
Manufacturing facilities

**5,000+** Equipment p.a.

**125** years

Of experience in glass-lined equipment, being one of the largest players in India

**1,160** Employees

30,000+
Installations in the last decade

45+ years

Of experience in heat exchangers equipment

Largest

Manufacturer of ANFDs globally

>50%

Market Share in Filtration and Drying Equipment manufacturer in India



COMPETITIVE EDGE

# Where Innovation Becomes an Advantage

Over the years, we have created a competitive edge by investing in technology, talent, and systems that set us apart in the global market. From process simulation and material R&D to robotic welding and SPMs, our focus is to deliver first-time-right, precision-built equipment that solves the most complex needs of chemical and pharmaceutical manufacturers.

Our ability to integrate design, development, testing, and production under one roof makes us more than just an equipment manufacturer, we are a full-scale engineering partner. Backed by a strong application and pilot testing infrastructure, our customers benefit from faster innovation cycles, better accuracy, and sustainable performance.



## Pilot Plant and R&D Facility

Allows clients to conduct live trials on ANFDs and RVPDs before commercial deployment. Provides full-scale support in process development and scale-up for various chemical applications.



## Centre of Excellence for Glass-lining

Advances indigenisation, digital transformation, and sustainable process engineering, and plays a key role in strengthening our product development capabilities. Translating global expertise into high-performance solutions tailored for the chemical and pharmaceutical industries, backed by our collaboration with Thaletec GmbH (Germany).



## Application Centre - Fully Equipped

Includes advanced units like Melt Crystallisers, Loop Reactors, HPLC & GC testing labs, steam and chilling utilities, and a complete suite of filtration, drying, and reactor systems.



#### Design and Engineering Excellence

With 35+ engineers, we use advanced 3D CAD/CAM systems and follow global codes to deliver faster, customisable, and first-timeright engineering output.



## Special Purpose Machines (SPMs) and Tooling

SPMs, developed in-house, reduce manhours and enhance precision, without compromising the flexibility needed for custom projects.



## Robotic Welding & Fabrication

Two robotic welding arms and 200+ certified welders ensure repeatable, high-strength welds critical to high-pressure equipment manufacturing.



### Precision Machining Capabilities

Advanced CNC tools and largeformat machines cut down machining hours and ensure high repeatability and accuracy across all batches.



#### Digitised Production Management

ERP-integrated dashboards and planning systems enable real-time production control and throughput optimisation.



### Marquee Clientele

Our solutions are trusted by leaders in:

























































































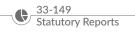




PRODUCT PORTFOLIO

# Diverse offerings for varied needs

Our commitment to addressing unique process needs is reflected in our diverse product portfolio. From storage and reaction to heat transfer, refining, and solid-liquid separation, our solutions are designed to serve the chemical, pharmaceutical, and allied sectors with precision and reliability. By staying at the forefront of technological advancements, we ensure that our offerings not only meet but exceed industry standards, delivering unparalleled value to our clients worldwide.



# Filtration and Drying Equipment

Complete suite of equipment for filtration and drying processes across chemical applications

Tailor-made solutions designed to meet specific operational and process needs

#### **Products**

#### Agitated Nutsche Filter-Dryers (ANFD)

Enables vacuum-based solid-liquid separation with contamination-free drying and solvent recovery.

#### Rotary Vacuum Paddle Dryers (RVPD)

Ensures gentle, uniform drying of heatsensitive materials under vacuum with energy efficiency.

#### Kilo-Lab Filter Dryers

Ideal for pilot-scale batches, offering compact, multipurpose filtration and drying.

#### Rapid Disc Dryer-Cooler

A patent-pending HLE innovation that redefines paddle drying by nearly doubling capacity within the same footprint.

#### **Orbicular Dryer**

Premium drying solution for sensitive pharmaceutical products, offering exceptional cleaning access for faster changeovers.

#### **End-user industries**

Agrochemicals | Speciality and fine chemicals | Dyes, pigments and intermediates | Active pharmaceutical ingredients | Pharmaceutical | Nutraceutical | Food

### Glass-Lined Equipment

Comprehensive range designed for diverse chemical and pharmaceutical processes

Enables key operations such as storage, reaction, heat exchange, filtration, and drying

#### **Products**

#### **Glass-Lined Reactors**

User-friendly reactors designed as per DIN 28136 standards, available in capacities ranging from 63 litres to 50,000 litres, ensuring flexibility across process scales.

#### Glass-Lined Storage Vessels & Receivers

Offered in both horizontal and vertical configurations, these tanks serve diverse applications including storage, receiving, and specialised functions such as Bromine handling — with sizes ranging from 50 to 65,000 litres.

#### **Glass-Lined Heat Exchangers**

Available in plate-type and shell-in-shell configurations, with heat transfer areas of 4 to 10 square metres. Designed for enhanced durability and maintenance-free performance in corrosive environments.

#### **Glass-Lined Columns**

Manufactured up to 2.4 metres in diameter and 6 metres in length, supported by dedicated infrastructure. With over 500 successful installations across India, these columns reinforce HLE's leadership in the segment.

#### **End-user industries**

Agrochemicals | Specialty and fine chemicals | Dyes and intermediates |
Active pharmaceutical ingredients | Pharmaceutical | Nutraceutical | Food



### **Exotic Metal Equipment**

Engineered using deep expertise in handling exotic metals and alloys

Trusted partner for specialised equipment in demanding applications

#### **Products**

#### **Customised Exotic Metal Fabrication**

Precision-engineered equipment built using a wide range of exotic materials, including Hastelloy® (C-276, C-22, C-2000), Inconel, Monel, Nickel, and Titanium.

Capable of fabricating units up to 75 mm thick, 4.5 metres in diameter, and weighing up to 60 MT, ideal for demanding, highpressure applications.

#### **End-user industries**

Agrochemicals | Speciality and fine chemicals | Dyes and intermediates Bulk chemicals | Pharmaceutical | Oil and gas | Mineral processing | Aerospace | Marine

### **GMP Pharma** Models

Engineered in compliance with cGMP standards

Customised for the stringent requirements of the pharmaceutical sector

Optimised to minimise product hold-up, enable easy cleaning, and ensure quick batch changeovers

#### **Products**

#### cGMP Agitated Nutsche Filter Dryers (ANFD)

Purpose-built for pharma use with detachable bottoms, double-lip sealing, and zero product hold-up for fast, clean batch turnovers.

#### cGMP Rotary Vacuum Paddle Dryers (RVPD)

Features a cantilever design for quick access, ideal for sterile and cleanroom environments requiring contamination-free drying.

#### cGMP Glass-Lined Reactors

Made with GEL 2201 pharma-grade glass, offering ultra-smooth, noncorrosive surfaces with superior resistance to chemicals and microbial growth.

#### **End-user industries**

Active pharmaceutical ingredients | Pharmaceutical | Nutraceutical | Food



# Heat Transfer Solutions

Expanded after acquisition of Kinam Engineering

Advanced solutions designed for high-efficiency and compact footprints

Cater to demanding sectors including chemical, pharma, petrochemicals, oil & gas, fertilisers, etc.

#### **Products**

#### Shell & Tube Heat Exchangers (STHE)

Offers robust and versatile heat transfer for industrial processing.

### Corrugated Tube Heat Exchangers (CTHE)

Delivers 30–50% better efficiency with low fouling and compact size.

#### **Spiral Heat Exchangers**

Self-cleaning design ideal for viscous or fouling-prone fluids.

#### Plate Heat Exchangers (K-PEX)

Compact, efficient heat exchangers with easy maintenance.

#### **Box Heat Exchangers**

Space-saving condenser units with high condensation efficiency and easy cleanability.

#### HeliKorr Heat Exchangers

Combines helical baffles and corrugated tubes for maximum heat transfer. (New Launch).

#### KCS - Kinam's Condensing System

Integrates multiple condensers into one compact pharma-ready solution. (New Launch).

#### **End-user industries**

Chemicals | Pharmaceuticals | Petrochemicals | Fertilisers | Paints & coatings |
Steel | Paper | Oil & gas | Food Flavours | Textile

Product Expansion in FY 2024–25

Added new heat exchanger systems via Kinam integration

Expanded engineering capability for exotic and high-pressure metal equipment

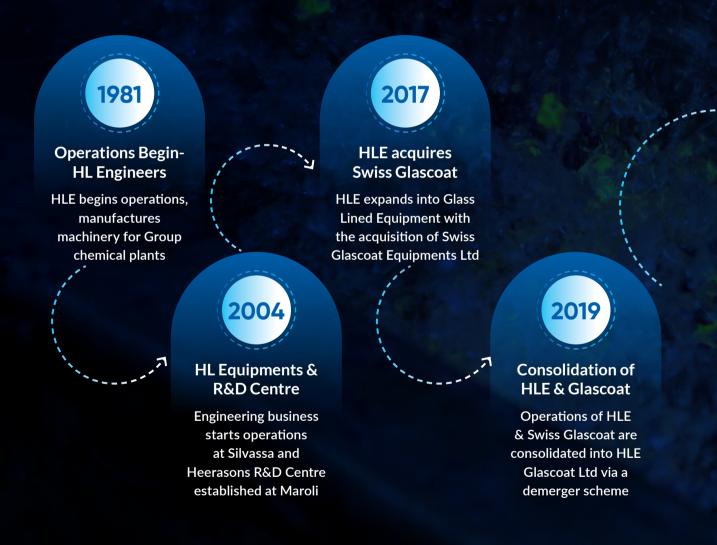
Continued scale-up of GMP-grade large reactors and filters for global markets Strengthened presence in the Oil & Gas segment with first deliveries in FY25



**JOURNEY** 

# **Shaping Excellence Over Time**

Since inception, HLE Glascoat has been driven by a single mission: to deliver engineering solutions that make a difference. What began as an equipment supplier for in-house chemical operations has evolved into one of India's most respected process engineering companies. With each strategic move, from pioneering filtration and drying systems, to global acquisitions in glass lining and heat transfer technology, we have scaled our capabilities and expanded our reach.





### Acquisition - Thaletec GmbH

**HLE Glascoat acquires** the global business of leading Glass lining company Thaletec GmbH



### **Acquisition - Kinam Engineering Industries**

HLE Glascoat acquires one of the reputed manufacturers of multiple types of Heat **Transfer equipment** 



### **Greenfield Plant at** Silvassa

Augmentation of Filtration & Drying **Equipment capacity** 



### Thaletec LLP (India)

Complete tailored, reliable, and efficient Glass-Lined Solutions for the pharma and chemical industry



**PRESENCE** 

# Not Just Present. Positioned.







MANAGING DIRECTOR'S MESSAGE

# Turning Challenges into Opportunities

#### Greetings Shareholders,

FY25 was a year that tested the resilience of organisations across sectors amid global uncertainties. I am pleased to report that we stood strong, delivering a resilient performance marked by operational agility, strategic consolidation, and meaningful progress across all fronts.

Our journey this year was supported by the same values that have defined our organisation, engineering excellence, innovation, and a commitment to stakeholder value. With your continued trust, we have made tangible strides in our transformation into a diversified process equipment company with global relevance.



#### **Economic and Industry Landscape**

The Indian economy continued its stable growth trajectory, registering a real Gross Domestic Product (GDP) growth of 6.5% for FY25. Strong domestic consumption, policy support, and ongoing investments in manufacturing and infrastructure were the main drivers of the growth. The goal of a \$5 trillion economy by FY28 appears more feasible given that India is currently the fourth-largest economy in the world by nominal GDP and third by purchasing power parity.

Government programmes like the PLI schemes, Make in India 2.0, and massive investments in physical and digital infrastructure have improved industrial competitiveness and fostered an atmosphere that is conducive to private investment. This commitment was strengthened by the FY26 Union Budget, which increased capital expenditure to ₹11.21 Lakh Crores.

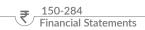
For the engineering sector in particular, FY25 was a year of strong export growth, surpassing \$116.6 Billion, driven by demand from pharmaceuticals, chemicals, and infrastructure-linked industries. The filtration and drying equipment segment grew by 7.7% and is projected to sustain its momentum with

increased industrialisation and environmental regulations. The glass-lined equipment market continues to expand steadily, supported by innovation and stricter regulatory requirements, especially from the pharmaceutical industry. Heat exchanger demand also grew in double digits, fuelled by thermal efficiency needs and decarbonisation efforts.

#### **FY25 Business Performance**

Despite global headwinds and volatility in export markets during the early part of the year, HLE Glascoat delivered a commendable financial performance in FY25. Consolidated revenue from operations grew by 6.2% to ₹1,028 Crores, driven by consistent demand across key product segments and improved execution across markets. Our EBITDA margin stood at 13.7% for the year, reflecting operational discipline and cost optimisation initiatives that helped us sustain profitability across verticals. We recorded a PAT of ₹62 Crores, a 51% Y-o-Y increase, with steady margin recovery and improved mix. At the same time, we strengthened our balance sheet by reducing consolidated debt by ₹50 Crores and generating strong cash flows from operations, underscoring the financial resilience of our business.





The glass-lined equipment (GLE) vertical, our flagship offering, continued to demonstrate resilience, with revenue growing 17% year-on-year to ₹582 Crores. Demand remained robust, particularly from pharmaceutical clients, while the Thaletec product line, with its advanced automation and superior glass quality, gained deeper traction in the Indian market and strengthened our domestic positioning.

Our Filtration & Drying (F&D) business, after a muted first half due to softness in the chemical sector, witnessed a revival in the second half of the year. Revenues for the year stood at ₹109 Crores. We successfully maintained double-digit margins and improved cost efficiency through the cycle, enabling the business to remain a meaningful contributor to both topline and profitability.

One of the key highlights of the year was the strong traction in our Heat Transfer Equipment (HTE) business, which delivered ₹122 Crores in revenues, registering 38% growth year-on-year. The acquisition of Kinam Engineering Industries, concluded in FY24, has now entered an operationally synergistic phase. We are already seeing benefits from shared customer access, improved capacity utilisation, and broader market diversification across sectors such as oil and gas and engineered systems.

These three verticals form a resilient and de-risked portfolio, well-positioned to address growth opportunities across process industries in India and global markets.

#### Strategic Focus and Integration

The integration of Thaletec GmbH (Germany) and Kinam Engineering Industries (India) continues to be central to our growth strategy. In FY25, we completed the third phase of Kinam's integration, focussing on process optimisation, order visibility, and cross-leveraging marketing networks.

The Thaletec Inc. (USA) platform is helping us make early inroads into the North American market, while the German entity continues to lead product innovation for the Group.

We ended the year with a robust order book of ₹602 Crores, comprising ₹342 Crores in domestic orders and ₹260 Crores in exports, providing us with five to eight months of revenue visibility. Export demand from Europe and the US is expected to improve further as capex cycles resume in key enduser industries.

#### Sustainability and Operational Resilience

One of the main components of our transformation roadmap is sustainability. In FY25, we launched a 74:26 joint venture with Clean Max Anchorage to establish a captive solar and wind hybrid power project in Gujarat. Our new 5.61 MW renewable energy project, which combines 3.3 MW wind and 2.31 MWp solar capacity, will lower our carbon footprint and energy costs while enhancing our ESG credentials.

At the same time, we remain committed to operational excellence and have made ongoing investments in automation, safety, and innovative design throughout our Anand and Maroli facilities. These strategic initiatives benefit all stakeholders and place us in a strong positions for long-term growth.

#### Outlook for FY26 and Beyond

As we enter FY26, we do so with cautious optimism. While geopolitical tensions and global trade uncertainties persist, we are encouraged by early signs of recovery in industrial capital expenditure, renewed momentum in exports, and stabilising pricing trends.

Leveraging synergies across our three verticals to drive growth and margin enhancement will continue to be our strategic focus. To enhance product quality, boost automation, and increase lifecycle value, we are making efforts to bolster presence in high-potential export markets and grow our innovation pipeline. At the same time, we are dedicated to increasing our usage of renewable energy sources and steadily advancing our sustainability goals. We also continue to generate healthy free cash flows and fortify the Company's overall foundation for long-term value creation.

Our diversified product mix, technology partnerships, customer-centric approach, and global mindset will continue to differentiate HLE Glascoat as a reliable and innovative partner to leading companies across the pharma, chemical, and industrial sectors.

### Acknowledgements

I would like to extend my heartfelt thanks to our Board of Directors for their guidance, to our leadership and employees for their dedication, and to all our stakeholders for your constant trust. Your support inspires us to push boundaries and deliver not just equipment, but outcomes that power progress.

Warm regards,

#### Himanshu Patel

**Managing Director** 

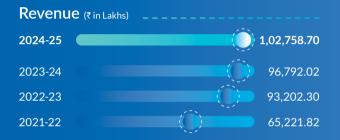


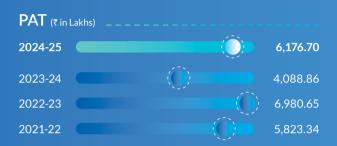
#### **KEY PERFORMANCE INDICATORS**

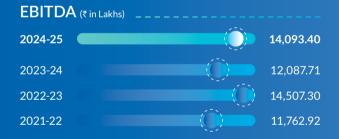
# **Numbers that Tell the Story**

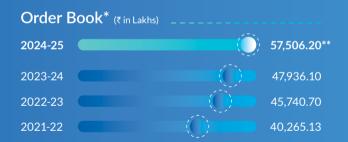
FY25 marked a year of steady growth and strategic execution. Strong revenue performance, improved profitability, and a healthy order book reflect the resilience of our business model and the effectiveness of our operational strategy. With focussed expansion and disciplined financial management, we continue to deliver consistent value to all stakeholders.

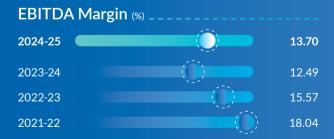
#### Profit and loss indicators







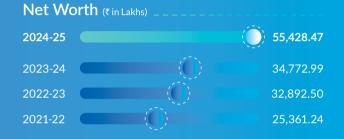


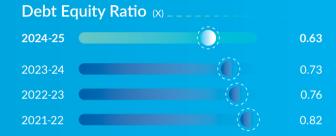


<sup>\*</sup>As of March 31, 2025

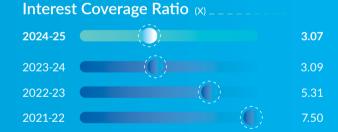
<sup>\*\*(</sup>providing visibility of 7 months for International business and 6 months for the Indian business.)

### **Balance sheet indicators**











MANUFACTURING AND OPERATIONAL EXCELLENCE

# Advancing Capacity, Driving Capability

We continue to invest strategically in expanding our manufacturing capacities and technological capabilities to meet the evolving needs of global markets. By strengthening our infrastructure and streamlining operations, we are enhancing efficiency, accelerating delivery, and unlocking new growth opportunities. These efforts are aimed at driving long-term value creation while ensuring precision, scalability, and customer-centric innovation at every stage.



### Manufacturing Infrastructure

Our manufacturing footprint spans five facilities, Anand, Maroli, Silvassa, Kinam Engineering, and THALETEC Germany, each aligned to product specialisation and global quality standards.

#### Anand

Centre for Glass-Lined Equipment with robotic welding and precision forming.

#### Maroli

Specialised in filtration and drying equipment with state-of-the-art machine shop.

#### Silvassa

Focussed on standardised ANFDs and SS Reactors since FY22.

#### Kinam Engineering

Adds depth in thermal systems including shelland-tube and corrugated heat exchangers

#### **THALETEC Germany**

ISO-certified unit for exotic alloy and custombuilt process systems.







### **Operational Excellence Initiatives**

In FY25, we advanced our operational excellence journey through targeted Kaizen initiatives, digitisation, and process optimisation, delivering measurable gains in quality, cost, delivery, and efficiency across our manufacturing network.

# Embedding Continuous Improvement

- Rolled out structured Kaizen projects across facilities, addressing quality, cost, delivery, and inventory (QCDI) goals.
- Trained 20 engineers and supervisors in 8D problem-solving techniques, with phased rollouts planned through FY26.
- Institutionalised "learning from failures" practices, ensuring preventive measures are standardised in SOPs.

#### **Quality Enhancement**

- Achieved zero customer complaints in BE-type agitators and significant reduction in bought-out component issues, including mechanical seals, electric motors, and gearboxes.
- Reduced nozzle edge chipping through revised QC processes and protective measures during handling.
- Strengthened GL thickness control with plant-wide SOPs and operator training, ensuring consistency at every coat.

#### **Process Digitisation**

- Deployed Power BI dashboards for welding consumable planning, manpower allocation, and real-time quality, sales, and production monitoring.
- Digitalised GL inspection and reporting, ball mill manufacturing controls, and furnace monitoring systems.

#### **Efficiency Gains**

- Cut production lead time in specific plants, unlocking ~22% additional production capacity and over
   ₹5 Crores in tangible savings.
- The Operating Cashflow improved on the back of improved receivables and better working capital management.
- Improved power utilisation and optimised gas usage, lowering power and fuel costs by an estimated
   ₹4 Crores annually.

#### Post-acquisition Integration

- Advanced automation in heat exchanger manufacturing and incorporated Thaletec-designed systems into Indian production, including mixing impellers, power baffles, and Max-Flux heat exchangers.
- Enhanced CNC integration and precision machining processes for thermal systems, improving throughput and reducing manual intervention.

Through these initiatives, HLE Glascoat continues to strengthen its operational resilience, enhance customer satisfaction, and deliver sustainable productivity improvements across its global manufacturing footprint.

### Each Facility is designed with a focus on

#### **High-Quality Production**

Built to deliver exceptional craftsmanship and consistent reliability across every product line.

#### **Efficient Operations**

Optimised for streamlined workflows that enhance productivity and reduce operational inefficiencies.

## Compliance with International Standards

Fully aligned with global quality, safety, and regulatory benchmarks to ensure trusted performance.

#### Flexibility to Meet Customer Demands

Engineered for customisation, enabling tailored solutions that address unique industry requirements.

The strategic placement of our facilities across key geographies allows us to serve domestic and global customers with agility. This robust infrastructure, combined with an efficient supply chain network, empowers us to cater to dynamic customer needs while reinforcing our leadership in the sector.

HOT LAB



RESEARCH & DEVELOPMENT (R&D)

# Engineering Innovation for Sustainable Leadership

FY25 marked the first full year of operations for our dedicated R&D Centre at Anand, Gujarat. The Centre advances indigenisation, digital transformation, and sustainable process engineering, and it now plays a key role in strengthening our product development capabilities. Backed by our collaboration with Thaletec GmbH (Germany), we are translating global expertise into high-performance solutions tailored for the chemical and pharmaceutical industries, in line with national priorities such as "Make in India" and industrial decarbonisation.

# Infrastructure and Capability Expansion

During the year, the company made significant investments in R&D infrastructure, resulting in substantial capability expansion. Key developments include:

- Deployment of advanced material characterisation and testing systems.
- Establishment of a dedicated simulation division for multi-physics modelling, heat transfer, mixing dynamics, and structural evaluation.
- Commissioning of pilot-scale prototyping and automation rigs.
- Adoption of digital tools for real-time defect analysis and quality control.

Our R&D Centre now houses a multi-disciplinary team of scientists, engineers, and designers, supported by modern laboratories and digital platforms.

### **Technology Development and Product Innovation**

Our innovation efforts during FY 2024-25 were anchored in five strategic themes:

#### **Surface Engineering**

Development of advanced coatings designed to enhance durability and safety in glass-lined equipment.

# Automation in Manufacturing

Introduction of automationbased processes to improve consistency, quality, and productivity in manufacturing.

# Reactor Internals & Thermal Optimisation

New configurations to reduce batch times and increase energy efficiency, leveraging simulation insights and global collaboration.

#### **Process Optimisation**

Deployment of indigenous solutions to enhance process repeatability, operator safety, and material efficiency.

### **Intellectual Property**

To safeguard our innovations, the Company filed multiple design registrations, patent applications, and trademarks linked to proprietary product platforms. Our structured innovation pipeline is built on systematic benchmarking and a focus on differentiation.

# Global Collaboration: Synergies with Thaletec GmbH

Our ongoing collaboration with Thaletec GmbH, Germany continues to strengthen product innovation and accelerate technology localisation. Regular technical exchanges have supported rapid validation and deployment of new designs suited to Indian industry requirements.





### Customer-Centric Engineering Support

R&D actively supported customers by providing design validation, performance optimisation, and technical troubleshooting. This proactive interface with Sales, Service, and Operations enhanced customer satisfaction and drove iterative product improvement.

### R&D Role in New Business Development (Omeras Integration)

With the acquisition of Omeras, a specialist in advanced process equipment and coatings, our R&D function will play a central role in integration and new product development. The collaboration is expected to:

- Leverage cross-technology synergies between glass-lined systems and Omeras' product portfolio.
- Expand application domains in highvalue industries through combined engineering expertise.
- Accelerate localisation of advanced technologies for Indian and global markets.
- Build joint innovation platforms for coatings, equipment internals, and automation-driven manufacturing processes.
- This integration marks a strategic opportunity for our R&D team to broaden the innovation pipeline, strengthen competitive positioning, and extend the company's leadership in process engineering.

Alongside these initiatives, our investment in R&D infrastructure and programmes increased significantly. R&D expenditure witnessed a substantial increase during FY 2024-25, driven by the transition from initial setup to full-scale operationalisation of our infrastructure. This shift enabled us to fully activate our laboratories, specialised equipment, and digital tools, alongside multiple pilot programmes in product development, materials innovation, and process optimisation. The increase reflects our strategic intent to move from capability building to execution and delivery, positioning R&D as a key driver of long-term value creation.

### **Looking Ahead**

Looking ahead, we will focus on:

- Commercial deployment of newly developed coatings, internals, and monitoring systems.
- Pilot-scale validation of new technology platforms under development.
- Ongoing expansion of our patent and design portfolio.
- Continued collaboration with global partners to strengthen advanced manufacturing.

HLE Glascoat remains committed to delivering value through science, innovation, and sustainable engineering excellence.



# Driving Sustainable Change, Together





# **ENVIRONMENT**

# **Towards a Greener Tomorrow**

We remain committed to minimising our environmental footprint by proactively improving our processes, adopting cleaner technologies, and driving operational efficiency. Through our environmental initiatives, we aim to build a future-ready business that respects natural resources and promotes ecological harmony.

In FY25, we undertook a range of activities to promote environmental awareness and action across our operations:

#### **World Environment Day**

Each team member received a pen and diary made from recycled materials - a small yet meaningful gesture underscoring our commitment to sustainability. The base of each pen contained a seed, symbolising that even endings can spark new beginnings when planted.

### **Beach Clean-up Drive**

Under the Swach Sagar Surakshit Sagar campaign, employees volunteered to clean the Ubhrat Beach near Surat, reinforcing our dedication to community-led environmental care.

#### **Tree Plantation**

We organised tree plantation drives at HLE Maroli and other sites, contributing to greener campuses and improved biodiversity.

These initiatives reflect our belief that environmental stewardship is a shared responsibility, and even small, consistent actions can lead to meaningful change. By engaging our employees in hands-on activities, we foster a culture of sustainability that extends beyond the workplace into the communities we serve.













#### **SOCIAL - EMPLOYEES**

# **Enabling Our People to Thrive**

Our social responsibility initiatives focus on nurturing people within and beyond the organisation. From strengthening workforce capabilities to supporting inclusive community development, our people-centric programmes are designed to build resilience and uplift lives.

### Key achievements in FY 2024-25

141 101

**Employees** Training sessions onboarded conducted

263

Worker training Safety training sessions sessions

1,785

Training manhours

Worker training

manhours

1,209.75

4,095.91

Safety training manhours





#### HR Initiatives in FY25

#### **Employee Engagement**

We strengthened workplace connections through a series of vibrant and collaborative initiatives:

- Cultural celebrations such as
   Diwali, themed around Cultural
   Reflection, Togetherness & Creativity,
   brought employees from diverse
   backgrounds together, fostering
   inclusivity and unity.
- Festive gatherings, including
   Dussehra lunches and birthday celebrations, created moments of joy and belonging.
- Sports and recreation, such as interdepartment cricket tournaments, encouraged healthy competition and camaraderie.
- Creative collaboration, with workshops like Let's Paint the Picture, allowed staff and workers to co-create artwork symbolising unity and diversity.
- Environmental and social participation, through tree plantation drives at new sites and Independence Day celebrations, strengthened our shared purpose.

#### Learning & Development

- Conducted Leadership &
   Organisational Development
   workshops with Design and R&D
   teams, focussing on growth mindset,
   resilience, and adaptive thinking.
- Organised outbound programmes for Design, R&D, and Operations teams to encourage teamwork and experiential learning outside the workplace.
- Hosted skill-building sessions, including The Art of Giving
   Feedback and QCD workshops, to enhance communication and operational excellence.





#### **Employee Well-being**

We prioritised mental and emotional health through alternate-day meditation sessions, helping employees manage stress, improve focus, and maintain worklife balance. These sessions reflect our commitment to creating a supportive and mindful workplace.

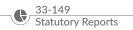
#### **Employee Connect**

To reinforce a culture of care and recognition, we introduced personalised birthday greetings — each employee receives a card and a gift, personally

delivered by the HR team. This simple gesture deepens connections and makes employees feel valued.

#### Recognition & Feedback

We reinforced a performancedriven culture through our Reward & Recognition programme and employee engagement surveys, ensuring that achievements are celebrated and employee voices are heard.





#### **SOCIAL - COMMUNITIES**

# **Building Shared Prosperity Around Our Community**

Our social responsibility extends beyond the workplace. We aim to create meaningful, long-term impact in the communities where we operate, with a focus on health, education, environment, and empowerment.

#### **Key Initiatives**

In response to feedback received from key stakeholder groups, the Company has implemented the following community-focussed initiatives:

# Livelihood Enhancement Programmes

The Company has initiated skill development and vocational training programmes targeting unemployed youth and women in economically disadvantaged regions. These initiatives aim to improve employability and foster entrepreneurial capabilities, thereby supporting sustainable livelihoods.

# Healthcare Access and Support

The Company has undertaken initiatives to improve healthcare access in underserved communities through the provision of subsidised medical aid, with the objective of enhancing overall community health and wellbeing.

# Infrastructure Development for Marginalised Groups

In support of vulnerable and marginalised communities, the Company has constructed and renovated residential infrastructure to ensure safer and more secure living conditions.

#### Promotion of Inclusive Education

Efforts have been directed towards enhancing access to quality education by providing scholarships, upgrading school infrastructure, and facilitating digital learning tools for students from economically weaker sections, particularly in rural and tribal areas.







### Details of Beneficiaries of CSR Projects:

# Scholarship Scheme (Promoting Education, Art and Culture)

Supports students from economically weaker sections by offering scholarships for tuition fees, along with regular mentoring and performance tracking. The initiative has helped improve academic outcomes and foster self-confidence among underprivileged youth.

2,500

No. of persons benefited

100%

beneficiaries from vulnerable and marginalised groups



# Rahat Dar nu Dawakhanu (Healthcare Services to Society)

Operates a low-cost clinic delivering essential medical consultations, subsidised tests, and medicines. It enhances healthcare access for low-income communities, supports preventive care, and reduces the financial burden on families.

1,500

No. of persons benefited

100%

beneficiaries from vulnerable and marginalised groups



# TB Mukt Bharat Support Initiative (Eradicating Hunger, Poverty and Malnutrition)

Provides nutritional kits to tuberculosis patients and conducts awareness programmes on prevention and treatment adherence. The initiative promotes better treatment compliance and community awareness, aligning with the national TB elimination mission.

120

No. of persons benefited

100%

beneficiaries from vulnerable and marginalised groups

# Pradhan Mantri Aawas Yojna (Housing for the Underprivileged)

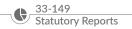
Offers financial aid for constructing permanent homes for rural families living in inadequate housing. The project improves safety, hygiene, and dignity, while fostering community inclusion and generating local employment during construction.

**120** 

No. of families benefited

100%

beneficiaries from vulnerable and marginalised groups







#### **GOVERNANCE**

# **Accountability in Action**

At HLE Glascoat, corporate governance is not merely a compliance requirement; it is a cornerstone of our organisational ethos. We view governance as an enabler of long-term value creation, guiding strategic decisions, reinforcing ethical conduct, and strengthening stakeholder confidence.

Our governance practices are deeply rooted in the values of transparency, accountability, integrity, and professionalism. These principles shape how we operate, make decisions, and engage with shareholders, customers, employees, partners, and regulators.

We are committed to evolving our governance framework in line with global standards and emerging expectations, ensuring it remains robust, future-focussed, and aligned with the sustainable growth of the Company.

### Our Governance Framework is Built on the Following Principles

#### Strong, Independent Board

Our Board comprises seasoned professionals with deep expertise and diverse backgrounds, offering robust strategic direction and independent oversight.

# Accountability and Transparency

We uphold a strong culture of accountability across all levels of the organisation, reinforcing transparency in our conduct and decision-making.

# Legal and Regulatory Compliance

We rigorously adhere to applicable laws and regulatory standards to ensure that all our practices meet the highest levels of compliance.

# Independent Financial Verification

We maintain the accuracy and integrity of our financial reporting through independent audits and reviews.

#### Value Creation for Stakeholders

Our governance philosophy is rooted in long-term value creation for all stakeholders, reinforcing sustainable business growth and social responsibility.





## **Board of Directors**



Mr. Himanshu Patel
Managing Director

Mr. Himanshu Patel is a qualified Electrical Engineer from the University of Mumbai, with over 48 years of experience in the chemicals and engineering industries. He has played a pivotal role in defining the Company's strategic vision and driving sustainable business growth.



Mr. Aalap Patel
Executive Director

Mr. Aalap Patel holds a B.E. in Mechanical Engineering from the University of Pune and an MBA in Global Management from Thunderbird School of Global Management. With more than 13 years of industry experience, he contributes a strong focus on innovation to the Company's operational and strategic direction.



Mr. Nilesh Patel
Non-Executive Director

Mr. Nilesh Patel is a graduate in Chemistry from the University of Bombay and brings nearly 40+ years of experience in the chemicals and engineering sectors. His deep domain expertise and industry insights provide strategic value to the Board.



Mr. Harsh Patel
Whole-Time Director

Mr. Harsh Patel is a Chemical Engineer from the University of Mumbai and holds an MBA from the State University of New Jersey. With over 25 years of experience in the chemicals and engineering industries, he plays a key role in product innovation, operational enhancement, and business expansion.



Ms. Vijayanti Punjabi Independent Director

Ms. Vijayanti Punjabi is a qualified Human Resources Consultant with over 37 years of experience. She offers valuable perspectives in human capital strategy, talent development, and Board governance effectiveness.







M M C

Mr. Yatish Parekh Chairman & Independent Director

Mr. Yatish Parekh is a Chartered Accountant and commerce graduate with more than 45+ years of experience in audit and taxation. A practising CA, he also actively participates in various social and charitable initiatives, offering strong ethical guidance to the Board.



Mr. Sandeep Randery Independent Director

Mr. Sandeep Randery holds a Master's degree in Chemical Engineering and an MBA. With over 17 years of experience in financial consultancy, he brings expertise in financial planning, advisory, and investment strategy to the Company.













Mr. Jayesh Shah Independent Director

Mr. Jayesh Shah is a seasoned entrepreneur with more than 27 years of experience in business operations. His expertise spans administration and marketing, and he supports the Company's strategic outreach and market positioning.









**Audit Committee** 



Risk Management Committee



M M

Stakeholders Relationship Committee







Corporate Social Responsibility Committee



Chairman



Member





#### **Corporate Identity Number [CIN]**

L26100GJ1991PLC016173

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Mr. Yatish Parekh Chairperson and Independent Director Mr. Himanshu Patel **Managing Director** Mr. Aalap Patel **Executive Director** Mr. Harsh Patel Whole-Time Director Mr. Nilesh Patel Non-Executive Director Ms. Vijayanti Punjabi Women Independent Director Mr. Sandeep Randery Independent Director Mr. Jayesh Shah Independent Director

#### **Company Secretary and Compliance Officer**

Mr. Achal Thakkar

#### **Chief Financial Officer**

Mr. Naveen Kandpal

#### **Statutory Auditors**

M/s. M M Nissim & Co LLP, Chartered Accountants Mumbai.

#### **Internal Auditors**

- (1) For Anand Works: CNK & Associates LLP, Chartered Accountants Vadodara.
- (2) For Maroli Works and Silvassa Works: AKMK & Associates LLP, Chartered Accountants Surat.

#### Lenders

State Bank of India HDFC Bank Limited Citibank N.A. ICICI Bank Limited Bajaj Finance Limited Axis Finance Limited

#### **Secretarial Auditors**

M/s N. M. & Co., Practicing Company Secretary Mumbai.

#### **Registered Office**

H - 106, G.I.D.C. Estate, Vitthal Udyognagar - 388121. Dist. Anand, Gujarat.

#### **Registrar and Share Transfer Agent**

MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.) "Geetakunj" 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara - 390 015



# **NOTICE**

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of HLE GLASCOAT LIMITED will be held on Friday, 26th day of September, 2025 at 12:00 noon through Video Conferencing ('VC') or 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 year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2025, together with the Report of the Auditors thereon.
- 2. To declare dividend of ₹ 1.1 (55%) per equity share having face value of ₹ 2 each for the financial year ended March 31, 2025.
- 3. To appoint a Director in place of Mr. Nilesh Patel (DIN: 00141873), Director, who retires by rotation and being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS:**

4. To approve re-appointment of Mr. Himanshu Patel as a Managing Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

# "RESOLVED THAT-

(i) pursuant to provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Himanshu Patel (DIN: 00202312) ("Appointee") as a Managing Director of the Company, not liable to retire by rotation, for a period of three years with effect from December 31, 2025 upon the terms and conditions including remuneration as recommended

by the Nomination and Remuneration Committee as specified here under:

#### REMUNERATION AND BENEFITS:

The Appointee shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made there under and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mentioned herein below:

#### (a) SALARY:

The Appointee shall be entitled to an annual salary, including allowances, of ₹ 1,44,00,000/-(Rupees One Crores Forty Four Lakhs only).

#### (b) PERQUISITES:

In addition to the above, the Appointee shall be entitled to the following perquisites during the period of his appointment as Managing Director of the Company:

- (i) Reimbursement of telephone expenses.
- (ii) Reimbursement of all medical expenses of the Appointee and his family.
- (iii) Company's car for official as well as for personal use.
- (iv) Leave travel concession for self and family, for touring within and outside once in a year or one-month salary, whichever is higher.
- (v) Entitlement for Bonus per the Company's Rules.
- (vi) Gratuity as per the Company's Rules.
- (vii) Provident Fund as per Company's Rules.

"Family" for the aforesaid purpose means spouse, dependent children and dependent parents of the Appointee.

# (c) COMMISSION:

The Appointee shall also be eligible for commission on profits @ 1 % for each year and which shall be in addition to salary and perquisites and shall be payable on conclusion and finalisation of the Company's Accounts.





For the aforesaid purpose, profits shall be computed in the manner set out in Sections 197 and 198 of the Companies Act, 2013.

# (d) ANNUAL INCREMENT

The aforementioned remuneration shall be increased annually @ 10% or as may be decided by the Nomination & Remuneration Committee, subject to approval of the Board.

# (e) REMUNERATION IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS:

In event of no profit or inadequate profits in any financial year during the currency of his tenure as a Managing Director, the remuneration salary and perquisites shall be subject to the overall maximum limits as prescribed under Clause (A) of section II of part II of Schedule V of the Companies Act, 2013.

For the purpose of computation of aforesaid remuneration, "Gratuity" as per the Company's Rules shall not be included.

#### (f) SITTING FEES:

The Appointee shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committees thereof during the currency of his tenure as a Managing Director.

The total remuneration of the Appointee shall be within the limits specified in Sections 196 to 198 and Schedule V of the Companies Act, 2013.

- (ii) pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company do hereby accords its approval to the payment of remuneration in excess of 5% of the Net Profit in aggregate to all its Executive Directors, who are promoters or members of promoter group, during tenure of the said agreement, provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013;
- (iii) the Board of Directors of the Company is hereby severally authorised to take all such steps as may be necessary for obtaining approvals (statutory, contractual or otherwise) in relation to the above, and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this Resolution."

# 5. To approve re-appointment of Mr. Aalap Patel as an Executive Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

#### "RESOLVED THAT-

pursuant to provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Aalap Patel (DIN 06858672) ("Appointee") as an Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from December 31, 2025 upon the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as specified here under:

#### **REMUNERATION AND BENEFITS:**

The Appointee shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mentioned herein below:

# (a) SALARY:

The Appointee shall be entitled to an annual salary, including allowances, of  $\ref{thmos}$  1,20,00,000/-(Rupees One Crores Twenty Lakhs only).

# (b) PERQUISITES:

In addition to the above, the Appointee shall be entitled to the following perquisites during the period of his appointment as an Executive Director of the Company:

- (i) Reimbursement of telephone expenses.
- (ii) Reimbursement of all medical expenses of the Appointee and his family.
- (iii) Company's car for official as well as for personal use.



- (iv) Leave travel concession for self and family, for touring within and outside India, once in a year or one-month salary, whichever is higher.
- (v) Entitlement for Bonus as ner the Company's Rules.
- (vi) Gratuity as per the Company's Rules.
- (vii) Provident Fund as per Company's Rules.

"Family" for the aforesaid purpose means spouse, dependent children and dependent parents of the Appointee.

#### (c) ANNUAL INCREMENT

The aforementioned remuneration shall be increased annually @ 10% or as may be decided by the Nomination & Remuneration Committee, subject to approval of the Board.

# (d) REMUNERATION IN CASE OF NO PROFITS OR **INADEQUACY OF PROFITS:**

In event of no profit or inadequate profits in any financial year during the currency of his tenure as an Executive Director, the remuneration salary and perquisites shall be subject to the overall maximum limits as prescribed under Clause (A) of section II of part II of Schedule V of the Companies Act, 2013.

For the purpose of computation of aforesaid remuneration, "Gratuity" as per the Company's Rules shall not be included.

# (e) SITTING FEES:

The Appointee shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committees thereof during the currency of his tenure as an Executive Director.

The total remuneration of the Appointee shall be within the limits specified in Sections 196 to 198 and Schedule V of the Companies Act, 2013.

(ii) pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company do hereby accords its approval to the payment of remuneration in excess of 5% of the Net Profit in aggregate to all its Executive Directors, who are promoters or members of promoter group, during tenure of the said agreement, provided the

- remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013;
- (iii) the Board of Directors of the Company is hereby severally authorised to take all such steps as may be necessary for obtaining approvals (statutory, contractual or otherwise) in relation to the above, and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this Resolution."

# To approve re-appointment of Mr. Harsh Patel as a Whole-time Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

#### "RESOLVED THAT-

pursuant to provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Harsh Patel (DIN 00141863) ("Appointee") as a Whole-time Director of the Company, liable to retire by rotation, for a period of three years with effect from October 01, 2025 upon the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee as specified here under:

# "REMUNERATION AND BENEFITS:

The Appointee shall be entitled to receive remuneration and benefits, as stipulated in the applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mentioned herein below:

#### (a) SALARY:

The Appointee shall be entitled to an annual salary, including allowances, of ₹80,00,000/- (Rupees Eighty Lakhs only).





#### (b) PERQUISITES:

In addition to the above, the Appointee shall be entitled to the following perquisites during the period of his appointment as a Whole-Time Director of the Company:

- (i) Reimbursement of telephone expenses.
- (ii) Reimbursement of all medical expenses of the Appointee and his family.
- (iii) Company's car for official as well as for personal use.
- (iv) Leave travel concession for self and family, for touring within and outside India, once in a year or one-month salary, whichever is higher.
- (v) Entitlement for Bonus as per the Company's Rules.
- (vi) Gratuity as per the Company's Rules.
- (vii) Provident Fund as per Company's Rules.

"Family" for the aforesaid purpose means spouse, dependent children and dependent parents of the Appointee.

# (c) ANNUAL INCREMENT

The aforementioned remuneration shall be increased annually @ 10% or as may be decided by the Nomination & Remuneration Committee, subject to approval of the Board.

# (d) REMUNERATION IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS:

In event of no profit or inadequate profits in any financial year during the currency of his tenure as a Whole-time Director, the remuneration-salary and perquisites shall be subject to the overall maximum limits as prescribed under Clause (A) of section II of part II of Schedule V of the Companies Act, 2013.

For the purpose of computation of aforesaid remuneration, Gratuity as per the Company's Rules shall not be included.

# (e) SITTING FEES:

The Appointee shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committees thereof during the currency of his tenure as a Whole-time Director.

The total remuneration of the Appointee shall be within the limits specified in Sections 196 to 198 and Schedule V of the Companies Act, 2013.

- (ii) pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company do hereby accords its approval to the payment of remuneration in excess of 5% of the Net Profit in aggregate to all its Executive Directors, who are promoters or members of promoter group, during tenure of the said agreement, provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013;
- (iii) the Board of Directors of the Company is hereby severally authorised to take all such steps as may be necessary for obtaining approvals (statutory, contractual or otherwise) in relation to the above, and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this Resolution."
- To appoint M/s. N. M. & Co., Practicing Company Secretary as Secretarial Auditors of the Company for a period of five consecutive Financial Years i.e. from the FY 2025-26 to FY 2029-30.

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

"RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and as per the recommendations of Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s. N. M. & Co., Practicing Company Secretaries, (Firm Registration No. S2010MH142200 and Peer review No. 2385/2022) as the Secretarial Auditors of the Company to hold office for a period of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the end of Financial Year 2029-30, who shall conduct Secretarial Audit of the Company.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to determine the remuneration of the Secretarial Auditors including the revision in the remuneration during the tenure, if any, in consultation with the Secretarial Auditors, in addition to reimbursement of actual out-of-pocket expenses, to be incurred by them in connection with the Secretarial Audit and to file necessary forms with Registrar of Companies and to do all such acts,



deeds and things, as may be necessary, to give effect to the above said resolution."

To approve remuneration payable to Cost Auditors for FY 2025-26.

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and

Place: Maroli

Date: August 11, 2025 Regd. Office & Works:

H-106, GIDC Estate, Vitthal Udyognagar,

Anand - 388121, Gujarat, India. CIN: L26100GJ1991PLC016173 Email: share@hleglascoat.com

Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of ₹1,00,000 (Rupee One Lakhs Only) as recommended by the Audit Committee and approved by the Board of Directors and set out in the Explanatory Statement annexed to the Notice, to be paid to the Cost Auditors appointedby the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, is hereby ratified and approved."

> By the Order of the Board of **HLE Glascoat Limited**

**ACHALS. THAKKAR Company Secretary** 



#### **NOTES:**

(A) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item nos. 4 to 8 forms part of this Notice. The Board of Directors has considered and decided to include Item Nos. 4 to 8 as given above as Special Business in the forthcoming AGM as it is unavoidable in nature. The relevant details as set out under Item No. 4 to 8 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking re-appointment at this AGM are also part of this Notice.

#### (B) Instructions for Participation through VC

- 1. The Ministry of Corporate Affairs ("MCA") has vide its Circular No. 09/2024 dated September 19, 2024, Circular 09/2023 dated September 25, 2023 Circular No. 10/2022 dated December 28, 2022, Circular No. 02/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2021 dated January 13, 2021, read with Circular no. 20 dated May 5, 2020 No. 14 dated April 8, 2020 and No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024. Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 read with SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as "SEBI Circulars"), permitted the holding of Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members at a common venue. In compliance with these Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 34th Annual General Meeting of the Members of the Company is being held through VC/OAVM on September 26, 2025. Hence, the Members can attend and participate in the ensuing AGM through VC/OAVM only. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at H-106, Phase IV, GIDC Estate, Vitthal Udyognagar, Anand, Gujarat, 388121 which shall be the deemed Venue of the AGM.
- Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip including route map are not annexed to this Notice.

- 3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) intending their authorised representatives to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting are requested to send scanned certified true copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser by email through their registered email address to nimish.mehta@nmco.in with copies marked to the Company at share@hleglascoat.com and to its RTA at vadodara@in.mpms.mufg.com.
- 4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 26, 2025 Members seeking to inspect such documents can send an email to <a href="mailto:share@hleglascoat.com">share@hleglascoat.com</a>.
- 5. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 (ten) days before the date of AGM so as to enable the Management to keep the information ready at the Meeting, mentioning their name, demat account number/folio number, email id, mobile number through email at <a href="mailto:share@hleglascoat.com">share@hleglascoat.com</a>. The same will be replied to by the Company suitably.
- 6. The Notice of the Annual General Meeting along with the Annual Report for the FY 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories in accordance with the aforesaid MCA Circulars and circulars issued by SEBI dated January 15, 2021 and May 12, 2020. Members may note that the Notice of 34<sup>th</sup> Annual General Meeting and Annual Report for the FY 2024-25 will also be available on the Company's website i.e. <a href="www.hleglascoat.com">www.hleglascoat.com</a>, BSE Limited website i.e. <a href="www.hseindia.com">www.hleglascoat.com</a>, Rational Stock Exchange website i.e. <a href="www.hseindia.com">www.hseindia.com</a> and on the website of Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd. i.e. <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.



- 7. Members attending the Meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act. 2013.
- 8. In terms of Section 152 of the Companies Act, 2013, Mr. Nilesh Patel (DIN: 00141873), Director, is liable to retire by rotation at the 34th Annual General Meeting and being eligible has offered himself for reappointment.
- 9. The OAVM platform "InstaMeet" of the RTA of the Company MUFG Intime India Pvt. Ltd. (previously known as 'Link Intime India Private Limited') has been chosen for conducting the 34<sup>th</sup> Annual General Meeting of the Company. Instructions for joining the 34th Annual General Meeting and speaking and voting thereat are as follows:
- INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH INSTAMEET (VC/OAVM) ARE AS UNDER:

#### **INSTAMEET VC Instructions for shareholders**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audiovisual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

# Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <a href="https://instameet.in.mpms.mufg.com">https://instameet.in.mpms.mufg.com</a> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box Demat Account No. / Folio No. / PAN
  - Shareholders holding shares in NSDL/CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
  - Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
  - Shareholders shall select check box PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

# Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

\*Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

# Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.





- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

#### Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

# Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at <a href="mailto:in.mpms.mufg.com">in.mpms.mufg.com</a> or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

# REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

# Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

# METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>/
   and select "Register Online for IDeAS Portal" or click on <a href="https://eservices.nsdl.com/SecureWeb/">https://eservices.nsdl.com/SecureWeb/</a>
   IdeasDirectReg.jsp
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'



d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



# METHOD 2 - NSDL e-voting website

- a) Visit URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
- b) Click on the "Login" tab available under 'Shareholder/ Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

# METHOD 3 - NSDL OTP based login

- a) Visit URL: https://eservices.nsdl.com/SecureWeb/ evoting/evotinglogin.jsp
- b) Enter your 8 character DP ID, 8 digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ **Easiest facility** 

# METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <a href="https://web.cdslindia.com/myeasitoken/">https://web.cdslindia.com/myeasitoken/</a> Home/Login or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <a href="https://web.cdslindia.com/">https://web.cdslindia.com/</a> myeasitoken/Registration/EasiRegistration / https:// web.cdslindia.com/myeasitoken/Registration/ **EasiestRegistration**
- b) Proceed with updating required fields the for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

# METHOD 2 - CDSL e-voting page

- a) Visit URL: https://www.cdslindia.com
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account



e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

# Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

a) Login to DP website

- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).

User ID is Event No + Folio no. registered with the Company

#### STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:
  - 1. User ID: Enter User ID
  - 2. Password: Enter existing Password
  - 3. Enter Image Verification (CAPTCHA) Code
  - 4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

nstaVote USER

# Shareholders not registered for INSTAVOTE facility:

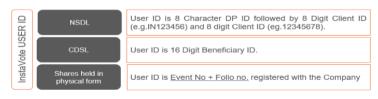
a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

NSDL

CDSI

Shares held in physical form

- 1. User ID: Enter User ID
- PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.



User ID is 16 Digit Beneficiary ID.

- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company in DD/ MM/YYYY format)
- 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders holding shares in **NSDL** form, shall provide 'D' above
  - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above





- 5. Set the password of your choice.
  - (The password should contain minimum 8 characters, at least one special Character (!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter).
- 6. Enter Image Verification (CAPTCHA) Code.
- 7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

### STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

# Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

# STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

- C. Fill up your entity details and submit the form.
- D. A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta. vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### STEP 2 - Investor Mapping

- A. Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with InstaVote Login credentials.
- Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) 'Investor ID' Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN0000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) 'Investor's Name Enter Investor's Name as updated with DP.
  - 'Investor PAN' Enter your 10-digit PAN.
  - 'Power of Attorney' Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be - DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

# STEP 3 - Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

# **METHOD 1 - VOTES ENTRY**

a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with InstaVote Login credentials.





- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" iconfor "Company's Name/Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

# Helpdesk:

# Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at <a href="mailto:enanted-ena

# Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

# Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/ DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.



# Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

# **General Instructions - Shareholders**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
  - **OTHER INSTRUCTIONS:-**
  - 1. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/Registrar & Share Transfer Agent (RTA)/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, MUFG Intime India Pvt. Ltd., https://in.mpms.mufg. com/ under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.
- (ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address

- and bank account details in the demat account as per the process followed and advised by the DP.
- 2. 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, provided the votes are not already cast by remote e-voting facility by first holder.
- 3. The relevant information of the Director seeking reappointment, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the revised Secretarial Standard-2 (SS-2) on General Meetings, is provided in the Explanatory Statement forming part of this Notice.
- 4. The Register of Members and Share Transfer Books of the Company, for the shares held in physical form, will remain closed from Saturday 20th September, 2025 to Friday 26<sup>th</sup> September, 2025 (both days inclusive).
- 5. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of consecutive 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) authority of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended March 31, 2018 or any subsequent financial years, are requested to make their claims to the Company at the earliest. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated herein, no claim with the Company shall lie in respect thereof. The due date for closure of the unpaid dividend account for FY 2017-18 is September 09, 2025. Hence, members are requested to realise their unpaid dividend amount at least one month before the due date.

6. The year wise details of date of dividend declaration and due date for transfer of unpaid/unclaimed dividend amount lying in unpaid dividend accounts are as under:

Year	Dividend Declaration Date	IEPF Transfer Due Date	Year	Dividend Declaration Date	IEPF Transfer Due Date
2017-18	August 3, 2018	September 9, 2025	2021-22	September 1, 2022	October 08, 2029
2019-20 (Interim Dividend)	February 11, 2020	March 19, 2027	2022-23	September 28, 2023	November 04, 2030
2019-20 (Final Dividend)	September 19, 2020	October 26, 2027	2023-24	September 26, 2024	November 02, 2031
2020-21	September 7, 2021	October 14, 2028			

The statements of unpaid/unclaimed dividend amount as on for the previous financial year Form IEPF-2 and for shares transferred to IEPF Authority Form IEPF-4 are uploaded on the Company's website: <a href="https://www.hleglascoat.com">www.hleglascoat.com</a>/ unpaid-dividend/ and are also available on the IEPF website: <a href="https://www.iepf.gov.in">www.iepf.gov.in</a>.

The details of nodal officer appointed by the Company in accordance with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 are available on the Company's website: <a href="https://www.hleglascoat.com">www.hleglascoat.com</a> in IEPF 2 section by accessing the web-link https:// <a href="https://hleglascoat.com/unpaid-dividend/">hleglascoat.com/unpaid-dividend/</a> for any assistance related to transfer of shares/dividend to IEPF.

7. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ MUFG Intime India Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by visiting on the Company's Registrar & Share Transfer Agents, MUFG Intime India Pvt. Ltd. at https://web.in.mpms.mufg.com/

formsreg/submission-of-form-15g-15h.html latest by 5:00 p.m. on September 19, 2025.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by visiting on the Company's Registrar & Share Transfer Agents, MUFG Intime India Pvt. Ltd. at <a href="https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html">https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html</a> latest by 5:00 p.m. IST on September 19, 2025.

- 8. A separate reminder has also been sent / will also be sent to those Shareholders having unclaimed dividends related to FY 2017-18 to 2023-24.
- 9. Members holding shares in physical form are requested to provide their ECS details viz bank name and account no., branch name and code, account type, MICR no., etc. quoting their folio nos. along with a cancelled blank cheque and self-attested PAN card copy to MUFG Intime India Pvt. Ltd., Vadodara, RTA of the Company. (Form for availing ECS facility is available on the Company's website: <a href="https://www.hleglascoat.com">www.hleglascoat.com</a>.)
- 10. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the



Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.

- 11. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company or RTA.
- 12. As per Regulation 40 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- 13. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. Nomination facility is available to -
  - (a) Members holding shares in physical form by filing Form SH-13 with the Company's RTA. Form SH-13 is available on the Company's website and shall also be provided on request.
  - (b) Members holding shares in dematerialised form by lodging their request with their DPs
- 14. Members are requested to notify immediately:
  - (a) Any change in their residential address.
  - (b) Income-tax Permanent Account Number (PAN).
  - (c) Bank details Name and address of the bank: A/c No.; type of A/c

- 15. Shareholders holding shares in more than one folio are requested to write to the RTA of the Company, enclosing their Share Certificates, for consolidation of their folios.
- 16. Non-resident members are requested to inform their Depository Participants/MUFG Intime India Pvt. Ltd., immediately of
  - change in their residential status to India for permanent settlement;
  - (ii) particulars of their bank account(s) maintained in India with complete name, branch, account type, account number and address of bank, with pin code number.
- 17. Transfer of share certificates to the Company's Unclaimed Suspense **IEPF** Demat A/c and Suspense Demat A/c:

In accordance with the provisions of Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has transferred the unclaimed physical share certificates lying with it to the Demat A/c namely "HLE Glascoat Limited - Unclaimed Suspense Account" after sending three reminders at regular intervals at the last available address of the concerned shareholders in the records of the Company/ Depository database. The details of the number of shares transferred to and from the said account have been provided in the Corporate Governance Report as an annexure to the Board's Report.

Kindly note that the said Suspense Account is maintained by the Company purely on behalf of those Shareholders whose share certificates have been transferred to the said Demat A/c and the concerned Shareholders are entitled to approach the Company for possession of the shares entitled to them. After due legal formalities, the Company shall transfer the entitled shares to the respective Shareholder applicant.

Further, pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") notified by the Ministry of Corporate Affairs





effective from September 7, 2016 and amended from time to time, the Company has communicated individually and a notice was published in the newspapers in English and the local language to the concerned shareholders whose shares are liable to be transferred to IEPF Suspense Account under the said IEPF Rules for taking appropriate actions.

The Company has also uploaded full details of such Shareholders and shares were due to transfer and were transferred to IEPF Suspense Account on its website: www.hleglascoat.com and can be accessed through web-link: https://www.hleglascoat.com/unpaid-dividend/.

Place: Maroli

Date: August 11, 2025 Regd. Office & Works:

H-106, GIDC Estate, Vitthal Udyognagar,

Anand - 388121, Gujarat, India. CIN: L26100GJ1991PLC016173 Email: share@hleglascoat.com

The said shares have been transferred to IEPF Authority after completion of due legal formalities by the Company in December 2018.

Further, in the event of transfer of shares and the unclaimed dividends to IEPF. Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

> By the Order of the Board of **HLE Glascoat Limited**

**ACHALS. THAKKAR Company Secretary** 



# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4

The existing Agreement of appointment of Mr. Himanshu Patel as a Managing Director of the Company is due to expire on December 30, 2025. The Board has recommended his re-appointment as Managing Director of the Company for a further period of three years with effect from December 31, 2025.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

#### **General Information**

- Nature of Industry: Manufacturing of Glass-line Equipment, Filtration and Drying Equipment and Chemical manufacturing
- Date of commencement of commercial production: March 5, 1992
- In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
- Financial performance based on given indicators: N.A.
- Foreign investments or collaborations, if any: N.A.

# Information about the Appointee:

Particulars	Mr. Himanshu Patel
Background Details	Mr. Himanshu Patel has completed his B.E. (Electrical) from the University of Bombay in the year 1976. He is having more than 48 years of experience in the business of chemicals and engineering. He is a promoter/ director in the following companies/ entities:  1. HLE Engineers Private Limited 2. MaroliUdhyognagar Land Development and Management Company Private Limited 3. HN Indigos Private Limited 4. Yashashvi Rasayan Private Limited 5. Kinam Engineering Industries Private Limited 6. Yashaswati Foundation 7. Newpar Aromatics LLP 8. Thaletec LLP
Past Remuneration	Mr. Himanshu Patel was entitled to a monthly salary, including allowances, of $\gtrless$ 8,25,000/- (Rupees Eight Lakhs Twenty Five Thousand only), with an annual increment @ 10% or as may be decided by the Board, on his appointment as a Managing Director of the Company w.e.f. December 31, 2016.
Recognition and Awards	N.A.
Job Profile and his suitability	He has overall control over the management and business strategy of the Company in line with his qualification and experience in the business.
Remuneration proposed	Mr. Himanshu Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under:  Salary: Annual salary of ₹ 1,44,00,000/  Perquisites: Perquisites as specified in the draft agreement.
	Commission: At the rate of 1% on the net profit of the Company.
	<b>Annual Increment :</b> The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration payable to Mr. Himanshu Patel is in line with that payable in the industry and the companies of similar size and nature.
Pecuniary Relations with the Company	Apart for receipt of remuneration as per the Agreement entered into with the Company, following companies/ entities in which Mr. Himanshu Patel has direct/ indirect interest, have pecuniary relations with the Company, in accordance with Section 188 of the Companies Act, 2013 and the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:  MaroliUdhyognagar Land Development and Management Company Private Limited  HLE Engineers Private Limited  Newpar Aromatics LLP  HN Indigos Private Limited  Yashashvi Rasayan Private Limited  Yashashvi Rasayan Private Limited  M/s Yash Speciality Chemicals LLP  M/s Yash Speciality Chemicals LLP





# III. Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms:

# 1 Reasons of Loss or inadequate profits:

During the financial year ended March 31, 2024, while the Company generated profits it might not have been adequate. Inadequacy of profits was due to some of the following key reasons (i) geo-political situation which led to supply chain disruptions (ii) End-user industries especially agrochemicals, speciality and fine chemicals, dyes and pigment faced headwinds since last few quarters and therefore the remuneration payable to the Managing Director and Executive Directors would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.

#### 2 Steps taken or proposed to be taken for improvement:

The Company has taken several significant and strategic steps to (i) increase revenues through expansion of product portfolio, entering into new industries (Oil and Gas sector through its subsidiary Kinam Engineering Industries Private Limited), launching of Thaletec products and innovations in India (through Thaletec GmbH). (ii) continuous research and development, offering solutions that meet the evolving needs of our customers (iv) acquired 26% stake of Clean Max Anchorage Private Limited whereby Clean Max Enviro Energy Solutions Private Limited will generate and supply 2.31 MWp solar and 3.30 MW wind power, enabling the Company to enhance renewable energy usage which will optimise energy costs from Q4 of FY 2025-26.

# 3 Expected increase in productivity and profits in measurable terms:

Last quarter of FY 2024-25 showed considerable recovery in the demand and offtakes resulting into improved financial performance backed by a robust order book which provides a good visibility of recovery of demand and underlying business results.

Other Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Date of Birth	August 18, 1952
Date of Appointment on the Board	December 31, 2016
Directorships held in other public companies	None
No. of shares held in the Company	1,69,93,535
Relations with Other Directors	He is father of Mr. Harsh Patel, Brother of Mr. Nilesh Patel and Uncle of Mr. Aalap Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and applicable Article(s) of the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 19, 2025, have recommended re-appointment of Mr. Himanshu Patel as Managing Director of the Company for a period of three (03) year(s) w.e.f. December 31, 2025.

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Mr. Himanshu Patel as Managing Director of the Company, not liable to retire by rotation.

Mr. Himanshu Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received

consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Mr. Himanshu Patel. The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mr. Himanshu Patel will attain the age of seventy-five (75) years on August 19, 2027 and the continuation of his directorship shall be subject to the approval of the shareholders by Special Resolution. Thus, pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolutions for continuation of his directorships from the date of attainment of age of seventy-five (75) years, will be required to be passed. The Board of Directors, at its



meeting held on May 19, 2025, has unanimously decided the continuation of directorship of Mr.Himanshu Patel considering his contribution in the progress and upliftment of the Company. This explanatory statement includes the justification for such continuation.

In the opinion of the Board, Mr. Himanshu Patel fulfils the conditions for appointment as Managing Director and he possesses appropriate skills, experience and knowledge. His continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Himanshu Patel as Managing Director. The Directors have evaluated performance of Mr. Himanshu Patel as per the performance evaluation criteria laid down in the policy formulated by Nomination & Remuneration Committee of Directors of the Company. In view of the above, it is recommended to appoint Mr. Himanshu Patel as Managing Director of the Company.

Brief resume of Mr. Himanshu Patel is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for electronic inspection as stated in this Notice up to the date of the Annual General Meeting.

Further, as per SEBI Circular No. SEBI/LAD-NRO/ GN/2018/10 dated May 9, 2018, upon insertion of Regulation 17(6)(e) in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the total remuneration payable to all Executive Directors, who are promoters or members of promoter group, shall not exceed 5% of the net profits of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

The Board of Directors recommends the resolution for your approval as special resolution for re-appointment of Mr. Himanshu Patel as a Managing Director of the Company and to enable the payment of remuneration which may be

in excess of the said SEBI (LODR) Regulations, 2015, but which is otherwise permissible under Schedule V of the Companies Act. 2013.

None of the Directors, except Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel, or the Key Managerial Persons or their relatives are in any way interested or concerned, either financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at item no. 4 of the Notice for approval by the members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

#### Item No. 5

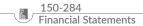
The existing Agreement of appointment of Mr. Aalap Patel as an Executive Director is due to expire on December 30, 2025. The Board has recommended his re-appointment as a Wholetime Director [designated as an Executive Director] of the Company for a further period of three years with effect from December 31, 2025.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

#### **General Information**

- Nature of Industry: Manufacturing of Glass-line Equipment Industry, Filtration and Drying Equipment and Chemical manufacturing
- Date commencement commercial  $\circ f$ of production: March 5, 1992
- In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
- Financial performance based on given indicators: N.A.
- Foreign investments or collaborations, if any: N.A.





# II. Information about the Appointee:

Particulars	Mr. Aalap Patel
Background Details	Mr. Aalap Patel has completed his B.E. (Mechanical) from the University of Pune in the year 2009 and MBA in Global Management from the Thunderbird School of Global Management in the year 2013. He has nearly 13 years of experience in the engineering industry.  Mr. Aalap Patel is a promoter/ director in the following companies:  1. HN Indigos Private Limited  2. Kinam Engineering Industries Private Limited  3. Thaletec LLP
Past Remuneration	Mr. Aalap Patel was entitled to a monthly salary, including allowances, of ₹ 6,60,000/- (Rupees Six Lakhs Sixty Thousand only), with an annual increment @ 10% or as may be decided by the Board, on his appointment as the Executive Director of the Company w.e.f. December 31, 2016.
Recognition and Awards	N.A.
Job Profile and his suitability	He has control over the management in the technical areas of the Company's business in line with his qualification and experience in the business.
Remuneration proposed	Mr. Aalap Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under:
	Salary: Annual salary of ₹ 1,20,00,000/-
	Perquisites: Perquisites as specified in the draft agreement.
	$\begin{tabular}{l} \textbf{Annual Increment:} The monthly salary will be increased at the rate of 10\% on annual basis or as may be decided by the Board. \end{tabular}$
Comparative remuneration profile with respect to industry, size of the company, profile of the position and Person	The remuneration payable to Mr. Aalap Patel is in line with that payable in the industry and the companies of similar size and nature.
Pecuniary Relations with the Company	Apart for receipt of remuneration as per the Agreement entered into with the Company, following companies in which Mr. Aalap Patel has direct/ indirect interest, have pecuniary relations with the Company, in accordance with Section 188 of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:  Maroli Udhyognagar Land Development and Management Company Private Limited  HLE Engineers Private Limited  Newpar Aromatics LLP  HN Indigos Private Limited  Yashashvi Rasayan Private Limited  Kinam Engineering Industries Private Limited  Yashaswati Foundation  Thaletec LLP  M/s Yash Speciality Chemicals LLP

# III. Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms:

### 1 Reasons of Loss or inadequate profits:

During the financial year ended March 31, 2024, while the Company generated profits it might not have been adequate. Inadequacy of profits was due to some of the following key reasons (i) geo-political situation which led to supply chain disruptions (ii) End-user industries especially agrochemicals, speciality and fine chemicals, dyes and pigment faced headwinds since last few quarters and therefore the remuneration payable to the Managing Director and Executive Directors would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.

#### 2 Steps taken or proposed to be taken for improvement:

The Company has taken several significant and strategic steps to (i) increase revenues through expansion of product portfolio, entering into new industries (Oil and Gas sector through its subsidiary Kinam Engineering Industries Private Limited), launching of Thaletec products and innovations in India (through Thaletec GmbH). (ii) continuous research and development, offering solutions that meet the evolving needs of our customers (iv) acquired 26% stake of Clean Max Anchorage Private Limited whereby Clean Max Enviro Energy Solutions Private Limited will generate and supply 2.31 MWp solar and 3.30 MW wind power, enabling the Company to enhance renewable energy usage which will optimise energy costs from Q4 of FY 2025-26.

### 3 Expected increase in productivity and profits in measurable terms:

Last quarter of FY 2024-25 showed considerable recovery in the demand and offtakes resulting into improved financial performance backed by a robust order book which provides a good visibility of recovery of demand and underlying business results.



Other Details as required under th	o SERI /Listing Obligations and	Disclosure Paguirements   P	Populations 2015 are as follows:
Other Details as required under tr	ie Sebi (Listing Obligations and	i Disclosure Reduirements) k	regulations. ZU15 are as follows:

Date of Birth	October 17, 1987
Date of Appointment on the Board	December 31, 2016
Directorships held in other public companies	None
No. of shares held in the Company	9,44,165
Relations with Other Directors	He is the son of Mr. Nilesh Patel, Nephew of Mr. Himanshu Patel and First Cousin of Mr. Harsh Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016.

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and applicable Article(s) of the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 19, 2025, have recommended reappointment of Mr. Aalap Patel as Executive Director of the Company for a period of three (03) year(s) w.e.f. December 31, 2025.

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Mr. Aalap Patel as Executive Director of the Company, liable to retire by rotation.

Mr. Aalap Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Mr. Aalap Patel. The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Aalap Patel fulfils the conditions for appointment as Executive Director and he possesses appropriate skills, experience and knowledge. His continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Aalap Patel as Executive Director. The Directors have evaluated performance of Mr. Aalap Patel as per the performance evaluation criteria laid down in the policy formulated by Nomination & Remuneration Committee of Directors of the

Company. In view of the above, it is recommended to appoint Mr. Aalap Patel as Executive Director of the Company.

Brief resume of Mr. Aalap Patel is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for electronic inspection as stated in this Notice up to the date of the Annual General Meeting.

Further, as per SEBI Circular No. SEBI/LAD-NRO/ GN/2018/10 dated May 9, 2018, upon insertion of Regulation 17(6)(e) in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the total remuneration payable to all Executive Directors, who are promoters or members of promoter group, shall not exceed 5% of the net profits of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

The Board of Directors recommends the resolution for your approval as special resolution for re-appointment of Mr. Aalap Patel as a Whole-time Director [designated as an Executive Director] of the Company and to enable the payment of remuneration which may be in excess of the said SEBI (LODR) Regulations, 2015, but which is otherwise permissible under Schedule V of the Companies Act, 2013.

None of the Directors, except Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel, or the Key Managerial Persons or their relatives is in any way interested or concerned, either financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at item no. 5 of the Notice for approval by the members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.





#### Item No. 6

The existing Agreement of appointment of Mr. Harsh Patel as a Whole-Time Director is due to expire on September 30, 2025. The Board has recommended re-appointment of Mr. Harsh Patel as a Whole-time Director of the Company for a period of three years with effect from October 1, 2025.

Details as required under Schedule V of the Companies Act, 2013 are provided below:

# I. General Information

- Nature of Industry: Manufacturing of Glass-line Equipment Industry, Filtration and Drying Equipment and Chemical manufacturing
- Date of commencement of commercial production: March 5, 1992
- In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A.
- Financial performance based on given indicators: N.A.
- Foreign investments or collaborations, if any: N.A.

### II. Information about the Appointee:

Particulars	Mr. Harsh Patel	
Background Details	Mr. Harsh Patel has completed B.E (Chemical Engineering) from the University of Mumbai and has completed MBA from the State University of New Jersey in 2002. He has more than 21 years of experience in the business of chemicals and engineering Mr. Harsh Patel is a promoter/ director in the following companies:  1. Yashashvi Rasayan Private Limited  2. HLE Engineers Private Limited  3. Kinam Enterprise Private Limited  4. Kinam Process Equipments Private Limited  5. Kinam Engineering Industries Private Limited  6. M/s. Yash Speciality Chemicals LLP  7. Thaletec LLP	
Past Remuneration	Nil	
Recognition and Awards	N.A.	
Job Profile and his suitability	He has control over the management in the technical areas of the Company's business in line with his qualification and experience in the business.	
Remuneration proposed	Mr. Harsh Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under:	
	Salary: Annual salary of ₹ 80,00,000	
	Perquisites: Perquisites as specified in the draft agreement.	
	<b>Annual Increment :</b> The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and Person	The remuneration payable to Mr. Harsh Patel is in line with that payable in industry and companies of similar size and nature.	
Pecuniary Relations with the Company	Following companies/ entities, in which Mr. Harsh Patel has direct/ indirect interest, have pecuniary relations with the Company, in accordance with Section 188 of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:  Maroli Udhyognagar Land Development and Management Company Private Limited  HLE Engineers Private Limited  Newpar Aromatics LLP  HN Indigos Private Limited  Yashashvi Rasayan Private Limited  Kinam Engineering Industries Private Limited  Kinam Enterprise Private Limited  Kinam Process Equipments Private Limited  Yashaswati Foundation  Thaletec LLP  M/s Yash Speciality Chemicals LLP	



# III. Reasons for Loss or Inadequate Profit and Steps taken for improvement, expected increase in productivity and profits in measurable terms:

#### Reasons of Loss or inadequate profits:

During the financial year ended March 31, 2024, while the Company generated profits it might not have been adequate. Inadequacy of profits was due to some of the following key reasons (i) geo-political situation which led to supply chain disruptions (ii) End-user industries especially agrochemicals, speciality and fine chemicals, dyes and pigment faced headwinds since last few quarters and therefore the remuneration payable to the Managing Director and Executive Directors would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.

#### Steps taken or proposed to be taken for improvement:

The Company has taken several significant and strategic steps to (i) increase revenues through expansion of product portfolio, entering into new industries (Oil and Gas sector through its subsidiary Kinam Engineering Industries Private Limited), launching of Thaletec products and innovations in India (through Thaletec GmbH). (ii) continuous research and development, offering solutions that meet the evolving needs of our customers (iv) acquired 26% stake of Clean Max Anchorage Private Limited whereby Clean Max Enviro Energy Solutions Private Limited will generate and supply 2.31 MWp solar and 3.30 MW wind power, enabling the Company to enhance renewable energy usage which will optimise energy costs from Q4 of FY 2025-26.

# Expected increase in productivity and profits in measurable terms:

Last quarter of FY 2024-25 showed considerable recovery in the demand and offtakes resulting into improved financial performance backed by a robust order book which provides a good visibility of recovery of demand and underlying business results.

Other Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Date of Birth	September 9, 1977
Date of Appointment on the Board	December 31, 2016
Directorships held in other public companies	None
No. of shares held in the Company	88,57,761
Relations with Other Directors	He is son of Mr. Himanshu Patel, First Cousin of Mr. Aalap Patel and Nephew of Mr. Nilesh Patel, who are the Directors of the Company w.e.f. December 31, 2016.

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) and any other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) and applicable Article(s) of the Articles of Association of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 19, 2025, have recommended re-appointment of Mr. Harsh Patel as Whole Time Director of the Company for a period of three (03) year(s) w.e.f. October 1, 2025.

The Company has received requisite Notice pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act), from a Member proposing appointment of Mr. Harsh Patel as Whole-Time Director of the Company, liable to retire by rotation.

Mr. Harsh Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any SEBI order or

any other such authority. The Company has also received consent to act as a Director (DIR-2) and Declaration of Directorships in other Companies (DIR-8) from Mr. Harsh Patel. The Company has also received a Declaration from him confirming that he meets with the criteria as prescribed under Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Harsh Patel fulfils the conditions for appointment as Whole-Time Director and he possesses appropriate skills, experience and knowledge. His continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Harsh Patel as Whole-Time Director. The Directors have evaluated performance of Mr. Harsh Patel as per the performance evaluation criteria laid down in the policy formulated by Nomination & Remuneration Committee of Directors of the Company. In view of the above, it is recommended to re-appoint Mr. Harsh Patel as Whole-Time Director of the Company.

Brief resume of Mr. Harsh Patel is annexed to this Notice.

The above statements may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The appointment is made subject to the terms and conditions including remuneration contained in the draft agreement which is available for electronic inspection as stated in this Notice up to the date of the Annual General Meeting.

Further, as per SEBI Circular No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, upon insertion of Regulation 17(6)(e) in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the total remuneration payable to all Executive Directors, who are promoters or members of promoter group, shall not exceed 5% of the net profits of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

The Board of Directors recommends the resolution for your approval as special resolution for re-appointment of Mr. Harsh Patel as a Whole-time Director of the Company and to enable the payment of remuneration which may be in excess of the said SEBI (LODR) Regulations, 2015, but which is otherwise permissible under Schedule V of the Companies Act, 2013.

None of the Directors, except Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel, or the Key Managerial Persons or their relatives is in any way interested or concerned, either financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at item no. 6 of the Notice for approval by the members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

#### Item No. 7

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with 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 Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, every listed Company and certain other prescribed categories of Companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors approved the

appointment of M/s. N. M. & Co., Practicing Company Secretary, as the Secretarial Auditors of the Company for a period of five consecutive years, commencing from April 01, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

The Board of Directors and the Audit Committee, after evaluating various parameters including Secretarial expertise, industry standing, and the ability to manage a complex business's statutory requirement, recommend the appointment of M/s. N. M. & Co. as the Secretarial Auditors. The firm has demonstrated the requisite capability and experience in handling the Company's business segments and compliance requirements.

M/s. N. M. & Co. a peer-reviewed and reputed firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI), is led by Mr. Nimish Mehta (Fellow Member of ICSI) with proven expertise in corporate governance, compliance, advisory, and legal services.

The terms and conditions of M/s. N. M. & Co.'s appointment include a tenure of five consecutive years, from April 01, 2025, to March 31, 2030. M/s. N. M. & Co. has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. N. M. & Co. as the Secretarial Auditors of the Company.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise. The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the members.

#### Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of ₹ 1,00,000 (Rupees One Lakhs Only) plus applicable tax and out-of-pocket expenses of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the



Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified/approved by the Members of the Company.

Accordingly, ratification/approval by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 by passing an Ordinary Resolution as set out at Item No.8 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise. The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

By the Order of the Board of **HLE Glascoat Limited** 

**ACHAL S. THAKKAR Company Secretary** 

Place: Maroli

Date: August 11, 2025 Regd. Office & Works:

H-106, GIDC Estate, Vitthal Udyognagar,

Anand - 388121, Gujarat, India. CIN: L26100GJ1991PLC016173 Email: share@hleglascoat.com

# ANNEXURE TO THE EXPLANATORY STATEMENT

Name of the Director	Mr. Himanshu Patel	Mr. Aalap Patel
DIN	00202312	06858672
Date of Birth	18/08/1952	17/10/1987
Date of Appointment	31/12/2022 (date of first appointment 31/12/2016)	31/12/2022 (date of first appointment 31/12/2016)
Qualifications	B.E. (Electrical)	B.E. (Mechanical), MBA
Terms & Conditions of Appointment / Re- Appointment	Re-appointment as a Managing Director of the Company for a further period of three years with effect from December 31, 2025.	Re-appointment as a Whole-time Director [designated as an Executive Director] of the Company for a further period of three years with effect from December 31, 2025.
Details of Last Remuneration Drawn	Mr. Himanshu Patel was entitled to a annual salary, including allowances, of ₹ 130.68 Lakhs as a Managing Director of the Company w.e.f. December 31, 2016 (original date of appointment).	Mr. Aalap Patel was entitled to a annual salary, including allowances, of ₹ 108.90 Lakhs as the Executive Director of the Company w.e.f. December 31, 2016 (original date of appointment).
Details of Proposed Remuneration	Mr. Himanshu Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under:	
	Salary: Annual salary of ₹ 1,44,00,000/	Salary: Annual salary of ₹ 1,20,00,000/-
	<b>Perquisites:</b> Perquisites as specified in the draft agreement.	<b>Perquisites:</b> Perquisites as specified in the draft agreement.
	$\begin{tabular}{ll} \textbf{Commission:} At the rate of 1\% on the net profit of the Company. \end{tabular}$	at the rate of 10% on annual basis or as may be decided
	<b>Annual Increment:</b> The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.	by the Board.
Nature of Expertise / Experience	He is having more than 48 years of experience in the business of chemicals and engineering.	He has nearly 13 years of experience in the engineering industry.
Names of Listed Entities in Which Directorship is held	HLE Glascoat Limited	HLE Glascoat Limited
Names of Listed Entities from which resigned in the Past Three Years	Nil	Nil
Names of Listed Entities in which Membership of Committees of the Board is held	Nil	HLE Glascoat Limited: - Chairman of RMC Committee - Member of Audit Committee, SRC Committee, and CSR Committee
No. of share held	1,69,93,535	9,44,165
No. of Board Meetings attended	Four (04)	Five (05)
Relationship with other Directors/ KMPs	He is father of Mr. Harsh Patel, Brother of Mr. Nilesh Patel and Uncle of Mr. Aalap Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016	He is the son of Mr. Nilesh Patel, Nephew of Mr. Himanshu Patel and First Cousin of Mr. Harsh Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016.



Name of the Director	Mr. Harsh Patel	Mr. Nilesh Patel
DIN	00141863	00141873
Date of Birth	09/09/1977	24/07/1961
Date of Appointment	01/10/2022 (date of first appointment 31/12/2016)	31/12/2016 (date of first appointment 31/12/2016)
Qualifications	B.E (Chemical Engineering), MBA	B.Sc. (Chemistry)
Terms & Conditions of Appointment / Re-Appointment	Re-appointment as a Whole-time Director of the Company for a period of three years with effect from October 1, 2025.	Appointment of a Director who retire by rotation and being eligible, offers himself for reappointment
Details of Last Remuneration Drawn	Mr. Harsh Patel was entitled to a annual salary, including allowances, of ₹ 72.60 Lakhs as the Whole-Time Director of the Company w.e.f. October 01, 2022 (original date of appointment).	Nil
Details of Proposed Remuneration	Mr. Harsh Patel shall be paid remuneration as decided by the Nomination and Remuneration Committee, details of which are as under:	Nil
	Salary: Annual salary of ₹ 80,00,000	
	<b>Perquisites:</b> Perquisites as specified in the draft agreement.	
	<b>Annual Increment:</b> The monthly salary will be increased at the rate of 10% on annual basis or as may be decided by the Board.	
Nature of Expertise / Experience	He has more than 25 years of experience in the business of chemicals and engineering.	He has more than 40 years of experience in the business of chemicals and engineering.
Names of Listed Entities in Which Directorship is held	HLE Glascoat Limited	HLE Glascoat Limited
Names of Listed Entities from which resigned in the Past Three Years	Nil	Nil
Names of Listed Entities in which Membership of Committees of the Board is held	HLE Glascoat Limited: - Member of SRC Committee	Nil
No. of share held	88,57,761	1,72,06,114
No. of Board Meetings attended	Four (04)	Five (05)
Relationship with other Directors/ KMPs	He is son of Mr. Himanshu Patel, Nephew of Mr. Nilesh Patel and First Cousin of Mr. Aalap Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016.	He is father of Mr. Aalap Patel and Brother of Mr. Himanshu Patel and Uncle of Mr. Harsh Patel. All are appointed as Directors of the Company w.e.f. December 31, 2016



# **Board's Report**

Dear Members.

Your directors are pleased to present the 34th Annual Report together with the Audited Financial Statements for the Financial Year ended March 31, 2025.

# **FINANCIAL HIGHLIGHTS**

(₹ in lakhs)

PARTICULARS	Consolidated		Standalone	
	2024-2025	2023-2024*	2024-2025	2023-2024*
Revenue from Operations	1,02,758.68	96,792.02	55,112.27	59,070.85
Other Income	735.83	881.62	1,178.27	1,514.34
Total Income	1,03,494.51	97,673.64	56,290.54	60,585.19
Profit before Finance Costs, Depreciation, Exceptional Items, Extraordinary Items and Tax	14,093.36	12,087.71	6,398.66	7,728.01
Less: Finance Costs	3,619.34	3,057.97	2,875.87	2,663.73
Profit before Depreciation, Exceptional Items, Extraordinary Items and Tax	10,474.02	9,029.74	3,522.79	5,064.28
Less: Depreciation/ Amortisation/ Impairment	2,967.28	2,631.06	1,470.06	1,397.36
Profit before Exceptional Items, Extraordinary Items and Tax	7,506.74	6,398.68	2,052.73	3,666.92
Less: Exceptional Items and Extraordinary Items	0.00	530.97	0.00	530.97
Profit before Tax	7,506.74	5,867.71	2,052.73	3,135.95
Less: Current Tax, net of earlier year adjustments	1,709.90	2,200.14	288.28	782.42
Less: Deferred Tax	(379.90)	(421.29)	125.92	(310.31)
Profit after Tax for the financial year (A)	6,176.74	4,088.86	1,638.53	2,663.84
Profit for the financial year from Continuing Operations	6,176.74	4,450.74	1,638.53	3,025.72
Profit for the financial year from Discontinuing Operations	-	(361.88)	-	(361.88)
Profit for the financial year (A)	6,176.74	4,088.86	1,638.53	2,663.84
Total Other Comprehensive Income/ Loss (B)	318.86	38.39	(62.62)	(32.43)
Total Comprehensive Income for the financial year (A+B)	6,495.60	4,127.25	1,575.91	2,631.41
Earnings Per Share (EPS in Rupees)				
From Continuing Operations				
Basic	9.05	6.52	2.40	4.43
Diluted	9.05	6.52	2.40	4.43
From Discontinuing Operations				
Basic	-	(0.53)	-	(0.53)
Diluted	-	(0.53)	-	(0.53)

<sup>\*</sup>Previous year's figures are restated, regrouped, rearranged and recast, wherever considered necessary.

# **BUSINESS OVERVIEW**

During the year under review (FY 2024-25), we continued to reinforce our position as a trusted partner to India's chemical and pharmaceutical industries, both of which are benefiting from structural tailwinds such as increased global outsourcing, supply chain diversification, and rising domestic demand. As

these process industries focus on capacity expansion and technology upgrades, the demand for high-quality and highly efficient equipment remains strong. We differentiated strengths in design, manufacturing, and application-specific engineering allow us to respond swiftly and effectively to these evolving customer requirements.



During FY 2024-25, the consolidated total revenues of the Company stood at ₹ 1,027.59 crores compared with ₹ 967.92 crores in the previous FY 2023-24, registering a growth of 6.2% on a year-on-year basis. The filtration, drying and other equipment contributed approximately 31% of the revenue at ₹ 313.92 crores compared to ₹ 373.67 crores in the previous year. The glass lined business contributed to the total revenue at ₹ 582.13 crores in FY 2024-25 against ₹ 496.76 crores in the previous FY 2023-24, posting a growth of 17.2% on a year-on-year basis. The consolidated EBITDA for the year was ₹ 140.93 crores compared with ₹ 120.88 crores in the previous FY 2023-24. The Company reported EBITDA margins of 13.7% against 12.5% in the previous FY 2023-24. The consolidated PAT stood at ₹ 61.77 crores compared with ₹ 40.89 crores in the previous FY 2023-24.

During recent times, the key end users of the Company's products viz. the Agrochemical, Specialty Chemical, Dyes, Pigment and the Active Pharmaceutical Ingredient manufacturers continued to grow, albeit at a lower rate. The order book of the Company for both the businesses continues to remain strong and this portends well for your Company's prospects in the foreseeable future. Our Directors attribute this improved performance, apart from the market growth and external factors, to various steps taken by the management in multiple facets of the business viz. increased manufacturing capacity, improvements in production processes, improved planning, focus on timely delivery and better marketing coverage.

#### SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Thaletec, GmbH and Thaletec Inc., USA

THALETEC GmbH ("Thaletec") (a company incorporated in Germany) is a wholly owned subsidiary of the Company; and Thaletec in turn has a wholly owned subsidiary, Thaletec Inc., USA.

The Financial Highlights of Thaletec GmbH (including its step-down subsidiary) is as under:

# Financial highlights

(₹ In Lakhe)

		(₹ In Lakns)
Particulars	2024-2025	2023-2024
Total Income	36,366.31	29,384.39
Profit Before Finance costs, Tax, Depreciation and Amortisation (after adjusting Other Comprehensive Income)	5,707.47	2,925.64
Profit Before Tax (after adjusting Other Comprehensive Income)	4,752.38	2,015.29
Profit After Tax (after adjusting Other Comprehensive Income)	3,308.56	1,346.95

(₹ In Lakhs)

Particulars	2024-2025	2023-2024
Total Assets	21,833.59	21,886.46
Equity Share Capital	314.48	307.56
Other Equity	10,441.18	7,683.28
Total Equity	10,755.66	7,990.84

\*Previous year's figures are restated, regrouped, rearranged and recast, wherever considered necessary.

#### Kinam Group

The Company had agreed to acquire 70% equity stake in Kinam Engineering Industries, on August 7, 2023. On September 26, 2023, the Company completed acquisition of 35.56% profit share with a controlling interest in Kinam Engineering Industries, now Kinam Engineering Industries Private Limited (Kinam) for purchase consideration of Rs.79.97 crores in cash.

The Board approved an additional acquisition of 34.44% to have the profit share and controlling interest in Kinam to 70%, through a Scheme of Amalgamation. the Company had approved the Scheme by respective Committees and by the Board at their respective meetings held on February 13, 2024 and thereafter, received in-principle approval from both the Stock Exchanges, completed the process of obtaining approval of the Shareholders and the Secured Creditors through duly convened meeting dated March 18, 2025, as per Hon'ble NCLT order against the application and thereafter, had filed a petition with Hon'ble NCLT for final approval of the Scheme and the Hon'ble NCLT has reserved the order in the matter.

In view of the above, the financial information for FY 2024-2025 includes the performance of Kinam / KEIPL, KEPL which have become subsidiaries and also Kinam Process Equipment Private Limited (KPEPL) which have become stepdown subsidiary (subsidiary of KEPL). The brief details of the subsidiaries is as under:

Kinam Engineering Industries (Kinam) (a partnership firm) / succeeded to Kinam Engineering Industries Pvt Ltd from January 01, 2024 - Subsidiary

Kinam Enterprise Private Limited (KEPL) - Subsidiary

Kinam Process Equipments Private Limited (KPEPL) - step-down subsidiary (subsidiary of KEPL).





The Financial Highlights of Kinam (KEIPL) / KEPL/ KPEPL is as under:

(₹ In Lakhs)

Particulars	Kinam Engineering Industries Private Limited (01/04/2024 to 31/03/25)	Kinam Process Equipments Private Limited (01/04/2024 to 31/03/25)	Kinam Enterprise Private Limited (01/04/2024 to 31/03/25)
Total Income	12,519.80	-	-
Profit Before Finance costs, Tax, Depreciation and Amortisation (after adjusting Other Comprehensive Income)	2,738.31	27.50	(0.80)
Profit Before Tax (after adjusting Other Comprehensive Income)	1,761.46	27.50	(0.80)
Profit After Tax (after adjusting Other Comprehensive Income)	2,288.21	21.14	(1.41)
Total Assets	36,302.84	927.91	670.01
Equity Share Capital	22,501.00	668.14	668.14
Other Equity	2,850.66	240.18	(10.53)
Total Equity	25,351.66	908.32	657.61

#### Thaletec LLP (Previously known as Thaletec / HLEquipments)

Thaletec LLP (Previously known as Thaletec / H L Equipments) is an LLP, in which your Company owns 99% ownership interest. The partners of the Firm have entered into an LLP Agreement and have converted the Partnership Firm into LLP, w.e.f. February 12, 2025.

# The Financial Highlights of Thaletec LLP is as under:

(₹ In Lakhs)

	(\ III Edikiis)
Particulars	Thaletec LLP (01/04/2024 to 31/03/25)
Total Income	138.35
Profit Before Finance costs, Tax, Depreciation and Amortisation (after adjusting Other Comprehensive Income)	(27.54)
Profit Before Tax (after adjusting Other Comprehensive Income)	(27.54)
Profit After Tax (after adjusting Other Comprehensive Income)	(19.44)
Total Assets	556.51
Partners Capital account	100.00
Partners Current account	97.08

As per the requirements of Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of subsidiary companies in Form AOC-1 is annexed hereto in **Annexure-I** and form part of this Report.

#### **DIVIDEND**

Your Directors are pleased to recommend a Dividend of ₹ 1.1(55%) per equity share of face value of ₹ 2/- each for the financial year ended March 31, 2025. The Dividend, subject to the approval of the Members at the 34<sup>th</sup> Annual General Meeting will be paid,

within the time period stipulated under the Companies Act, 2013 (subject to deduction of Tax at source).

#### TRANSFER TO RESERVES

The Board of Directors of your Company have transferred ₹ 750 lakhs to General Reserve for the Financial Year 2024-2025 under review.

#### **SHARE CAPITAL**

Your Company's paid-up Share Capital as on March 31, 2025 was ₹ 13.65 crores (₹ 13,65,30,960), comprising of 6,82,65,480 equity shares of ₹ 2 each, fully paid up.

During the financial year under review, your Company had redeemed 20% of the face value of 9.50% Non-Convertible Cumulative Redeemable Preference Shares at a premium of ₹ 189.38 per share as per the terms of issue and out of the profits of the Company in accordance with Section 55 of the Companies Act, 2013.

Your Company has not issued any shares with differential rights and hence no information as per the provisions of Section 43(a)(ii) of the Companies Act, 2013 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

Your Company has not issued any sweat equity shares during the financial year under review and hence no information as per the provisions of Section 54(1)(d) of the Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

Your Company has not issued any equity shares under any Employees Stock Option Scheme during the financial year under review and hence no information as per the provisions of Section



62(1)(b) of the Companies Act. 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

During the financial year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013 read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 and hence no information in connection therewith has been furnished.

During the financial year, the Company had not bought back its shares, pursuant to the provisions of Section 68 of the Companies Act, 2013 and Rules made thereunder.

During the financial year, the Company had not made any provisions of money or had not provided any loan to the employees of the Company for purchase of shares of the Company or its holding Company, pursuant to the provisions of Section 67 of the Companies Act, 2013 and Rules made thereunder.

#### **DEPOSITS**

Your Company had not accepted/renewed any deposits from the public or the Members, within the meaning of Section 73 of the Companies Act, 2013 read with Chapter V and the Companies (Acceptance of Deposits) Rules, 2014, during the FY 2024-25 and as such no amount of principal or interest on deposit from public or Members, was outstanding as of the Balance Sheet date.

### **CREDIT RATING**

Your Company enjoys a good reputation for its sound financial management and the ability to meet its financial obligations in a timely manner. ICRA Limited has assigned its ratings with regards to the banking facilities enjoyed by your Company as "A" (for long term facilities) and A2+ (for short-term facilities) with a stable outlook.

The details of credit ratings obtained by the Company are placed on the Company's website:

https://www.hleglascoat.com/wp-content/uploads/2025/04/ INTIMATIONOFCREDITRATINGICRA\_sd.pdf

# PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS - UNDER SECTION 186 OF THE **COMPANIES ACT. 2013**

The particulars of loans, guarantees, investments and securities provided during the financial year under review, covered under the provisions of Section 186 of the Companies Act, 2013 have been provided in the note no. 31(b) to the consolidated Financial Statements and the note no. 30(c) to the Standalone Financial Statements. Your Company has complied with the provisions of

Sections 186 of the Companies Act, 2013 to the extent applicable, with respect to the loans and investments made.

# INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the FY 2024-2025 and in accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Rules made thereunder:

- Dividend amounting to ₹ 14.64 lakhs pertaining to the FY 2016-17, which remained unclaimed and unpaid for a period of seven years from the date of its transfer to the Unpaid Dividend Account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
- ₹ 8.07 lakhs have been transferred to the IEPF Authority towards the final equity dividend declared for FY 2023-24 at the Annual General Meeting held on September 26, 2024, for the 7,67,150 equity shares held by the IEPF Authority.
- 7,000 equity shares of ₹ 2 each have been transferred to the IEPF Authority after compliance of due procedures as prescribed and 5,200 shares have been credited to the Shareholders account against their claim, from the IEPF Authority.

# **DETAILS OF NODAL OFFICER**

In accordance with Rule 7(2A) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the details of Nodal Officer of the Company, for the purpose of coordination with Investor Education and Protection Fund Authority (IEPF Authority) are as under:

Name: Achal Thakkar

Designation: Company Secretary and Nodal Officer

Postal Address: H-106, GIDC Estate, Vitthal Udyognagar, Anand - 388121, Gujarat, India.

Telephone No.: 02692-236842-45

E-mail ID: share@hleglascoat.com

The Company has also displayed the details of Nodal Officer at its website at www.hleglascoat.com.

# PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH **RELATED PARTIES**

Your Company has adopted a policy on Related Party Transactions and the said Policy is available on the Company's website in Policies section on https://hleglascoat.com/wpcontent/uploads/2022/02/POLICY-FOR-RELATED-PARTY-TRANSACTIONS\_11.02.2022-1.pdf





During the financial year under review, your Company has entered into related party transactions on an arm's length basis and in the ordinary course of business and the same are in compliance with Section 188 of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No material contract or arrangement with related parties was entered into during the financial year under review. Therefore, there is no requirement to report any transaction in Form No. AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

Further, all such contracts/ arrangements/ transactions were placed before the meetings of the Audit Committee, Board of Directors and the Shareholders, as may be required, for their approval. Prior approval/s of the Audit Committee/ Board / Shareholders, as may be required, including omnibus approvals, if any, are obtained on an annual basis, which is reviewed and updated on a quarterly basis.

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

The Company in its regular course of business makes best effort to conserve the resources and continuously implements measures required to save energy. The Company has strong commitment towards conservation of energy, natural resources and adoption of latest technology in its areas of operation.

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo, etc. are furnished in the **Annexure-II**, which forms part of this Report.

# PARTICULARS OF REMUNERATION OF DIRECTORS AND EMPLOYEES

- A. The details of the ratio of the remuneration of each director to the median remuneration of the employees and other details as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed hereto in **Annexure-III** and forms part of this Report.
- B. The details of the Top 10 employees of the Company in terms of remuneration drawn as required under Section 134 of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed hereto in **Annexure-IV** and forms part of this Report.

- C. None of the employees of the Company have drawn remuneration of ₹ 1,02,00,000 or more per annum or ₹ 8,50,000 or more per month or for any part of the year, except Mr. Himanshu Patel, Managing Director, whose remuneration details is mentioned in the Corporate Governance Report and except the persons whose details are mentioned in the Top 10 employees in Annexure IV, forming part of the Board's Report. There being no other employees falling under the subject category, the particulars required to be disclosed under Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not required to be furnished.
- D. None of the employees of the Company, employed throughout the year under review or part thereof, was in receipt of remuneration which was in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, exceeding two percent of the equity shares of the Company.

#### **ANNUAL RETURN**

The Annual Return for the FY 2024-25 has been uploaded on the Company's website: <a href="https://hleglascoat.com/corporate-governance/">https://hleglascoat.com/corporate-governance/</a> in accordance with the provisions of Section 134 of the Companies Act, 2013.

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT [BRSR]

Pursuant to the provisions of Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/ CFD/CMD/10/2015 dated November 4, 2015 and the Business Responsibility & Sustainability Report detailing the various initiatives taken by the Company on the environmental, social and governance front, is annexed hereto in **Annexure-V** and forms part of this Report.

### **CORPORATE GOVERNANCE**

Pursuant to the provisions of Regulation 34(3) read with Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Report on Corporate Governance is annexed hereto in **Annexure-VI** and forms part of this Report. Your Company is committed to transparency in all its dealings and places high emphasis on business ethics. The requisite Compliance Certificate as required under Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued by Mr. Nimish Mehta (CP No. 9651), proprietor of M/s. N. M. & Co., Practicing Company Secretaries, Mumbai confirming to the compliance with the conditions of Corporate Governance, is also annexed hereto which forms part of this Report.



#### MANAGEMENT DISCUSSION AND **ANALYSIS REPORT**

Pursuant to Regulation 34(3) read with Schedule V(B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Report on Management Discussion and Analysis is annexed hereto in Annexure-VII and forms part of this Report.

#### **RISK MANAGEMENT**

Your Company recognises the importance of managing risk in the business to sustain growth. Pursuant to provisions of Regulations 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 134(3)(n) of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, the Board of Directors of the Company has approved and framed "Risk Management Policy" of the Company, which is available on the website of the Company at https://hleglascoat.com/wpcontent/uploads/2021/09/HGL\_RISK-MANAGEMENT-POLICY. pdf. The Risk Management Policy has a detailed risk assessment and minimisation procedures and wherein all material risks faced by your Company are identified and assessed. The Risk Management Policy adopted by your Company establishes a structured and disciplined approach to Risk Management, in order to guide the Board on decisions on risk related issues and to mitigate various risks viz. economic risk, production risk, inventory management risk, technology risk, competition risk, financial risk, raw material price fluctuation risk, pandemic risk, human resource risk, reputation risk, legal risk, regulatory risk, cyber risk, etc.

Your Company has also formed a Risk Management Committee, having the following members:

- a. Mr. Aalap Patel Chairperson (Executive Director)
- b. Mr. Sandeep Randery Member (Independent Director)
- c. Mr. Yatish Parekh Member (Independent Director)

During the FY 2024-25, Three (03) Meetings were held on May 27, 2024, November 11, 2024 and February 10, 2025 wherein, all the major and important risks identified for the Company and relevant mitigation measures were reviewed and discussed.

The main objective of this Policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the Company's business and processes.

The risks faced by the Company and the various measures taken by the Company are detailed in Management Discussion and Analysis Report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(C) read with 134(5) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis: and
- (e) the Directors, in the case of a listed company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Directors of your Company are well experienced with expertise in their respective fields of technical, financial, strategic and operational management and administration. None of the Directors of your Company are disqualified under the provisions of Section 164(2)(a) and (b) of the Companies Act, 2013. During the period under review, no Non-Executive Director of your Company had any pecuniary relationship or transactions with your Company except as stated elsewhere in this Report and in the notes to the accounts.

Mr. Nilesh Patel, Non-Executive Director (DIN: 00141873), is retiring by rotation and being eligible, have offered himself for reappointment at the ensuing Annual General Meeting. The brief profile of Mr. Nilesh Patel has been given in the Notice convening the Annual General Meeting.

The day-to-day operations of your Company are managed by its Key Managerial Personnel ("KMP") viz. the Managing Director, the Whole-Time Director, the Executive Director, the Chief Financial Officer and the Company Secretary. As required under the provisions of Section 203 of the Companies Act, 2013, Mr. Himanshu Patel (DIN 00202312), Managing Director, Mr. Aalap Patel (DIN 06858672), Executive Director, Mr. Harsh Patel (DIN: 00141863), Whole-Time Director, Mr. Naveen Kandpal, Chief Financial Officer of the Company and Mr. Achal Thakkar, Company Secretary are the Key Managerial Personnel of your Company as on the date of this Report.

The Nomination and Remuneration Committee has formulated the Policies relating to the appointment and remuneration of the Directors of your Company, laying down criteria for determining qualification, positive attributes, independence of directors, etc. The Policy is available on the Company's website:

https://www.hleglascoat.com/wp-content/uploads/2025/04/Policy-for-Appointment-of-the-Directors.pdf.

# BOARD OF DIRECTORS AND COMMITTEES FORMED THEREUNDER

The Board of Directors has constituted the following Statutory Committees:

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

The details related to the composition of the Board of the Company and the Committees formed by it and meetings conducted during the financial year under review are given in the Corporate Governance Report annexed hereto and forming part of this Report.

# **NUMBER OF BOARD MEETINGS**

The Company has complied with the provisions for holding Board Meetings and the gap between two meetings did not exceed 120 days. Five (5) Meetings of the Board of Directors of the Company were held during the year under review on May 27, 2024, August 05, 2024, November 11, 2024, January 30, 2025 and February 10, 2025.

# **DECLARATION BY INDEPENDENT DIRECTORS**

Pursuant to Section 149(7) of the Companies Act, 2013 the Company has received declarations from all Independent Directors confirming that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013, as amended, read with Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015. In terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 and that they are independent of the Management. The Board of Directors of the Company have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. The Board is of the opinion that the Independent Directors possess the requisite qualifications, experience, expertise and they hold high standards of integrity. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013 and have also confirmed that their registration with the databank of the Independent Directors, maintained by the Indian Institute of Corporate Affairs is in compliance with the requirements of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

### PERFORMANCE EVALUATION OF THE DIRECTORS

During the FY 2024-25, the Board of Directors of your Company has carried out an Annual Performance Evaluation of the Board, its Committees and all the individual Directors as per the Company's Policy for Performance Evaluation of Directors.

(i) The Board, in its Meeting held on February 10, 2025, has carried out the evaluation task of the entire Board, the Committees of the Board, the Chairperson, the Managing Director, the Executive Director, the Whole-Time Director, the Non-Executive Director and the Independent Directors individually, for the period from January 1, 2024 to December 31, 2024. In accordance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV, annual performance evaluation of the Independent Directors was carried out by the entire Board of Directors, excluding the Directors being evaluated.

The performance of each Independent Director has been evaluated on various parameters like ethics/ values, interpersonal skills, competence and general administration, liaison skills, participation in meetings, etc. The Board was satisfied that each of the Independent Directors has been acting professionally and has brought his/her rich experience in the due deliberations of the Board.

(ii) The Independent Directors, in their separate Meeting held on February 10, 2025, carried out the performance evaluation of all the non-Independent Directors and the Board as a whole, with special attention to the performance of the Chairperson of the Company for the period from January 1, 2024 to December 31, 2024. The various criteria considered for the purpose of evaluation included



composition of the board, ethics/ values, inter-personal skills, competence and general administration, liaison skills, participation in meetings, etc. The Independent Directors were of the view that the Chairperson and all the other non-Independent Directors were competent and the results of the evaluation were satisfactory and adequate to meet your Company's requirements.

(iii) The Nomination and Remuneration Committee, in its Meeting held on February 10, 2025, reviewed the performance of the Executive Directors of the Company with special attention to the leadership criteria for the Managing Director, the Executive Director and the Whole-Time Director for the period from January 1, 2024 to December 31, 2024. The various criteria considered for purpose of evaluation included ethics/values, inter-personal skills, competence and general administration, liaison skills, participation in meetings, etc. The Committee was of the view that the Managing Director, the Executive Director and the Whole-Time Director were capable and the results of the evaluation were satisfactory and adequate to meet your Company's requirements.

The Board also expressed its satisfaction over the process of evaluation.

# CORPORATE SOCIAL RESPONSIBILITY [CSR]

Your Company has formed a CSR Committee in accordance with the provisions of Section 135 of the Companies Act, 2013, details of which are provided in the Corporate Governance Report annexed hereto and forming part of this Report. The CSR Policy of your Company as approved by the Board of Directors is available on the Company's website: <a href="https://hleglascoat.com/wp-content/uploads/2021/04/CSR-POLICY.pdf">https://hleglascoat.com/wp-content/uploads/2021/04/CSR-POLICY.pdf</a> in the Corporate Social Responsibility section.

The CSR activities as required to be undertaken under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, including a brief outline of the Company's CSR Policy, total amount to be spent under the CSR Policy for the FY 2024-25, amount spent, amount unspent and the reason for the unspent amount, if any; is annexed hereto in **Annexure-VIII** and forms part of this Report.

# VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has established a Whistle Blower Policy as envisaged under the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a vigil mechanism to provide a framework to promote responsible and secure whistle blowing and to provide a channel to the employee(s) and Directors to report to the management, concerns about unethical behavior,

actual or suspected fraud or violation of the code of conduct or policy/ies of the Company, as adopted/framed from time to time. The Policy provides for protecting confidentiality of those reporting violation(s) and restricts any discriminatory practices against them. The mechanism provides for adequate safeguards against victimisation of employee(s) and Directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

The Policy covers malpractices and/ or events related to all issues that could have grave impact on the operations and performance of the business of your Company. The concerned matters are to be reported to the Compliance Officer and/ or the Chairperson of the Audit Committee. The Audit Committee monitors the Vigil Mechanism of your Company.

During the FY 2024-25 no employee has been denied access to the Compliance Officer/the Chairperson of the Audit Committee, who have been appointed as the Whistle Blower Officers of the Company.

The details of establishment of Vigil mechanism/ Whistle Blower policy and the contact details of the Whistle Blower Officers are available on the Company's website:

https://www.hleglascoat.com/wp-content/ uploads/2023/08/HGL-WHISTLE-BLOWER-POLICY-VIGIL-MECHANISM 12.06.2021-R.pdf

#### **DIVIDEND DISTRIBUTION POLICY**

In accordance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has adopted the Dividend Distribution Policy which is available on the Company's Website at <a href="https://hleglascoat.com/wp-content/uploads/2021/10/HGL-DIVIDEND-DIST-POLICY\_Website.pdf">https://hleglascoat.com/wp-content/uploads/2021/10/HGL-DIVIDEND-DIST-POLICY\_Website.pdf</a>

# PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE

Your Company has framed a Policy against sexual harassment and a formal process for dealing with complaints relating to harassment or discrimination. The said Policy is in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. As per the provisions of Section 4 of the said Act, the Board of Directors has constituted the Internal Complaints Committee ('ICC') to deal with the complaints received by your Company pertaining to gender discrimination and sexual harassment at the workplace. No unresolved complaints were there as on the start of the financial year, no complaints were received during the financial year and no complaints were pending to be resolved as at the end of the financial year.







# MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of your Company which have occurred during the period between the end of the financial year to which the financial statements relate and the date of this Report.

# INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has strong integrated systems for internal financial control system commensurate with the size and scale of its operations and the same has been operating effectively. The Internal Auditor evaluates the efficacy and adequacy of internal control system, accounting procedures and policies adopted by the Company for efficient conduct of its business, adherence to Company's policies, safeguarding of Company's assets, prevention and detection of frauds and errors and timely preparation of reliable financial information etc. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon if any, were presented to the Audit Committee of the Board.

Your Company has established effective internal control systems to ensure accurate, reliable and timely compilation of financial statements, to safeguard assets of your Company and to detect and mitigate irregularities and frauds.

In accordance with the requirements of the Section 143(3)(i) of the Companies Act, 2013, the Statutory Auditors have confirmed the adequacy and operating effectiveness of the internal financial control systems over financial reporting.

# STATUTORY AUDITORS AND INDEPENDENT AUDITORS' REPORT

M/s. MM Nissim & Co LLP, Chartered Accountants, Mumbai (Firm Registration No. 107122W/W100672) have been appointed as the Statutory Auditors of your Company for a tenure of 5 (five) years at the 31st Annual General Meeting to hold the office from conclusion of 31st Annual General Meeting till the conclusion of 36th Annual General Meeting.

The Auditors Report given by M/s. MM Nissim & CoLLP, Statutory Auditors, on the Financial Statements of your Company, for the year ended March 31, 2025, forms part of the Annual Report. There is no qualification, reservation or adverse remark or any disclaimer of opinion in their Report.

In accordance with the Section 40 of the Companies (Amendment) Act, 2017 (corresponding to Section 139 of the Act) and revised Secretarial Standards-2, the requirement of ratification of the appointment of the Statutory Auditors in every Annual General

Meeting of the Company during the tenure of appointment has been dispensed with. Hence, the matter has not been placed as an agenda item in the AGM Notice for the approval of the members/shareholders.

#### **REPORTING OF FRAUDS**

There have been no frauds reported under sub-section (12) of Section 143 of the Companies Act, 2013, during the financial year under review, to the Audit Committee or the Board of Directors.

# SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

The Company had appointed M/s. N. M. & Co., Practicing Company Secretaries (Firm Registration No. S2010MH142200 and Peer review No. 2385/2022) as the Secretarial Auditors for the FY 2024-25 in accordance with Section 204 of the Companies Act, 2013. The Report on Secretarial Audit issued by the Secretarial Auditors for the FY 2024-25, in Form MR-3, is annexed hereto in **Annexure-IX** and forms part of this Report. There is no qualification, reservation or adverse remark or any disclaimer of opinion in their Report.

Pursuant to Section 204 of the Companies Act, 2013 and the rules made thereunder, Regulation 24A of the SEBI Listing Regulations read with newly issued SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, on the recommendation of the Audit Committee, the Board has appointed M/s. N. M. & Co., Practicing Company Secretaries (Firm Registration No. S2010MH142200 and Peer review No. 2385/2022) as the Secretarial Auditors for the financial years from 2025-26 to 2029-30, subject to approval of the Shareholders in a general meeting. The Company has received consent and requisite documents from the Firm, for their appointment.

Accordingly, the Board of Directors recommends to the Members, the resolution seeking appointment of the Secretarial Auditors, as per details provided in the Notice of the AGM.

# COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETING

The Company has complied with the provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2).

# **INTERNAL AUDITORS**

M/s CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W) had conducted the internal audit of your Company for the Anand works for the FY 2024-25; and M/s. AKMK Associates, Chartered Accountants (Firm Registration No.: 136206W) had conducted the internal audit of your Company for the Maroli works and for the Silvassa Works for the FY 2024-25.



Pursuant to provisions of Section 138 of the Companies Act. 2013 and the Rules made thereunder, on the recommendation of the Audit Committee, the Company has appointed M/s CNK & Associates LLP. Chartered Accountants (Firm Registration No. 101961W) and M/s AKMK Associates, Chartered Accountants (Firm Registration No.: 136206W) as the Internal Auditors, for the Anand works and the Maroli & Silvassa Works respectively for the FY 2025-26.

The Company has received the consent from the respective firms for their said appointment.

#### **COST AUDITORS**

Pursuant to Section 148 of the Companies Act. 2013 read with the Companies (Cost Record and Audit) Rules, 2014, your Company has duly maintained the cost records as prescribed under the said rules. The cost audit for the FY 2024-25 of the said records was carried out by M/s. Nanty Shah & Associates, Cost Accountants (Membership No. 31497), the Cost Auditors appointed by the Company.

Further, the Board on the recommendation of the Audit Committee has appointed M/s. Nanty Shah & Associates, Cost Accountants (Membership No. 31497), as the Cost Auditors of the Company for the FY 2025-26. The Company has received the consent from them for their re-appointment. Accordingly, the Board of Directors recommends to the Members, the resolution seeking approval of the members for ratifying the remuneration payable to the Cost Auditors for FY 2025-26 as per details provided in the Notice of the ensuing Annual General Meeting.

LISTING REGULATIONS COMPLIANCE / LISTING ON

The Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Secretarial Standards. There has been no penalty / stricture imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authority on any matter related to capital markets during last three financial years.

## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS** PASSED BY THE REGULATORS/ COURTS/ TRIBUNAL

No significant and material orders were passed by the Regulators or the Courts or Tribunals during the financial year under review.

#### **PROCEEDING** UNDER **INSOLVENCY** AND **BANKRUPTCY CODE, 2016**

There are no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended from time to time, before the National Company Law Tribunal (NCLT) or any other Courts as on March 31, 2025.

#### **GENERAL**

- During the financial year under review, there was no change in nature of business of the Company.
- During the financial year under review, there was no one time settlement with the Banks/ Financial institutions.

#### **ACKNOWLEDGEMENTS**

Your Directors and Management take this opportunity to thank your Company's customers, vendors, investors, business associates, bankers and other stakeholders for their continued support. Your Directors also take this opportunity to applaud the contributions made by all the employees to the operations of your Company for its continued growth and success.

By the Order of the Board of **HLE Glascoat Limited** 

Sd/-

Sd/-

Himanshu Patel Managing Director

(DIN: 00202312)

**Aalap Patel Executive Director** (DIN: 06858672)

Date: May 19, 2025 Place: Anand





#### ANNEXURE-I TO THE BOARD'S REPORT

#### Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

#### **Part A Subsidiaries**

(Information in respect of each subsidiary)

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1	Name of the subsidiary	Thaletec GmbH	Thaletec USA INC	Thaletec LLP (formerly known as Thaletec/HL Equipments)	Kinam Engineering Industries Private Limited (formerly known as Kinam Engineering Industries)	Kinam Enterprise Private Limited	Kinam Process Equipments Private Limited
2	The date since when subsidiary was acquired	December 17, 2021	December 17, 2021	, ,	September 26, 2023/ January 1, 2024	October 1, 2023	October 1, 2023
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Jan 01 - Dec 31	Jan 01 - Dec 31	NA	NA	NA	NA
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Reporting currency: EUR Exchange rate: 92.3246 ₹ / EUR	Reporting currency: EUR Exchange rate: 85.4649 ₹/USD	NA	NA	NA	NA
5	Share capital	138.49	175.99	NA	22,501.00	668.14	668.14
6	Reserves and surplus	10,262.74	178.44	197.10	2,850.66	(10.53)	240.18
7	Total assets	21,410.26	423.33	556.51	36,302.84	670.01	927.91
8	Total Liabilities	11,009.03	68.90	359.41	10,951.18	12.40	19.59
9	Investments	171.67	-	-	-	668.14	926.73
10	Turnover	35,598.71	558.93	137.68	12,389.37	-	_
11	Profit before taxation	4,674.47	51.02	(27.54)	1,778.93	(0.80)	27.50
12	Provision for taxation	1,442.14	1.68	(8.10)	(526.75)	0.61	6.36
13	Profit after taxation	3,232.33	49.34	(19.44)	2,305.68	(1.41)	21.14
14	Proposed Dividend	761.01	Nil	Nil	Nil	Nil	Nil
15	Extent of shareholding (in percentage)	100%	100%	99.00%	35.56%	0.50%	0.50%

## Notes:

- 1. Names of subsidiaries which are yet to commence operations: Aforesaid subsidiaries have commenced operations. There is no other subsidiary, which is yet to commence operations.
- 2. Names of subsidiaries which have been liquidated or sold during the year: No subsidiary has been liquidated or sold during the year.



#### ANNEXURE-II TO THE BOARD'S REPORT

## Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE BOARD'S REPORT FOR THE YEAR ENDED MARCH 31, 2025

## (A) Conservation of Energy

The Company is continuously making efforts to improve Energy Management by way of closely monitoring the energy related parameters on a regular basis. The Company is committed to transform energy conservation into a strategic business goal fully along with the technological sustainable development of Energy Management Systems. It is making best endeavors to reduce energy consumption in all its operations and activities.

- (i) To achieve the above objectives the following steps are being undertaken by the Company:
  - Continuously monitoring the energy parameters such as maximum demand, power factor, load factor, TOD tariff utilisation on a regular basis and implementing necessary changes whenever required.
  - Continuously replacing inefficient equipment with the latest energy efficient technology and upgradation of equipment continually.
  - focusing on the awareness of energy saving within the organisation by various awareness programs to avoid wastage of energy.
  - Enhancing the utilisation of Renewable Energy Resources with dedicated cell monitoring the generation and utilisation.
  - Achieving the power factor closer to unity in the Plant by effective reactive energy management.
  - Reducing the Green House Emission by improving energy efficiency at the Plant.
  - Optimisation in consumption of power and gas impacted in marginal reduction of energy cost.
  - In addition to above measure undertaken on continuous basis, few steps initiated during the financial year under review were, viz., timer fitting

in shed lights, timer fittings in pumps, MGVCL line HT modification, etc.

(ii) Steps taken by the Company for utilising alternate sources of energy:

As a measure to encourage Green Energy, the Company has installed 3 Windmills and Solar Panels at per details provided hereunder:

- One (1) Windmill with an installed capacity of 1.25 MW at Baradiya in Jamnagar, Gujarat in Financial Year 2009-10.
- Two (2) Windmills with an installed capacity of 250 KW each at Sujapur in Ratlam, Madhya Pradesh in Financial Year 2007-08.
- Solar plant at Maroli works.

Total generation was ₹ 14.88 Lakhs units in FY 2024-25.

Further, the Company has entered into Definitive Agreements with Clean Max Enviro Energy Solutions Private Limited for the purpose of developing a captive power facility in state of Gujarat having a solar capacity of 2.31 MWp and a wind capacity of 3.30 MW.

(iii) Capital investment on energy conservation equipment (if any)

None.

## (B) Technology Absorption, Adaption and Innovation-

- The efforts made towards technology absorption and the benefits derived like product improvement, cost reduction, product development or import substitution:
  - Radio remote fitting in cranes and manipulator for faster outputs.
  - Improved cranes operations with smoother start operations and reduction in mechanical failures.







- Improvement in quality and more efficient operational cycle with auto rotators.
- Smart automation in the products, viz. ANF & ANFD, making them highly efficient and providing human error free performance.
- Improvement by requisite automation in MIS, resulting in time-saving and data-accuracy.
- Reduction in lead time resulting in generating additional capacity and also improving delivery timelines.
- Implemented the detailed preventive maintenance schedule with increased physical monitoring mechanisms helping in finding out gaps and converting the same in interlocking provisions, which results into improving reliability time.

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

Not Applicable.

(iii) The expenditure incurred on Research and Development:

₹ 326.75 Lakhs.

## (C) Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual are as under:

(₹ in lakhs)

	Particulars	2024-25	2023-24
1.	Total Foreign Exchange Outgo	2210.76	3310.99
2.	Total Foreign Exchange Earned	2278.84	1268.17

By the Order of the Board of HLE Glascoat Limited

Sd/- Sd/-

Himanshu Patel Aalap Patel

Managing Director Executive Director (DIN: 00202312) (DIN: 06858672)

Date: May 19, 2025 Place: Anand



#### ANNEXURE-III TO THE BOARD'S REPORT

## Statement of Disclosure of Remuneration in accordance with Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Directors and KMPs	% Increase in remuneration in	Ratio of Remuneration to MRE^ for financial year		
	2024-25	Excl. KMP	Incl. KMP	
Managing Director	7.72%	48.91	48.45	
Executive Director	10.00%	30.19	29.91	
Whole time Director	9.13%	20.46	20.26	
Company Secretary	8.21%	5.15	5.11	
Chief Financial Officer	8.19%	13.85	13.72	

Median remuneration of employee	% change in median remuneration in
Excl. Remuneration of KMPs	7.59
Incl. Remuneration of KMPs	8.18

<sup>#</sup>The remuneration provided herein is Gross Remuneration.

#### Notes:

The aforesaid ratios and % change figures are rounded off to two decimals.

The aforesaid remuneration of KMPs and employees is based on the annualised Gross Remuneration to the Company.

The Managing Director is paid commission @ 1% of the net profits of the Company as per the Agreement.

The Non-Executive and Independent Directors do not receive remuneration except sitting fees for attending the Board and Committee Meetings.

During the FY 2024-25, no employee received remuneration in excess of the highest paid directors.

The Company pays remuneration to the Executive Directors, Key Managerial Personnel and other employees in accordance with its Remuneration Policy.

### **Other Disclosures**

Total no. of Permanent Employees on Company's roll as on March 31, 2025	Excl. KMPs	Incl. KMPs
	571	576

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Particulars	average percentile change in salary in the FY 2024-25
Average Salary of the employees (excl KMP)	13.97 %
Average Salary of KMPs	8.40 %
Justification/information of exceptional circumstances for increase in managerial remuneration	Not Applicable.

By the Order of the Board of HLE Glascoat Limited

Sd/- Sd/-

Himanshu PatelAalap PatelManaging DirectorExecutive Director(DIN: 00202312)(DIN: 06858672)

Date: May 19, 2025 Place: Anand

<sup>^</sup> Median Remuneration of Employee







### ANNEXURE-IV TO THE BOARD'S REPORT

Details of the top 10 employees (apart from Key Managerial Personnel) of the Company in terms of remuneration drawn as required under with Section 134 of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

	Names of Employees	Designation	Remuneration (₹)		Qualifications & Experience		Age (Yrs.)	Last employ ment before joining the Company	% of shares held in the Company	Relationship with any Director or manager of the Comp- any
1	Kiran Sudhakar Kulkarni	VP - Operations	73.10		BE Mechanical, DME in Buisness Mgt	20-Nov-23	56	GEA Process Engineering (India) Pvt. Ltd.	0	
2	Amit Kalra	Director - Sales & Marketing	64.18		BE Chemical, MBA	01-Sep-22	46	Yashashvi Rasayan Pvt. Ltd.	0	
3	Bharat Dhanak	VP - Sales & Marketing	63.45		B.com, PG (IT)	05-Oct-11	47	Standard Radiator Pvt Ltd.	0	
4	Vaibhav Gokhale	VP - Sales & Marketing (South)	50.78		BE Mechanical, MBA Marketing	20-Jun-22	44	Praj Hipurity System Ltd.	0	
5	Darshak Chandarana	VP - Operations	45.01	Permanent	BE Mechanical	12-Aug-24	56	Thermax Babcock & Wilcox Energy Solutions Limited	0	None
6	Dinesh Chander	AVP - Manufacturing	40.80		BE Mechanical, MBA Operation	29-Aug-22	52	GE Power India Ltd.	0	
7	Ashley Lemos	DGM - Sales & Marketing	33.34		BE Mechanical	08-Jan-08	56	Joflo Engineers Pvt. Ltd.	0	
8	Ishant Jain	GM - R&D	32.92		M.Tech Metallurgy	06-Dec-23	38	Raychem RPG Pvt. Ltd.	0	
9	Santosh Bhat	GM - Purchase	32.01		BE Mechanical	08-Aug-22	52	Elecon Engineering	0	
10	Pascoal Dantas	VP - People Success	31.69		PGDBM -HR, EPGDODC	01-Sep-22	37	Yashashvi Rasayan Pvt. Ltd.	0	

By the Order of the Board of **HLE Glascoat Limited** 

Sd/-Sd/-

Himanshu Patel Managing Director (DIN: 00202312)

Aalap Patel **Executive Director** (DIN: 06858672)

Date: May 19, 2025 Place: Anand



#### ANNEXURE-V TO THE BOARD'S REPORT

# **Business Responsibility and Sustainability Report**

Forming part of the Board's Report

## **SECTION A: GENERAL DISCLOSURES**

## I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L26100GJ1991PLC016173
2.	Name of the Listed Entity	HLE Glascoat Limited
3.	Year of incorporation	1991
4.	Registered office address	H-106, GIDC Estate, V. U. Nagar – 388121, Dist. Anand, Gujarat
5.	Corporate address	H-106, GIDC Estate, V. U. Nagar – 388121, Dist. Anand, Gujarat
6.	E-mail	share@hleglascoat.com
7.	Telephone	(02692) 236842 to 236845
8.	Website	www.hleglascoat.com
9.	Financial year for which reporting is being done	FY 2024-25
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE)
11	. Paid-up Capital	₹ 13,65,30,960.00
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Achal Thakkar, Company Secretary , Ph.No.: 02692-236842 Email Id: <a href="mailto:share@hleglascoat.com">share@hleglascoat.com</a>
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis
14	Name of assessment or assurance provider	Not Applicable as the Company does not fall under the purview of Assurance as per SEBI mandate.
15	. Type of assessment or assurance obtained	Not Applicable

## II. Product/Services

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

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing of Process Equipment for the Chemicals, Pharmaceutical and allied Industries.	Design and Manufacturing of 1) Filtration, Drying Equipment 2) Glass Lined Equipment 3) Exotic Metal Equipment 4) Heat Transfer Equipment 5) Reactors and Pressure Vessels	98.58%

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

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Manufacture of other special-purpose machinery	28299	98.58%
	n.e.c.		



## 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	4	12	16
International	1	9	10

### 19. Markets served by the entity

#### a. Number of locations

Location	Number
National (No. of States)	20
International (No. of Countries)	18

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

3.05%

### c. A brief on types of customers

The Company serves diverse set of customers in pharmaceutical (API) and chemical (Agrochemicals, Speciality Chemicals, Fine Chemicals, Dyes and Pigments, food etc.) sectors in India. The Company offers solutions, engineered to meet the process requirements of our customers with highest standards of quality and service delivery. In chemical, pharmaceutical, and related sectors, the Company provides a spectrum of product solutions for storage, reaction, heat transfer, distillation and solid-liquid separation. With dynamic product portfolio, the Company serves clients from different industries viz., food, pharmaceutical, nutraceutical, marine, etc.

## IV. Employees

## 20. Details as of the end of the financial year:

### a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	М	ale	Female			
			No.(B)	%(B/A)	No.(C)	%(C/A)		
		EMPLOYEES						
1.	Permanent(D)	577	534	93%	43	7%		
2.	Other than Permanent (E)	0	0	0%	0	0%		
3.	Total employees (D+E)	577	534	93%	43	7%		
		WORKERS			•	***************************************		
4.	Permanent(F)	110	110	100%	0	0%		
5.	Other than Permanent (G)	1357	1348	99%	9	1%		
6.	Total workers (F+G)	1467	1458	99%	9	1%		

#### b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	М	ale	Fer	nale
			No.(B)	%(B/A)	No.(C)	%(C/A)
	DIFFE	RENTLY ABLED	MPLOYEES			
1.	Permanent(D)	3	3	100%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	Total differently-abled employees (D+E)	3	3	100%	0	0%
	DIFF	ERENTLY ABLED	WORKERS		•	***************************************
4.	Permanent(F)	1	1	100%	0	0%
5.	Other than Permanent (G)	0	0	0%	0	0%
6.	Total differently-abled workers (F+G)	1	1	100%	0	0%



## 21. Participation/Inclusion/Representation of Women:

	Total (A)	Number and perc	entage of Females
		No.(B)	%(B/A)
Board of Directors	8	0	0%
Key Management Personnel	5	0	0%

 $Note: Board of Directors include Key Management Personnel viz. \, Managing \, Director, Whole time \, director \, and \, Executive \, Director \, and \, Directo$ 

## 22. Turnover rate for permanent employees and workers:

(Disclose trends for the past 3 years)

		FY 2025			FY 2024		FY 2023			
	Male	Female	Total	Male	Female	Total	Male	Female	Total	
Permanent Employees	27%	22%	27%	25%	27%	25%	20%	31%	21%	
Permanent Workers	8%	-	8%	9%	_	9%	10%	_	10%	

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

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

S. No.	Name of the holding/ subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Thaletec LLP (Formerly Thaletec / H L Equipments)	Subsidiary	99%	No
2	Thaletec GmbH, Thale, Germany	Subsidiary	100%	No
3	Thaletec Inc., USA	Step down subsidiary (A wholly owned subsidiary of Thaletec GmbH and hence, also subsidiary of HLE Glascoat Limited)	100% (through Thaletec GmbH)	No
4	Kinam Engineering Industries Private Limited	Subsidiary	35.56%	No
5	Kinam Enterprise Private Limited	Subsidiary	0.50%	No
6	Kinam Process Equipments Private Limited	Step-down Subsidiary	0.50%	No

## **VI. CSR Details**

- 24. (i) Whether CSR is applicable as per section 135 of the Companies Act, 2013: (Yes/No): Yes
  - (ii) Turnover (in ₹) 55,112.27 Lakhs
  - (iii) Net worth (in ₹) 35,597.98 Lakhs

## **VII. Transparency and Disclosure Compliances**

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

Stakeholder	Grievance		FY 2025			FY 2024	
group from whom the complaint is received  Communities Investors (other than shareholders Shareholders Employees and workers Customers Value Chain	Redressal Mechanism in Place (Yes/No) (If Yes, then provide web- link for grievance redress policy)	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	Yes	0	0		0	0	The complaints
Investors (other than shareholders)	Yes )	0	0	The complaints	0	0	received are addressed fairly and
Shareholders	Yes	2	0	received are addressed fairly	23	0	transparently
. ,	Yes	0	0	and transparently and pending	0	0	and pending complaints,
Customers	Yes	147	0	complaints, if any are resolved in	144	0	if any are resolved in
Value Chain Partners	Yes	0	0	next reporting cycle.	0	0	next reporting cycle.
Other (please specify)	Yes	0	0		NA	NA	

Note: Grievance Redressal Mechanism is covered under the Whistleblower Policy and same can be accessed here.

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, and 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	Emission Management	Risk	The Company's approach to emissions management is centred on reducing the intensity of greenhouse gas emissions and minimising the overall carbon footprint of its operations.	The Company undertakes various initiatives and is actively transitioning to renewable energy sources with the objective of reducing its overall carbon footprint.	Negative
2	Water Management	Risk	Proactive water management reflects the Company's commitment to responsible corporate citizenship, helping to mitigate risks, support surrounding communities, and promote long-term environmental sustainability.	The Company's water stewardship practices focus on reducing freshwater withdrawal, treating and responsibly disposing of wastewater, thereby contributing to a positive impact on society.	Negative
3	Waste Management	Risk	By addressing waste generation and disposal, the Company is able to minimise its ecological footprint, enhance operational efficiency, and ensure compliance with regulatory standards promoting a more sustainable and responsible way of doing business.	The Company adopts a robust waste management strategy, incorporating the 3R approach Reduce, Reuse, Recycle while ensuring optimal utilisation of resources.	Negative



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)
4	Product Safety and Quality	Opportunity	Ensuring product safety and quality is fundamental to earning customer trust, maintaining compliance with industry standards, and protecting the organisation's reputation and long-term success.	-	Positive
5	Human Capital Developement	Opportunity	Nurturing a skilled and motivated workforce strengthens operational adaptability. Through continued investment in employee development, training, and wellbeing, the Company strives to cultivate a culture of excellence, support business growth, and build a sustainable future for the organisation.	-	Positive
6	Privacy and Data Management	Risk	Safeguarding customer and stakeholder data is vital to maintaining trust and preserving the Company's reputation.	The Company is implementing robust data protection measures and adhering to privacy regulations, prioritising the security and confidentiality of information to ensure long-term, trusted relationships with its stakeholders.	Negative
7	Labour Management	Risk	Ensuring fair and ethical treatment of employees helps foster a positive work environment, boost productivity, and reinforce employee loyalty.	The Company complies with labour laws, promotes diversity and inclusion, and offers opportunities for growth, with the aim of building a sustainable and harmonious workforce.	Negative
8	Chemical Safety	Risk	Proper management of chemicals is essential to ensure workplace safety, maintain regulatory compliance, and minimise environmental risks.	The Company prioritises the responsible handling and disposal of chemicals, reinforcing its commitment to sustainable practices and maintaining the trust of its stakeholders.	Negative
9	Corporate Governance	Risk	Strong corporate governance promotes transparency, accountability, and ethical decision-making across the organisation.	The Company upholds the highest standards of corporate governance, supported by effective risk management practices, fostering sustained stakeholder trust and long-term value creation.	Negative







## 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.

Di	sclo	sure Questions		P1	P2	Р3	P4	P5	P6	P7	P8	Р9
Po	licy	and management processes										
1.	a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Υ	es/es	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
	b.	Has the policy been approved by the Board? ( Yes/No)	Υ	es/	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
	c.	Web Link of the Policies, if available.		***************************************	http	s://www	.hleglasco	at.com/c	orporate	governa	nce/	•
2.		nether the entity has translated the policy into ocedures. (Yes / No)	Υ	es/es	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
3.	partners?		1	No	No	No	No	No	No	No	No	No
4.	cer	me of the national and international codes/rtifications/labels/ standards (e.g. Forest			E Accred		Authoris	ed to use	e ASME '	U', 'NB' a	ınd 'R' Sta	amps for
	Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.		•	Press		ipment,	gning and ATEX, Ma					
			•	• JIS Compliance - Designing and manufacturing in compliance with 'JIS'								
			•	ISO 9	001:201	5 - ISO c	ertificatio	n.				
			•		Certifica an Direc		ertified fo	r manufa	ecturing p	ressure	vessels as	per the
			•		1arine C ne Applic		on - Cert	ified for	manufact	uring pr	essure ve	ssels for
			•				hipping( arine App			rtified fo	or manuf	acturing
			•	Amer Stand		eau of Sh	nipping – I	Manufact	turing in c	ompliand	ce with Al	BS .
5.		ecific commitments, goals, and targets set by the tity with defined timelines, if any.	No	ne	-					•		•
6.	COI	rformance of the entity against the specific mmitments, goals, and targets along with reasons case the same are not met.	No	t Appli	cable						-	•



## 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)

#### Dear Shareholders

At HLE Glascoat, we remain deeply committed to embedding Environmental, Social, and Governance (ESG) principles into our business strategy, decision-making processes, and day-to-day operations. As industries across the globe navigate a dynamic sustainability landscape, we recognise both the opportunities and the challenges that come with this transition.

During the year, we achieved a key milestone in our sustainability journey with the proposed acquisition of a 26% stake in Clean Max Agri Power Limited (CMAPL). Established as a Special Purpose Vehicle (SPV), CMAPL will implement a captive open access model to supply renewable energy to our Anand Unit. Under this collaboration, CMAPL will develop a 2.31 MWp solar and 3.30 MW wind captive power facility, enabling us to enhance renewable energy usage at our Anand unit, optimise energy costs, and support India's clean energy

In line with our focus on operational efficiency and climate stewardship, we have achieved a 12.35% reduction in total energy consumption and a 21.4% reduction in greenhouse gas emissions compared to FY 2023-24. These outcomes reflect our concerted efforts to drive resource efficiency, invest in sustainable technologies, and minimise our environmental footprint across operations.

We recognise that achieving our long-term sustainability goals comes with challenges, including constraints around renewable energy infrastructure, evolving regulatory frameworks, and the need for continuous innovation. Over the past year, we have taken decisive steps to address these issues by aligning our operations with global ESG best practices and stakeholder expectations. Our focus remains on increasing renewable energy adoption, reducing our carbon footprint, and strengthening climate resilience. Looking ahead, we aim to enhance our ESG performance metrics, set ambitious yet achievable sustainability targets, and invest in innovative solutions that minimise environmental impact while driving business resilience and long-term value creation.

At HLE Glascoat, we firmly believe that embedding sustainability at the heart of our growth strategy is not just a responsibility but also an opportunity to drive long-term value for all stakeholders. Through sustained focus and strategic action, we are confident of advancing on our ESG journey while contributing meaningfully to a more sustainable and resilient future.

Thank you for your continued support.

Sincerely.

#### Himanshu Patel

Managing Director

8.	Details	of	the	highe	st	authorit	y	respor	nsible	for
	implem	enta	ation	and	0	versight	of	the	Busir	ness
	Respons	sibil	ity po	olicy (i	es)					

The Board of Directors is responsible for overseeing and ensuring adherence to the Company's Business Responsibility policies. Implementation and monitoring are carried out by the Executive Director and senior management, under the Board's strategic guidance. This structure ensures integration of responsible business practices across the organisation.

Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes / No). If yes, provide details.

The Executive Director and Whole-time Director, along with the senior management team, actively oversee sustainability-related matters within the organisation. While a dedicated sustainability committee is not in place, the leadership ensures regular review and enhancement of internal systems and processes to effectively manage sustainability issues and drive alignment with the Company's overall ESG objectives.

#### 10. Details of review of NGRBCs by the Company:

Subject for review					w was เ pard/ A			Frequency (Annually/ Half yearly/ Quarterly/ Any other-please specify									
	P1	P2	Р3	P4	P5	P6	P7	P8	P9	P1	P2	Р3	P4	P5	P6	P7	P8
Performance against above policies and follow up action	Υ	Υ	Υ	Y	Υ	Υ	Y	Y	Υ	Y Periodically							
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Periodically							

11. Has the entity carried out an independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No) – No.

If yes provide the name of the agency.

P1	P2	Р3	P4	P5	P6	P7	P8	P9
				Not Applicable	!			

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

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	-	-	-	-	-	-	-	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	Y	-	-
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 programmes on any of the principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	2	During the reporting year, the Board of Directors & KMPs	100%
Key Managerial Personnel	2	received comprehensive updates on topics including performance, compliance, governance, and significant regulatory changes. These updates emphasise compliance and reporting requirements. Key Managerial Personnel (KMPs) were also part of these meetings.	100%
Employees other than BoD and KMPs	166	The Company undertakes extensive training initiatives covering EHS awareness, ISO training, Kaizen, 5S, leadership essentials, emergency response, technical training on GL equipment, financial and mental well-being, and SOP-based skill development. Regular safety toolbox talks, behavioural workshops, and competency enhancement programmes reinforce its commitment to employee well-being, operational excellence, and responsible business practices.	83.9%
Workers	268	The Company organises a wide spectrum of training and awareness programmes focused on plant safety, skill upgradation, first aid, fire fighting, 5S, emergency response, material handling, machine maintenance, welding defects, spraying techniques, hygiene, EOT operations, and values of the organisation. Technical training spans SOP-based processes, ISO awareness, safe lifting techniques, RT joint welding, thermosyphon tank fabrication, riboflavin testing, time management, workflow optimisation, and Tool Box Talks. These initiatives reflect the Company's commitment to workplace safety, continuous capability building, and responsible operational practices	46.21%



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):

		M	onetary		
	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					
Settlement			NA		
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			NA		
Punishment			INA		

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in case where monetary or nonmonetary 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 weblink to the policy.

The Company is committed to maintaining the highest standards of ethics, integrity, honesty, and transparency in all aspects of its business operations. To ensure adherence to legal and regulatory requirements, a Whistle-blower/Vigil Mechanism Policy is in place, providing employees with a secure channel to report concerns related to legal violations or discrepancies in financial statements and reports.

In addition, the Company's Code of Conduct strictly prohibits bribery, corruption, and the offering or acceptance of gifts or payments intended to secure business advantages. The Code is applicable to all employees, including Board Members and Senior Management. Employees are made aware of these policies during induction and are provided with regular updates.

The policy is publicly accessible at: https://www.hleglascoat.com/wp-content/uploads/2023/08/HGL-WHISTLE-BLOWER-POLICY-VIGIL-MECHANISM 12.06.2021-R.pdf

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 2025	FY 2024
Directors		
KMPs	N-	
Employees	No	ne
Workers		





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

	FY 2025		FY 2024	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	None	NA	None	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	None	NA	None	NA

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

Not Applicable

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

	FY 2025	FY 2024
Number of days of accounts payables	61.04	57.08

#### 9. Open-ness of business

Provide details of the 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 2025	FY 2024
Concentration of	a. Purchases from trading houses as % of total purchases	31%	23%
Purchases	b. Number of trading houses where purchases are made from	156	123
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	25%	17%
Concentration of Sales	a. Sales to dealers/ distributors as % of total sales	NA	NA
	b. Number of dealers distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	NA	NA
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	1.21%	0.24%
	b. Sales (Sales to related parties/ Total Sales)	2.47%	1.57%*
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	NA	NA
	d. Investments (Investments in related parties/ Total Investments made)	NA	NA

<sup>\*</sup>Data has been restated for FY 2024 as the interpretation was in line w.r.t. sales to distributors/dealers (which stands as N.A), however, the interpretation has been revised this year.

#### **Leadership Indicators**

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes	
14	Optimal Pricing, Alternative Development, Quality Enhancement, and In-house Engineering Innovation	2.43%	
	<ul> <li>Vendor Development, Quality Improvement, and New Component Development</li> </ul>	2.70/0	

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 has established robust processes to prevent and manage conflicts of interest, including those involving members of the Board. Employees and key stakeholders are required to disclose any potential conflicts of interest in accordance with defined procedures. In addition, the Company conducts regular training programmes on its Code of Conduct and ethical business practices, thereby promoting transparency, fairness, and upholding the integrity of the organisation.



## PRINCIPLE 2: Business should provide goods and services in a manner that is sustainable and safe

#### **Essential Indicators**

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

	FY 2025	FY 2024*	Details of improvements in environmental and social impacts
R&D	_		
Capex	-		

Note: With a focus on B2B, the company tailors its product specifications to meet end-client requirements, which means it does not conduct independent R&D. However, the company has created innovative designs and process applications that fulfil customer expectations.

\*The data of FY 2023-24 has been restated as the company's R&D and capital expenditure are primarily directed towards innovation and meeting customised requirements. While these investments enhance product design and process efficiency, they do not have a direct impact on environmental or social dimensions.

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

No, the Company does not have a separate policy in this regard; however, it ensures that all suppliers, vendors, and contractors operate in compliance with applicable labour laws, health and safety regulations, service delivery standards, and other relevant legal requirements.

- b. If yes, what percentage of inputs were sourced sustainably? Not Applicable
- 3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

None. The Company follows well-defined procedures for the efficient handling, management, recycling, and safe disposal of waste generated across its operations. These practices are designed to minimise environmental impact and promote sustainable resource utilisation.

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.

No, Extended Producer Responsibility (EPR) obligations are not applicable to the Company due to the nature of its business operations.

#### **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?
  - No, the Company has not undertaken Life Cycle Assessments (LCA) for any of its products.
- 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.

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	,	d input material to naterial
	FY 2025	FY 2024
	Not Applicable	Not Applicable





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 2025		FY 2024		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	Nil	Nil	Nil	Nil	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous waste	Nil	Nil	Nil	Nil	Nil	Nil
Other waste General Waste (Dry & Wet)	Nil	Nil	Nil	Nil*	Nil*	Nil

<sup>\*</sup>Values for FY 2023-24 are restated as previously the waste data was wrongly incorporated in the given table

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: Business 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 em	ployees co	vered by				
	Total (A)	Health ir	nsurance	Accident	insurance	Maternit	y benefits	Paternity	y Benefits	Day Care	facilities
		Number (B)	%(B/A	Number (C)	% (C / A)	Number (D	%(D/A	Number (E)	% (E / A)	Number (F)	% (F / A)
				- 1	Permanent	employees					
Male	534	482	90%	482	90%	-	-	534	100%	0	0%
Female	43	37	86%	37	86%	43	100%	-	-	0	0%
Total	577	519	90%	519	90%	43	7%	534	92%	0	0%
				Other	than Perm	anent empl	oyees				
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	-										

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

Category			% of workers covered by								
	Total (A) Health insurance		surance	Accident	insurance	Maternity	y 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)
				Р	ermanent v	workers					
Male	110	44	40%	110	100%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	110	44	40%	110	100%	0	0%	0	0%	0	0%
		•		Other t	han Perma	nent work	ers	•	-	•	
Male	1348	1348	100%	1348	100%	0	0%	0	0%	0	0%
Female	9	9	100%	9	100%	0	0%	0	0%	0	0%
Total	1357	1357	100%	1357	100%	0	0%	0	0%	0	0%



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

	FY 2025	FY 2024
Cost incurred on well-being measures as a % of total revenue of the company	0.63%	0.78%

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

Benefits		FY 2025		FY 2024			
	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/NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	
PF	100%	100%	Yes	100%	100%	Yes	
Gratuity	100%	100%	Yes	100%	100%	Yes	
ESI	NA	NA	NA	NA	NA	NA	
Others – please specify	-	-	-	-	-	-	

#### 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, the Company's premises and office locations are accessible to differently abled employees and workers, in compliance with the provisions of the Rights of Persons with Disabilities Act, 2016.

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.

The Company places strong emphasis on building an inclusive and equitable workplace, ensuring fair and equal opportunities for all employees, including individuals with disabilities. A range of policies and initiatives are in place to support their growth, professional advancement, and overall well-being, reinforcing the Company's commitment to a supportive and diverse work culture.

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

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

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

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, the Company has established structured grievance redressal mechanisms, including
Other than Permanent Workers	regular Toolbox Talk (TBT) sessions, complaint boxes, and suggestion boxes. These platforms facilitate open communication and enable employees and workers across all operational
Permanent Employees	locations to raise concerns and grievances, which are systematically addressed and resolved
Other than Permanent Employees	in a timely manner.





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

Category		FY 2025			FY 2024*	
	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	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total Permanent Workers	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA

Note: This disclosure is not applicable, as there are no employees or workers who are members of any association or union.

## 8. Details of training given to employees and workers:

Category		FY 2025				FY 2024				
	Total (A)		and safety sures	On Skill upgradation		Total (D)		and safety sures	On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	534	534	100%	257	48%	553	549	99%	211	38%
Female	43	43	100%	26	60%	37	34	92%	11	30%
Total	577	577	100%	283	49%	590	583	99%	222	38%
	,		•	Wo	orkers				•	•
Male	1458	1458	100%	649	44%	1621	1400	86%	465	29%
Female	9	9	100%	9	100%	4	4	100%	0	0
Total	1467	1467	100%	658	45%	1625	1404	86%	465	29%

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

Category		FY 2025			FY 2024			
	Total (A) No. (B) % (B / A)		Total (C)	No. (D)	% (D / C)			
			Employees					
Male	534	534	100%	553	553	100%		
Female	43	43	100%	37	37	100%		
Total	577	577	100%	590	590	100%		
			Workers					
Male	1458	1458	100%	1621	1621	100%		
Female	9	9	100%	4	4	100%		
Total	1467	1467	100%	1625	1625	100%		

<sup>\*</sup>The values of FY 2023-24 are restated since no employees or workers are a part of any recognised union



#### 10. Health and safety management system:

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

Yes, the Company places high importance on ensuring the health, safety, and well-being of its employees and stakeholders. A robust Occupational Health and Safety (OHS) management system is implemented across all operational sites to prevent work-related injuries and maintain a safe, healthy, and secure work environment.

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

The Company conducts Hazard Identification and Risk Assessment (HIRA) for all routine operations to systematically identify work-related hazards and assess associated risks. These are monitored on a continuous basis through a daily observation and tracking system to ensure proactive risk management. For non-routine activities, a structured Permit to Work system is implemented, incorporating comprehensive risk assessment and defined safety precautions to effectively mitigate potential hazards.

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

Yes, the Company has established a comprehensive safety and hazard incident reporting and management system to ensure timely identification and resolution of potential workplace hazards. Multiple channels are available for employees to report safety concerns, including the Near miss Reporting System, the Safety Committee platform, and the Daily Reporting System (Unsafe Acts/Unsafe Conditions - UA/UC), thereby promoting a proactive safety culture across all operations.

d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No) Yes, the Company ensures access to non-occupational healthcare services through established tie-ups with hospitals such as Shree Nirali Hospital and Shree Krishna Hospital, Karamsad. Medical cards are provided to all workmen, covering direct family members for a wide range of medical services. Additionally, comprehensive health insurance coverage is extended to all employees and their families. To support routine healthcare needs, an on-site medical centre staffed with a consulting doctor is maintained at the plant, ensuring timely and accessible medical assistance.

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

Safety Incident/Number	Category	FY 2025	FY 2024
Lost Time Injury Frequency Rate (LTIFR) (per one Million-person	Employees	0	0
hours worked)	Workers	0.5	0
Total recordable work-related injuries	Employees	0	0
-	Workers	16	2
No. of fatalities	Employees	0	0
-	Workers	0	0
High consequence work-related injury or ill-health (excluding	Employees	0	0
fatalities)	Workers	0	0

#### 12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company implements a comprehensive approach to workplace safety, including the use of Personal Protective Equipment (PPE), secure storage practices, and structured near-miss reporting to reduce the risk of accidents or injuries during construction and operational activities. Regular shop-floor and classroom training sessions are conducted to enhance safety awareness across all employee categories. Additionally, mock drills, evacuation drills, and continuous workplace monitoring are carried out to ensure emergency preparedness. An ERP system, integrated with a dedicated Emergency Response Team (ERT), is in place to facilitate prompt and effective action during critical situations. Further details on these initiatives can be referenced under Principle 3.

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

	FY 2025			FY 2024		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	0	0	Nil	0	0
Health & Safety	Nil	0	0	Nil	0	0

14. Assessment 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.

Not Applicable

#### **Leadership Indicators**

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

Yes, the Company extends Group Personal Accident (GPA) insurance coverage to all employees and workers, providing financial protection in the unfortunate event of death arising from an accident.

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

The Company undertakes regular monitoring to ensure statutory dues are duly deducted and deposited by its value chain partners. Monthly reviews are conducted on Wage Registers and Provident Fund (PF) contributions submitted by personnel suppliers. The finance function actively tracks vendors' statutory compliance, including Goods and Services Tax (GST) payments, through relevant government portals. Prompt follow-up actions, including email notifications, are undertaken to ensure timely compliance, and legal proceedings are initiated where necessary in cases of persistent non-compliance.

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

	Total no. of affected	employees/ workers	and placed in suitable em	ers that are rehabilitated ployment or whose family ed in suitable employment
	FY 2025	FY 2024	FY 2025	FY 2024
Employees	Nil		Nil	
Workers	INII		INII	

 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	Nil, the Company expects all its value chain partners like suppliers and contractors to
Working Conditions	adhere to various regulatory requirements including safety laws and labour conditions.

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners. Not Applicable

## PRINCIPLE 4: Business 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.

The Company follows a well-defined approach to identify and engage with key stakeholder groups that are directly influenced by its operations. Through detailed stakeholder mapping exercises, the Company prioritises stakeholders including employees, customers, investors, suppliers, regulators, local communities, and NGOs based on their significance to business activities. A range of engagement mechanisms, as outlined in Question 2, facilitate regular and meaningful interaction. The Stakeholder and Relationship Committee oversees these engagements, ensuring fair representation and safeguarding stakeholder interests. Insights gathered through this process are integrated into decision-making, supporting transparency, responsible business conduct, and sustained stakeholder trust.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as a Vulnerable & Marginalised 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, Investor Calls	Monthly/quarterly/ annually / event- based	Business performance, Financial Results, Statutory requirements and compliances, etc
Employees	No	Email, SMS, Pamphlets, Notice Board, Website, face to face meetings	Regularly / From time to time	Policies, Business Objectives, Achievements, awards, employee engagement, wellbeing and training initiatives.
Customers	No	Email, SMS, Newspaper, Brochures, Advertisement, Website	Regularly / From time to time	New product development, Product Safety and Quality, Service Offerings
Suppliers	No	Email, SMS, Newspaper, Advertisement, Website	Regularly / From time to time	Raw Material requirements, Product Quality, Supplier Compliance
Local Communities	No	Focused Group Discussions, One-to-One Meeting	Need Based	Community development programmes
Government	No	Email, Regulatory Compliance documents, prescribed Form filings and reporting	Regularly / From time to time	Regulatory filings, Compliances, Requisite approvals, etc
Banks/ Financial Institutions	No	Email, Website	Regularly / From time to time	Banking requirements, compliances, etc.



#### **Leadership Indicators**

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company ensures effective oversight and transparency in addressing stakeholder concerns through established governance structures, including the Stakeholders' Relationship Committee, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Corporate Social Responsibility Committee. These committees periodically review and evaluate stakeholder concerns pertaining to economic, environmental, and social matters. The Company actively solicits feedback on its policies and initiatives, with insights from these engagements systematically integrated into strategic planning, business objectives, and decision-making processes to ensure alignment with stakeholder expectations and responsible corporate conduct.

 Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.
 No

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

#### Actions Undertaken Based on Stakeholder Engagement

In response to feedback received from key stakeholder groups, the Company has implemented the following communityfocused initiatives:

#### 1. Livelihood Enhancement Programmes

The Company has initiated skill development and vocational training programmes targeting unemployed youth and women in economically disadvantaged regions. These initiatives aim to improve employability and foster entrepreneurial capabilities, thereby supporting sustainable livelihoods.

#### 2. Promotion of Inclusive Education

Efforts have been directed towards enhancing access to quality education by providing scholarships, upgrading school infrastructure, and facilitating digital learning tools for students from economically weaker sections, particularly in rural and tribal areas.

#### 3. Healthcare Access and Support

The Company has undertaken initiatives to improve healthcare access in underserved communities through the provision of subsidised medical aid, with the objective of enhancing overall community health and wellbeing.

#### 4. Infrastructure Development for Marginalised Groups

In support of vulnerable and marginalised communities, the Company has constructed and renovated residential infrastructure to ensure safer and more secure living conditions.



## 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 2025				FY 2024		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)	
Employees							
Permanent	577	577	100%	590	590	100%	
Other than permanent	0	0	0%	0	0	100%	
Total Employees	577	577	100%	590	590	100%	
Workers							
Permanent	110	110	100%	150	150	100%	
Other than permanent	1357	1357	100%	1475	1475	100%	
Total Employees	1467	1467	100%	1625	1625	100%	

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2025					FY 2024				
	Total (A)	Equal to Minimum Wage			More than Minimum Wage			Minimum age		n Minimum age
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
				Emp	oyees					
Permanent										
Male	534	36	7%	498	93%	553	11	2%	542	98%
Female	43	4	9%	39	91%	37	3	8%	34	92%
Other than Permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
				Wo	rkers					
Permanent										
Male	110	4	4%	106	96%	150	8	5%	142	95%
Female	0	0	0%	0	0%	0	0	0	0	0
Other than Permanent										
Male	1348	562	42%	786	58%	1517	593	39%	863	57%
Female	9	9	100%	0	0%	4	2	50%	2	50%





- 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)	3	1,01,47,500	0	0	
Key Managerial Personnel	5	68,75,000	0	0	
Employees other than BoD and KMP	689	3,49,884	53	1,92,144	
Workers	140	2,08,780	0	0	

#### Note:

- The Key Managerial Personnel (KMP) comprises the Managing Director and two Executive Directors, who are also part of the Board of Directors (BoD).
- For the purpose of calculation under the BoD category, only three directors receiving remuneration are considered. Directors receiving only sitting fees are excluded.
- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2025	FY 2024
Gross wages paid to females as % of total wages	3.72%	3.28%

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 department is responsible for addressing employee grievances in a fair, timely, and transparent manner, ensuring full compliance with human rights principles and organisational standards. Employees have access to established grievance channels, including suggestion boxes placed across all units, enabling them to raise concerns confidentially and without fear of retaliation.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Yes, the Company has a well-defined internal mechanism for resolving grievances, including those concerning human rights matters. All workforce-related grievances are addressed in a transparent and timely manner through structured processes established by the management, ensuring fair resolution in line with organisational values and regulatory requirements.

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

		FY 2025		FY 2024		
	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	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	_
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-



7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2025	FY 2024
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complaint in discrimination and harassment cases.

The Company follows stringent policies and procedures to prevent discrimination and foster an inclusive workplace that upholds equal opportunities for all employees and workers. It places a strong emphasis on gender equality and strictly prohibits discrimination on the grounds of sex, colour, race, ethnicity, or other similar attributes. Employees are encouraged to raise concerns freely, without any fear of retaliation or adverse consequences. Confidentiality is maintained throughout the grievance resolution process, reinforcing the Company's commitment to a safe, respectful, and supportive work environment.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Company incorporates human rights provisions within its business agreements and contractual arrangements, ensuring that all partners and stakeholders uphold responsible business conduct and respect for human rights principles.

10. Assessment for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labor	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others-please specify	100%

11. Provide details of any corrective actions taken or underway to address significant risks/ concerning arising from the assessments at Question 10 above.

Not Applicable

#### **Leadership Indicators**

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

The Company remains committed to integrating fundamental human rights principles across its business operations. This proactive approach has enabled the organisation to manage its processes responsibly, with no requirement for alterations arising from human rights-related grievances or complaints.

2. Details of the scope and coverage of any Human rights due diligence conducted.

The Company undertakes periodic audits to uphold responsible business conduct, with a clear focus on eliminating child labour, forced labour, discrimination, and unsafe working conditions across its operations.

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?

The Company is committed to fostering an inclusive work environment and ensures that all its premises and offices are accessible to employees and workers with disabilities, in full compliance with the Rights of Persons with Disabilities Act, 2016.







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	
Forced/involuntary labor	Nil, the Company expects all its vendors, suppliers and
Sexual harassment	other value chain partners to comply with ethical standar
Discrimination at workplace	labour laws, safety laws, human rights for continued
Wages	engagement with the Company
Others-please specify	

5. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments in Question 4 above.

Not Applicable

## PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

#### **Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format: Whether total energy consumption and energy intensity is applicable to the company? Yes

		FY (2024-25)	PY (2023-24)
Revenue from operations (in Rs.)		5511227000.00	5907085000.00
Parameter	Unit	FY 2025	FY 2024
From renewable sources			
Total electricity consumption (A)	GJ	5,300.56	7,013.29
Total fuel consumption (B)	GJ	-	-
Energy consumption through other sources (C)		-	-
Total energy consumed from renewable sources (A+B+C)	GJ	5,300.56	7,013.29
From non-renewable sources			
Total electricity consumption (D)	GJ	54,436.1	64,627.67
Total fuel consumption (E) (Petrol, Diesel, Natural Gas)	GJ	34,932.832	39,857.32
Energy consumption through other sources (F)	GJ	-	-
Total energy consumed from non-renewable sources (D+E+F)	GJ	89,368.93	1,04,484.99
Total energy consumed (A+B+C+D+E+F)	GJ	94,668.93	1,11,498.28
<b>Energy intensity per rupee of turnover</b> (Total energy consumption/turnover in rupees)	GJ/Million ₹	1.72	1.89
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/ Revenue from operations adjusted for PPP)	GJ/Million ₹adjusted to PPP	35.49	42.28
<b>Energy intensity in terms of physical output</b> (number of units of equipment produced)	GJ/ number of units of equipment produced	45.93	48.45
<b>Energy intensity</b> (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

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. Not Applicable



3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2025	FY 2024
Water withdrawal by source (in kilolitres)		
(i)Surface Water	-	-
(ii)Ground Water	8,359	7,247
(iii)Third Party Water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	2,914	3,863*
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	11,273	11,110
Total volume of water consumption (in kilolitres)	11,273	11,110
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations) in kL/Million INR	0.20	0.18
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP) in kL/ Million INR adjusted to PPP	4.22	4.21
Water intensity in terms of physical output in kL/number of units of equipment produced	5.47	7.48
Water 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.

### Provide the following details related to water discharged:

Parameter	FY 2025	FY 2024	
Water discharge by destination and level of treatment (in kilolitres)			
i) To surface water	-	-	
-No treatment	-	-	
-With treatment-please specify level of treatment	-	-	
ii) To Groundwater	-	-	
-No treatment	-	-	
-With treatment-please specify level of treatment	-	-	
iii) To Seawater	-	-	
-No treatment	-	-	
-With treatment-please specify level of treatment	-	-	
iv) Sent to third-parties	-	-	
-No treatment	-	-	
-With treatment-please specify level of treatment	-	-	
v) Others	-	-	
-No treatment	-	-	
-With treatment-please specify level of treatment	-	-	
Total water discharge (in kilolitres)	-	-	

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.

Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No effluent is generated in the company's operations

<sup>\*</sup>The data forFY 2023-24 has been restated, as the value for surface water had been wrongly placed in the earlier disclosure.



## 5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2025	FY 2024
NOx	MT	-	-
Sox	MT	-	-
Particulate matter (PM)	MT	-	-
Persistent organic compounds (POP)	_	-	-
Volatile organic compounds (VOC)	_	-	_
Hazardous air pollutants (HAP)	_	-	-
Others-please specify	_	-	-

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

Note: Currently the company is not generating any type of air emissions

### 6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2025	FY 2024
<b>Total Scope 1 emissions</b> (Break-up of the GHG into $CO_2$ , $CH_4$ , $N_2O$ , HFCs, PFCs, SF $_6$ , NF $_9$ , if available)	Metric tonnes of CO2 equivalent	718.86	1290.08 *
<b>Total Scope 2 emissions</b> (Break-up of the GHG into $CO_2$ , $CH_4$ , $N_2O$ , HFCs, PFCs, SF $_6$ , NF $_9$ , if available)	Metric tonnes of CO2 equivalent	3569.77	4167.5*
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	MT CO2 equivalent/ INR	0.07	0.09
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)	MT CO2 equivalent/ rupee of turnover adjusted for PPP	1.61	2.07
Total Scope 1 and Scope 2 emission intensity in terms of physical output (in terms of number of units of equipment produced)	MT CO2 equivalent/ number of units of equipment produced	2.08	2.33

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.

# 7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

## 8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025	FY 2024
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.06	0.051*
E-waste <b>(B)</b>	NA	NA
Biomedical Waste (C)	NA	NA
Construction and demolition waste (D)	NA	NA
Battery waste <b>(E)</b>	NA	NA
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any. (G)	0.782	0.81
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	504.555	537.18
Total (A+B+C+D+E+F+G+H)	505.40	538.04*
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.009	0.009

<sup>\*</sup>The data for FY 2023-24 has been restated, as the values differ due to a change in the conversion factor used for calculating GHG emissions.



Parameter	FY 2025	FY 2024
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.19	0.20
Waste intensity in terms of physical output (in terms of number of units of equipment produced)	0.24	0.23
For each category of waste generated, total waste recovered through recycling, re-us tonnes)	sing or other recovery opera	tions (in metric
Category of waste		
i) Recycled	504.62	537.23
ii) Re-used	0.78	0.81
iii) Other recovery operations (Co-processing)	-	-
Total	-	-
For each category of waste generated, total waste disposed by nature of disposal me	thod (in metric tonnes)	
Category of waste		
i) Incineration	-	-
ii) Landfilling	-	-
iii) Other disposal operations	-	-
Total	-	-

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.

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.

There is no any hazardous and toxic chemical waste generated at HLE.

10. 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:

Sr. 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.
	The Company does no	t have any offices or opera	tional entities located in or around ecologically sensitive areas.

11. 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
The Co	ompany has not conducted a	ny Environ	mental Impact Assessments (EIA)	during the reporting period.	

<sup>\*</sup>Plastic waste data has been restated for FY 2023-24, as it was previously not captured during data collation







12. 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:

S. No.	Specify the law/regulation / guidelines which was not	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies	Corrective action taken, if any
	complied with		such as pollution control boards or by courts	

Yes, during FY 2024-25, the entity complied with all applicable environmental laws and regulations, with no instances of non-compliance reported.

## **Leadership Indicators**

- ${\bf 1.} \quad {\bf Water\ with drawal,\ consumption\ and\ discharge\ in\ areas\ of\ water\ stress\ (in\ kilolitres):}$ 
  - For each facility/ plant located in areas of water stress, provide the following information:
  - i) Name of the area:
  - ii) Nature of operations:
  - iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2025	FY 2024
Water withdrawal by source (in kilolitres)		
i) Surface Water	Nil	Nil
ii) Ground Water	Nil	Nil
iii) Third Party Water	Nil	Nil
iv) Seawater / desalinated water	Nil	Nil
v) Others	Nil	Nil
Total volume of water withdrawal (in kilolitres)	Nil	Nil
Total volume of water consumption (in kilolitres)	Nil	Nil
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations)	Nil	Nil
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		
i) Into Surface water	Nil	Nil
No treatment		
With treatment - please specify level of treatment		
ii) Into Groundwater	Nil	Nil
No treatment		
With treatment – please specify level of treatment		
iii) Into Seawater	Nil	Nil
No treatment		
With treatment – please specify level of treatment		
iv) Sent to third-parties	Nil	Nil
No treatment		
With treatment – please specify level of treatment		
v) Others	Nil	Nil
No treatment		
With treatment – please specify level of treatment		
Total water discharged (in kilolitres)	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No



2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2025	FY 2024
<b>Total Scope 3 emissions</b> (Break-up of the GHG into $CO_2$ , $CH_4$ , $N_2O$ , HFCs, PFCs, SF $_6$ , NF $_3$ , if available)	Metric tonnes of CO <sub>2</sub> equivalent	NA	NA
Total Scope 3 emissions per rupee of turnover	emissions per rupee of turnover	NA	NA
<b>Total Scope 3 emission intensity</b> (optional) – the relevant metric may be selected by the entity		NA	NA

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.

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:

Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative		
Energy Conservation	The Company is actively enhancing the use of renewable energy sources through a dedicated cell that monitors both generation and consumption, thereby progressively reducing dependence on grid electricity.	n reduction in grid electricity		
Energy Conservation	The Company is committed to reducing greenhouse gas (GHG) emissions by enhancing energy efficiency measures across its plant operations.	It contributed to a 9.2% reduction in total greenhouse gas emissions (Scope 1 and Scope 2)		
Energy Conservation	Implemented timer-based controls for shed lighting and pump operations, along with high-tension (HT) line modifications in coordination with MGVCL to enhance energy efficiency and reduce operational losses.	This led to substantial energy cost savings and helped minimise environmental impacts		
Technology Absorption, Adaption and Innovation	Installation of auto rotators	The initiative enhanced operational cycle efficiency		
Technology Absorption, Adaption and Innovation	Integrated smart automation features into products, such as ANF and ANFD, to enhance operational efficiency, reliability, and user experience.	It also enabled improved efficiency and minimised the risk of human error		
	Energy Conservation  Energy Conservation  Energy Conservation  Technology Absorption, Adaption and Innovation Technology Absorption,	Energy Conservation  The Company is actively enhancing the use of renewable energy sources through a dedicated cell that monitors both generation and consumption, thereby progressively reducing dependence on grid electricity.  Energy Conservation  The Company is committed to reducing greenhouse gas (GHG) emissions by enhancing energy efficiency measures across its plant operations.  Implemented timer-based controls for shed lighting and pump operations, along with high-tension (HT) line modifications in coordination with MGVCL to enhance energy efficiency and reduce operational losses.  Technology Absorption, Adaption and Innovation  Technology Absorption, Adaption and Innovation  Integrated smart automation features into products, such as ANF and ANFD, to enhance operational efficiency, reliability, and user		

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The Company has an established Emergency Response Plan in place to effectively manage and mitigate any accidental or unforeseen incidents..

The Company accords high priority to business continuity and disaster management as part of its overall risk management framework. A comprehensive plan is in place to ensure uninterrupted operation of critical business functions during emergencies. Regular mock drills and fire drills are conducted to assess system readiness and familiarise employees and stakeholders with emergency protocols. Additionally, structured processes have been established to strengthen preparedness, response, and recovery from potential disruptions.

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.

There are no material adverse environmental impacts observed as a result of the Company's value chain activities.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Nil

- 8. How many Green Credits have been generated or procured:
  - a. By the listed entity-Nil
  - b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners-Nil





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.

None

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	5. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
		Not Applicab	e

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
	Not Applicable as there were no instances	s of competitive behaviour exhibited by the Company

#### **Leadership Indicators**

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
			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 applic	able, as the Company has i	not undertaken	any Rehabilitation ar	d Resettlement act	ivities during the rea	porting period.

3. Describe the mechanisms to receive and redress grievances of the community.

The Company has established a robust grievance redressal mechanism with dedicated channels to receive and address complaints and feedback from all stakeholders, including the local community. It places high value on fostering strong community relationships and acknowledges their vital role in its stakeholder ecosystem.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2025	FY 2024
Directly sourced from MSMEs/ small producers	42%	44%
Directly from within India	79%	53%



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 2025	FY 2024
Rural	44.31%	40.92%
Semi-urban	7.10%	6.51%
Urban	-	-
Metropolitan	48.59%	52.57%

(Place to be categorised as per RBI Classification System - rural / semi-urban / urban / metropolitan)

#### **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:

Sr. No. State		Aspirational District	Amount spent (In ₹)		
Not Applicable					

- A) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/ vulnerable group? (Yes/ No)
  - B) From which marginalised /vulnerable groups do you procure? Not Applicable
  - C) What percentage of total procurement (by value) does it constitute? Not Applicable
- 4. Details of the benefits derived and shared from the intellectual properties owned or acquired by 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

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		





## 6. Details of beneficiaries of CSR Projects:

S. No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1.	Scholarship Scheme (Promoting Education, Art and Culture) Supports students from economically weaker sections by offering scholarships for tuition fees, along with regular mentoring and performance tracking. The initiative has helped improve academic outcomes and foster self-confidence among underprivileged youth.	2500	100%
2.	TB Mukt Bharat Support Initiative (Eradicating Hunger, Poverty and Malnutrition) Provides nutritional kits to tuberculosis patients and conducts awareness programmes on prevention and treatment adherence. The initiative promotes better treatment compliance and community awareness, aligning with the national TB elimination mission.	120	100%
3.	Rahat Dar nu Dawakhanu (Healthcare Services to Society) Operates a low-cost clinic delivering essential medical consultations, subsidised tests, and medicines. It enhances healthcare access for low-income communities, supports preventive care, and reduces the financial burden on families.	1500	100%
4.	Pradhan Mantri Aawas Yojna (Housing for the Underprivileged) Offers financial aid for constructing permanent homes for rural families living in inadequate housing. The project improves safety, hygiene, and dignity, while fostering community inclusion and generating local employment during construction	10 Families	100%

# 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.

The Company is committed to the timely resolution of customer complaints and feedback. Dedicated sales and service teams manage concerns received via email, phone, and other channels, ensuring each case is thoroughly investigated and effectively addressed to uphold high standards of customer satisfaction.

2. Turnover of products and/ services as a percentage of turnover from all products/services that carry information about:

State	As a percentage to total turnover		
Environmental and social parameters relevant to the product	100%		
Safe and responsible usage	100%		
Recycling and/or safe disposal	Nil		

## 3. Number of consumer complaints in respect of the following:

	FY 2025			FY 2024		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	_
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	_
Restrictive Trade Practices	0	0	-	0	0	_
Unfair Trade Practices	0	0	-	0	0	_
Others (Products defects reported)	147	0	-	144	0	_



4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	-
Forced recalls	0	-

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.

While the Company operates solely within the B2B segment and does not engage in online product sales, it remains strongly committed to protecting customer data from potential breaches and cyber threats. To this end, the Company has implemented advanced and robust systems designed to uphold the highest standards of data security and confidentiality.

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

- 7. Provide the following information relating to data breaches:
  - a. Number of instances of data breaches Nil
  - b. Percentage of data breaches involving personally identifiable information of customers Not Applicable
  - c. Impact, if any, of the data breaches Not Applicable

### **Leadership Indicators**

 Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

The requisite details and information of the Company's product and service portfolio can be accessed through its official website at www.hleglascoat.com.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/ or services.

The Company provides a customer care programme tailored to specific client requirements, offering comprehensive technical guidance, including recommended practices and operational Do's and Don'ts. Each unit is supplied with a detailed installation and service manual to ensure proper usage and maintenance. The Company remains steadfast in its commitment to delivering sustainable, high-quality products, complemented by responsive and value-centric customer support.

3. Mechanisms in place to inform consumers of any risk of disruption/ discontinuation of essential services.

The Company maintains timely and transparent communication with customers regarding potential disruptions or product discontinuations, enabling them to take informed and proactive measures to mitigate any associated risks. Depending on the nature and urgency of the situation, communication is carried out through the most appropriate channel email, meetings, or calls to ensure clarity and effectiveness.

4. A) Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) B) If yes, provide details in brief. 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)

Yes. The Company ensures comprehensive product information is made available through detailed instruction manuals, which include equipment capacity, unique identification numbers, pressure and temperature ratings, customer purchase order references, and tag numbers all clearly indicated on the equipment nameplate. Furthermore, the Company routinely undertakes customer satisfaction and feedback surveys to support continuous improvement in service quality and delivery.







### ANNEXURE-VI TO THE BOARD'S REPORT

### CORPORATE GOVERNANCE REPORT

Forming part of the Board's Report

### COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

At HLE Glascoat Limited (the "Company"), Corporate Governance is fundamental to the business and core to its existence. Your Company believes that the corporate governance is a system of structuring and operating a Company with a view to achieve long term strategic goals and ensuring interest of all the stakeholders. Your Company firmly believes in core ethical values based on transparency, integrity, professionalism and accountability. The Company adheres to these ethical values by ensuring transparency in all its operations, making timely disclosures and enhancing stakeholders' value. Your Company believes that the good governance process has a positive impact on the Company's reputation, employees, customers and stakeholders at large.

Your Company has adopted the best of corporate governance practices and is based on following principles:

- Strong, professional, independent Board with vast knowledge and varied experience.
- Accountability for functioning and transparency in conduct.
- Compliance with applicable laws and regulations.
- Independent verification of financial reporting.
- Value creation and wealth maximisation for stakeholders.

The Report on Corporate Governance, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is given as under:

### **BOARD OF DIRECTORS AND BOARD MEETINGS**

The Board of Directors have ultimate responsibility for the management, general affairs, direction, performance and longterm success of business as a whole. The Board has delegated the operational conduct of the business to the Chairperson, Managing Director and Whole-time Director of the Company. The Management of the Company is headed by the Chairperson / Managing Director and has business / functional heads as its members, which look after the management of the day-to-day affairs of the Company.

### **Composition and Board Diversity**

The Board of Directors ('the Board') comprises of appropriate mix of Executive and Non-Executive Directors as required under the Companies Act, 2013 ('the Act') and the Listing Regulations to maintain the independence of the Board and to maintain an optimal mix of professionalism, knowledge and experience to enable it to discharge its responsibilities.

As on March 31, 2025, the Board consists of Eight Directors comprising of five Non-Executive Directors, of which four Directors are Independent Directors including one Woman Independent Director. The Executive Directors include the Managing Director and the Whole-time Director. The Company has a Non-Executive Chairperson and the number of Independent Directors is 50% of the total number of Directors. Except Independent Directors, and the Managing Director, all other Directors are liable to retire by rotation. None of the Directors on the Board has attained the age of 75 years. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its related responsibilities and provide effective leadership to the business.

The number of Directorships, Committee Membership(s)/ Chairpersonship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 ("Act") and the Listing Regulations.



### Detailed information on the Board of Directors and their directorships held in other companies and other details is as under:

Name of Directors	Category Inter-se relation with of Director other Directors ship	& Private Companies#	Names of Listed Companies (excluding your Company) in which Directorships held		No. of Committees^ in which	Committee Details+ in other Public Limited	
			in which Director- ships held##	Names of other Listed Companies	Category of Directorships	appointed as a Member (M)/ Chairperson (C)	Companies, listed or not, in which Member (M) or a Chairperson (C)
А	В	С	D	E	F	G	Н
Mr. Himanshu Patel	MD (P)**	Father of Mr. Harsh Patel, Brother of Mr. Nilesh Patel, Uncle of Mr. Aalap Patel	7	-	-	-	-
Mr. Aalap Patel	ED (P) **	Son of Mr. Nilesh Patel, Nephew of Mr. Himanshu Patel, First cousin of Mr. Harsh Patel	3	-	-	2 (M)	-
Mr. Nilesh Patel	NED (P) **	Father of Mr. Aalap Patel, Brother of Mr. Himanshu Patel, Uncle of Mr. Harsh Patel	6	-	-	-	-
Mr. Harsh Patel	ED (P) **	Son of Mr. Himanshu Patel, Nephew of Mr. Nilesh Patel, First cousin of Mr. Aalap Patel	6	-	-	1(M)	1(M)
Ms. Vijayanti Punjabi	NED (I) **	None	2	-	-	-	-
Mr. Yatish Parekh	NED (I) **	None	1	-	-	1 (C)	-
Mr. Sandeep Randery	NED (I) **	None	2	-	-	1 (C) 1 (M)	1(M)
Mr. Jayesh Shah	NED (I) **	None	2	-	-	2 (M)	1(C)

<sup>\*\*</sup>MD (P) – Managing Director (Promoter), ED (P) - Executive Director (Promoter), NED (P) - Non-Executive Director (Promoter), NED (I) - Non-Executive Director (Independent)

## no. of companies in which directorships is held is considered after including your Company and excluding companies incorporated under Section 8 of the Companies Act, 2013 and foreign companies.

### Independent Directors' Confirmation by the Board

The Company has received declarations on criteria of independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the Listing Regulations from the Directors of the Company who have been classified as Independent Directors as on March 31, 2025. Further in terms of the Regulation 25(8), they have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. A Statement by the Managing Director regarding the said affirmation by the Independent Directors is annexed hereto and forms part of this Report.

All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Companies Act, 2013 and the Committee positions held by them in other companies as stipulated under Regulation 26 of the Listing Regulations. None of the Directors of the Company hold Directorships in more than 20 companies, including 10 public companies. As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than 7 listed companies. Further, the Executive Directors of the Company do not serve as an Independent Director in any listed entity.

<sup>#</sup> none of the Directors are the Chairperson in any of the companies, except mentioned above.

<sup>^</sup> includes Audit and Stakeholders Relationship Committees of the Company.

<sup>+</sup>includes Audit and Stakeholders Relationship Committees of other public companies.

None of them is a member of more than 10 committees or Chairperson of more than 5 committees across all the public companies in which he/she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26(1)(b) of the Listing Regulations. The number of Directorship(s), Committee Membership(s) / Chairpersonship(s) of all Directors is within respective limits prescribed under the Act and the Listing Regulations as amended from time to time.

## Information and attendance of Board of Directors at the Board Meetings, Committee Meetings and Annual General Meeting

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other business. In case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting.

The notice of Board / Committee Meetings is given well in advance to all the Directors. The Agenda of the Board / Committee Meetings is set by the Company Secretary in consultation with the Chairperson, Managing Director, Executive Director and Chief Financial Officer of the Company. The agenda is circulated a week prior to the date of the Meeting. The Agenda for the Board and Committee Meetings cover items set out as per the guidelines in the Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee Meetings include detailed notes on the items to be discussed at the Meeting to enable the Directors to take an informed decision.

Video / tele-conferencing facilities are also used to facilitate Directors travelling or located at other locations to participate in the Meetings.

Where it is not feasible to attach any document to the agenda, being an Unpublished Price Sensitive Information, the same is placed before the meeting with the general consent of the Directors obtained at the beginning of the financial year. In special and exceptional circumstances, additional item(s) on the agenda is/are taken up with due permission. The Board takes decision based on detailed discussions and deliberations. The members of the Board have complete independence to raise any issue/matter for discussion. The Directors take active part at the Board and Committee Meetings by providing valuable guidance and expert advice to the Board and the Management on various aspects of business, policy direction, governance, compliance, etc. and play critical role on strategic issues and add value in the decision making process of the Board of Directors.

The Board of Directors met 5 (five) times during the year on the following dates in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the Listing Regulations: May 27, 2024, August 05, 2024, November 11, 2024, January 30, 2025 and February 10, 2025.

The maximum interval between any two consecutive Meetings was less than 120 days, as stipulated under Section 173(1) of the Act and Regulation 17(2) of the Listing Regulations and the Secretarial Standards issued by Institute of Company Secretaries of India.

The details of attendance of each Director at the Board Meetings held during the financial year and the last Annual General Meeting (AGM) are given below:

Names of Directors	No. of Board Meetings attended	Sitting Fees paid (₹ in lakhs)	Whether Attended Last AGM
Mr. Himanshu Patel	4	-	Yes
Mr. Aalap Patel	5	-	Yes
Mr. Nilesh Patel	5	0.75	Yes
Mr. Harsh Patel	4	-	Yes
Ms. Vijayanti Punjabi	5	1.35	Yes
Mr. Yatish Parekh	5	1.75	Yes
Mr. Sandeep Randery	5	2.15	Yes
Mr. Jayesh Shah	3	0.75	Yes

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. The Company Secretary attends the Board Meetings and advises the Board on compliances with applicable laws and governance.

The draft Minutes of the proceedings of the Meetings of the Board/Committee(s) are circulated to all the Members of the

Board or the Committee for their perusal within the stipulated time prescribed by Secretarial Standards on Meetings of the Board of Directors (SS-1). Comments, if any, received from the Directors are incorporated in the Minutes in consultation with the Chairperson. The Minutes are approved by the Members of the Board/Committee(s) prior to the next Meeting. The signed Minutes are circulated to all the Members of the Board or the Committee within the stipulated time prescribed by Secretarial Standards on Meetings of the Board of Directors.



### Equity Shareholding of the Non-Executive Directors in the Company as on March 31, 2025 is as under

Name of the Non-Executive/ Independent Director	Number of shares held	Name of the Non-Executive/ Independent Director	Number of shares held
Mr. Nilesh Patel	1,71,86,114	Ms. Vijayanti Punjabi	Nil
Mr. Sandeep Randery	Nil	Mr. Yatish Parekh	Nil
Mr. Jayesh Shah	Nil		

### Details of Familiarisation Programmes imparted to Independent Directors

A formal letter of appointment is issued to the Independent Directors at the time of his/ her appointment, which inter alia explains the role, function, duties and responsibilities expected from him/ her as an Independent Director of the Company. The Independent Director is also explained in detail the compliances required from him/ her under the Companies Act, 2013, the Listing Regulations and other various statutes as a Director and Independent Director and an affirmation is also obtained.

The Independent Director is also informed about the business model, nature of industry, operations and working of the Company as a whole.

Further, on an ongoing basis as a part of Agenda of Board/ Committee Meetings, presentations are regularly made to the Independent Directors on various matters covering the Company's businesses and operations, industry and regulatory updates, strategy, finance, risk management framework and significant changes that may affect the Company, so that they can take informed decision and contribute significantly in the Committee and the Board meetings.

The details of Familiarisation Programs for Independent Directors can be accessed through the <a href="https://hleglascoat.com/wp-content/uploads/2021/06/Details-of-Familiarization-Programmes-HGL.pdf">https://hleglascoat.com/wp-content/uploads/2021/06/Details-of-Familiarization-Programmes-HGL.pdf</a>

### Key Skills, Competency and Expertise of the Board

The Board of the Company comprises of qualified members who bring in required skills, competency and expertise that allow them to make effective contribution to the Board and its Committees.

The following core skills/ expertise/ competencies have been identified for the effective functioning of the Company and are currently available within the Board members:

- Business Leadership
- Operational Experience
- Strategic Planning
- Industry Experience and Innovation
- Financial, Regulatory/ Legal and Risk Management
- Corporate Governance
- Sales and Marketing
- Human Resources and Administration skills

While all the Board members possess the skills identified and their area of core expertise is given below:

Name of Directors	Area of Expertise	Name of Directors	Area of Expertise
Mr. Himanshu Patel	*Business Leadership *Operational Experience *Strategic Planning *Industry Experience and Innovation *Corporate Governance *Human Resources and Administration skills *Sales and Marketing	Ms. Vijayanti Punjabi	*Human Resources and Administration *Strategic Planning *Corporate Governance
Mr. Aalap Patel	*Business Leadership *Operational Experience *Strategic Planning *Industry Experience and Innovation *Corporate Governance *Human Resources and Administration skills *Sales and Marketing *Financial, Regulatory/ Legal and Risk Management	Mr. Yatish Parekh	*Financial, Regulatory/ Legal and Risk Management *Corporate Governance *Strategic Planning







Name of Directors	Area of Expertise	Name of Directors	Area of Expertise
Mr. Nilesh Patel	*Business Leadership *Operational Experience *Strategic Planning *Industry Experience and Innovation *Financial, Regulatory/ Legal and Risk Management *Sales and Marketing *Human Resources and Administration skills	Mr. Sandeep Randery	*Financial, Regulatory/ Legal and Risk Management *Corporate Governance *Strategic Planning
Mr. Harsh Patel	*Business Leadership *Operational Experience *Strategic Planning *Industry Experience and Innovation *Sales and Marketing *Financial, Regulatory/ Legal And Risk Management	Mr. Jayesh Shah	*Operational Experience *Sales and Marketing *Human Resources and Administration skills

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively.

#### INDEPENDENT DIRECTORS

All the Independent Directors on the Board are highly experienced, competent and renowned persons in their respective fields of expertise. They actively participate in the Board and Committee Meetings which is a great value addition in the decision-making process.

### **Separate Meeting of Independent Directors**

Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, mandates the Independent Directors of the Company to hold at least one meeting in a financial year without the attendance of Non-Independent Directors and members of the management. The Independent Directors Meeting was held on February 10, 2025 to review:

- the performance of Non-Independent Directors and the Board as a whole:
- the performance of the Chairperson of the Company, taking into account the views of the Executive Director and the Non-Executive Director;
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- the compliance of the Code of Conduct framed by the Company.

Mr. Yatish Parekh - an Independent Director was the Chairperson of the Meeting of Independent Directors.

Attendance of Independent Directors in Separate Meeting of Independent Directors held on February 10, 2025:

Separate Meeting of Independent Directors':

Independent Directors	No. of Meetings held	Meetings attended
Mr. Yatish Parekh	1	1
Ms. Vijayanti Punjabi	1	1
Mr. Sandeep Randery	1	1
Mr. Jayesh Shah	1	0

### **COMMITTEES OF THE BOARD**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairperson of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meeting of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has established the following statutory and non-statutory Committees:

### **AUDIT COMMITTEE**

#### Composition

The Audit Committee of the Company comprises of three Independent Directors and one Executive Director. Mr. Yatish Parekh, Independent Director (Chairperson of the Audit Committee), Mr. Sandeep Randery, Independent Director (Member), Mr. Jayesh Shah, Independent Director (Member) and Mr. Aalap Patel, Executive Director (Member). The Chairperson is a qualified Chartered Accountant and has relevant accounting



and financial management expertise and experience. All Members of the Audit Committee are financially literate and have relevant finance and audit exposure.

The Company Secretary acts as the Secretary of the Audit Committee. The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 read with Part C of Schedule II of the Listing Regulations. Apart from the above, the Committee also carries out such functions/responsibilities entrusted on it by the Board of Directors from time to time. All the members of Audit Committee are financially literate and at least one member has the relevant accounting or financial management expertise. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

#### Terms of Reference

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter-alia, performs the following functions:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, 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 its approval, with particular reference to:
  - 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 Act;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgement 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;
- g) modified opinion(s) in the draft audit report;
- 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 utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Reviewing and monitoring the auditor's independence, performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area 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) To review the functioning of the Whistle Blower mechanism;
- 19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as mentioned in the terms of reference of the Audit Committee.
- 21) Reviewing the utilisation of loans and / or advances from / investment by the holding Company in the subsidiary exceeding rupees 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.
- 22) Review the functioning of vigil mechanism/ whistle blower mechanism for the Directors and employees to report their genuine concerns or grievances and provide mechanism for adequate safeguards against victimisation.
- 23) Audit Committee also monitors the Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.
- 24) Carry out all the functions as may be entrusted (i) by the Board of Directors, from time to time; and (ii) by the virtue of applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions of Laws, as amended from time to time.
- 25) The Audit Committee shall mandatorily review the following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - iv. Internal audit reports relating to internal control weaknesses;
  - The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

- vi. Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Consolidated Financial Statements as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Unaudited Standalone and Consolidated Financial Statements are available on the web-link <a href="https://hleglascoat.com/financials/">https://hleglascoat.com/financials/</a>

### Meeting and Attendance

The Audit Committee meets at least once a quarter. The Audit Committee met 5 (five) time during the financial year in accordance with the provisions of the Companies Act, 2013 and the Rules made there under and the Listing Regulations. The maximum gap between two Meetings was not more than 120 days. The Committee met on May 27, 2024, August 05, 2024, November 11, 2024, January 30, 2025 and February 10, 2025. The requisite quorum was present at all the Meetings. The Chairperson of the Audit Committee was present at the 33<sup>rd</sup> Annual General Meeting of the Company held on September 26, 2024 to answer the Shareholders' queries.

The meetings of Audit Committee are also attended by the Chief Financial Officer, representatives of Statutory Auditors, Internal Auditors and executives from accounts and finance department as special invitees, as and when invited by the Audit Committee. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed in the next meeting of the Board.

The Table below provides the attendance of the Audit Committee members:

Name of Member	Category	Designation	Attendance
Mr. Yatish Parekh	Independent Director	Chairperson	5
Mr. Aalap Patel	Executive Director	Member	5
Mr. Sandeep Randery	Independent Director	Member	5
Mr. Jayesh Shah		Member	3

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



### STAKEHOLDERS RELATIONSHIP COMMITTEE

### Composition

Pursuant to provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, Stakeholders Relationship Committee (SRC) has been constituted comprising of Mr. Sandeep Randery, Independent Director (Chairperson of the Stakeholders Relationship Committee), Mr. Jayesh Shah, Independent Director (Member), Mr. Harsh Patel, Executive Director (Member) and Mr. Aalap Patel, Executive Director (Member).

Stakeholders Relationship Committee is entrusted with responsibilities to resolve grievances of the stakeholders including but not limited to the suppliers, customers, shareholders or any party dealing with the Company.

#### Terms of Reference

The brief terms of reference of the Stakeholders Relationship Committee includes:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, issue of new/duplicate share certificates, general meetings, non-receipt of annual report, non-receipt of declared dividends, non-receipt of balance sheets of the Company or any other documents or information to be sent by the Company to its shareholders, etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.
- (5) The Committee also oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement of the quality of investor services as and when need arises.

### Meetings and Attendance

During the financial year, the Stakeholders Relationship Committee had met 1 (one) time on May 27, 2024. The requisite quorum was present at the Meeting. Mr. Sandeep Randery, the Chairperson of the Committee was present at the 33<sup>rd</sup> AGM of the company held on September 26, 2024 to answer the shareholders' queries.

The table below provides the attendance of the Stakeholders Relationship Committee Members:

Name of Member	Category	Designation	Attendance
Mr. Sandeep Randery	Independent Director	Chairperson	1
Mr. Jayesh Shah	Independent Director	Member	1
Mr. Aalap Patel	Executive Director	Member	1
Mr. Harsh Patel	Executive Director	Member	1

### Name and Designation of the Compliance Officer

M/s MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share transfer Agent of the Company attend to day-to-day requests and the grievances of the shareholders under due supervision of Mr. Achal Thakkar, the Company Secretary and Compliance Officer of the Company. The Stakeholders Relationship Committee regularly oversees the functions of the Compliance Officer and systems and manner of investor grievance handling and resolving the same expeditiously.

The Company as on March 31, 2025 had 80,844 members. The status of the complaints received by the Company during the financial year under review is as under:

As on April 1, 2024: Nil

Received during the year: 2

Resolved during the year: 2

Outstanding as on March 31, 2025: Nil

During FY 2024-25, the Company has satisfactorily responded and resolved the various requests of the shareholders. No investor grievances remained unattended /pending for more than Fifteen days as on March 31, 2025.

The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors

### NOMINATION AND REMUNERATION COMMITTEE

#### Composition

The Nomination and Remuneration Committee comprises of Ms. Vijayanti Punjabi, Women Independent Director (Chairperson of the Nomination and Remuneration Committee), Mr. Yatish Parekh, Independent Director (Member) and Mr. Jayesh Shah, Independent Director (Member). The composition, powers, role





and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 and Part D of Schedule II of the Listing Regulations. Apart from the above, the Committee also carries out such functions / responsibilities entrusted on it by the Board of Directors from time to time.

### **Terms of Reference**

Brief terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration of directors, Key Managerial Personnel and other Employees.
- Formulation of the criteria for evaluation of performance of Independent Directors and the Board.
- Devising a policy on Board Diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal.
- Consider extension or continuation of the term of appointment of the independent directors on the basis of the report of performance evaluation of Independent Directors.
- Determine / recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board.
- Crafting a fair, reasonable and transparent remuneration policy for the Directors, Key Managerial Personnel and Senior Management Executives of the Company so as to serve the purpose of the objective of the existence of the Nomination and Remuneration Committee.
- Assessment of experience, expertise and skills required for appointment of Directors, Key Managerial Personnel and Senior Management Executives of the Company.
- Maintaining the composition of the Board of Directors in accordance with the applicable legal provisions.
- Identifying the potential candidates and hence assisting the Board in selection of Directors, Key Managerial Personnel and Senior Management Executives for the Company.
- Reviewing the performance of the Directors, Key Managerial Personnel and Senior Management Executives.

- Recommending the Board for appointment, renewal and removal of the Directors, Key Managerial Personnel and Senior Management Executives.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme.
- To assist the Board in fulfilling responsibilities entrusted from time-to-time; and
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory Notification, amendment or modification as may be applicable.

#### Meeting and Attendance

During the financial year, the Nomination and Remuneration Committee had met 1 (one) time on February 10, 2025. The requisite quorum was present at the Meeting. Ms. Vijayanti Punjabi, the Chairperson of the Committee was present at the 33<sup>rd</sup> AGM of the Company held on September 26, 2024 to answer the Shareholder queries.

The table below provides the attendance of the Nomination and Remuneration Committee members:

Name of Member	Category	Designation	Attendance
Ms. Vijayanti Punjabi	Independent Director	Chairperson	1
Mr. Yatish Parekh	Independent Director	Member	1
Mr. Jayesh Shah	Independent Director	Member	0

### Performance evaluation criteria for Independent Directors

Pursuant to the provisions of the Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations, performance evaluation of Directors, Committees and Board as a whole was carried out.

A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. Individual directors including the Chairperson of the Board were also evaluated on parameters such as level of engagement and contribution, independence of judgement.

The performance evaluation of the Independent Directors was carried out by the entire Board on the basis of participation of



the Independent directors in the meeting, raising of concerns to the Board, safeguarding the confidential information, rendering of independent decisions, unbiased opinions and resolution of issues in the meetings, timely inputs on the minutes and initiatives in terms of planning and new ideas. The Directors expressed their satisfaction with the evaluation process.

Some of the criteria for evaluation of independent directors on the basis of which the Board of Directors carries out the annual performance evaluation of the Independent Directors, are as under:

- Attendance, quality and value of contribution of the Independent Directors at the Meetings;
- Awareness about the significant information relating to the Company and the industry in which the Company operates;
- Contribution to the development of strategy and risk management;
- Awareness of the latest developments in the areas of corporate governance framework, financial reporting and industry and market conditions; and
- Communication and relations with other Board Members and Senior Management.

The details of the manner of performance evaluation carried out in FY 2024-25 and outcome thereof have been provided in the Board's Report.

### **Nomination and Remuneration Policy**

The Company believes that human resource is the key for the continuous growth and development of the Company. The Board on the recommendation of Nomination and Remuneration Committee approved the Nomination and Remuneration Policy for Directors, KMP and senior management employees. The policy describes various aspects and guiding factors while determining the remuneration to Directors, KMP and senior managerial personnel of the Company with intent to maintain the level and composition of remuneration reasonable and sufficient to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and also create competitive advantage.

The Policy on remuneration of Directors, Key Managerial Personnel and Senior Managerial Personnel of the Company is in consonance with the existing industry practice.

### Remuneration to Non-Executive Directors (including the Independent Directors)

The details of the remuneration and sitting fees paid to the Non-Executive Directors (including Independent Directors)

have been disclosed below. The sitting fees paid to the Non-Executive Directors for attending the Board Meetings and the Committee Meetings are within the limits specified by the Companies Act, 2013. Except as stated above and elsewhere in this Report, the Non-Executive Directors do not have any other pecuniary relationship with the Company. The Company has uploaded the extract of the Policy for Remuneration of Directors of the Company and can be accessed from the following web-link <a href="https://www.hleglascoat.com/wp-content/uploads/2025/04/Policyfor-Remuneration-of-the-Directors.pdf">https://www.hleglascoat.com/wp-content/uploads/2025/04/Policyfor-Remuneration-of-the-Directors.pdf</a> which includes the criteria for making payments to the Non-Executive Directors.

(₹ in Lakhs)

Name of Director	Remuneration	Sitting Fees	Total
Mr. Nilesh Patel	-	0.75	0.75
Ms. Vijayanti Punjabi	-	1.35	1.35
Mr. Yatish Parekh	-	1.75	1.75
Mr. Sandeep Randery	-	2.15	2.15
Mr. Jayesh Shah	=	0.75	0.75

#### ii) Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including Whole time Director and Managing Director is governed by the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective Agreements executed between them and the Company.

The Company pays remuneration to the Executive Directors in compliance with the provisions of Schedule V to the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013. The details of remuneration (excluding applicable taxes) paid by the Company to the Executive Directors for the year 2024-25 are given below:

(₹ in lakhs)

Name of Director	Gross Salary Including Allowances	Bonus	Commission	TOTAL
Mr. Himanshu Patel	110.70	0	42.60	153.30
Mr. Aalap Patel	92.25	0	-	92.25
Mr. Harsh Patel	63.00	0	-	63.00
TOTAL	265.95	0	42.60	308.55





Note:

- (a) The abovementioned Directors are entitled to bonus, allowances and perquisites as per the agreements entered into with them.
- (b) The appointment and remuneration of the Directors of the Company is governed by the Company's policies framed in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder.
- (c) The tenure of the contract of service entered into by the Company with its Executive Directors is for a period of 3 (three) years with effect from December 31, 2022, which can be terminated by either party with at least 6 (Six) months' notice period in writing to the other party. No severance fee is payable by the Company on termination of the agreement(s); and
- (d) The Company does not have any ESOP Scheme.

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE Composition

The Corporate Social Responsibility (CSR) Committee has been constituted with a commitment towards continual improvement of the society at large. The CSR Committee comprises of Mr. Sandeep Randery, Independent Director (Chairperson of the Corporate Social Responsibility Committee); Ms. Vijayanti Punjabi, Women Independent Director (Member) and Mr. Aalap Patel, Executive Director (Member).

### **Terms of Reference**

The Role of the CSR Committee is as under:

- Formulate, monitor and recommend to the Board, the CSR Policy and to make it more comprehensive to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor the entire process;
- Recommend to the Board, any modifications to the CSR Policy, as and when required;
- Recommend to the Board, the amount of expenditure to be incurred on the activities to be undertaken by the Company for CSR;

- Review the performance of the Company in the area of CSR including the evaluation of the impact of the CSR activities undertaken by the Company;
- Review the Company's disclosure of CSR matters;
- Ensure disclosure of the CSR Policy in the Board's Report and on the Website of the Company;
- Ensure activities as included in the CSR Policy are undertaken and are monitored regularly;
- Ensure the CSR spend is made in terms of Section 135(5) of the Companies Act, 2013;
- Consider other functions, as defined by the Board, or as may be stipulated under any law, rule or regulation including the listing regulations and the Companies Act, 2013.

### Meeting and Attendance

During the financial year, the CSR Committee has met 4 (four) times during the year on May 27, 2024, August 05, 2024, November 11, 2024 and February 10, 2025. The requisite quorum was present at the Meeting.

The table below provides the attendance of the CSR Committee members:

Name of Member	Category	Designation	Attendance
Mr. Sandeep Randery	Independent Director	Chairperson	4
Ms. Vijayanti Punjabi	Independent Director	Member	4
Mr. Aalap Patel	Executive Director	Member	4

The Policy on Corporate Social Responsibility of the Company is available on Company's website and can be accessed on the weblink <a href="https://hleglascoat.com/wp-content/uploads/2021/04/CSR-POLICY-1.pdf">https://hleglascoat.com/wp-content/uploads/2021/04/CSR-POLICY-1.pdf</a>

### **RISK MANAGEMENT COMMITTEE**

### Composition

The Risk Management Committee (RMC) comprises of Mr. Aalap Patel, Executive Director (Chairperson of Risk Management Committee), Mr. Yatish Parekh, Independent Director (Member) and Mr. Sandeep Randery, Independent Director (Member). The Company has formulated a Risk Management Committee to establish an effective and integrated framework for the risk management process. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.



#### **Terms of Reference**

The Role of the RMC is as under:

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

### Meeting and Attendance

During the financial year, the RMC Committee has met 3 (three) times during the year on May 27, 2024, November 11, 2024 and February 10, 2025. The requisite quorum was present at the meeting.

The table below provides the attendance of the RMC Committee members:

Name of Member	Category	Designation	Attendance
Mr. Aalap Patel	Executive Director	Chairperson	3
Mr. Yatish Parekh	Independent Director	Member	3
Mr. Sandeep Randery	Independent Director	Member	3

The Risk Management Policy of the Company is available on Company's website and can be accessed from the web-link: <a href="https://hleglascoat.com/wp-content/uploads/2021/09/HGL">https://hleglascoat.com/wp-content/uploads/2021/09/HGL</a>
<a href="https://RISK-MANAGEMENT-POLICY.pdf">RISK-MANAGEMENT-POLICY.pdf</a>

### Subsidiary Companies (including step-down subsidiaries)

The Company has six (6) subsidiaries. The Board of Directors have adopted the Policy for determining 'material' subsidiaries as specified in Listing Regulations. This Policy is uploaded on the Company's website <a href="https://www.hleglascoat.com/">https://www.hleglascoat.com/</a> and the weblink is <a href="https://hleglascoat.com/">https://hleglascoat.com/</a> wp-content/uploads/2022/11/POLICY-ON-MATERIAL-SUBSIDIARIES 09.11.2022.pdf

As defined in Regulation 16(1)(c) of Listing Regulations, during 2024-25 none of the Indian subsidiaries, falls under the category of 'material subsidiary'. The financial statements of all subsidiary companies including investments made, if any, are periodically reviewed. The financial performance, Minutes of Board Meetings of these subsidiary companies and all significant transactions or arrangements entered into by the subsidiary companies are reviewed by the Board. Requisite Independent Director(s) of the Company are on the Board of the Indian wholly-owned subsidiary of the Company.

### Particulars of Key Managerial Personnel and Senior Management

The details of the Key Managerial Personnel are specifically mentioned in the Board's Report under the head Key Managerial Personnel.

The details of Senior Management as per SEBI Listing Regulations, which includes the officers and personnel of the listed entity who are the members of its core management team, are as under:

Particula	Particulars of Senior Managerial Personnel				
Sr.No.	Name	Designation			
1	Mr. Amit Kalra	Director			
2	Mr. Pascoal Dantas	Chief People Officer			
3	Mr. Kiran Kulkarni	Vice President - Operations			
4	Mr. Hitesh Patel	Unit Director (Silvassa)			
5	Mr. Rajesh Lad	Vice President - Product Excellence			
6	Mr. Naveen Kandpal	Chief Financial Officer			
7	Mr. Achal Thakkar	Company Secretary			

### **GOVERNANCE CODES**

#### Codes of Conduct

The Board has laid down a Code of Conduct for Professional Ethics for all the Board Members and the Senior Management Personnel of the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the Code during the FY 2024-25. The Managing Director of the Company has given Declaration to the Company regarding the affirmation, which is annexed hereto and forms part of this Annual Report. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner.

### **Conflict of Interests**

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairpersonships and notifies changes during the year, if any. The Members of the Board while discharging their duties, avoid conflict of interest in the decision-making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

### **Insider Trading Code**

The Company has also adopted the Code for Prevention of Insider Trading and Code for Fair Disclosures and Conduct in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ("the PIT Regulations"). The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Persons who are expected to have access to unpublished price sensitive Information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations. The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations. The Company has complied with the requirement of maintenance of a structured digital database by the Company, which contains the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the PIT Regulations.

All the aforesaid Codes adopted by the Company are available on the Company's website and can be accessed through web-link: <a href="https://hleglascoat.com/wp-content/uploads/2021/08/HGL-INSIDER-CODE-2021.pdf">https://hleglascoat.com/wp-content/uploads/2021/08/HGL-INSIDER-CODE-2021.pdf</a>

### **GENERAL BODY MEETINGS**

(a) Details of location and time of last three Annual General Meetings (AGM) and Extra-ordinary General Meeting (EGM) of the Company are given below:

Financial Year- Type of General Meeting	Date	Time	Location		etails of Special Resolutions Passed which were proved by the Members with requisite majority
2023-24-AGM	September 26, 2024	11:00 A.M.			NIL
2022-23-AGM	September 28, 2023	10:00 A.M.		a.	To re-appoint Mr. Jayesh Shah (DIN: 03570056), as an Independent Director of the Company for a period of five (5) years.
				b.	To approve raising of additional funds by way of one or more public or private offerings including through a Qualified Institutional Placement ('QIP') to eligible investors through an issuance of equity shares or other eligible securities.
2021-22-AGM	September 01, 2022	11:00 A.M.	through Audio-Visual	a.	Re-appointment of Mr. Himanshu Patel as a Managing Director of the Company.
			means- Deemed Registered Office at H-106, GIDC Estate, Vitthal Udyognagar	b.	Re-appointment of Mr. Aalap Patel as an Executive Director of the Company.
			- 388 121	C.	Appointment of Mr. Harsh Patel (existing Non-Executive Director) as a Whole-time Director of the Company.
				d.	Sub-division of equity shares from the face value of ₹ 10/- per share to ₹ 2/- per share along with necessary Alteration in Capital clause of the Memorandum of Association.
				e.	Approval for raising of additional funds by way of one or more public or private offerings including through a Qualified Institutions Placement ('QIP') to eligible investors through an issuance of equity shares or other eligible securities.



### (b) Postal Ballot

For matters which are urgent and require shareholders' approval in the period between the AGMs, the Company seeks the approval of shareholders through postal ballot. In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the related Rules, the Company also provides electronic voting (e-voting) facility to all its members.

During the FY 2024-25, the Company did not pass any special resolution through postal ballot.

### **DISCLOSURES**

### A. Compliances with Governance Framework

The Company is in compliance with all mandatory requirements under the Listing Regulations.

### B. Related Party Transactions

There were no materially significant transactions with related parties i.e. Promoters, Directors or the Management or relatives conflicting with the Company's interest. All transactions with the related parties are put before the Board for their approval, after getting in-principle approval of the Audit Committee of the Company as and when required. The prior approvals of Shareholders/ Audit Committee/ the Board of Directors, whenever required, have also been obtained by the Company before entering into any related party transactions.

The Company executes the related party transactions considering business exigencies, including but not limited to, sectoral specialisation, operational efficiencies, etc. All transactions entered into with the Related Parties as defined under the Act and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis with an intention to further the Company's interests and are in compliance with the requirements of the provisions of Section 188 of the Act. As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a Policy on Related Party Transaction, the extract of the policy on dealing with the related party transactions is available on the Company's website and can be accessed from the web-link : <a href="https://hleglascoat.com/wp-content/">https://hleglascoat.com/wp-content/</a> uploads/2022/02/POLICY-FOR-RELATED-PARTY-TRANSACTIONS\_11.02.2022-1.pdf

Disclosure of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity as per IND AS 24, if any, has been provided in the Notes to the Financial Statements.

In addition pursuant to Regulation 23(9) of the Listing Regulations, the Company has also submitted disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results and also published it on the website of the Company.

# C. Details of Non-Compliance, Penalties, Strictures Imposed by the Stock Exchange(s) or SEBI or any Statutory Authority on any Matter Related to Capital Markets since Listing

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three financial years.

### D. Vigil Mechanism and Whistle Blower Policy

The Company has devised a Vigil Mechanism for directors and employees to report their genuine concerns and has also formulated a Whistle Blower Policy. The details of establishment of the said vigil mechanism is available on the Company's website at <a href="https://www.hleglascoat.com/wp-content/uploads/2023/08/HGL-WHISTLE-BLOWER-POLICY-VIGIL-MECHANISM\_12.06.2021-R.pdf">https://www.hleglascoat.com/wp-content/uploads/2023/08/HGL-WHISTLE-BLOWER-POLICY-VIGIL-MECHANISM\_12.06.2021-R.pdf</a>. The Company's personnel have direct access to the Chairperson of the Audit Committee to report concerns about unethical behavior (actual or suspected), frauds and other grievances. During the FY 2024-25, no employee has been denied access to the Compliance Officer/ the Chairperson of the Audit Committee.

# E. Details of compliance of mandatory requirements and adoption of non-mandatory requirements of applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with all mandatory requirements stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has obtained a Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed hereto.

### F. Web link where policy on dealing with related party transactions is disclosed

The Policy of Related party transactions is available on the weblink <a href="https://hleglascoat.com/wp-content/uploads/2022/02/POLICY-FOR-RELATED-PARTY-TRANSACTIONS">https://hleglascoat.com/wp-content/uploads/2022/02/POLICY-FOR-RELATED-PARTY-TRANSACTIONS</a> 11.02.2022-1.pdf





### G. Commodity trading/hedging activities

The Company does not deal in future and options related to commodities and therefore the disclosure pursuant to SEBI circular dated November 15, 2018 is not required to be given. The Company is exposed to exchange fluctuation risk for its sales to overseas customers in various foreign currencies. However, Company has a natural hedging from Export proceeds it receives with regard to foreign exchange risk.

There are no materially uncovered exchange rate risks in the context of the Company's exports. The Company does not enter into any derivative instruments for trading or speculative purposes. The details of foreign exchange exposures as on March 31, 2025 are disclosed in Notes to the standalone financial statements.

### H. Details of utilisation of funds raised through preferential allotment or Qualified Institutional Placement as specified under Regulation 32 (7A)

The Company has not raised any funds through preferential allotment or Qualified Institutional Placement during the financial year under review.

### I. Certificate from Practicing Company Secretary

Mr. Nimish Mehta, Practicing Company Secretary, has provided a Certificate, in accordance with the provisions of Schedule V to the Listing Regulations that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ MCA or any such statutory authority, which is annexed hereto and forms part of this Report.

J. The Board has accepted all the recommendations, if any, of any of its Committees, which is mandatorily required, in the FY 2024-25.

### K. Details relating to fees paid to the Statutory Auditors for all the services rendered during the period under review are as under

Statutory audit fees 20.50 Lakhs, Tax audit fees 2.30 Lakhs and Other fees 6.15 Lakhs.

The same is also provided in the Notes to the Financial Statements.

### L. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company is committed to ensuring that all employees work in an environment that not only promotes diversity and equality but also mutual trust, equal opportunity and respect for human rights. The Company is also committed to provide a work environment that ensures every woman employee is treated with dignity, respect and accorded equal treatment.

The Company has formulated a Policy on prevention of Sexual Harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to ensure prevention, prohibition and redressal against sexual harassment at workplace.

The disclosures and details related to sexual harassment of women at workplace have been provided in the Board's Report.

Disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms / companies in which directors are interested by name and amount – Nil.

Details of subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

Sr. No.	Name	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of Appointment
1	Thaletec GmbH ("Thaletec")	December 17, 2021	Thale Germany	REITBAUER GMBH(German Public Auditor)	NA
2	Thaletec Inc., USA.	December 17, 2021	USA	REITBAUER GMBH(German Public Auditor)	NA
3	Kinam Enterprise Private Limited (KEPL)	June 26, 2023	Navsari Gujarat	M M Nissim & Co LLP	July 24, 2023
4	Kinam Engineering Industries Private Limited (KEIPL)	October 9, 2023	Anand, Gujarat	M M Nissim & Co LLP	June 11, 2023
5	Kinam Process Equipments Private Limited (KPEPL)	July 25, 2023	Navsari, Gujarat	M M Nissim & Co LLP	August 23, 2023



### M. Board Disclosures - Risk Management

The Audit Committee is entrusted with the responsibility of implementing and monitoring the risk management plan for the Company and inform the Board Members about the risk assessment and minimisation procedures. The same is periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

### N. Appointment / Re-appointment of Directors

Mr. Nilesh Patel (DIN: 001418673), Director, who retires by rotation and being eligible, has offered himself for reappointment at the ensuing Annual General Meeting.

The details of the Directors proposed to be appointed/re-appointed in the 34<sup>th</sup> Annual General Meeting of the Company is annexed to the Notice convening Annual General Meeting.

O. The Company has duly complied with all the requirements of para (2) to (10) of Schedule V read with provisions of Regulation 34(3) and of the Listing Regulations.

### P. Disclosure on Compliance with Corporate Governance requirement

The Company has complied with all the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) of the Listing Regulations.

### Q. Discretionary Requirements under the Listing Regulations, 2015

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. The Corporate Governance Report of the Company for the Financial Year 2024-25 is in compliance with the applicable requirements of SEBI as per Listing Regulations.

The following non-mandatory requirements under Part E of Schedule II of the Listing Regulations to the extent they have been adopted are mentioned below:

- The Board: The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairperson is not applicable to the Company.
- ii) Shareholder Rights: The Company has not adopted the practice of sending out half - yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to the Stock Exchanges and updated on the website of the Company.

- iii) Modified Opinion(s) in the Board: There are no modified opinions in Board.
- iv) Reporting of Internal Auditor: In accordance with the provisions of Section 138 of the Act, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

### COMPLIANCE CERTIFICATE BY PRACTICING COMPANY SECRETARY

Certificate from Mr. Nimish Mehta, Proprietor of M/s. N. M. & Co., a Company Secretaries in Practice, confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

#### CEO/CFO CERTIFICATION

The Managing Director of the Company has certified to the Board regarding review of financial statements for the financial year, compliance with the Accounting Standards, maintenance of internal control for financial reporting, accounting policies, etc. The same is provided elsewhere in this Annual Report.

### MEANS OF COMMUNICATION

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all the stakeholders, which promotes transparency, accountability and confidence in the stakeholders and strengthens robust shareholder relations. The Company regularly interacts with Members through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

- \* Website: Your Company's Website www.hleglascoat.com the Investors/Financials head of the website provides comprehensive information on its financial performance, operational performance, announcements and periodical compliances of the Listing Regulations.
- \* Financial Results: The annual, half-yearly and quarterly results are regularly submitted to the Stock Exchanges in accordance with the Listing Regulations and are also published in newspapers, namely, Business Standard and Jaihind.
- \* Annual Report: The Annual Report containing, inter- alia, the Financial Statements, the Board's Report, the Independent Auditors' Report and other important information is circulated to the Members and others entitled thereto.





- \* Corporate Filing: Announcements, Periodical Financial Results, Shareholding Pattern, etc. of the Company are regularly filed by the Company and are available on the website of the BSE Limited- <a href="https://www.bseindia.com">www.bseindia.com</a> and National Stock Exchange of India Limited- <a href="https://www.nseindia.com">www.nseindia.com</a>, where on the shares of the Company are listed.
- \* Reminder to Shareholders: Every year the Company sends a reminder to its shareholders to realise their unclaimed/ unpaid dividends of previous years.

### **GENERAL SHAREHOLDERS INFORMATION**

### a) Annual General Meeting for FY 2024-25

Compliance Officer	:	Mr. Achal Thakkar
Date, Time and Venue of the 34 <sup>th</sup> Annual General Meeting	:	Friday, September 26, 2025 at 12:00 noon through audio-visual means.
Financial Year	:	April 1, 2024 to March 31, 2025
Book Closure Dates	:	Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive)
Last Date of Receipt of Proxy Forms	:	Not Applicable
Registrar and Share Transfer Agents	:	MUFG Intime India Private Limited (formerly known as Link Intime India Pvt Ltd)  "Geetakunj" 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara - 390 015 Phone No.: 0265-6136000 Fax no.: 0265-2356791 E- Mail Id: vadodara@in.mpms.mufg.com
ISIN of DEMAT Shares	:	INE461D01028
Credit Rating	:	Provided in the Board's Report

### b) Listing on Stock Exchanges

The Company's Equity Shares are listed and traded on the following Stock Exchanges:

Name	Address	Stock Code
BSE Limited (BSE)	1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	522215
National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	HLEGLAS

### **Listing Fees**

Listing fees of both the exchanges for the year 2024-25 have been paid.

### c) Dividend

The dividend, if declared at the Annual General Meeting, shall be paid on or before 30 days from the date of declaration.

### d) Market Price Data

The details of monthly high/low market price of the Equity shares of the Company at BSE Ltd (BSE) and at the National Stock Exchange of India Ltd (NSEL) for the year under review is provided here under:



### BSE:

Month	High Price	Low Price	Spread High- Low	Month	High Price	Low Price	Spread High- Low
Apr-24	480	415	65	Oct-24	409	350	59
May-24	456	413	43	Nov-24	427	353	74
Jun-24	496	397	99	Dec-24	424	362	62
Jul-24	524	417	107	Jan-25	382	287	96
Aug-24	448	398	50	Feb-25	344	242	103
Sep-24	428	398	30	Mar-25	263	218	45

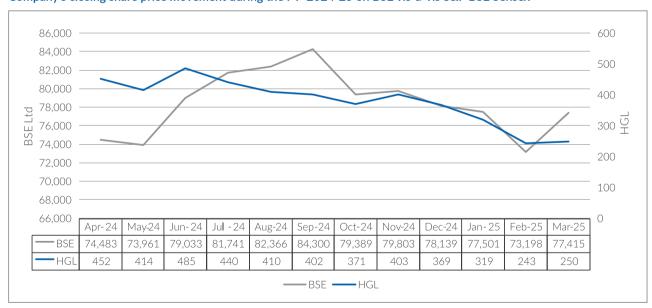
<sup>\*(</sup>Source: www.bseindia.com)

### NSE:

Month	High Price	Low Price	Spread High- Low	Month	High Price	Low Price	Spread High- Low
Apr-24	480	413	67	Oct-24	406	350	56
May-24	458	413	45	Nov-24	428	350	78
Jun-24	497	400	97	Dec-24	424	363	61
Jul-24	520	416	104	Jan-25	383	286	97
Aug-24	445	398	47	Feb-25	345	241	104
Sep-24	428	397	31	Mar-25	264	218	46

<sup>\*(</sup>Source: www.nseindia.com)

## e) Performance of the Company's Equity Share Price in comparison to BSE and NSE Indices Company's closing share price movement during the FY 2024-25 on BSE vis-à-vis S&P BSE Sensex



<sup>\*(</sup>Source: www.bseindia.com)

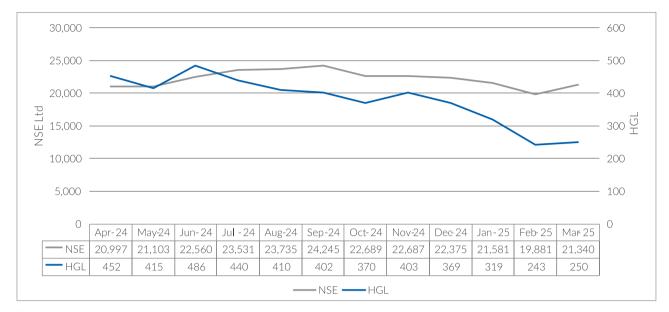
 $<sup>\</sup>ensuremath{^{**}}$  The decimals in the prices of the shares are rounded to ones (without decimals).

<sup>\*\*</sup> The decimals in the prices of the shares are rounded to ones (without decimals).

<sup>\*\*</sup> The decimals in the prices of the shares are rounded to ones (without decimals).



### Company's closing share price movement during the FY 2024-25 on NSE vis-à-vis Nifty500



<sup>\*(</sup>Source: www.nseindia.com)

### f) Share Transfer System in accordance with the proviso to Regulation 40(1) of the Listing Regulations.

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialised form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

The shares held in dematerialised form are transferable through the depository system.

### g) Dematerialisation of Shares and Liquidity

The Company's shares are available for dematerialisation with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2025, 6,57,70,980 shares (96.35%) of the Company are held in dematerialised form.

The Shareholders holding shares of the Company in physical form are requested to dematerialise their shares for easy and expeditious transfers thereof. Your Company confirms that the promoters their group holdings are fully converted into electronic form and the same is in line with the circulars issued by SEBI.

### h) Reconciliation of Share Capital Audit

A qualified practicing Company Secretary carries out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

### i) Distribution of shareholding of shares of the Company as on March 31, 2025 is as follows:

### (A) Distribution of Shares as per Category as on March 31, 2025.

Category Code	Category of Shareholders	No. of Shareholders	Total No. of Shares	% of (A+B)
(A)	Shareholding of Promoter and Promoter Group	7	4,55,28,472	66.69
(B)	Public Shareholding Institutions	-	-	-
(C)	Public Shareholding- Non- Institutions	80,937	2,27,37,008	33.31
	GRAND TOTAL (A+B+C)	80,944	6,82,65,480	100.00

<sup>\*\*</sup>The decimals in the prices of the shares are rounded to ones (without decimals).



### (B) Distribution of Shares by size of holding as on March 31, 2025

Category of Shares	No. of shareholders	% Holders	No. of Shares	% Shares
1 to 500	80123	96.19%	5050910	7.40%
501 to 1000	1748	2.10%	1334491	1.95%
1001 to 2000	749	0.90%	1092971	1.60%
2001 to 3000	295	0.35%	735577	1.08%
3001 to 4000	97	0.12%	346966	0.51%
4001 to 5000	103	0.12%	486379	0.71%
5001 to 10000	102	0.12%	727468	1.07%
10001 and above	83	0.10%	58490718	85.68%
TOTAL	83300	100.00%	68265480	100.00%

Note: As per shareholding pattern filed with the BSE/NSE Limited, number of shareholders as on March 31, 2025 has been clubbed on the basis of PAN of the shareholders of the Company.

The quarterly shareholding patterns filed with the stock exchanges are also available on the website of the Company and on the website of the BSE Limited and NSE Limited.

Details of ADRs / GDRs - NA / Nil.

Details of commodity price risk or foreign exchange risk and hedging activities:

The Company is exposed to Currency Risk arising primarily from foreign currency loans, import liability of materials and capital goods as well as export of finished goods and hence, the Company has adopted Forex Risk Management Policy. This would broadly include setting of the recognition parameters, benchmark targets, the boundaries within which the treasury has to perform and also lays down the checks and controls to ensure the continuing success of the treasury function.

### j) Plant Location and Address for Correspondence Plant Location:

(1) HLE Glascoat Limited H-106, G I D C Estate, Vitthal Udyognagar – 388 121

Dist. Anand, Gujarat

E-mail ID: <a href="mailto:share@hleglascoat.com">share@hleglascoat.com</a>

(2) HLE Glascoat Limited A-6, Maroli Udhyognagar At. Post. Maroli Bazaar Navsari – 396436 Gujarat

(3) HLE Glascoat Limited Sr.No.183/P1,Zaroli Road, Village: Naroli, Silvassa Dadra & Nagar Haveli-396230

### **Registered Office:**

HLE Glascoat Limited H-106, G I D C Estate, Vitthal Udyognagar – 388 121 Dist. Anand, Gujarat

Contact No.: (02692) 236842 to 236845







### Details of credit ratings received by the Company:

Your Company enjoys a good reputation for its sound financial management and the ability to meet its financial obligations in a timely manner. ICRA Limited (formerly Investment Information and Credit Rating Agency of India Limited) has continued its ratings with regards to the banking facilities enjoyed by your Company from its Bankers as "A" (for long term facilities) and A2+ (for short-term facilities) with a stable outlook. The details of credit ratings obtained by the Company are placed on the Company's website: www. hleglascoat.com.

### DISCLOSURE WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT:

In accordance with the provisions of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has opened a demat account namely "HLE Glascoat Limited - Unclaimed Suspense Account", wherein it has transferred all the physical share certificates lying unclaimed in its possession after following prescribed procedure as specified in the said provisions.

The details of the shares transferred to the said Unclaimed Suspense Account during the FY 2024-25 are as under:

The details of the shares transferred to the said Unclaimed Suspense Account during the FY 2024-25 are as under:

Particulars	No. of Share- holders	No. of Shares
Outstanding balance in Unclaimed Suspense Account as on April 1, 2024	3	4000
Request for transfer from Unclaimed Suspense Account received and processed	1	1500
Outstanding balance in Unclaimed Suspense Account as on March 31, 2025	2	2500

The voting rights on the shares transferred to the Unclaimed Suspense account of the Company shall remain frozen till the rightful owner of such shares claims the shares.

By the Order of the Board of **HLE Glascoat Limited** 

Sd/-

Sd/-

Aalap Patel

Date: May 19, 2025 Place: Anand

Himanshu Patel **Managing Director Executive Director** (DIN: 00202312) (DIN: 06858672)



### STATEMENT ON DECLARATION BY THE INDEPENDENT DIRECTORS UNDER SECTION 134 OF THE COMPANIES ACT. 2013

In accordance with Section 134(3) of the Companies Act, 2013, I hereby confirm that the Independent Directors of the Company have affirmed their compliance with the criteria of independence as stipulated in Section 149 (6) of the Companies Act, 2013 read with Schedule IV - Code of Independence to the said Act (as amended from time to time) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

For HLE Glascoat Limited

Sd/-

Himanshu Patel
Managing Director
(DIN: 00202312)

Date: May 19, 2025 Place: Anand

### CERTIFICATION BY THE MD AND CFO AS REQUIRED UNDER REGULATIONS 17(8) AND 33(2)(a) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors, HLE Glascoat Limited, H-106, GIDC Estate, Vitthal Udyognagar – 388121, Dist. Anand, Gujarat.

We, Himanshu Patel, the Managing Director and Naveen Kandpal, the Chief Financial Officer of the Company, certify to the Board that:

- A. We have reviewed the Standalone and Consolidated Audited Financial Results for the year ended on March 31, 2025 and to the best of our knowledge and belief:
  - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated, to the extent applicable, to the Auditors and the Audit Committee:
  - (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) 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 listed entity's internal control system over financial reporting.

### For HLE Glascoat Limited

Sd/- Sd/-

Naveen Kandpal Himanshu Patel
Chief Financial Officer Managing Director

Date: May 19, 2025 Place: Anand







# DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE COMPANY'S CODE OF CONDUCT

In accordance with Regulations 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, I hereby confirm that all Directors and Senior Management personnel of the Company have affirmed their compliance with the Code of Conduct laid down by the Company, as applicable to them for the Financial Year ended March 31, 2025.

For HLE Glascoat Limited

Sd/-

Himanshu Patel

Managing Director (DIN: 00202312)

Date: May 19, 2025 Place: Anand



### CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF HLE GLASCOAT LIMITED

To The members of HLE Glascoat Limited H-106, GIDC Estate, Vitthal Udyognagar, Anand - 388121, Gujarat, India

1. I, Nimish Mehta, proprietor of N. M. & Co., Practicing Company Secretaries, Mumbai, being the Secretarial Auditor of HLE Glascoat Limited having CIN L26100GJ1991PLC016173 ("the Company") have examined the compliance of conditions of Corporate Governance by the Company for the year ended on March 31, 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and other applicable regulations of Chapter IV pertaining to Corporate Governance and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

### Management's Responsibility

2. The compliance with the conditions of Corporate Governance is the responsibility of the Management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

### **Auditor Responsibility**

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

### **Opinion**

- 5. Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of SEBI Listing Regulations.
- 6. I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For N.M. & Co.

Place: Anand Date: May 19, 2025

UDIN: F006270G000376387

Nimish Mehta

Proprietor

Membership No. F6270 | CP No. 9651







### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To, The Members of HLE Glascoat Limited H-106, GIDC Estate, Vitthal Udyognagar, Anand - 388121, Gujarat, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of HLE Glascoat Limited having CIN: L26100GJ1991PLC016173 and having registered office at H -106, Phase IV, G I D C Estate, Vitthal Udyognagar, Anand, Gujarat – 388121 (hereinafter referred to as "the Company"), produced before me 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal <a href="www.mca.gov.in">www.mca.gov.in</a>) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 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.

Sr. No.	Name of Director	DIN	Date of appointment in Company	
	Mr. Himanshu Khushalbhai Patel	00202312	31/12/2016	
	Mr.Aalap Nileshbhai Patel	06858672	31/12/2016	
***************************************	Mr. Nilesh Khushalbhai Patel	00141873	31/12/2016	
	Mr. Harsh Himanshubhai Patel	00141863	31/12/2016	
	Ms. Vijayanti Punjabi	07651296	31/12/2016	
	Mr. Yatish Chandrakant Parekh	00168488	29/05/2017	
	Mr. Sandeep Dipak Randery	07663581	29/05/2017	
***************************************	Mr. Jayeshbhai Vastupal Shah	03570056	03/11/2018	

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 N.M. & Co.

Place: Anand Date : May 19, 2025

UDIN: F006270G000376365

Nimish Mehta Proprietor

Membership No. F6270 | CP No. 9651



### SECRETARIAL COMPLIANCE REPORT OF HLE GLASCOAT LIMITED

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by HLE Glascoat Limited having CIN: L26100GJ1991PLC016173 having Registered Office at H -106, Phase IV, G I D C Estate, Vitthal Udyognagar, Anand, Gujarat – 388121. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate/ statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorised representatives during the conduct of Secretarial review, I hereby report that the listed entity has during the review period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made thereunder:

#### I have examined:

- (a) all the documents and records made available to us and explanation provided by HLE Glascoat Limited having CIN:-L26100GJ1991PLC016173 and having registered office at H -106, Phase IV, G I D C Estate, Vitthal Udyognagar, Anand, Gujarat, 388121 ("the Company");
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (LODR) Regulations, 2015;

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
   (Not Applicable to the Company during the review period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Review Period).
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the review period)
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the audit period);
- (k) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; (the Company has appointed SEBI registered Category-I Registrar and Share Transfer Agent) and circulars/guidelines issued thereunder;
  - and based on the above examination, I hereby report that, during the Review Period:
- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:





Sr No.	Compliance Requirement	0	Deviations	Action Taken by	Type of Action	Details of Violation	Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Remarks
					NIL				

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ Deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity			
NIL									

II. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2.	<ul> <li>Adoption and timely updation of the Policies:</li> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/guidelines issued by SEBI.</li> </ul>	Yes	Nil
3.	Maintenance and disclosures on Website:	Yes	Nil
	The listed entity is maintaining a functional website.		
	• Timely dissemination of the documents/ information under a separate section on the website.		
	<ul> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.</li> </ul>		
4.	Disqualification of Director(s):  None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013.	Yes	Nil
5.	Details related to subsidiaries of listed entities have been examined w.r.t.:  (a) Identification of material subsidiary companies.  (b) Disclosure requirement of material as well as other subsidiaries.	NA	Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions:  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;	Yes	Nil
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.		



Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any:  No actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	Nil
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	Nil
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc.	NA	Nil

I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. (Not Applicable to the Company during the Review Period).

### Assumptions & limitation of scope and review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
- 4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For N.M. & Co.

Place: Anand Date: May 19, 2025

UDIN: F006270G000376411

Nimish Mehta

Proprietor

Membership No. F6270 | CP No. 9651







### ANNEXURE-VIII TO THE BOARD'S REPORT

### DETAILS RELATED TO CORPORATE SOCIAL RESPONSIBILITY [CSR] OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25

### 1. Brief outline on CSR Policy of the Company

The Company believes in enriching Society and the surrounding environment and it has accordingly formulated a policy related to CSR and the CSR Policy is available on the Company's website: <a href="www.hleglascoat.com">www.hleglascoat.com</a> in the Corporate Social Responsibility section. The website also provides details related to the Composition of the CSR Committee and the CSR activity.

The following are the areas of emphasis for CSR activities under the CSR Policy:

- a. The activities carried out under this CSR policy will be in the areas as per Schedule VII to the Companies Act, 2013.
- b. These activities will be carried out directly and through implementing agencies.
- c. Surplus arising out of the CSR Projects/ programs/ activities, if any, shall not form part of business profits.

### 2. Composition of CSR Committee:

SI. 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. Sandeep Randery	Chairperson/Independent Director	4	4
2	Ms. Vijayanti Punjabi	Member/Independent Director	4	4
3	Mr. Aalap Patel	Member/ Executive Director	4	4

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

The CSR activities undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR Committee composition, CSR Policy and projects/ programmes undertaken by the Company along with the implementing agencies/ partners are available on links given below:

- (i) CSR Committee Composition and CSR Policy: <a href="https://www.hleglascoat.com/csr/">https://www.hleglascoat.com/csr/</a>
- (ii) CSR Projects programmes undertaken by the Company: https://www.hleglascoat.com/csr/

## 4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

None

- 5. (a) Average net profit of the Company as per section 135(5): ₹ 6,199.65 lakhs
  - (b) Two percent of average net profit of the Company as per section 135(5): ₹ 123.99 lakhs
  - (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:- Nil
  - (d) Amount required to be set off for the financial year, if any: ₹ 85.00 lakhs
  - (e) Total CSR obligation for the financial year (5b+5c-5d): ₹ 38.99 lakhs



### 6. (a) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)		(11)
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amo- unt Alloc- ated for the project (in ₹)	Amo- unt spent in the current finan- cial Year (in ₹)	Amount Transf-erred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/ No)	Imple T Imp	Mode of ementation hrough lementing Agency
				State Di	st.					Name	CSR Registration number
						N.A.					

### (b) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	2) (3) (4)		(5	)	(6)	(7)		(8)
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/	Location proj		Amount spent in the	Mode of Implemen- tation -	Through I	plementation- mplementing gency
			No)	State	Dist.	current financial Year (₹ in Lakhs)	Direct (Yes/ No)	Name	CSR Registration number
1.	Donation to Yashaswati Foundation	*Eradicating hunger, poverty and malnutrition, *promoting education, art and culture, healthcare, destitute care and rehabilitation, *environment sustainability, disaster relief, COVID-19 relief and rural development projects	Yes	Gujarat	Surat	102.50	No	Yashaswati Foundation	CSR00003105
	Total					102.50			

- (c) Amount spent in Administrative Overheads: None
- (d) Amount spent on Impact Assessment, if applicable: None
- (e) Total amount spent for the Financial Year (6a+6b+6c): ₹ 102.5 lakhs
- (f) CSR amount spent or unspent for the financial year:

Total Amount Spent for the		A	Amount Unspent (in ₹ )					
Financial Year (in ₹ )		nsferred to Unspent per Section 135(6)		o any fund specified under Schedule and proviso to Section 135(5)				
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer			
₹ 102.50 lakhs	N.A.	N.A.	N.A.					



### (g) Excess amount for set off, if any:

S. No.	Particular	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the Company as per section 135(5)	123.99
(ii)	Total amount spent for the Financial Year	102.50
(iii)	Excess amount spent for the financial year [(ii)-(i)]	63.51
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	63.51

### 7. (a) Details of Unspent CSR amount for the preceding three financial years:

S. No.	Preceding Financial Year	Amount transferred to Unspent	Balance amount in Unspent	Amount spent in the reporting	specified	nt transferred to d under Schedu ection 135(6), if	le VII as per	Amount remaining to be	Deficiency if any
	icai	CSR Account under section 135(6) (in ₹)	CSR Account under section 135(6) (in ₹)	Financial Year (in ₹ )	Name of the Fund	Amount (in ₹)	Date of transfer	spent in succeeding financial years (in ₹)	
					NIL				

- 8. Whether any capital asset have been created or acquired through, CSR spent in the financial year: N.A.
- 9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): -

N.A.

By the Order of the Board of **HLE Glascoat Limited** 

Sd/- Sd/- Sd/-

Date: May 19, 2025 Sandeep Randery Himanshu Patel
Place: Anand Chairperson- CSR Committee Managing Director
(DIN: 07663581) (DIN: 00202312)



#### ANNEXURE-IX TO THE BOARD'S REPORT

### Form No. MR-3

### SECRETARIAL AUDIT REPORT FOR THR FINANCIAL YEAR ENDED MARCH 31, 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 of HLE Glascoat Limited H-106, GIDC Estate, Vitthal Udyognagar, Anand - 388121, Gujarat, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HLE Glascoat Limited** (hereinafter called the "Company") having CIN: L26100GJ1991PLC016173. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of Company's book, registers, 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 authorised representatives during the conduct of secretarial audit, and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 ("Financial Year") complied with the applicable 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:

I have examined the books, registers, papers, minute books, forms and returns filed and other records maintained by the Company during the Financial Year ended on March 31, 2025 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investments, The Company has not taken any External Commercial Borrowings and hence the rules and regulations pertaining to the External Commercial Borrowings are not applicable;
- 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; (the Company has appointed SEBI registered Category-I Registrar and Share Transfer Agent)







- f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period);
- g. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the audit period);
- h. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period);
- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period);
- j. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period);

#### vi) Other Applicable Acts

As informed to me, there are no laws which have specific applicability to the Company other than general laws applicable to industry generally.

I, have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board and General Meetings

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

I, further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors have taken place during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent seven days in advance for Meetings other than those held by a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meetings and for meaningful participation at the Meetings.

All the decisions at the Board Meetings during the year under review were passed unanimously. The Resolutions at the 33<sup>rd</sup> Annual General Meeting were passed with requisite majority. No resolutions were required to be passed by postal ballot during the year under review.

I, 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.

I, further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates/reports taken on record by the Board of Directors of the Company, in my opinion 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.

I, further report that during the review period, the following major events which had bearing on the Company's affairs in pursuance of the above referred laws rules, regulations, guidelines standards etc. had occurred:

• The Company approved to redeem fifth and final tranche of 20% of the 9.50% Non-Convertible Cumulative Redeemable Preference Shares of face value of ₹ 2 aggregating to ₹ 7,47,73561.15/- at its board meeting held on May 27, 2024. Thus all the redeemable preference shares issued by the Company were duly redeemed as per the terms of issue;



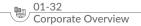
- The Company had consider and approved the Scheme of Amalgamation of Kinam Enterprise Private Limited (the 'Transferor Company' or 'KEPL') with HLE Glascoat Limited (the 'Transferee Company' or 'HGL') under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
- The Board had approved the Definitive Agreements with Clean Max Enviro Energy Solutions Private Limited ("Clean Max") and Clean Max Anchorage Private Limited ("CMAPL"), whereby the Company agreed to invest upto ₹ 3,36,60,000 (Rupees Three Crores Thirty Six Lakhs Sixty Thousand only) in CMAPL to maintain its 26% shareholding.

For N. M. & Co.

Place: Anand Nimish Mehta
Date: May 19, 2025 Proprietor

UDIN: F006270G000376145 Membership No. F6270 | CP No. 9651

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.







'Annexure A'

To, The Members of HLE Glascoat Limited H-106, GIDC Estate, Vitthal Udyognagar, Anand - 388121, Gujarat, India.

Our Secretarial Audit Report for Financial Year ended on March 31, 2025 of even date is to be read along with this letter.

- 1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
- 2. We have followed the auditing standards issued by the Institute of Company Secretaries of India (ICSI) and 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 the Secretarial records. We believe that the processes and practices, we have followed are aligned with Auditing Standards issued by the ICSI and provide a reasonable basis for our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- 5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
- 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For N. M. & Co.

Place: Anand Date: May 19, 2025

UDIN: F006270G000376145

Nimish Mehta

Proprietor

Membership No. F6270 | CP No. 9651



# **Management Discussion and Analysis**

### **Global Economy**

During 2024, the global economy demonstrated stability despite various economic, international relations, and governmental challenges. Data from the World Economic Outlook (IMF) report indicated a consistent global Gross Domestic Product (GDP) growth rate of 3.3%. Economic expansion rates varied significantly across regions. Growth in developed nations experienced a decline, whereas developing economies, particularly those in Asia, maintained steady growth.

The 2024 global economic landscape was marked by persistent difficulties, including geopolitical tensions and Red Sea disruptions. Additionally, international supply chain complications and trade disputes between major economies continued to pose challenges. Policy adjustments related to climate change also influenced investment patterns across multiple sectors.

Global inflation showed an improving trend, with the rate of 5.7% for 2024, a decrease from 6.7% in the previous year. Developed economies are anticipated to achieve their inflation targets sooner, averaging 2.6% in 2024. Emerging markets are expected to experience a slower reduction in price increases.

In response to prevailing economic conditions, leading central banks implemented notable interest rate reductions to stimulate economic activity. December 2024 saw the most significant coordinated series of interest rate cuts among G10 central banks since the pandemic, with total reductions for the year amounting to 825 basis points. This period marked a substantial easing of monetary policy not observed since 2009.

(Source: World Economic Outlook, IMF, Reuters)

Real GDP Growth	2024	2025 (P)	2026 (P)
World Output	3.3	2.8	3.0
Advanced Economies	1.8	1.4	1.5
United States	2.8	1.8	1.7
Emerging Markets and Developing Economies	4.3	3.7	3.9
China	5.0	4.0	4.0

### Outlook

The global economy is currently predicted to sustain a steady expansion path, with projected growth rates of 2.8% for 2025 and 3.0% for 2026. This positive outlook is underpinned by robust economic performance observed in the United States and significant progress within key emerging markets.

In the United States, growth is forecast at 1.8% in 2025 and 1.7% in 2026. This projection accounts for anticipated adjustments in the labour market and a potential moderation in consumer expenditure. For the Eurozone, a recovery is predicted, with growth projected to reach 0.8% in 2025 and improve to 1.2% in 2026. This expected improvement is primarily linked to an increase in consumer spending and a continued reduction in inflation rates.

While the general trend indicates a deceleration in global price increases, certain regions continue to experience stagnant conditions due to persistently high inflation levels. Global inflation is projected to decline to 4.3% in 2025 and further to 3.6% in 2026. Developed economies are anticipated to achieve their respective inflation targets more rapidly than other regions. Monetary policies are expected to diverge across different geographies, reflecting the varied economic circumstances prevalent in each.

(Source: World Economic Outlook, IMF)

### **Indian Economy**

India's economy demonstrated a consistent pattern of expansion and stability throughout FY 2024-25, confirming its position as a major global economy showing strong growth. As per the Second Advanced Estimate (SAE), India's real GDP expanded by 6.5% in FY 2024-25, moderating from the 9.2% growth reported in the First Revised Estimates for FY 2023-24. This sustained upward trend highlights the nation's solid economic foundation, effective government policies, a dynamic services sector, and considerable domestic spending, all contributing to a favourable view of India's potential for long-term economic progress.

FY	FY	FY	FY	FY
2021-22	2022-23	2023-24	2024-25 (E)	2025-26 (P)
9.7%	7.6%	9.2%	6.5%	6.2%

India's economic stature continues its upward climb, with the nation now holding the position of the world's fourth-largest economy by nominal Gross Domestic Product (GDP) and the third-largest when assessed by purchasing power parity (PPP). Ambitious national targets have been set to achieve a \$5 trillion economy by FY 2027-28 and a \$30 trillion economy by 2047. These aims are to be accomplished through substantial infrastructure investments, ongoing governmental reforms, and the widespread adoption of technological advancements. Reflecting this commitment, the capital Expenditure budget for the upcoming FY 2025-26 has increased to ₹11.21 lakhs crores, representing 3.1% of GDP.

Integral to this accelerated growth trajectory and increasing economic self-sufficiency have been significant governmental reforms and considerable capital allocated towards both physical and digital infrastructure. Government initiatives such as 'Make in India' and the Production-Linked Incentive (PLI) scheme have also played a crucial role.

### Outlook

India's economy is expected to grow at a rate of 6.2% in FY 2025-26. Projections indicate that by 2030, India will likely become the world's third-largest economy, driven by investment in infrastructure, greater private sector capital expenditure, and the expansion of financial services. Ongoing reforms are anticipated to support this long-term economic advancement.

Several factors underpin this positive outlook, including India's favourable demographics, increasing capital investment, proactive government schemes, and strong consumer demand. Improved spending in rural areas, helped by moderating inflation, further reinforces this growth trajectory. The government's focus on capital expenditure, prudent fiscal management, and measures to boost business and consumer confidence are creating a supportive environment for both investment and consumption.

Programmes such as Make in India 2.0, reforms designed to improve the ease of doing business, and the Production-Linked Incentive (PLI) scheme are intended to strengthen infrastructure, manufacturing, and exports, positioning India as a significant player in global manufacturing. With inflation expected to be on target by the end of this year (2025), a more accommodating monetary policy is likely. Infrastructure development and supportive government policies will facilitate capital formation, while rural demand will receive a boost from initiatives like the Pradhan Mantri Garib Kalyan Anna Yojana (PMGKAY).

The Union Budget 2025-26 presents a growth-oriented financial strategy that addresses immediate and long-term economic needs. By increasing disposable income, prioritising infrastructure, and promoting domestic manufacturing, the budget aims to foster sustained economic growth while ensuring fiscal responsibility.

A key feature is the increased income tax exemption limit of ₹12.75 lakhs per annum, which will enhance disposable income for middle-class households, stimulating consumer spending. Significant investments in infrastructure, including roads and railways, will improve connectivity and create jobs. Additionally, the budget strengthens the Production Linked Incentive (PLI) scheme for sectors like electronics and textiles, while supporting the "Make in India" initiative to establish India as a global manufacturing hub. The transformation of India Post into a catalyst for the rural economy will further enhance logistics and financial inclusion.

(Source: Press Information Bureau, World Economic Outlook, IMF)

### **Industrial Overview**

# Engineering Sector - Glass lining, Filtration & Drying, Heat Exchanger Equipment

The Indian engineering sector continues to be a vital engine of national growth, supported by strong exports, domestic demand, and technology-driven services. The sector performed well in FY 2024-25, with exports reaching a new high of \$116.67 Billion. This was an increase of 6.74% compared to the previous year, and it went past the earlier record of \$112.10 Billion from FY 2021-22. In fact, engineering goods exports grew faster than India's overall merchandise exports, which only saw a small rise of 0.08%. As a result, engineering exports made up a larger part of India's total merchandise exports, increasing to 26.67% in FY 2024-25 from 25.01% in the year before.

The United States remained the main buyer of Indian engineering goods, with exports to the US growing by 8.7% to \$19.15 Billion in FY 2024-25. Other countries like the UAE, Singapore, Nepal, Japan, and France also bought significantly more. Looking at regions, North America received 20.5% of these exports, followed by the European Union at 17.1%, and West Asia and North Africa at 16.7%. Most regions showed growth, though exports to Oceania went down by 10.4% and to the EU by 1.9% during the financial year ending March 2025.

Out of 34 different types of engineering products, 28 saw increased exports. However, six categories experienced a decline. These included iron and steel, copper and aluminium products, office equipment, other construction machinery, and mica products.

Despite the yearly record, Indian engineering exports fell each month in March 2025. Exports for that month were \$10.82 Billion, which was 3.92% less than in March 2024. The sector faces ongoing challenges from global uncertainties, including international tensions and slower economies. New import duties (US tariffs) announced by the US have also caused reactions and concerns about global economic stability. The World Trade Organisation (WTO) has warned that global trade could shrink in 2025, potentially by up to 1.5% if more trade disagreements happen. These new tariffs add to existing challenges like global conflicts and countries focusing more on their industries.

 $(Source: Economic\ Diplomacy\ Division\ [Ministry\ of\ External\ Affairs],\ Economic\ Times)$ 

The glass-lined equipment market is valued at approximately \$4.86 Billion in 2024, with projections to reach around \$6.92 Billion by 2033, growing at a CAGR of 4.7% from 2025 to 2033. This steady growth is driven by increasing demand from industries such as pharmaceuticals, chemicals, and food processing. Glass-lined equipment, also known as glass-enamel equipment, combines the corrosion resistance of glass with the strength of metal, making it ideal for handling aggressive chemicals and maintaining product purity. This unique combination makes it



essential where contamination must be avoided and chemical resistance is vital.

The market includes a wide range of products, such as reactors, storage tanks, columns, pipes, fittings, and accessories. These are used in chemical synthesis, Active Pharmaceutical Ingredient (API) manufacturing, speciality chemical production, and food processing. Recently, there has been a trend towards more sophisticated and efficient equipment, with manufacturers focusing on better heat transfer, stronger mechanical properties, and longer equipment lifespan. Technological advancements, including innovations in glass formulations and lining techniques, have improved chemical resistance, thermal shock resistance, and created smoother surfaces for easier cleaning. Integrating advanced monitoring and control systems has also enhanced operational efficiency and safety, making the equipment more appealing to users.

The market features a mix of established global companies offering broad product lines and specialised manufacturers focusing on niche areas or new technologies. Competition is strong, with companies aiming to stand out through innovation, product quality, and after-sales support. As industries adopt stricter quality and safety standards, the demand for highperformance glass-lined equipment is expected to rise. The pharmaceutical industry is a major growth driver, particularly due to its focus on high-purity APIs and speciality chemicals, and its stringent regulatory needs for contamination-free environments. The chemical industry also fuels market growth through increased speciality chemical production and the need for corrosion-resistant processing equipment. Geographically, emerging economies, especially in Asia-Pacific, show significant growth due to rapid industrialisation and increased investment in chemical and pharmaceutical manufacturing facilities. Developed regions like North America and Europe remain important markets, driven by the need for equipment upgrades and more efficient, environmentally friendly manufacturing processes.

(Source: Data Horizon Research)

The filtration and drying equipment market has shown strong growth, increasing from \$1.94 Billion in 2024 to \$2.09 Billion in 2025, with a CAGR of 7.7%. This historical growth was driven by environmental regulations, industrial expansion, evolving quality and safety standards, the globalisation of industries, health and safety concerns, and efforts towards cost efficiency.

The market is expected to continue its robust growth, reaching \$2.85 Billion by 2029 at a CAGR of 8.1%. Future growth will be attributed to increasing industrialisation, evolving environmental standards, rising demand in emerging markets, a focus on sustainable practices, and advancements in the pharmaceutical and biotechnology sectors. Key trends for this period include technological improvements, a greater emphasis on sustainability,

stricter regulatory standards, customised filtration solutions, the globalisation of supply chains, and the development of hybrid drying technologies.

Increased pharmaceutical expenditure on research and development is a significant driver for this market. Filtration and drying equipment are essential in R&D for testing and refining products or processes before commercial use, and for assessing material properties. The surge in chemical production also supports market expansion. Within chemical manufacturing, this equipment is vital for separating and purifying substances, ensuring product quality, and meeting industry standards.

(Source: Research and Markets)

The Indian Heat Exchanger market is expected to grow at a Compound Annual Growth Rate of over 10.47% from 2025 to 2030. Several regional economic and environmental factors support this growth. India's expanding industrial base creates consistent demand from both public and private infrastructure projects. This is especially true in refineries, cement plants, and metallurgical units. Rising electricity consumption in urban and rural areas has required an increase in thermal power capacity. This capacity heavily relies on heat exchangers for turbine and boiler operations.

At the same time, stricter pollution control norms from the Central Pollution Control Board (CPCB) and a greater focus on clean technologies encourage industries to upgrade existing systems. They are adopting energy-efficient heat transfer solutions. India's long-term strategy for reducing carbon emissions, under its Nationally Determined Contributions (NDCs), has also led to the use of heat recovery systems in facilities that consume a lot of energy. Investment corridors, such as the Delhi-Mumbai Industrial Corridor, and more special economic zones are creating areas for new process equipment installations, including heat exchangers. Additionally, the increasing cost of imported fossil fuels is prompting Indian industries to explore more efficient thermal processes. This pushes them towards adopting modular and compact exchanger designs that reduce energy losses.

(Source: Research and Markets)

### **Pharmaceutical Sector**

India's pharmaceutical sector is undergoing a huge transformation, establishing itself as a global leader in healthcare. The industry saw a 7.8% growth in April 2025, driven by strong demand and new product introductions. India ranks as the world's third-largest pharmaceutical industry by volume and fourteenth by value. It is the leading global supplier of generic medicines, providing 20% of the world's supply, and plays a crucial role in delivering affordable vaccines worldwide.

In the FY 2023-24, the sector's turnover reached ₹4,17,345 crore, maintaining a steady annual growth of over 10% for the past five years. This expansion translates into increased availability

of medicines at lower prices, improved healthcare access, and job creation across manufacturing facilities and laboratories throughout the country.

Government initiatives are central to this success. The Pradhan Mantri Bhartiva Janaushadhi Parivoiana (PMBJP) operates 15,479 Jan Aushadhi Kendras, making generic medicines available at prices up to 80% lower than branded alternatives. The Production Linked Incentive (PLI) Scheme for Pharmaceuticals, with a budget of ₹15,000 crore, supports 55 projects focused on domestic production of high-end drugs for conditions like cancer and diabetes. Another PLI scheme, allocated ₹6,940 crore, aims to reduce import reliance by boosting local manufacturing of raw materials such as Penicillin G. Furthermore, the PLI for Medical Devices, backed by ₹3,420 crore, is enhancing the production of essential tools like MRI machines and heart implants. The Promotion of Bulk Drug Parks scheme, with ₹3,000 crore, is developing large manufacturing hubs in Gujarat, Himachal Pradesh, and Andhra Pradesh to ensure cheaper and faster medicine production. Additionally, the Strengthening of Pharmaceuticals Industry (SPI) Scheme, with ₹500 crore, funds research and laboratory upgrades, helping Indian companies compete globally. These efforts ensure medicines are produced in India for both domestic and international markets, maintaining low costs and high quality.

India's pharmaceutical sector is a vital contributor to global health. It supplies between 55% and 60% of UNICEF's vaccine requirements. It also meets 99% of the World Health Organisation's demand for DPT vaccines, 52% for BCG, and 45% for measles vaccines. Indian vaccines save Million of lives globally. Domestically, these schemes create employment opportunities for young Indians, from factory workers to scientists. Foreign investors recognise India's potential, investing ₹12,822 Crores in 2023-24 alone. The government permits 100% foreign investment in medical devices and new pharmaceutical projects, making India an attractive destination for global companies. The Indian pharmaceutical sector is more than an industry; it is a critical lifeline, ensuring access to affordable medicines and vaccines for a healthier, self-reliant future.

(Source: Press Information Bureau)

### **Chemical Industry**

The Indian chemical industry is a highly diverse and significant sector, encompassing over 80,000 commercial products and employing more than two Million people. Globally, India is the third-largest consumer of polymers, the fourth-largest producer of agrochemicals, and the sixth-largest producer of chemicals overall, contributing 3.4% to the global chemical industry and 7% to India's GDP. This sector benefits from a strong foundation for innovation, supported by a network of 200 national laboratories and 1,300 research and development centres. Valued at approximately \$220 Billion in 2022, the Indian

chemical sector is anticipated to reach \$300 Billion by 2025 and a substantial \$1 trillion by 2040, driven by increasing demand from end-user segments, particularly for specialty chemicals and petrochemicals.

The specialty chemicals segment, for instance, is projected to grow at a CAGR of 12.4% from \$32 Billion in 2019 to an estimated \$64 Billion by 2025, with companies actively pursuing import substitution and export opportunities. India is also the fourthlargest global producer and a net exporter of agrochemicals, with the market valued at \$5.5 Billion and expected to grow to approximately \$7.4 Billion between 2021 and 2026, potentially accounting for almost 40% of India's total chemical exports by 2040. As the third-largest polymer consumer worldwide, India's consumption is expected to reach 60 Million tonnes by 2040. Furthermore, India leads globally in dye manufacturing, contributing 16-18% of global dyestuff exports, which totalled ₹14,712 Crores (\$1.70 Billion) from April to November 2024. In the bulk chemicals segment. Alkali chemicals represented 71.7% of total chemical production from April to December 2024, with government initiatives set to further boost demand for products like soda ash.

The sector has attracted significant investment, with Foreign Direct Investment (FDI) inflows in chemicals (excluding fertilisers) reaching ₹1,39,776 Crores (\$22.8 Billion) between April 2000 and September 2024, and an estimated ₹8 lakhs Crores (\$107.38 Billion) projected by 2025. Government support is evident through the Union Budget 2025-26 allocation of ₹1,61,965 Crores (\$18.7 Billion) to the Ministry of Chemicals and Fertilisers, along with Production Linked Incentive (PLI) schemes for Advanced Chemistry Cell Battery Storage and Bulk Drug Parks, and the development of Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIRs) like Dahej, which has attracted significant investment.

In terms of trade, India's chemical exports stood at \$13.92 Billion and imports at \$19.52 Billion from April to November 2024, positioning India as  $9^{th}$  in global exports and  $6^{th}$  in imports (excluding pharmaceuticals). Opportunities are further enhanced by global companies diversifying supply chains away from China, and the government's implementation of enhanced Quality Control Orders (QCOs) for over 150 products in February 2025 to enforce stricter safety and performance standards.

(Source: IBEF (Report May, 2025))

### **Company Overview**

HLE Glascoat Limited (hereafter referred to as 'the Company' or 'HGL') is a leading Indian manufacturer of specialised process equipment for the chemical and pharmaceutical industries. Established in 1991 as 'Shri Glassteel Equipments Limited' and later becoming 'Swiss Glasscoat Equipment Limited', the Company consolidated its core businesses through a Demerger Scheme



in 2019, officially adopting the name HLE Glascoat Limited. It is a part of the esteemed Patel Group of Companies, which was founded in 1951 by the late Dr. Khushalbhai H. Patel and has a long history in chemical manufacturing and process equipment.

HGL operates across key segments: Filtration, Drying, Glass-Lined Equipment, and Heat Transfer Equipment, along with Exotic Metal Fabrication. The Company is recognised as a market leader in filtration and drying technology and a prominent global manufacturer of glass-lined equipment. Its product range is extensive, including reactors, receivers/storage tanks, dryers, filters, columns, agitators, valves, pipes and fittings. These products are crucial for processes involving storage, reaction, heat transfer, distillation, and solid-liquid separation. HGL offers both standard and custom-built equipment to meet specific client

requirements, catering predominantly to Active Pharmaceutical Ingredient (API) manufacturers.

HGL's operations are supported by three integrated plants, located at Maroli, Anand, and Silvassa. The Company has strategically expanded its capabilities through key acquisitions. In December 2021, HGL acquired the global business of Thaletec GmbH, a leading German glass-lining company, enhancing its international presence and product portfolio. This was followed by the acquisition of a majority stake in Kinam Engineering Industries in August 2023, a renowned manufacturer of various heat exchanger equipment. The Company also augmented its manufacturing capacity for filtration and drying equipment by commissioning a Greenfield plant in Silvassa in 2022. In FY 2024, HGL launched SS Reactors, Pharmaskid & Chem-skid systems, and Thaletec products, further diversifying its offerings.

### **Financial Overview**

### Financial Performance FY 2024-25

Particulars	Consol	idated	Standalone		
	FY 2024-25#	FY 2023-24*	FY 2024-25#	FY 2023-24*	
Total Income	1,03,494.51	97,673.64	56,290.54	60,585.19	
Profit Before Finance costs, Tax, Depreciation and Amortisation (after adjusting Other Comprehensive Income)	14,412.22	12,126.10	6,336.04	7,695.58	
Profit Before Tax (after adjusting Other Comprehensive Income)	7,825.60	5,906.10	1,990.11	3,103.52	
Profit After Tax (after adjusting Other Comprehensive Income)	6,495.60	4,127.25	1,575.91	2,631.41	
Total Assets	1,29,336.32	1,20,195.69	87,410.75	85,319.33	
Equity Share Capital	1,365.31	1,365.31	1,365.31	1,365.31	
Other Equity	44,565.41	40,314.83	34,232.67	33,407.68	
Non-controlling interest	9,497.75	7,990.21	- [	0	
Total Equity	55,428.47	49,670.35	35,597.98	34,772.99	
Bank Borrowings	33,377.94	34,488.97	31,094.74	33,160.93	
Debt: Equity Ratio (including long-term and short-term borrowings)	0.63	0.73	0.87	0.98	
Book Value per Equity Share of ₹2 each – In ₹	81.20	72.76	52.15	50.94	
Earnings per Equity Share - Basic and Diluted – In ₹					
Earnings per Share - From Continuing Operations	9.05	6.52	2.40	4.43	
Earnings per Share - From Discontinuing operations	-	-0.53	-	-0.53	
Dividend Per Share – In ₹ (FY 2023-24 – proposed)	-	1.1	-	1.1	

 $<sup>^{*}</sup>$  Previous year's figures are restated, regrouped, rearranged and recast, wherever considered necessary.

<sup>#</sup>The financial information includes the performance of 1) Thaletec GmbH and its wholly owned subsidiary Thaletec Inc., USA, 2) Kinam Group of companies, viz. Kinam Engineering Industries Private Limited (KEIPL) - Subsidiary, Kinam Enterprise Private Limited (KEPL) - Subsidiary and Kinam Process Equipments Private Limited (KPEPL) - step-down subsidiary (subsidiary of KEPL) and 3) Thaletec LLP (formerly known as H L Equipments/Thaletec), Subsidiary.





### **Key Financial Ratios:**

Particulars	FY 2024-25	FY 2023-24	Explanations
Debtors Turnover (times)	5.05	3.88	Driven by higher and effective collection during the year.
Inventory Turnover (times)	2.53	3.04	
Interest Coverage Ratio (times)	1.71	2.18	Due decrease in Earning and increase in debt service.
Current Ratio	0.91	1.10	
Debt Equity Ratio (considering long-term & short-term debt)	0.87	0.98	
Operating Profit Margin (%)	8.94%	9.82%	
Net Profit Margin (%)	2.97%	4.51%	On account of decrease in sales, higher raw material costs, interest and depreciation caused by additional capex incurred and put to use.
Return on Net Worth (PAT/Net Worth) - Standalone	4.66%	7.87%	On account of increased net worth due to higher retained earnings in previous year as well as the PAT for the year being lower due to decrease in sales, higher raw material costs, interest and depreciation caused by additional capex incurred and put to use.

Note: Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof

### **Strategical Outlook**

### **Opportunities and Threats**

The Company consistently aims to provide its customers with high-quality products at competitive prices. This is supported by ongoing process innovation, the adoption of the latest technology, and product diversification. The Company has proactively invested in enhancing its product development capabilities, advancing technology, improving infrastructure, and optimising supply chain management. These efforts enable the Company to scale its capacities and improve both operational and cost efficiencies. They also facilitate expanded reach across domestic and international markets.

These factors position the Company well for sustainable growth in the foreseeable future. There is consistent demand from the downstream engineering service, pharmaceutical, and chemical sectors. The Company's standing as a frontrunner in its sector allows it to capitalise on favourable industry trends. A strong brand recognition is associated with the Company. This brand recall is being reinforced by intensified marketing efforts and an expanded service network. This is evident in the Company's strong presence in both domestic and international markets. Management expresses confidence in overcoming internal challenges and ensuring the Company's continued growth this year.

Threats to the Company are typically linked to cyclical industry trends, rising inflation, and increasing material costs, often influenced by the global geopolitical landscape. Other challenges include the availability of adequately skilled manpower, continuous increases in electricity and fuel costs, rising wages

and salaries, and higher financing costs. On a positive note, a stronger boost from pent-up demand in various economies or a quicker reduction in inflation remains possible. However, financial markets could also experience sudden repricing in response to adverse inflation news. Further geopolitical fragmentation might also hinder economic progress.

### **Risk and Concerns**

The Company has navigated a complex risk landscape over the past few years. Its resilience in facing such challenges has been notable. Plans developed and executed during and after the pandemic are now considerably more robust. However, FY 2024-25 presented additional risks. These required extensive preparation and both proactive and reactive threat management. Geopolitical instability, stemming from ongoing conflicts between Russia and Ukraine, and Israel and Palestine, also caused supply chain issues due to the Red Sea crisis.

Environmental, Social, and Governance (ESG) reporting is currently developing. Future requirements are expected to be more extensive and all-encompassing. A lack of preparedness in this area could therefore pose a threat. Organisations should establish governance structures to provide reliable information on ESG risks and opportunities. The Company has focused on specific ESG disclosures and metrics. It has also identified the necessary data to capture and manage, ensuring timely compliance with local ESG regulations.

Identifying risks is only one aspect of risk management. Mitigating them is more critical for ensuring business continuity and sustenance. The Company concentrates on systemic risks that



create vulnerabilities. It ensures its risk management framework oversees such risks. Systemic risk is a type of risk that, at a company or industry level, could trigger a widespread collapse. This type of risk is difficult to quantify and predict. Management's risk appetite should be regularly updated to provide clear guidance for decision-making. The Company is also focused on understanding ESG risks. It supports the design and development of strong governance frameworks and control environments.

### Risk Management

The Company understands the crucial role of risk management. This ensures long-term business growth and stability. In accordance with specific provisions of the SEBI Listing Regulations and the Companies Act 2013, the Company's Board of Directors has approved and established a 'Risk Management Policy'. This policy is accessible on the Company's website at the provided URL.

# (https://hleglascoat.com/wp-content/uploads/2021/09/HGL\_RISK-MANAGEMENT-POLICY.pdf)

The Company's Risk Management Policy includes a detailed procedure for identifying, assessing, and mitigating all risks it faces. This policy establishes a structured and disciplined approach to risk management. Its purpose is to guide the Board on risk-related decisions. It also aims to mitigate various risks. These include economic risk, geopolitical risk, production risk, and price risk. Inventory management risk, technology risk, and competition risk are also covered. Further risks are financial risk, raw material price fluctuation risk, and pandemic risk. Human resource risk, reputation risk, legal risk, regulatory risk, and cyber risk are also addressed.

The main objective of this Policy is to ensure sustainable business growth with stability. It also promotes a proactive approach. This involves reporting, evaluating, and resolving risks linked to the Company's business and processes. The Company has also formed a Risk Management Committee. This committee comprises certain Directors. This committee is tasked with identifying and mitigating risks. The Board of Directors further supervises its work.

### **Environmental, Social and Governance**

HLE Glascoat is nurtures sustainable growth through a comprehensive framework of Environmental, Social, and Governance (ESG) principles. The Company actively engages with its stakeholders to address concerns and contribute positively to the communities in which it operates.

 Social Initiatives and Community Engagement: In response to stakeholder feedback, the Company has undertaken several community-focused initiatives to support vulnerable and marginalised groups. These efforts are a core part of its corporate social responsibility (CSR) and are detailed below:

- Livelihood Enhancement Programmes: The Company
  has initiated vocational and skill development training
  for unemployed youth and women in economically
  disadvantaged areas. These programmes are designed to
  improve employability and foster entrepreneurial skills,
  thereby promoting sustainable livelihoods.
- Promotion of Inclusive Education: HLE Glascoat has committed to enhancing access to quality education. The company provides scholarships, upgrades school infrastructure, and facilitates access to digital learning tools for students from economically weaker sections, particularly in rural and tribal regions. These initiatives aim to improve academic outcomes and build self-confidence among underprivileged youth.
- Healthcare Access and Support: The Company has undertaken initiatives to improve healthcare access in underserved communities. This includes providing subsidised medical aid and operating a low-cost clinic that offers essential medical consultations, subsidised tests, and medicines, which reduces the financial burden on lowincome families and supports preventive care.
- Infrastructure Development: In support of vulnerable communities, the company has contributed to infrastructure development by constructing and renovating residential spaces to provide safer and more secure living conditions.

The Company's CSR projects have directly benefited thousands within these communities. The Scholarship Scheme has provided support to 2,500 students, the TB Mukt Bharat initiative has assisted 120 patients, and the Rahat Dar nu Dawakhanu low-cost clinic has provided healthcare services to 1,500 individuals. Additionally, financial aid for permanent homes has been offered to 10 families under the Pradhan Mantri Awas Yojana. In each of these cases, the beneficiaries are entirely from vulnerable and marginalised groups.

### **Human Resources**

The Company operates in the manufacturing sector. It understands the importance of human capital. Employees form the backbone of its success. Comprehensive human resources policies are in place. These promote transparency, ethics, and inclusive employee growth. The Company constantly strives to strengthen its human resources processes. This helps it to remain competitive. The strength of these processes is evident. It attracts and recruits top industry talent. It ensures strong learning and development. Equal emphasis is placed on safety





training. Proactive employee engagement and strong employee retention are also key outcomes.

These processes have increased employee efficiency. They have also helped employees grow with the Company. The Company focuses on developing its existing staff and workers. It provides continuous training. This equips them for better and senior positions. Training is provided internally. Programmes are also organised with external instructors. Continuous training programmes emphasise increasing productivity. They also foster commitment and integrity in employee attitudes and behaviour.

The Company's social responsibility initiatives extend to nurturing its workforce. In FY 2024-25, HLE Glascoat focused on strengthening its employees' capabilities and building a resilient, people-centric culture. This year, the Company onboarded 141 new employees and conducted 101 training sessions, totalling 1,785 training man-hours. This included a significant focus on safety, with 263 safety training sessions and 4,095.91 safety training man-hours.

To strengthen the workplace environment, a number of employee engagement initiatives were implemented. These included cultural celebrations, festive gatherings, inter-department sports tournaments, and creative workshops. The company also prioritised employee well-being by offering alternate-day meditation sessions and introduced personalised birthday greetings to reinforce a culture of care and recognition.

Learning and development were key focus areas, with workshops on Leadership & Organisational Development, as well as skill-building sessions on topics such as The Art of Giving Feedback and QCD. Outbound programmes were also organised for the Design, R&D, and Operations teams to encourage teamwork and experiential learning. Finally, a performance-driven culture was reinforced through the Reward & Recognition programme and regular employee engagement surveys, ensuring that achievements are celebrated and employee voices are heard.

The Company has well-documented and updated policies. These prevent all forms of discrimination and harassment, including sexual harassment. The Whistle Blower Policy serves as an important safeguard. The total employee strength as on March 31, 2025 was 687.

### **Internal Control System**

The Company is committed to ensuring an effective internal control environment that provides reasonable assurance regarding the effectiveness and efficiency of operations, adequacy of safeguarding of assets, reliability of financial controls and compliance with applicable laws and regulations. Towards this end, HGL has laid down standard operating procedures and policies to guide the various business operations. To further strengthen the internal control systems, independent external professional agencies have been appointed to conduct an internal audit of the systems and processes of its manufacturing locations (Maroli, Anand and Silvassa). The internal auditors ensure that internal controls are reviewed through the periodical internal audit process in consultation with the Audit Committee. Internal auditors cover every operational unit and all major corporate functions under the guidance of the Audit Committee of the Board.

The Board's Audit Committee oversees the adequacy of the internal control environment through periodic reviews of audit findings and monitoring implementations of internal audit recommendations through compliance reports. The statutory auditors have opined in their report that there are adequate internal controls over financial reporting at the Company. The Certification by the Managing Director and the Chief Financial Officer of the Company has been provided elsewhere in this Annual Report and discusses the adequacy of the internal control systems and procedures.

### **Cautionary Statement**

The narrative within this Management Discussion and Analysis includes 'forward-looking statements' relating to, among other things, the execution of strategic plans, future business developments, and economic performance. While these statements reflect the Company's assessment and expectations for the future direction of its business, numerous risks, uncertainties, and other unforeseen factors could cause actual outcomes to differ significantly from these expectations. These factors include, but are not limited to, general market, macroeconomic, governmental, and regulatory trends, fluctuations in currency exchange and interest rates, competitive pressures, technological advancements, changes in the financial standing of third parties engaged with the Company, legislative changes, and other significant factors that could influence the Company's business and financial results.



# **Independent Auditor's Report**

### Report on the Audit of the Standalone Financial Statements

### 1. Opinion

We have audited the Separate financial statements (also known as Standalone Financial Statements) of HLE Glascoat Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2025, and its profit (financial performance including Other Comprehensive Income), the Changes in Equity and its Cash Flows for the year ended on that date.

### 2. Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence 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 ICAI's 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 Standalone Financial Statements.

### 3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Sr No Key Audit Matter

### Defined Benefit Obligation

The valuation of the retirement benefit schemes in the Company is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates. Due to the size of these schemes, small changes in these assumptions can have a material impact on the estimated defined benefit obligation.

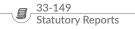
Refer note 30(f) to Standalone financial statements

### How the matter was addressed in our audit

### Our audit procedures included:

- We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit.
- We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, and any other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.







### Sr No Key Audit Matter

### 2 Property, Plant & Equipment (Including Capex)

- Tracking and monitoring capex requires more attention to ensure reasonable accurateness and completeness of financial reporting in respect of Property, plant and equipment.
- Further, technical complexities require management to assess and make estimates/judgements about capitalization, estimated useful life, impairment etc. which has material impact on Balance sheet and operating results.
- Refer note 2 to Standalone financial statements.

### How the matter was addressed in our audit

### Our audit procedures included:

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- We assessed company's process regarding maintenance of records and accounting of transactions pertaining to property, plant and equipment including capital work in progress with reference to Ind AS 16.
- We have carried out substantive audit procedures at financial and assertion level to verify the capitalization of assets as Property, Plant & Equipment
- We have reviewed management judgement pertaining to estimation of useful life and depreciation of the Property, Plant and equipment in accordance with Schedule II of the Companies Act, 2013.
- We have relied on physical verification conducted by management and management representations.

# 4. Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, Business Responsibility and Sustainability Report, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

# 5. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, Changes in Equity and Cash Flows of the Company in

accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, 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 is responsible for overseeing the Company's financial reporting process.

# 6. Auditor's Responsibility 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 judgement and maintain professional scepticism 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- 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 date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial

Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year 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.

# 7. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, based on our audit, 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.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.







- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
- g) As required by section 197(16) of the Act, based on our audit, we report that the Company has paid and provided for remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements - Refer Note 30(I) to the Standalone Financial Statements:
  - The Company has long-term contracts including derivative contracts for which there were no material foreseeable losses; and
  - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025 except for ₹ 20.89 lakhs due to legal disputes with regard to ownership that have remain unresolved.
  - iv. (a) As represented to us by the management and to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or

kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (Intermediaries"), with the understanding whether recorded in writing or otherwise that the Intermediary shall, 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;

- (b) As represented to us by the management and to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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
- (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.

The Company has complied with the provisions with respect to Section 123 of the Companies Act, 2013 in respect of final dividend proposed in the previous year and paid by the company during the year and the proposed final dividend for the year which is subject to the approval of members at the ensuing Annual General Meeting.

v. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:



- a) The feature of recording audit trail at the database level was not enabled during the year in three accounting software systems used by the Company—EMS, SAP B1, and Paywell. Consequently, direct data changes made at the database level in these systems were not logged.
- b) In respect of Tally Prime 4.1, the software provides an option to enable or disable the audit trail feature. Access to this setting is strictly controlled by the system administrator. We have reviewed relevant system logs and observed that there were no instances of the audit trail feature being enabled or disabled during the year, thereby ensuring its continuous operation.
- c) While audit trail functionality was available in EMS, SAP B1, and Paywell, the master audit logs did not capture the old and new values of modified data, limiting the ability to track the precise nature of changes made.

Further, based on our procedures performed, we did not notice any instance of the audit trail feature being tampered with. In respect of the aforesaid database, in the absence of audit trail for the said period, the question of our commenting on whether the audit trail was tampered with, does not arise. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

### For MMNISSIM & COLLP

Chartered Accountants Firm Reg.No.107122W / W100672

### Hiren P Muni

Partner

Membership No. 142067

UDIN: 25142067BMNASH7039

Place: Anand Date: May 19, 2025







# ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF HLE GLASCOAT LIMITED

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Right-of-Use assets;
  - B. The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification. All discrepancies have been properly dealt with in the books of accounts.
  - (c) Based on our examination of the registered sale deed / transfer deed / conveyance deed / property tax paid documents (which evidences title) provided to us, we report that, the title in respect of self – constructed buildings and title deeds of all other immovable properties, (other than immovable properties where the Company is the lessee and where the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date.
  - (d) The Company has not revalued any of its property, Plant and Equipment (including Right-of-Use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transaction (Prohibition) Act, 1988, as amended and rules made thereunder.
- (ii) (a) The inventory, except for goods in transit and stocks held with third parties, has been physically verified by the management during the year at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and the nature of its operation. For stocks held with third parties at the year end, written confirmations have been obtained

- and in respect of goods in transit, the goods have been received subsequent to the year-end or confirmation have been obtained. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification of inventory when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any point of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and other stipulated financial information filed by the Company with such banks are in agreement with the unaudited books of account of the Company for the first three quarters and with the audited books of account in respect of fourth quarter ending March 31, 2025 and there are no material discrepancies.
- (iii) The Company has not made any investments during the year. However, has provided guarantee to Limited Liability Partnership. Further, during the year the Company has not provided any security and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
  - (a) Company has stood as guarantor during the year and details of the same are as follows:

(Amount in ₹ Lakhs)

Pa	rticulars	Guarantees
A.	Aggregate amount guaranteed during the year:	
	- Subsidiaries	2,100.00
В.	Balance outstanding as at balance sheet date in respect of above:	
	- Subsidiaries	2,100.00

Company has not provided advances in the nature of loans or security to any party during the year.

(b) The terms conditions on which the Company has provided the above-mentioned guarantee, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

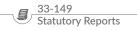


- (c) The Company has not made investment in and provided any loans or advances in the nature of loans or provided security to any other entity during the year and hence reporting under clauses (iii) (c),(d),(e) and (f) of the order are not applicable.
- (iv) In our opinion, in respect of guarantee provided, the Company has complied with the provisions of Section 186 of the Act.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 as amended. Accordingly, the provisions of clause 3(v) of Para 3 of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (vii) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective July 1, 2017, these statutory dues has been subsumed into GST.
  - (a) The Company is regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, duty of customs, cess and any other statutory dues with appropriate authorities, where applicable. There are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at March 31, 2025 for a period of more than six months from the date they became payable.
  - (b) According to the records of the Company, the statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of any dispute, are as follows:

Statute	Financial year to which the matter pertains	Forum where dispute is pending	₹ in Lakhs
Act, 1944 and Finance Act,	For the period 2008- 2013	CESTAT	11.28
1994 (Service Tax)	For the period 2012- 2015	CESTAT	23.98
	For the period 2013- 2017	CESTAT	18.91

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender 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 wilful defaulter by any bank or financial institution or government or any government authority.
  - (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
  - (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
  - (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
  - (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not raised any moneys by way of Initial public offer or further public offer (Including debt instruments), during the year and hence reporting under Clause (x) (a) of Para 3 of the Order is not applicable to the Company.
  - (b) The Company has not made any preferential allotment or private placement of share or convertible debentures (fully, partially or optionally convertible) during the year and accordingly provisions of clause (x)(b) of Para 3 of the Order are not applicable to the Company.
- (xi) (a) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any material fraud on the Company has been noticed or reported during the year, nor have we been informed of any such case by the management.







- (b) To the best of our knowledge, no report under subsection (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and accordingly provisions of clause (xii) of Para 3 of the order are not applicable to the Company.
- (xiii) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties are in compliance with Section 177 and 188 of the Act, and the details have been disclosed in the Standalone Financial Statements in Note 30(g) as required by the applicable Indian Accounting standards.
- (xiv)(a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
  - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non -cash transactions with directors or persons connected with the directors and hence provisions of Sec 192 of the Companies Act, 2013 are not applicable to the company.
- (xvi)(a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, provisions of clause (xvi)(a) of Para 3 of the Order are not applicable to the Company.
  - (b) During the year, the Company has not conducted any Non-Banking Financial or Housing Finance activities and accordingly, provisions of clause (xvi)(b) of Para 3 of the Order are not applicable to the Company.
  - (c) The Company is not a Core Investment Company (CIC) as defined in the Regulations made by the Reserve Bank

- of India and accordingly the provisions of clause (xvi)(c) of Para 3 of the Order is not applicable to the Company.
- (d) The group does not have any CIC as a part of the group and accordingly reporting under clause (xvi)(d) of Para 3 of the Order is not applicable to the Company.
- (xvii)The Company has not incurred cash losses during the Financial Year covered by our audit and in the immediately preceding Financial Year.
- (xviii)There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

### For M M NISSIM & CO LLP

Chartered Accountants Firm Reg.No.107122W / W100672

### Hiren P Muni

Partner Membership No. 142067

UDIN: 25142067BMNASH7039

Place: Anand Date: May 19, 2025



# "ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF HLE GLASCOAT LIMITED.

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("the Act")

### 1. OPINION

We have audited the internal financial controls with reference to Standalone Financial Statements of **HLE GLASCOAT 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.

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 internal financial control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the Institute of Chartered Accountants of India (ICAI).

# 2. MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls with reference to Standalone Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

### 3. AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting

(the "Guidance Note") issued by Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to 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 with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements includes obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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.

# 4. MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A Company's internal financial control with reference to Standalone 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 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

# 5. INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or

fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### For M M NISSIM & CO LLP

Chartered Accountants Firm Reg.No.107122W / W100672

### Hiren P Muni

Partner

Membership No. 142067

UDIN: 25142067BMNASH7039

Place: Anand

Date: May 19, 2025



# **Balance Sheet**

As at March 31, 2025

		₹ in Lakhs
Particulars Note	As at	As at
	March 31, 2025	March 31, 2024
I) ASSETS	*****	
1) Non-current assets	0/ 440 00	00.404.05
a) Property, plant and equipment 2 (a) b) Right of use assets 2 (b)	26,112.03	22,184.25
b) Right of use assets 2 (b)	693.22	704.21
c) Capital work-in-progress 2 (c)	86.76	1,586.24
d) Investment property 2 (d) e) Other intangible assets 2 (e)	127.46 174.55	132.31
e) Other intangible assets 2 (e)	1/4.55	212.90
f) Financial assets	22.720.22	22 200 07
(i) Investments 3	22,729.22	22,809.97
(ii) Others financial assets 4	955.91	139.95
g) Non current tax assets (net) h) Other non-current assets 5	1,319.91	1,196.81
	55.23	204.67
Total non-current assets	52,254.29	49,171.31
2) Current assets	22.020.02	20 /2/ 07
a) Inventories 6	22,938.93	20,626.87
b) Financial assets	0.504.04	40,000,04
(i) Trade receivables 7	8,596.04	13,238.21
(ii) Cash and cash equivalents 8	1,216.03	347.04
(III) Durit balances other than eash and eash equivalents	293.75	658.97
(iv) Loans 10	39.56	23.91
(v) Others financial assets 4	493.03	246.01
c) Other current assets 5	1,579.12	1,007.01
Total current assets	35,156.46	36,148.02
TOTAL ASSETS	87,410.75	85,319.33
II) EQUITY AND LIABILITIES		
1) Equity	4.075.04	4.075.04
a) Equity share capital 11	1,365.31	1,365.31
b) Other equity 12	34,232.67	33,407.68
Total Equity	35,597.98	34,772.99
2) LIABILITIES		
i) Non-current liabilities		
a) Financial liabilities	40.005.05	44/7075
(i) Borrowings 13	10,925.85	14,670.75
(ii) Lease liabilities	223.39	201.93
(iii) Other financial liabilities 14	734.57	1,491.68
b) Provisions 15	107.86	123.15
c) Deferred tax liabilities (net) 16	1,187.80	1,061.88
Total non-current liabilities	13,179.47	17,549.39
ii) Current liabilities		
a) Financial liabilities	20.470.00	10.245.20
(i) Borrowings 13	20,168.89	19,245.30
(ii) Lease liabilities	34.51	63.18
(iii) Trade payables 17	2/4.50	/10.50
Outstanding dues of micro enterprises and small enterprises	261.59	619.50
Outstanding dues of creditors other than micro enterprises and small	7,502.34	7,243.43
enterprises		
(iv) Other financial liabilities 14	1,494.97	1,462.46
b) Other current liabilities 18	8,796.12	4,006.35
c) Provisions 15	374.88	356.73
Total current liabilities	38,633.30	32,996.95
Total liabilities	51,812.77	50,546.34
TOTAL EQUITY AND LIABILITIES	87,410.75	85,319.33

Material accounting policies

Accompanying notes are an integral part of these financial statements

As per our report of even date attached

For M M Nissim & Co LLP

Chartered Accountants Reg. No. 107122W / W100672

Hiren P Muni

Partner Membership No. 142067 Anand, Dated May 19, 2025 For and on behalf of the board

1

**Himanshu Patel** Managing Director

DIN - 00202312

Achal Thakkar Company Secretary

ACS 30459 Anand, Dated May 19, 2025 Aalap Patel
Director

DIN - 06858672

Naveen Kandpal

Chief Financial Officer

9 ACA 406038







# **Statement of Profit and Loss**

For the Year Ended March 31, 2025

₹ in Lakhs

Partic	ulars	Note	Year ended	Year ended
			March 31, 2025	March 31, 2024
I)	INCOME			
	a) Revenue from operations	19	55,112.27	59,070.85
	b) Other income	20	1,178.27	1,514.34
	TOTAL INCOME (a+b)		56,290.54	60,585.19
II)	EXPENSES			
	a) Cost of materials consumed	21	33,399.45	34,078.32
	b) Changes in inventories of finished goods and work-in-progress	22	(3,401.46)	(2,153.21)
	c) Employee benefits expense	23	5,797.93	5,507.37
	d) Finance costs	24	2,875.87	2,663.78
	e) Depreciation and amortisation expense	25	1,470.06	1,397.36
	f) Other expenses	26	14,095.96	15,424.65
	TOTAL EXPENSES (a to f)		54,237.81	56,918.27
III)	PROFIT FOR THE YEAR BEFORE EXCEPTIONAL ITEMS (I-II)		2,052.73	3,666.92
IV)	Exceptional items (Refer note 30 e)		-	530.97
V)	PROFIT BEFORE TAX (III-IV)		2,052.73	3,135.95
VI)	TAX EXPENSE			
	a) Current tax		253.94	782.42
	b) Current tax in relation to earlier year		34.34	-
	c) Deferred tax		125.92	(310.31)
	TOTAL TAX EXPENSE (a+b+c)		414.20	472.11
VII)	PROFIT FOR THE YEAR (V-VI)		1,638.53	2.663.84
VIII)	Profit before tax for the period from continuing operations		2,052.73	3,497.83
IX)	Tax expense of continuing operations		414.20	472.11
X)	Profit for the period from continuing operations (VIII-IX)		1,638.53	3,025.72
XI)	Loss before tax for the period from discontinued operations			(361.88)
XII)	Tax expense of discontinued operations		_	-
XIII)	Loss for the period from discontinued operations (XI-XII)		_	(361.88)
XIV)	PROFIT FOR THE YEAR (X+XIII)		1.638.53	2,663.84
XV)	OTHER COMPREHENSIVE INCOME / (LOSS)		1,000.50	2,000.04
/\ \ /	Items that will not be reclassified to the Statement of Profit and Loss		****	
	(a) Remeasurements of Defined benefit plans		(83.68)	(43.34)
	(b) Income tax relating to items that will not be reclassified to the Statement		21.06	10.91
	of Profit and Loss		21.00	10.71
	TOTAL OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX (a+b)		(62.62)	(32.43)
XVI)	TOTAL COMPREHENSIVE INCOME FOR THE TEAR, NET OF TAX (3+b)		1,575.91	2.631.41
XVII)		30(a)	1,373.71	2,031.41
XVII)	EARNINGS PER EQUITY SHARE (in ₹)  a. From continuing operations	30(a)		
	Basic		2.40	4.43
	Diluted		2.40	4.43
	_ ····		2.40	4.43
	b. From discontinued operations			(0.50)
	Basic		-	(0.53)
	Diluted		-	(0.53)

Material accounting policies

Accompanying notes are an integral part of these financial statements

As per our report of even date attached

For M M Nissim & Co LLP

Chartered Accountants Reg. No. 107122W / W100672

Hiren P Muni

Partner

Membership No. 142067 Anand, Dated May 19, 2025 For and on behalf of the board

1

Himanshu Patel Managing Director

DIN - 00202312

DIII OOZOZOIZ

Company Secretary

**Achal Thakkar** 

ACS 30459

Anand, Dated May 19, 2025

Aalap Patel

Director

DIN - 06858672

Naveen Kandpal

Chief Financial Officer

ACA 406038



# **Standalone Statement of Changes in Equity**

For the year ended March 31, 2025

### **Equity share capital (refer Note 11)**

₹ in Lakhs

Particulars	Number	Amount
Balance at the end of the reporting year ending March 31, 2023	6,82,65,480	1,365.31
Balance at the end of the reporting year ending March 31, 2024	6,82,65,480	1,365.31
Balance at the end of the reporting year ending March 31, 2025	6,82,65,480	1,365.31

### Other equity

₹ in Lakhs

									R In Lakns
Particulars			Res	erves and Su	rplus		Equity	Preference	TOTAL
	Securities	General	Capital	Retained	Remeasure	Capital	Component	share	
	premium	reserve	reserve	earnings	ments of defined	redemption	of Compound	capital	
					benefit plans	reserve	Financial		
							Instrument		
Balance at the end of the reporting	9,892.75	7,540.05	1.52	12,671.87	24.45	112.50	1,209.03	75.02	31,527.19
year ending March 31, 2023									
Transfer to capital redemption	-	-	-	(37.50)	-	37.50	-	-	-
reserve									•
Other adjustment	-	-	-	-	-	-	37.50	(37.50)	
Profit for the current reporting year	-	-	-	2,663.84	-	-	-	-	2,663.84
ending March 31, 2024									
Other comprehensive income (Net	-	-	-	-	(32.43)	-	-	-	(32.43)
of tax)				0 (0 ( 0 4	(00.40)	07.50	07.50	(07.50)	0 (04 44
Total comprehensive income for the	-	-	-	2,626.34	(32.43)	37.50	37.50	(37.50)	2,631.41
reporting year Transactions with owners in their									
capacity as owners: Dividends			<u> </u>						
				(750.00)					(750.00)
-Final dividend (₹ 1.10/- per share )		4 000 00	-	(750.92)	-	-	-	-	(750.92)
Transfer to general reserve	- 0.000.75	1,000.00	4.50	(1,000.00)	- (7.00)	450.00	4 047 50	- 07.50	20 407 (0
Balance at the end of the reporting year ending March 31, 2024	9,892.75	8,540.05	1.52	13,547.29	(7.98)	150.00	1,246.53	37.52	33,407.68
Transfer to capital redemption				(37.52)		37.52			-
reserve									
Other adjustment				_	***************************************		37.52	(37.52)	
Profit for the current reporting year				1,638.53			-		1,638.53
ending Mar 31, 2025									•
Other comprehensive income (Net					(62.62)		-		(62.62)
of tax)									
Total comprehensive income for the	-	-	-	1,601.01	(62.62)	37.52	37.52	(37.52)	1,575.91
reporting year									
Transactions with owners in their									
capacity as owners:					•				•
Dividends			<u> </u>	(750.00)	***************************************				/750.00\
-Final dividend (₹ 1.10/- per share)				(750.92)					(750.92)
Transfer to general reserve		750.00		(750.00)					
Balance at the end of the reporting year ending March 31, 2025	9,892.75	9,290.05	1.52	13,647.38	(70.60)	187.52	1,284.05	-	34,232.67

As per our report of even date attached

For M M Nissim & Co LLP

**Chartered Accountants** Reg. No. 107122W / W100672

Hiren P Muni

Partner

Membership No. 142067 Anand, Dated May 19, 2025 For and on behalf of the board

Himanshu Patel

Managing Director DIN - 00202312

**Achal Thakkar** Company Secretary

ACS 30459

Anand, Dated May 19, 2025

**Aalap Patel** 

Director

DIN - 06858672

Naveen Kandpal

Chief Financial Officer ACA 406038

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# **Statement of Standalone Audited Cash Flow**

For the year ended March 31, 2025

Particulars	Year ended M	larch 31, 2025	₹ in Lakhs Year ended March 31, 2024	
A. CASH FLOW FROM OPERATING ACTIVITIES:		,		,
NET PROFIT BEFORE TAX		2,052.73		3,135.95
Adjustment for:				
Depreciation	1,470.06		1,397.36	
Finance cost	2,875.87		2,663.78	
Foreign currency unrealised loss (Net)	19.18		544.96	
Share of loss/(profit) from firm / LLP (subsidiary)	19.26		(191.78)	
Expected credit loss provision	70.00		60.00	
Provision for doubtful advances	10.60		_	
Interest income	(57.06)		(71.39)	
Dividend income	(761.01)		(809.10)	
Deferred income	(38.47)		(12.09)	
Bad debts written off	5.04		0.94	
Net gain on sale of investments	-		(26.83)	
Sundry balance/provision written back	-		(124.95)	
Loss on sale & disposal of fixed assets	35.73	3,649.20	239.50	3,670.40
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		5,701.93		6,806.35
Trade receivables	4,566.21	·	3,882.54	,
Other current assets	(582.71)	ľ	587.96	
Other financial assets	(672.86)		121.10	
Loans and advances	(15.65)		(0.33)	
Inventories	(2,312.06)		(2,381.67)	
Trade payable	(86.36)		(1,476.46)	
Provisions	(80.82)		77.87	
Other financial liabilities	76.58		(45.01)	
Other liabilities	4,789.77	5,682.10	(1,764.92)	(998.92)
CASH GENERATED FROM OPERATIONS		11,384.03		5,807.43
Direct taxes paid		(390.32)		(976.66)
NET CASH FROM OPERATING ACTIVITIES		10,993.71		4,830.77
B. CASH FLOW FROM INVESTING ACTIVITIES		,		,
Purchase of PPE including capital work in progress and capital advance	(4.530.02)		(4.119.41)	
Proceeds from sale of property, plant and equipment	4.09		1.40	
Proceeds/(Investment) in subsidiaries	80.75		(8,213.15)	
Share of (loss)/profit from LLP (subsidiary)	(19.26)		191.78	
Fixed deposits matured	35.27		392.11	
Purchase of current investment	-		(7,747.00)	
Proceeds of current investments	-		7.773.83	
Interest income	73.51		70.90	
Dividend income	761.01		809.10	
NET CASH USED IN INVESTING ACTIVITIES		(3.594.65)		(10.840.44)
C. CASH FLOW FROM FINANCING ACTIVITIES		(2)2		, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Proceeds/(Repayment) from working capital facilities (Net)	(238.84)		4.701.61	
Proceeds from long-term borrowings	4,258.50		9,303.87	
Repayments of term loans	(6,201.82)		(4,365.20)	
Redemption of preference share	(747.74)		(747.74)	
Payment of Lease Liability	(99.78)		(82.84)	
Interest paid	(2,749.45)		(1,706.06)	
Dividend paid	(750.92)		(750.92)	
NET CASH FROM FINANCING ACTIVITIES	(1.00.72)	(6,530.05)	,. 55.72/	6,352.72
NET INCREASE IN CASH AND CASH EQUIVALENTS		869.01		343.05
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1	347.04		3.99
UNREALISED GAIN / (LOSS) ON FOREIGN CURRENCY CASH AND	1 -	(0.02)		-
CASD EQUIVALENTS		(0.02)		
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	1	1,216.03		347.04



# **Statement of Standalone Audited Cash Flow**

For the year ended March 31, 2025

Footnotes to Cash Flow Statement:

- 1. The above cash flow statement has been prepared under the indirect method.
- 2. Reconciliation of borrowings and lease liabilities.

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening balance		
Long term borrowing	14,555.04	9,795.74
Current borrowing	15,233.64	9,772.72
Current maturities of long term borrowing	4,011.66	4,483.42
Interest accrued on term loan	115.71	41.50
Lease liabilities	265.11	320.43
Total (A)	34,181.16	24,413.81
(a) Cash flow movements		
Cash (outflow)/inflow in/from non-current borrowings	(3,745.49)	4,788.49
Cash (outflow)/inflow in/from current borrowings	923.59	4,989.16
Lease liabilities	(99.78)	(82.84)
(b) Non-cash flow movements		
Effect of amortization of loan origination costs	(19.54)	(29.19)
Interest accured during the year	20.13	74.21
Lease Liabilities	92.57	27.52
Total (B)	(2,828.52)	9,767.35
Closing balance (A+B)	31,352.64	34,181.16
Closing Balance break up		
Long term borrowing	10,790.01	14,555.04
Current borrowing	14,335.53	15,233.64
Current maturities of long term borrowing	5,833.36	4,011.66
Interest accrued on term loan	135.84	115.71
Lease liabilities	257.90	265.11

As per our report of even date attached

### For M M Nissim & Co LLP

**Chartered Accountants** Reg. No. 107122W / W100672

### Hiren P Muni

Partner

Membership No. 142067 Anand, Dated May 19, 2025 For and on behalf of the board

### Himanshu Patel

Managing Director DIN - 00202312

### **Achal Thakkar**

Company Secretary ACS 30459

Anand, Dated May 19, 2025

### **Aalap Patel**

Director DIN - 06858672

### Naveen Kandpal

Chief Financial Officer ACA 406038







As at March 31, 2025

### A) Corporate Information

HLE Glascoat Limited (the 'Company') was incorporated on August 26, 1991 and is a public limited company domiciled in India. Its shares are listed on two stock exchanges in India: the Bombay Stock Exchange ('BSE') and the National Stock Exchange ('NSE'). The registered office of the Company is located at H – 106, G.I.D.C. Estate, Vitthal Udyognagar – 388121, District Anand, Gujarat.

The Company is engaged, inter alia, in the following businesses:

- (i) Glass Lined Equipment Manufacturing of Carbon Steel Glass Lined Equipment viz. reactors, receivers, storage tanks, columns, agitators, valves, pipes and fittings and other similar equipment and related spares and accessories.
- (ii) Filtration, Drying and Other Equipment Manufacturing of Agitated Filters and Dryers, Rotary Vacuum Paddle Dryers, other Chemical Process Equipment and related spares and accessories.

### Note 1 - Material Accounting Policies under IND AS

### B) Basis of preparation of financial statements

The principle accounting policies applied in the preparation of these financial statements are set out in Para C below. These policies have been consistently applied to all the years presented.

### i. Statement of compliance

These separate financial statements (also known as Standalone Financial Statements) have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and subsequent amendments thereto.

### ii. Basis of preparation and presentation

The financial statements have been prepared on a historical cost basis considering the applicable provisions of the Companies Act 2013, except for the following material item that has been measured at fair value as required by relevant Ind AS. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

- a) Certain financial assets/liabilities measured at fair value (refer Note 29A) and
- b) Any other item as specifically stated in the accounting policy.

The Financial Statement is presented in INR (" $\mathfrak{T}$ ") and all values are rounded off to Rupees Lakhs unless otherwise stated.

The Company reclassifies comparative amounts, unless impracticable and whenever the Company changes the presentation or classification of items in its financial statements materially. No such material reclassification has been made during the year.

The financial statements of the Company for the year ended March 31, 2025 were approved for issue in accordance with a resolution of the directors on May 19, 2025.

### iii. Major Sources of Estimation Uncertainty

In the application of accounting policy which is described in note (C) below, the management is required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revision affects only that period or in the period of revision and future periods if the revision affects both the current and future period.

The few critical estimations and judgments made in applying accounting policies are:

### **Property, Plant and Equipment:**

The useful life of Property, Plant and Equipment are as specified in Schedule II to the Companies Act, 2013 and on certain assets based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating



As at March 31, 2025

conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support. The Company reviews the useful life of Property, Plant and Equipment at the end of each reporting period. This reassessment may result in a change in depreciation charge in future periods.

### Impairment of Non-financial Assets:

For calculating the recoverable amount of non-financial assets, the Company is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs to disposal. For calculating value in use the Company is required to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

### Impairment of Financial Assets:

The Company impairs financial assets other than those measured at fair value through profit or loss or designated at fair value through other comprehensive income on expected credit losses. The estimation of expected credit loss includes the estimation of the probability of default (PD), loss given default (LGD) and the exposure at default (EAD). Estimation of probability of default apart from involving trend analysis of past delinquency rates includes estimation on forwardlooking information relating to not only the counterparty but also relating to the industry and the economy as a whole. The probability of default is estimated for the entire life of the contract by estimating the cash flows that are likely to be received in default scenario. Further, the loss given default is calculated based on an estimate of the value of the security recoverable as on the reporting date. The exposure at default is the amount outstanding at the balance sheet date.

### **Defined Benefit Plans:**

The cost of the defined benefit plan and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term

nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. (Refer Note 30F)

### Fair Value Measurement of Financial Instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values.

### Income taxes:

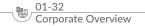
Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

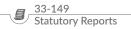
In assessing the realizability of deferred income tax assets, management considers whether some portion or all the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences.

The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

### Leases:

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether







As at March 31, 2025

it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

### Allowance for credit losses on receivables:

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.

### C) Summary of Material Accounting Policies:

Ind AS 1 was amended vide notification no G.S.R.242(E) dated March 31, 2023 to require disclosure of Material Accounting Policy information from accounting periods beginning on or after April 1, 2023 instead of significant accounting policy disclosure by amending paragraph 117, inserting paragraphs 117A to 117E and deleting paragraphs 118 to 121. Paragraph 117 of Ind AS 1 states when an information on accounting policy is considered as 'Material Accounting Policy information' as follows:

Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

Each of the policies disclosed herein below has been tested to determine whether the information disclosed is Material Accounting Policy information.

### 1) Property, Plant and Equipment (PPE)

The Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognized as of the transition date, measured as per the Previous GAAP and use that carrying value as its deemed cost.

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for freehold land which is not amortised.

Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Profit or Loss aggregated with other income or other expense line item on net basis, respectively.

The depreciable amount of an asset is determined after deducting its residual value. Depreciation on the property, plant and equipment, is calculated using the straight-line method over the useful life of assets based on management estimates which is in line with the useful life indicated in Schedule II to the Companies Act, 2013. Given below are the estimated useful lives for each class of property, plant and equipment:

Description of the Asset	Estimated Useful life
Tangible (Owned Assets):	
Building –Factory (Includes Investment Property)	30 Years
Plant and Equipment	5-25 Years
Furniture and Fixtures	10 Years
Computer and Computer servers	3-6 Years
Office Equipment	5 Years
Other Assets, viz., Electrical Fittings and Air conditioners	5-10 Years
Renewable Energy Saving Device – Windmill	22 Years
Vehicles	8-10 Years



As at March 31, 2025

Description of the Asset	Estimated Useful life
Right of use assets:	
-Land – Leasehold	Primary period of lease (10 and 99 Years)
-Building	Primary period of lease (5 Years )
Intangible:	
Software	3-5 Years
Technical Know How	10 Years

### 2) Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Software (not being an integral part of the related hardware) and Technical Know How acquired for internal use are treated as intangible assets.

Any gain or loss arising from derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss with other income or other expense line item on net basis, respectively

Intangible Assets are amortized over 3 to 10 years on straight-line method over the estimated useful economic life of the assets.

### 3) Investment Property:

Investment properties are land and buildings that are held for long term lease rental yields and/ or for capital appreciation. Investment properties are initially recognized at cost including transaction costs. Subsequently investment properties comprising building are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation on Factory Building is provided over the estimated useful lives as specified in note 1 above.

The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of de-recognition.

### 4) Inventories:

Inventories consisting of stores and spares, raw materials, work in progress, and finished goods are measured at lower of cost and net realizable value However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

Cost of raw material, components and stores and spares is determined on a first in first out basis for Glass Lined Equipment division and a weighted average method for Filtration, drying and other equipment.

### 5) Leases:

### The Company as a lessee

The Company's lease asset classes primarily consist of leases for land and building. The Company assesses whether a contract contains a lease, at inception of a contract.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

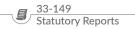
The lease term includes extension or termination options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost and subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.







As at March 31, 2025

### The Company as a lessor

Leases for which the Company is a lessor are classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

### 6) Government Grants:

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

Where the grant relates to an asset under the EPCG Scheme, it is presented as a deferred income aggregated under other liabilities in the Balance Sheet and presented under other income in profit and loss on a systematic and rational basis associated with fulfillment of export obligation.

# 7) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when there is a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed on the basis of judgment of management / independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Provisions for warranty-related costs are recognized when the product is sold to the customer. Initial recognition is based on scientific basis as per past trends of such claims. The initial estimate of warranty-related costs is revised annually.

### 8) Foreign Currency Transactions:

The financial statements of the Company are presented in INR, which is also the functional currency (i.e. the currency of the primary economic environment in which the Company operates). In preparing the financial statements, transactions in currencies other than the entity's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period,

monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items denominated in foreign currency are reported at the exchange rate ruling on the date of transaction.

### 9) Cash Flows and Cash and Cash Equivalents:

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant IND AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. However, Bank overdrafts are to be shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

### 10) Revenue Recognition:

The Company derives revenues primarily from sale of goods comprising of (i) Glass Lined Equipment- Manufacturing of Carbon Steel Glass Lined Equipment viz. reactors, receivers, storage tanks, columns, agitators, valves, pipes and fittings and other similar equipment and related spares and accessories and (ii) Filtration, Drying and Other Equipment - Manufacturing of Agitated Filters and Dryers, Rotary Vacuum Paddle Dryers, other Chemical Process Equipment and related spares and accessories.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of delayed delivery of goods /product discounts and schemes offered by the company as part of the contract with the customers. The Company recognises changes in the estimated amounts of obligations for discounts in the period in which the change occurs. Revenue also excludes taxes collected from customers.

Revenue 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, regardless of when payment is being made.

Revenue from contract with customers is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration



As at March 31, 2025

the Company expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognized at the point in time when control is transferred to the customer.

Revenue from sale of services is recognised when the activity is performed.

Revenue in excess of invoicing are classified as contract assets while invoicing in excess of revenues are classified as contract liabilities.

Use of significant judgements in revenue recognition.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as delayed delivery of goods/ product discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. Some contracts for the sale of goods provide customers with a right of return.
- Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of product discounts and schemes offered by the company as part of the contract with the customers. The Company recognizes changes in the estimated amounts of obligations for discounts in the period in which the change occurs.

### 11) Employee Benefits:

### a) Short-term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., are recognized during the period in which the employee renders related services and are

measured at undiscounted amount expected to be paid when the liabilities are settled.

### b) Long-Term Employee Benefits:

The cost of providing long-term employee benefits such as earned leave is measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period. The expected costs of the benefit are accrued over the period of employment using the same methodology as used for defined benefits postemployment plans. Actuarial gains and losses arising from the experience adjustments and changes in actuarial assumptions are charged or credited to profit or loss section of the Statement of Profit or Loss in the period in which they arise except those included in the cost of assets as permitted. The benefit is measured annually by independent actuary.

### c) Post-Employment Benefits:

The Company provides the following postemployment benefits:

- i) Defined benefit plan i.e., gratuity
- ii) Defined contributions plan i.e., provident fund.

### d) Defined benefits Plans:

The cost of providing benefits on account of gratuity obligations is determined using the projected unit credit method on the basis of actuarial valuation made at the end of each balance sheet date.

Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan assets (excluding net interest as defined above) are recognized in other comprehensive income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

### e) Defined Contribution Plans

Payments to defined contribution retirement benefit plans, viz., Provident Fund are recognized as an expense when employees have rendered the service entitling them to the contribution.







As at March 31, 2025

### 12) Taxes on Income:

Income tax expense represents the sum of income tax currently payable and deferred tax. Tax is recognized in the profit or loss section of the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

### a) Current Tax:

Current tax is the expected tax payable/ receivable on the taxable income/ loss for the year using applicable tax rates for the relevant period, and any adjustment to taxes in respect of previous years. Tax on Income for the current year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

### b) Deferred Tax:

Deferred tax is recognized on temporary 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 tax-deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which these deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilized.

### 13) Earnings per Share:

Basic earnings per share are calculated by dividing the total profit attributable to equity shareholders of the Company by the weighted average number of equities shares outstanding during the year. Basic earnings per share are calculated separately for both continuing and discontinuing operations.

### 14) Financial Instruments:

### a) Financial Assets

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity or contractual rights to receive cash or another financial asset or to exchange financial asset or financial liability under conditions that are potentially favorable to the Company.

### Investments in subsidiaries

Investments in subsidiaries are carried at cost.

# Financial assets other than investment in subsidiaries

Financial assets of the Company comprise trade receivable, cash and cash equivalents, Bank balances, loans/advances to employees/ others, security deposit, etc.

### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, Trade receivables that do not contain a significant financing component are measured at Transaction Price. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Profit or Loss.

### Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI
- Financial assets at fair value through profit or loss

### Financial assets measured at amortized cost

Financial assets are measured at amortized cost if the financials asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financials assets are amortized using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss.



As at March 31, 2025

### Financial assets at fair value through OCI (FVTOCI)

Financial assets are mandatorily measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-byinstrument basis) to designate investments in equity instruments other than held for trading purposes at FVTOCI. Fair value changes are recognized in the other comprehensive income (OCI). On derecognition of the financial assets other than equity instruments, cumulative gain or loss previously recognized in OCI is reclassified to Profit or Loss.

# Financial assets at fair value through profit or loss (FVTPL)

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss.

### Derecognition

The Company derecognies a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

### Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortized cost.
- Financial assets (excluding equity instruments) measured at fair value through other comprehensive income (FVTOCI).

ECL is measured through a loss allowance on the following basis after considering the value of recoverable security:

- The 12 months expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The Company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. It recognizes impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since its initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

Impairment loss allowance (or reversal) recognized during the period is recognized as expense/income in profit or loss.

### b) Financial Liabilities

The Company's financial liabilities include loans and borrowings, trade payable, accrued expenses and other payables.

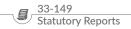
### Initial recognition and measurement

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### Financial Liabilities classified as Amortised Cost:

All Financial Liabilities other than derivatives are measured at amortised cost at the end of subsequent accounting periods. Interest expense that is not







As at March 31, 2025

capitalised as part of costs of assets is included as Finance costs in Profit or Loss.

### Derecognition

A financial liability is derecognized when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the

respective carrying amounts is recognized in of profit or loss.

### 15) Recent Ind AS and other pronouncements:

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.



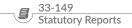
As at March 31, 2025

Note 2 (a): Property, plant and equipment

Particulars         Freehold         Buildings         Equipment         Total Equipment         Freehold shade         Buildings         Freehold shade         Particulars         Freehold shade         Particulars         Freehold shade         CROSS BLOCK         Total Equipment         Freehold shade         S297.10         7.99.322         8.60.384         536.91         7.16.42         6.79.25         328.66         594.91         2.62.72         312.75         325.29.58         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.75         32.20.72         312.41.31         32.20.72         312.41.31         32.20.72         312.75         32.20.72         312.72												₹ in Lakhs
S BLOCK         S BLOCK <t< th=""><th>Particulars</th><th>Freehold Land</th><th>Buildings</th><th>Plant and equipment</th><th>Windmill</th><th>Tools and Equipments</th><th>Electric Installation and Equipment</th><th>Furniture and fixtures</th><th>Vehicles</th><th>Office equipment</th><th>Computers</th><th>Total</th></t<>	Particulars	Freehold Land	Buildings	Plant and equipment	Windmill	Tools and Equipments	Electric Installation and Equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Total
ng balance as at March 31, 5,277.0 7,963.02 8,603.84 536.91 716.42 679.25 328.66 594.91 26272 312.75 52.20 ons stable one as at March 31, 5,773.30 8,338.83 9,442.74 536.91 716.42 927.14 343.22 650.20 272.52 356.50 273 ons stable one as at March 31, 5,773.30 8,338.87 9,442.74 536.91 716.42 927.14 343.22 650.20 272.52 356.50 273 ons stable one as at March 31, 6,209.06 11,075.12 10,905.80 136.91 716.42 147.38 27.70 11773 244.3 150.38 160.33 3.7	ROSS BLOCK											
sals visible as at March 31, 5,773.30 8,338.83 9,442.74 538.91 716.42 927.14 34.3.2 650.20 27.2.5 2 2.1 1.0 1.0 1.0 1.0 1.0 1.0 1.0 1.0 1.0 1	Opening balance as at April 1, 2023	5,297.10	7,963.02	8,603.84	536.91	716.42	679.25	328.66	594.91	262.72	312.75	25,295.58
Sels states at March 31, 5,773.30 8,333.83 9,442.74 536.91 716.42 927.14 343.22 650.20 272.52 356.50 273.30 ons at March 31, 5,773.30 8,333.83 9,442.74 536.91 716.42 927.14 343.22 650.20 272.5.2 356.50 273.35 ons at March 31, 5,773.30 8,333.83 9,442.74 536.91 716.42 927.14 343.22 650.20 272.5.2 356.50 272.35 5.2 36.35 9.2 36	dditions	476.20	370.81	895.04	1	1	247.89	14.56	55.29	9.80	44.52	2,114.11
ge balance as at March 31,         5,773.30         8,333.83         9,442.74         536.91         716.42         927.14         343.22         650.20         272.52         356.50         273.53           ons         assis         435.76         1,471.23         6.64.73         758.43         151.87         216.93         922.1         493.44         455.53         356.50         273.53         323.53	isposals	1		(56.14)		1				E	(0.77)	(56.91)
ons with the sear March 31, 6,209.06 11,075.12 10,905.80 536.91 781.85 15.72 16,93 92.21 49.34 45.55 5.22 16,93 and seast March 31, 6,209.06 11,075.12 10,905.80 536.91 781.85 1,079.01 560.15 723.58 321.75 402.03 3.55 1.22 10,905.80 14,26 21.25 10,905.80 14,26 21.25 10,905.80 14,26 21.25 10,905.80 14,26 21.25 10,905.80 14,26 21.25 10,905.80 14,26 21.25 10,905.80 14,26 21.25 10,905.80 14,26 21.25 10,905.80 14,26 21.25 10,905.80 14,26 21.25 10,005.80 14,26 21.25 10,005.80 14,26 14,36	losing balance as at March 31, 024	5,773.30		9,442.74	536.91	716.42	927.14	343.22	650.20	272.52	356.50	27,352.78
be blance as at March 31, 6,209.06 11,075.12 10,905.80 536.91 781.85 1,079.01 560.15 723.58 321.75 402.03 32,5 2014MLATED DEPRECIATION  mg balance as at March 31, 6,209.06 11,075.22 10,905.80 536.91 781.85 1,079.01 560.15 723.58 321.75 402.03 32,5 32,7 32,7 32,7 32,7 32,7 32,7 32,7 32,7	dditions	435.76	2,741.29	1,471.23	1	65.43	151.87	216.93	92.21	49.34	45.53	5,269.59
MULATED DEPRECIATION         753.44         1,075.12         10,075.14         781.85         1,079.01         560.15         723.58         321.75         402.03         325.           MULATED DEPRECIATION         AULATED DEPRECIATION         AULATED DEPRECIATION         AULATED DEPRECIATION         AURAMENTALIA         AURAMENTA	isposals	1		(8.17)	E	1		1	(18.83)	(0.11)	1	(27.11)
MULATED DEPRECIATION  ng balance as at April 1,    .	losing balance as at March 31, 025	6,209.06	11,075.12	10,905.80	536.91	781.85	1,079.01	560.15	723.58	321.75	402.03	32,595.26
right balance as at March 31,         55.44         1,533.87         303.38         237.59         117.73         244.43         150.38         160.33         37.70           ciation for the year         -         265.39         590.96         14.26         43.96         147.38         27.36         60.58         32.83         62.99         1.2           ciation for the year         -         1,018.83         2,300.08         317.64         281.55         394.17         145.17         305.01         183.43         222.65         5.1           ciation for the year         -         272.18         625.05         14.17         43.52         160.22         28.69         63.55         30.33         64.25         1.3           ciation for the year         -         272.18         625.05         14.17         43.52         160.22         28.69         63.55         30.33         64.25         1.3           ment         -         -         (5.16)         -	CCUMULATED DEPRECIATION											
ciation for the year - 265.39 590.96 14.26 43.96 147.38 27.36 60.58 32.83 62.99 1,2  ment - 195.20 - 195.20 -	pening balance as at April 1, 023	1	753.44	1,533.87	303.38	237.59	237.70	117.73	244.43	150.38	160.33	3,738.85
ment         -         195.20         -         9.09         0.08         -         9.09         0.08         -         0.022         0.06         2           sals         -         (19.95)         -	epreciation for the year	1	265.39	590.96	14.26	43.96	147.38	27.36	85.09	32.83	62.99	1,245.71
sals         -	npairment		1	195.20	ı	1	60.6	0.08		0.22	90.0	204.65
g balance as at March 31,	isposals	1		(19.95)		1		1	1	1	(0.73)	(20.68)
ciation for the year - 272.18 625.05 14.17 43.52 160.22 28.69 63.55 30.33 64.25 1.3 ment - 35.25 (17.30) (0.05) - (1.20) (0.05) - (1.20) (0.05) - (1.20) (0.05) - (1.20) (0.05	losing balance as at March 31, 024	1		2,300.08	317.64	281.55	394.17	145.17	305.01	183.43	222.65	5,168.53
ment - 35.25 (17.30) (0.05) (2.16) (17.30) (0.05) - (3.126) (17.30) (0.05) - (3.126) - (	epreciation for the year	1	272.18	625.05	14.17	43.52	160.22	28.69	63.55	30.33	64.25	1,301.96
sals (17.30) (0.05) - (5.16) - (5.16) - (17.30) (0.05) - (17.30) (0.05) - (17.30) (0.05) - (1.326.26 2,919.97 331.81 325.07 554.39 173.86 351.26 213.71 286.90 LOCK  LOCK  ng value as at March 31, 5,773.30 7,315.00 7,142.66 219.27 434.87 532.97 198.05 345.19 89.09 133.85 2 ling value as at March 31, 6,209.06 9,748.86 7,985.83 205.10 456.78 524.62 386.29 372.32 108.04 115.13 2	npairment	'	35.25	1	1	1	ı	1		1	1	35.25
g balance as at March 31,       1,326.26       2,919.97       331.81       325.07       554.39       173.86       351.26       213.71       286.90         LOCK         ng value as at March 31,       5,773.30       7,315.00       7,142.66       219.27       434.87       532.97       198.05       345.19       89.09       133.85       2         ing value as at March 31,       6,209.06       9,748.86       7,985.83       205.10       456.78       524.62       386.29       372.32       108.04       115.13       2	isposals	1	ı	(5.16)		1	1	ı	(17.30)	(0.05)	ı	(22.51)
LOCK ng value as at March 31, 5,773.30 7,315.00 7,142.66 219.27 434.87 532.97 198.05 345.19 89.09 133.85 ing value as at March 31, 6,209.06 9,748.86 7,985.83 205.10 456.78 524.62 386.29 372.32 108.04 115.13	losing balance as at March 31, 025	ı	1,326.26	2,919.97	331.81	325.07	554.39	173.86	351.26	213.71	286.90	6,483.23
ng value as at March 31, 5,773.30 7,315.00 7,142.66 219.27 434.87 532.97 198.05 345.19 89.09 133.85 ing value as at March 31, 6,209.06 9,748.86 7,985.83 205.10 456.78 524.62 386.29 372.32 108.04 115.13	JET BLOCK											
ing value as at March 31, 6,209.06 9,748.86 7,985.83 205.10 456.78 524.62 386.29 372.32 108.04 115.13	arrying value as at March 31, 024	5,773.30	7,315.00	7,142.66	219.27	434.87	532.97	198.05	345.19	89.09	133.85	22,184.25
	arrying value as at March 31, 025	6,209.06	9,748.86	7,985.83	205.10	456.78	524.62	386.29	372.32	108.04	115.13	26,112.03

# Footnotes:

- The title deeds of freehold land are held in the name of the company. Title Deeds in respect of buildings on immoveable property which are constructed on company's freehold/leasehold land is based on documents constituting evidence of legal ownership.
- The amount of borrowing cost capitalised during the year ended March 31, 2025: ₹88.31 lakhs (Previous year ₹44.54 lakhs).
- (iii) Impairment is related to a building which is planned to demolish





As at March 31, 2025

### Note 2 (b): Right of use asset

			₹ in Lakhs
Particulars	Land	Buildings	Total
GROSS BLOCK			
Opening balance as at April 1, 2023	912.42	-	912.42
Additions	-	-	-
Disposals	-	_	_
Closing balance as at March 31, 2024	912.42	-	912.42
Additions	-	66.63	66.63
Disposals	(153.75)	=	(153.75)
Closing balance as at March 31, 2025	758.67	66.63	825.30
ACCUMULATED AMORTISATION			
Opening balance as at April 1, 2023	143.73	-	143.73
Amortisation for the year	64.48	-	64.48
Disposals	-	-	-
Closing balance as at March 31, 2024	208.21	-	208.21
Amortisation for the year	64.29	13.33	77.62
Disposals	(153.75)	=	(153.75)
Closing balance as at March 31, 2025	118.75	13.33	132.08
NET BLOCK			
Carrying value as at March 31, 2024	704.21	-	704.21
Carrying value as at March 31, 2025	639.92	53.30	693.22

### Note 2 (c): Capital work-in-progress

	₹ in Lakhs
Particulars	Total
Carrying value as at March 31, 2023	192.10
Additions	2,954.96
Capitalisations	(1,560.82)
Carrying value as at March 31, 2024	1,586.24
Additions	3,436.25
Capitalisations	(4,935.73)
Carrying value as at March 31, 2025	86.76

### Capital work-in-Progress ageing schedule

₹ in Lakhs

Capital Work-in-Progress	Amount in	Capital Work-in-l	Progress for a	period of	Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	86.76	-	-	-	86.76
	(1,468.43)	(117.81)	-	-	(1,586.24)
Projects temporarily suspended	-	-		-	_
	-	-			_

### Footnotes:

- (i) Previous year's figures are in bracket.
- (ii) There were no material projects which have exceeded their original planned cost and timelines.



As at March 31, 2025

### Note 2 (d): Investment property

	₹ in Lakhs
Particulars	Buildings
GROSS BLOCK	
Opening balance as at April 1, 2023	153.17
Additions	-
Disposals	-
Closing balance as at March 31, 2024	153.17
Additions	-
Disposals	-
Closing balance as at March 31, 2025	153.17
ACCUMULATED DEPRECIATION	
Opening balance as at April 1, 2023	16.00
Depreciation for the year	4.86
Disposals	-
Closing balance as at March 31, 2024	20.86
Depreciation for the year	4.85
Disposals	-
Closing balance as at March 31, 2025	25.71
NET BLOCK	
Carrying value as at March 31, 2024	132.31
Carrying value as at March 31, 2025	127.46

### Footnotes:

- (i) The amount of rental income from the investment property during the year ended March 31, 2025: ₹ 18.72 lakhs (Previous Year ₹ 18.72 lakhs)
- (ii) The Company has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements. There is no restrictions on the realisability of investment properties or the remittance of income and proceeds of disposal on the Company.
- (iii) The fair value of investment property as on March 31, 2025 has been determined by external independent registered valuers as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued.
- (iv) The fair value measurement for all the investments properties has been categorised as Level 2 based on the inputs to the valuation technique used. Considering the type of the assets, "Market approach" to estimate the fair value of the subject properties is adopted.
- (v) The fair value of investment property as at March 31, 2025: ₹ 142.00 lakhs (Previous year ₹ 121.90 lakhs)





As at March 31, 2025

### Note 2 (e): Other intangible assets

₹ in Lakhs

Particulars	Computer Software	Technical Know - how	Total	
GROSS BLOCK				
Opening balance as at April 1, 2023	160.57	586.25	746.82	
Additions	8.85	-	8.85	
Disposals	-	-	-	
Closing balance as at March 31, 2024	169.42	586.25	755.67	
Additions	47.28	-	47.28	
Disposals	-	_	_	
Closing balance as at March 31, 2025	216.70	586.25	802.95	
ACCUMULATED AMORTISATION				
Opening balance as at April 1, 2023	101.58	358.88	460.46	
Amortisation for the year	25.41	56.90	82.31	
Disposals	-	-	-	
Closing balance as at March 31, 2024	126.99	415.78	542.77	
Amortisation for the year	28.88	56.75	85.63	
Disposals	-	-	-	
Closing balance as at March 31, 2025	155.87	472.53	628.40	
NET BLOCK				
Carrying value as at March 31, 2024	42.43	170.47	212.90	
Carrying value as at March 31, 2025	60.83	113.72	174.55	

### Note 3 Investments

₹ in Lakhs

Name of the body corporate	Subsidiaries	No.	of shares and f	ace value of sha	ares	As at March	As at March
		As at Marc	h 31, 2025	As at March 31, 2024		31, 2025	31, 2024
		Holding- In Nos. / %	Face Value	Holding- In Nos. / %	Face Value		
Unquoted - Investment in equity instruments (at cost)							
Thaletec GmbH	Wholly Owned Subsidiary	1	€1,50,000	1	€1,50,000	11,260.52	11,260.52
Kinam Engineering Industries Private Limited (refer footnote (ii))	Subsidiary	8,00,13,556	₹10.00	8,00,13,556	₹10.00	8,228.75	8,228.75
Kinam Enterprise Private Limited	Subsidiary	33,407	₹10.00	33,407	₹10.00	3.34	3.34
Unquoted - Investments in partnership firm / LLP (at cost)							
Kinam Engineering Industries (refer footnote (ii))	Subsidiary	-	NA	-	NA	-	-
Thaletec LLP (formerly known as Thaletec / H L Equipments)	Subsidiary	99.00%	NA	99.00%	NA	3,236.61	3,317.36
Aggregate value of unquoted investment						22,729.22	22,809.97
Total		-1				22,729.22	22,809.97



As at March 31, 2025

#### Footnotes:

- (i) Details of country of incorporation and % controlling interest have been disclosed in note no. 1(B)(ii) of the consolidated financial statements for the year ended March 31, 2025.
- (ii) The Company has completed the acquisition of 35.56% profit share with a controlling interest in Kinam Engineering Industries (the "Firm") on September 26, 2023 for the purchase consideration of ₹ 7,996.66 lakhs in cash. The partners of the Firm agreed for the succession of the business of the Firm into a Company. The business of the Firm was succeeded into a Company named Kinam Engineering Industries Private Limited effective January 1, 2024. All the partners of the Firm received shares in this Company in the proportion of their profit share in the Firm. The partners have agreed to dissolve / wind up the affairs of the Firm and terminate the partnership deed effective from November 11, 2024.
- (iii) Details of investments in partnership firm

₹ in Lakhs

Name of the partnership firm and their	Total o	apital	Share of each partner		
partners	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	
Thaletec LLP (formerly known as Thaletec / H L Equipments)					
M/s HLE Glascoat Limited	3,236.61	3,317.36	99.00%	99.00%	
Mr. Himanshu Patel	3.12	2.48	0.25%	0.25%	
Mr. Harsh Patel	13.43	0.72	0.25%	0.25%	
Mr. Aalap Patel	0.41	0.46	0.25%	0.25%	
Mrs. Sheetal H Patel	0.08	0.13	0.25%	0.25%	
Total	3,253.65	3,321.15	100.00%	100.00%	

# Note 4 Other financial assets (Secured, considered good)

Particulars	Non-C	urrent	Current		
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	
At amortised cost					
Security deposits	475.08	130.84	4.78	2.98	
Bank deposits with more than 12 months maturity (under lien)	480.83	9.11	-	-	
Others:					
Interest accrued on loans and deposits	-	-	5.33	21.78	
Income receivable	-	-	26.08	87.52	
Balance with government authorities	-	-	347.49	100.40	
Export benefit receivable (Duty drawback)	-	-	13.56	2.52	
At Fair value through profit or loss (FVTPL)					
Derivative Asset	-	-	95.79	30.81	
Total	955.91	139.95	493.03	246.01	







As at March 31, 2025

# Note 5 Other assets (Unsecured, considered good unless otherwise stated)

₹ in Lakhs

Particulars	Non-C	urrent	Curi	rent
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Capital advances	55.05	204.49		-
Advances to employees	-	-	11.94	38.28
Advances to suppliers	-	-	450.44	600.71
Considered doubtful	-	=	9.82	11.02
Less: Provision for doubtful advances	-	-	(9.82)	(11.02)
Sub Total	55.05	204.49	462.38	638.99
Others				
Balance with Government authorities	-	-	836.64	85.79
Prepaid expenses	0.18	0.18	280.10	282.23
Sub Total	0.18	0.18	1,116.74	368.02
Total	55.23	204.67	1,579.12	1,007.01

## Note 6

## Inventories (at lower of cost & net realizable value)

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Raw materials	7,322.72	8,394.60
Work-in-progress	13,047.08	10,147.98
Finished goods	1,756.32	1,253.96
Stores and spares	812.81	830.33
Total	22,938.93	20,626.87

#### Footnotes:

(i) Inventories includes goods in transit:

Particulars	As at March 31, 2025	As at March 31, 2024
- Raw materials	8.34	-
- Finished goods	369.17	319.87

- (ii) The cost of inventories expensed during the year includes ₹ Nil (Previous Year ₹ Nil) in respect of write-down of inventories to net realisable value.
- (iii) Inventories have been offered as security against the working capital facilities provided by the banks (refer Note No. 13).
- (iv) The cost of inventories recognised as expense during the year in respect of continuing operations is ₹ 32,406.18 Lakhs (Previous year ₹ 34,492.94 Lakhs)



As at March 31, 2025

# Note 7 Trade receivables

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables		
Unsecured, considered good [refer footnote (a)]	8,596.04	13,238.21
Credit impaired	129.70	59.70
Less: Impairment provision on expected credit loss model	(129.70)	(59.70)
Total	8,596.04	13,238.21

#### Footnotes:

(i) The movement in change in allowance for expected credit loss and credit impairment

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at beginning of the year	59.70	52.23
Provision during the year	70.00	60.00
Reversal during the year	-	(52.53)
Balance as at the end of the year	129.70	59.70

- (ii) Of the above, trade receivable due from related party ₹ 32.35 lakhs (Previous Year ₹ 436.48 lakhs) (refer note no. 30 g)
- (iii) The company has used a practical expedient for computing expected credit loss allowance for trade receivables, taking into account historical credit loss experience and future foreseeable credit loss and accordingly, provisions are made for expected credit loss for amounts due from customers where necessary.
- (iv) Trade receivables have been offered as security against working capital facilities provided by the bank (refer Note No. 13).

## Trade receivables ageing schedule

₹ in Lakhs

Particulars	Not due	Outstanding for following periods from due date of payment					Total
	_	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed – considered good	2,981.75	4,491.44	496.83	606.84	19.18	-	8,596.04
	(4,776.03)	(7,059.40)	(1,048.79)	(353.99)	-	_	(13,238.21)
Undisputed – significant increase in	_	1.80	2.50	31.94	79.67	13.79	129.70
credit risk	_	-	-	(17.12)	(42.58)		(59.70)
Less: Allowance for expected credit	_	1.80	2.50	31.94	79.67	13.79	129.70
loss	-	_	-	(17.12)	(42.58)	_	(59.70)
Total	2,981.75	4,491.44	496.83	606.84	19.18	-	8,596.04
	(4,776.03)	(7,059.40)	(1,048.79)	(353.99)	-	-	(13,238.21)

#### Footnote:

(i) Previous year's figures are in bracket.







As at March 31, 2025

#### Note 8

## Cash and cash equivalents (As per cash flow statement)

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
- In current accounts	-	0.46
- Term deposits with original maturity of less than three months	1,213.97	344.67
Cash on hand	2.06	1.91
Total	1,216.03	347.04

## Note 9

## Bank balances other than cash and cash equivalents

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Margin money deposits with bank (under lien)	155.95	532.82
Unclaimed dividend account	137.80	126.15
Total	293.75	658.97

## Note 10 Loans

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Loans to employees	39.56	23.91
Total	39.56	23.91

# Note 11 Equity share capital

Particulars	As at March 31, 2025		As at March 31	, 2024
	Number	Amount	Number	Amount
Authorised share capital				
Equity share of ₹ 2/- each (Previous year ₹ 2/- each)	9,00,00,000	1,800.00	9,00,00,000	1,800.00
Preference shares of ₹ 10/- each (Previous year ₹ 10/- each)	26,00,000	260.00	26,00,000	260.00
Issued, subscribed and fully paid up		-		
Equity share of ₹ 2/- each (Previous year ₹ 2/- each)	6,82,65,480	1,365.31	6,82,65,480	1,365.31
Reconciliation of number of equity share outstanding		•		
Balance at the beginning of the year	6,82,65,480	1,365.31	6,82,65,480	1,365.31
Balance at the end of the reporting year	6,82,65,480	1,365.31	6,82,65,480	1,365.31



As at March 31, 2025

#### Footnotes:

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

- (i) The Company has issued only one class of equity share having par value of ₹ 2/- per share (Previous year ₹ 2/- per share). Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets of the Company after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (ii) The company has proposed final dividend aggregating to ₹ 750.92 lakhs (₹ 1.10 per share) during the FY 2024-25 [Previous year ₹ 750.92 lakhs (₹ 1.10 per share)]
- (iii) The details of shareholders holding more than 5% shares:

Name of the shareholder	As at March 31, 2025		As at March 31, 2025 As at March		n 31, 2024
	No.	%	No.	%	
Himanshu Khushalbhai Patel	1,69,93,535	24.89%	1,69,78,535	24.87%	
Nilesh Khushalbhai Patel	1,72,06,114	25.20%	1,71,86,114	25.18%	
Harsh Himanshu Patel	88,57,761	12.98%	88,32,173	12.94%	

#### Footnote:

The increase in shareholding is on account of open market share purchase. The shares purchase transaction was entered on March 28, 2025 and the trade settlement was held on April 02, 2025.

#### (iv) The details of the shares held by promoters:

Promoter name	Asa	at March 31, 20	25	As a	As at March 31, 2024	
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Promoter						
Himanshu Khushalbhai Patel	1,69,93,535	24.89%	0.09%	1,69,78,535	24.87%	-5.56%
Nilesh Khushalbhai Patel	1,72,06,114	25.20%	0.12%	1,71,86,114	25.18%	-5.55%
Harsh Himanshu Patel	88,57,761	12.98%	0.29%	88,32,173	12.94%	-5.01%
Aalap Nilesh Patel	9,44,165	1.38%	-	9,44,165	1.38%	-
Promoter Group					•	
Priti Himanshubhai Patel	46,350	0.07%	-	46,350	0.07%	-
Kishoriben Nilesh Patel	81,110	0.12%	-	81,110	0.12%	-
Swara Rajeev Patel	14,60,025	2.14%	-	14,60,025	2.14%	-
	4,55,89,060	66.78%		4,55,28,472	66.69%	







As at March 31, 2025

## Note 12 Other equity

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Securities premium	9,892.75	9,892.75
(ii) General reserve	9,290.05	8,540.05
(iii) Capital reserve	1.52	1.52
(iv) Retained earnings	13,647.38	13,547.29
(v) Remeasurements of defined benefit plans	(70.60)	(7.98)
(vi) Capital redemption reserve	187.52	150.00
(vii) Equity component of compound financial interest	1,284.05	1,246.53
(viii) Preference share capital	-	37.52
Total other equity	34,232.67	33,407.68

## The movement in other equity is as follows:

₹ in Lakhs

(i) Securities premium	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	9,892.75	9,892.75
Movement during the year	-	-
Balance at the end of the year	9,892.75	9,892.75

₹ in Lakhs

(ii) General reserve	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	8,540.05	7,540.05
Transferred from retained earning	750.00	1,000.00
Balance at the end of the year	9,290.05	8,540.05

(iii) Capital reserve	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1.52	1.52
Movement during the year	-	-
Balance at the end of the year	1.52	1.52



As at March 31, 2025

₹ in Lakhs

(iv) Retained earnings	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	13,547.29	12,671.87
Transfer to capital redemption reserve	(37.52)	(37.50)
Profit for the year	1,638.53	2,663.84
Dividend	(750.92)	(750.92)
Transfer to general reserve	(750.00)	(1,000.00)
Balance at the end of the year	13,647.38	13,547.29

₹ in Lakhs

(v) Remeasurements of defined benefit plans	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	(7.98)	24.45
Other comprehensive loss for the year	(62.62)	(32.43)
Balance at the end of the year	(70.60)	(7.98)

₹ in Lakhs

(vi) Capital redemption reserve	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	150.00	112.50
Transferred from retained earning	37.52	37.50
Balance at the end of the year	187.52	150.00

₹ in Lakhs

(vii) Equity component of compound financial interest	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1,246.53	1,209.03
Other adjustment	37.52	37.50
Balance at the end of the year	1,284.05	1,246.53

₹ in Lakhs

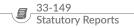
(viii) Preference share capital	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	37.52	75.02
Other adjustment	(37.52)	(37.50)
Balance at the end of the year	-	37.52

## Nature and purpose of each component of equity

## (i) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is eligible for utilisation in accordance with the provisions of The Companies Act, 2013.







As at March 31, 2025

#### (ii) General reserve

The general reserve represents amounts appropriated out of retained earnings based on the provisions of The Companies Act prior to its amendment.

#### (iii) Capital reserve

Amount pertaining to forfeiture of shares

#### (iv) Retained earnings

Retained earnings represents net profits after distributions and transfers to other reserves.

#### (v) Remeasurements of defined benefit plans

Gains / Losses arising on remeasurements of defined benefit plans are recognized in the other comprehensive Income as per IND AS-19 and shall not be reclassified to the statement of profit or loss in the subsequent years.

#### (vi) Capital redemption reserve

Capital redemption reserve is created by the company for redemption of preference share from its profits.

#### (vii) Equity component of compound financial interest

The component parts of compound financial instruments issued by the Company are classified as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of financial liability and equity instrument. Financial Liabilities are recognised at fair value net of directly attributable transaction costs and subsequently measured at amortised cost using effective interest method.

#### (viii) Preference share capital

Current year Nil (Previous year 18,75,152 Nos.) 9.50% redeemable preference shares of ₹ Nil (Previous year ₹ 2/- each)

## Note 13 Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
NON CURRENT		
Secured (at amortised cost)	No.	
Term loans (at amortised cost)		
- From banks and financial institutions	10,790.01	14,555.04
- Interest accrued on term loan	135.84	115.71
Sub-total Sub-total	10,925.85	14,670.75
CURRENT		
Secured (at amortised cost)	N	
Current maturities of long-term debt	5,833.36	4,011.66
Loans repayable on demand		
- From banks and financial institutions	14,335.53	14,478.52
Preference share liability (at amortised cost)		
Nil (Previous year 18,75,152 Nos.) 9.50% redeemable preference shares of ₹ Nil (Previous year ₹ 2/- each)	-	755.12
Sub-total Sub-total	20,168.89	19,245.30
Total	31,094.74	33,916.05

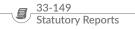


As at March 31, 2025

#### **Non-Current Borrowings**

- 1) Term Loan(s) from Bajaj Finance Limited are secured by mortgage of certain immovable property(ies) owned by the Promoters. The Term Loans are repayable in 76 and 79 quarterly instalments commencing from November, 2017 and May, 2018 respectively and carries an interest of 11.70% p.a. (March 31, 2024: 11.70% p.a.) payable monthly. This term loan is repaid in full and closed during the year 2024-25.
  - During the year the Company has availed a fresh term loan from Bajaj Finance Limited, which is secured by first pari passu charge on the entire present and future movable and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets of Company. The Term Loan is repayable in 66 equal monthly instalments commencing from October 2025 and carries an interest of 9.25% p.a. (March 31, 2024: Nil) payable monthly.
- 2) Term Loan from HDFC Bank Limited is secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loan is repayable in 63 unequal monthly instalments commencing from November 2022 and carries an interest of 9.59% p.a. (March 31, 2024: 9.90% p.a.) payable monthly.
- 3) Term Loan from Citibank N.A. is secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loan is repayable in 16 equal quarterly instalments commencing from June, 2022 and October, 2022 and carries an interest of 11.68% p.a. (March 31, 2024: 11.68% p.a) payable monthly.
- 4) Term Loan (foreign currency loan) from Citibank N.A. is secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loan is repayable in 16 equal quarterly instalments commencing from March, 2023 and carries an interest of 8.30% p.a. (March 31, 2024: 8.30% p.a.) payable monthly.
- 5) Term Loan(s) from State Bank of India are secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loans are repayable in 48 equal monthly instalments commencing from October, 2019 respectively and carries an interest of 9.80% p.a. (March 31, 2024: 9.80% p.a.) payable monthly. This term loan is repaid in full and closed during the financial year 2024-25.
- 6) Term Loan from ICICI Bank is secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loan is repayable in 48 equal monthly instalments commencing from March 2024 and carries an interest of 9.37% p.a. (March 31, 2024: 9.37%) payable monthly.
- 7) Term Loan from Axis Finance Limited is secured by first pari passu charge on the entire present and future movable and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets of Company. The Term Loan is repayable in 53 equal monthly instalments commencing from October 2024 and carries an interest of 10.15% p.a. (March 31, 2024: 10.05% p.a.) payable monthly.
- 8) Vehicle Loans availed from HDFC Bank are secured by hypothecation of respective vehicles taken on loan. Each loan is repayable in equal monthly instalments from the month subsequent to the disbursement of the loan. Interest is payable on monthly basis and ranges from 6.25% p.a to 10.00% p.a. (March 31, 2024: 6.25% p.a to 10.00% p.a.)







As at March 31, 2025

#### **Current Borrowings**

- 1) Working capital facilities including packing credit and foreign bill discounting from HDFC Bank Limited are secured by first pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company. The rate of interest for cash credit is 8.43% p.a. (March 31, 2024: 9.00% p.a.) and for other facilities is SOFR plus 250 bps [March 31, 2024: SOFR plus 250 bps].
- 2) Working capital facilities including packing credit and foreign bill discounting from Citibank N.A. are secured by first pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company. The rate of interest for cash credit is 10.00% p.a. (March 31, 2024: 10.00% p.a.)
- 3) Working capital facilities including packing credit and foreign bill discounting from ICICI Bank Limited are secured by first pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company. The rate of interest for cash credit is 9.25% p.a. (March 31, 2024: 9.28% p.a.)
- 4) Working capital loan facilities including packing credit and foreign bill discounting from State Bank of India are secured by secured first pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company. The rate of Interest for cash credit is 9.35% p.a. (March 31, 2024: 9.35% p.a.). This facility is repaid and closed during the financial year 2024-25.
- 5) Purchase Bill Discounting/ Short Term Revolving Loan facility from Bajaj Finance Limited are secured by mortgage of certain immovable property owned by the Promoters and carries an interest of 8.70% p.a. (March 31, 2024: 9.35% p.a.) payable monthly.
- 6) The quarterly statement of stock and book debt filed by the Company with the banks are in agreement with the books of account with no material discrepancies.

List of immovable properties of the Company is as under:

- (i) Plot No A/6, R.S. No 153, New Block No 140, Maroli to Ubhrat Road, Village Nanod, Maroli, Navsari.
- (ii) Plot No 200, Village Nadod, Navsari, Block B-3, Navsari.
- (iii) Block No. 200 Paiky, Plot No. B/1/4, Maroli to Ubhrat Road, Village Nanod, Maroli, Navsari.
- (iv) Survey No-183/P1, Village Naroli, Silvassa.
- (v) Plot No. H 106, R S No. 1425/P, 1435/P, 1431/P, 1416/P and 1424/P, Vitthal Udyognagar Industrial Area, Village Mogri, Taluka Anand, District Kheda.
- (vi) Plot No. I 107, 107/A and I-105, Revenue Survey No. 808/P, 809/P, 811/P, R S No. 426/P, 1427/P, 1428/P, 1429/P and 1430/P, Village Mogri, Taluka Anand, District Kheda.



As at March 31, 2025

# Note 14 Other financial liabilities (At Amortised cost)

₹ in Lakhs

Particulars	Non-Current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unclaimed dividends (refer footnote)	-	-	137.80	126.15
Others:				
Security deposit	0.25	0.75	4.60	0.60
Employee related payable	-	-	661.53	588.45
Capital creditors	734.32	1,490.93	691.04	747.26
Total	734.57	1,491.68	1,494.97	1,462.46

#### Footnote:

Unclaimed dividend includes no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except for ₹ 20.89 lakhs (Previous year ₹ 10.94 lakhs), wherein legal disputes with regards to ownership have remained unresolved.

## Note 15 Provisions

₹ in Lakhs

Particulars	Non-C	Non-Current		rent
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits				
Gratuity	-	-	232.42	204.88
Leave benefits	107.86	123.15	26.32	29.26
Provision for unexpired warranty	-	-	116.14	122.59
Total	107.86	123.15	374.88	356.73

## Movement of provision for unexpired warranty

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	122.59	140.01
Add: Addition during the year	127.53	169.63
Less: Utilization during the year	(133.98)	(187.05)
Closing balance	116.14	122.59





As at March 31, 2025

## Movement of provision for employee benefits

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	357.29	218.66
Add: Addition during the year	181.64	206.36
Less: Utilization during the year	(172.33)	(67.73)
Closing balance	366.60	357.29

## Note 16 Deferred tax liabilities - (Net)

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax liabilities	1,380.08	1,236.32
Deferred tax assets	(192.28)	(174.44)
Total	1,187.80	1,061.88

Particulars	As at March 31, 2024	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2025
Deferred tax assets/(liabilities) in relation to:				
Provision for gratuity	51.56	6.94	-	58.50
Provision for Leave encashment	38.36	(4.59)	-	33.77
Depreciation and amortisation	(1,169.31)	(128.45)	-	(1,297.76)
Right-of-use assets	(59.26)	1.05	-	(58.21)
Lease liability	66.72	(1.82)	-	64.90
Mark to market gains on derivative	(7.75)	(16.36)	-	(24.11)
Allowance for doubtful debts and advances	17.80	17.31	-	35.11
	(1,061.88)	(125.92)	-	(1,187.80)
Deferred tax assets/(liabilities) in relation to:		Assets	Liabilities	Net
Provision for gratuity	-	58.50	-	58.50
Provision for Leave encashment	-	33.77	-	33.77
Depreciation and amortisation	-	-	(1,297.76)	(1,297.76)
Right-of-use assets	=	_	(58.21)	(58.21)
Lease liability	_	64.90	-	64.90
Mark to market gains on derivative	-	-	(24.11)	(24.11)
Allowance for doubtful debts and advances	_	35.11	-	35.11
	-	192.28	(1,380.08)	(1,187.80)



As at March 31, 2025

₹ in Lakhs

Particulars	As at March 31, 2023	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2024
Deferred tax assets/(liabilities) in relation to:				
Provision for gratuity	5.80	45.76	-	51.56
Provision for Leave encashment	1.04	37.32	-	38.36
Depreciation and amortisation	(1,245.91)	76.60	-	(1,169.31)
Right-of-use assets	(61.56)	2.30	-	(59.26)
Lease liability	63.85	2.87	-	66.72
Mark to market gains on derivative	(144.48)	136.73	-	(7.75)
Allowance for doubtful debts and advances	9.07	8.73	-	17.80
	(1,372.19)	310.31	-	(1,061.88)
Deferred tax assets/(liabilities) in relation to:		Assets	Liabilities	Net
Provision for gratuity	-	51.56	-	51.56
Provision for Leave encashment	-	38.36	-	38.36
Depreciation and amortisation	-	-	(1,169.31)	(1,169.31)
Right-of-use assets	-	-	(59.26)	(59.26)
Lease liability	-	66.72	-	66.72
Mark to market gains on derivative	-	-	(7.75)	(7.75)
Allowance for doubtful debts and advances	-	17.80	-	17.80
	-	174.44	(1,236.32)	(1,061.88)

## Note 17 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Outstanding dues of micro enterprises and small enterprises	261.59	619.50
Outstanding dues of creditors other than micro enterprises and small enterprises	7,502.34	7,243.43
Total	7,763.93	7,862.93
Of the above;		
- Acceptances	655.66	421.17
- Payable to related party ₹ 159.71 Lakhs (Previous year ₹ 63.90 Lakhs) (Refer note 30 g)		





As at March 31, 2025

## Trade payables ageing schedule

₹ in Lakhs

Particulars	Not due	Not due Outstanding for following periods from due of				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	227.37	34.22	-	-	-	261.59
	(557.36)	(62.14)	-	-	-	(619.50)
(ii) Others	4,341.94	3,131.60	12.35	10.35	6.10	7,502.34
	(3,922.20)	(3,236.57)	(61.94)	(14.46)	(8.26)	(7,243.43)
(iii) Disputed dues – MSME	-	_	-	-	_	-
	-	-	_	_	_	_
(iv) Disputed dues – Others	_	-	_	-	_	-
	-	-	_	-	-	-
Total	4,569.31	3,165.82	12.35	10.35	6.10	7,763.93
	(4,479.56)	(3,298.71)	(61.94)	(14.46)	(8.26)	(7,862.93)

#### Footnote:

(i) Previous year's figures are in bracket.

# Note 18 Other current liabilities

₹ in Lakhs

Particulars	Curre	ent
	As at March 31, 2025	As at March 31, 2024
Contract liability (Advance from customers)	8,213.13	3,261.83
Statutory dues	150.11	413.32
Liabilities for expenses	432.88	292.73
Unamortised Government grant	-	38.47
Total	8,796.12	4,006.35

#### Footnotes:

- (i) Of the above, Contract liability from related party ₹ 257.75 lakhs (Previous Year Nil) (refer note no. 30 g)
- (ii) During the year ended March 31, 2025, the company has recognised revenue of ₹ 3,021.90 lakhs (Previous Year ₹ 4,086.80 lakhs) arising from opening unearned revenue (contract liabilities).

## Movement of contract liabilities is as under:

Particulars	As at	As at
	March 31, 2025	March 31, 2024
As at beginning of the year	3,261.83	4,484.49
Recognised as revenue from contracts with customers	3,021.90	4,086.80
Advance returned back to customer	-	-
Advance from customers received during the year	7,973.20	2,864.14
Balance at the close of the year	8,213.13	3,261.83



As at March 31, 2025

# Note 19 Revenue from operations

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of goods (refer footnote)	53,313.69	57,089.14
Sale of services	1,318.70	1,399.71
Other operating revenues:		
- Scrap sales	479.70	581.87
- Miscellaneous	0.18	0.13
Total	55,112.27	59,070.85

#### Footnotes:

(i) Reconciliation of revenue from sale of goods with the contracted price is as follows:

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Gross sales (Contracted price)	53,345.20	57,180.13
Reductions towards variable consideration (Discounts & delayed delivery charges)	31.51	90.99
Revenue recognised	53,313.69	57,089.14

(ii) During the year as well as previous year, there is one customer with whom the company has earned turnover of more than 10% of its revenue (₹ 12,043.80 lakhs during CY and ₹ 6,086.64 PY).

## Note 20 Other income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest income:		
Interest on bank deposits (financial assets at amortised cost)	57.06	71.39
Other interest (ROU security deposit)	0.36	-
Interest on income tax refund	50.37	_
Dividend income:		
Dividend from Subsidiaries (measured at cost)	761.01	809.10
Other non-operating income:		
Rent income	84.19	84.00
Corporate guarantee commission	21.00	-
Export incentives	44.59	28.85
Net gain on sale of investments	-	26.83
Unwinding of deferred income (EPCG)	38.47	12.09
Share of Profit in subsidiary (Firm)	-	191.78
Cessation of liability	-	124.95
Income from windmill	108.28	152.28
Miscellaneous income	12.94	13.07
Total	1,178.27	1,514.34







As at March 31, 2025

# Note 21 Cost of materials consumed

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening stock of raw materials	8,394.60	8,228.15
Purchases during the year	32,327.57	34,244.77
Closing stock of raw materials	(7,322.72)	(8,394.60)
Total	33,399.45	34,078.32

## Note 22 Changes In inventories of finished goods and work-In-progress

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening stock:		
Finished goods	1,253.96	815.21
Work-in-progress	10,147.98	8,433.52
	11,401.94	9,248.73
Less: Closing stock:		
Finished goods	1,756.32	1,253.96
Work-in-progress	13,047.08	10,147.98
	14,803.40	11,401.94
Total	(3,401.46)	(2,153.21)

## Note 23 Employee benefits expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries and wages	5,217.60	4,821.55
Contribution to provident, gratuity and other funds	234.98	223.88
Staff welfare expenses	345.35	461.94
Total	5,797.93	5,507.37



As at March 31, 2025

## Note 24 Finance costs

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest on loans	1,520.62	1,185.27
Interest on working capital facilities	1,292.26	1,255.10
Interest on lease liabilities	28.02	27.52
Interest - others	15.70	64.64
Exchange differences regarded as an adjustment to borrowing costs	-	34.22
Dividend on redeemable preference share	0.89	4.46
Other borrowing costs:		
Unwinding of discount relating to long term liabilities	18.38	92.57
Total	2,875.87	2,663.78

## Note 25

## Depreciation and amortisation expense

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of property, plant and equipment	1,301.96	1,245.71
Depreciation of investment property	4.85	4.86
Amortisation of right-of-use assets	77.62	64.48
Amortisation of intangible assets	85.63	82.31
Total	1,470.06	1,397.36

## Note 26 Other expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Stores and spares consumed	2,408.19	2,567.83
Power and fuel	2,004.69	2,377.91
Processing expenses	5,232.68	5,462.17
Rent	22.81	72.18
Royalty, rates and taxes	67.80	91.86
Insurance expenses	139.68	129.25
Printing and stationery	67.22	61.38
Repairs and renewals:		
Buildings	53.34	87.10
Plant and machinery	226.71	338.95
Other assets	22.22	41.04
Travelling and conveyance	490.11	462.21
Communication expenses	103.93	86.11
Vehicle expenses	74.35	86.07
Auditors' remuneration:		
Statutory audit fees	20.50	18.88
Tax audit fees	2.30	2.00







As at March 31, 2025

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Reimbursement of expenses	0.15	0.50
other fees (including certification)	6.00	2.00
Director's sitting fee	6.75	9.30
Sales promotion expenses	251.56	125.81
Bad debts written-off	5.04	0.94
Donation (refer footnote)	11.14	0.09
Corporate social responsibility expenses (Refer note 30-o)	39.00	221.50
Commission	349.26	265.03
Freight and forwarding (Net)	1,007.29	870.96
Packing expensess	46.34	70.67
Expected credit loss provision - Trade receivables	70.00	60.00
Expected credit loss provision - Advances	10.60	_
Bank charges	145.68	174.92
Net loss on foreign currency transaction	2.38	203.93
Loss on disposal/Impairment of property, plant and equipment	35.73	239.50
Share of loss in subsidiary (LLP)	19.26	-
Legal and professional fees	643.15	690.64
Warranty expense (Refer note 15)	127.53	169.63
Miscellaneous expenses	382.57	434.29
Total	14,095.96	15,424.65

## Footnote:

Donation includes an amount of ₹ 11.00 lakhs (Previous Year ₹ Nil) paid as political contribution.

#### Note 27

#### A. CAPITAL MANAGEMENT

For the purpose of Company's capital management, capital includes issued equity capital, securities premium, and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company's capital management is to maximise the shareholder's value.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and requirements of the financial covenants and to continue as a going concern. The Company monitors using a gearing ratio which is net debts divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and short term deposit.

Particulars	As at March 31, 2025	As at March 31, 2024
Interest bearing loans and borrowings	31,094.74	33,916.05
Less: Cash and short term deposits	1,371.98	879.86
Net debt	29,722.76	33,036.19
Equity	1,365.31	1,365.31
Other equity	34,232.67	33,407.68
Total capital	35,597.98	34,772.99
Capital and net debt	65,320.74	67,809.18
Gearing ratio %	45.50%	48.72%



As at March 31, 2025

#### **B. FINANCIAL RISK MANAGEMENT**

The Company's principal financial liabilities comprises of borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the operations of the Company. The principal financial assets includes trade receivables, other receivables and short term deposits.

The Company has assessed market risk, credit risk and liquidity risk to its financial liabilities.

#### (a) Market risk

Is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily includes loans, borrowings, foreign currency receivables and payables.

#### i) Interest rate risks

Interest rate risk can be either fair value interest rate or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rate. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The Company's interest rate risk arises from borrowings. Borrowings issued at fixed rates are exposed to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported by the management of the Company is as follows:

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed-rate instruments		
Borrowings	3,780.94	6,843.04
Floating-rate instruments		
Borrowings	27,313.80	27,073.01

Fair value sensitivity analysis for floating-rate instruments

The Company accounts for floating-rate financial assets or financial liabilities at fair value through profit or loss.

If the interest rates had been 1% higher / lower and all other variables held constant, the company's profit for the year ended March 31, 2025 would have been decreased / increased by ₹ 255.82 lakhs (Previous Year ₹ 220.89 lakhs)

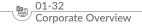
#### ii) Commodity Price Risks

The Company is affected by price stability of certain commodity due to significantly increased volatility of certain commodities, the Company has entered into contracts with the customers that has provision to pass on the change in raw material prices. The Company has risk management framework aimed at prudently managing the risk arising from volatility in commodity prices.

#### (b) Credit Risk Management:

It is the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. It arises from cash and cash equivalents, investments as well as credit exposure to customers.

The Company holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.







As at March 31, 2025

#### Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company also has an external credit risk insurance cover with ECGC Policy. The Company uses Expected Credit Loss (ECL) Model to assess the impairment loss or gain.

#### The ageing of trade receivables is as follows:

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
More than 6 months	1,122.85	1,402.78
Others	7,473.19	11,835.43
	8,596.04	13,238.21

The amounts reflected in the table above are not impaired as on the reporting date.

#### (c) Liquidity Risk Management:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts based on expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities and investments at the reporting date based on contractual undiscounted payments.

₹ in Lakhs

Particulars	Refer Note	Less than 1 year	1-3 years	3-5 years	More than 5 years
Borrowings	13	20,304.73	6,166.28	3,393.31	1,230.42
		(19,361.01)	(8,522.27)	(3,795.57)	(2,237.20)
Lease liabilities		34.51	81.40	81.01	60.98
		(63.18)	(49.31)	(58.45)	(94.17)
Trade payable	17	7,735.13	22.70	6.10	_
		(7,778.27)	(76.40)	(8.26)	-
Security deposit	14	4.60	0.25	_	_
		(0.60)	(0.75)	-	_
Employee benefit/ expense liabilities	14	661.53	-	-	-
		(588.45)	_	-	_
Unclaimed dividends	14	137.80	_	-	-
		(126.15)	_	-	_
Others	14	691.04	734.32	-	-
	***************************************	(747.26)	(1,490.93)	-	-

Footnote:

Previous year's figures are in bracket



As at March 31, 2025

# Note 28 THE INCOME TAX EXPENSES FOR THE YEAR CAN BE RECONCILED TO THE ACCOUNTING PROFIT AS FOLLOWS:

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit before tax from continuing operations	2,052.73	3,135.95
Income tax expenses calculated at 25.17% (March 31, 2024: 25.17%) (Company's domestic tax rate)	516.67	789.32
Adjustment of prior period taxes	34.34	-
Effect of income that is deductible/exempt from taxation	(983.70)	(1,015.94)
Effect of expenses not deductible for tax computation	720.97	1,009.05
Changes in recognised deductible temporary differences	125.92	(310.32)
Total tax expenses	414.20	472.11

## Note 29 FAIR VALUES AND HIERARCHY

## 1. Financial instruments - Fair values

#### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.

As at March 31, 2025	Note		Carryi	ng amount		Fair value			
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets									
Investments	4	-	-	22,729.22	22,729.22	-	-	22,729.22	22,729.22
Trade Receivables	7	-	-	8,596.04	8,596.04	-	-	8,596.04	8,596.04
Loans	10	-	-	39.56	39.56	-	-	39.56	39.56
Derivative Asset	4	95.79	-	-	95.79	-	95.79	-	95.79
Others financial assets	4	-	-	1,353.15	1,353.15	-	-	1,353.15	1,353.15
Cash and cash equivalents	8	-	-	1,216.03	1,216.03	-	-	1,216.03	1,216.03
Bank balances other than above	9	-	-	293.75	293.75	-	-	293.75	293.75
Total		95.79	-	34,227.75	34,323.54	-	95.79	34,227.75	34,323.54
Financial liabilities									
Borrowings	13	-	-	31,094.74	31,094.74	-		31,094.74	31,094.74
Lease liabilities		-	-	257.90	257.90	-	-	257.90	257.90
Trade Payables	17	-	-	7,763.93	7,763.93	-	-	7,763.93	7,763.93
Other financial liabilities	14	-	-	2,229.54	2,229.54	-	-	2,229.54	2,229.54
Total		-	-	41,346.11	41,346.11	-	-	41,346.11	41,346.11







As at March 31, 2025

₹ in Lakhs

									( III Lakiii)
As at March 31, 2024	Note			Carry	ing amount				Fair value
	-	FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets									
Investments	4	_	_	22,809.97	22,809.97	_	_	22,809.97	22,809.97
Trade receivables	7	_	_	13,238.21	13,238.21	_	_	13,238.21	13,238.21
Loans	10	-	-	23.91	23.91	-	-	23.91	23.91
Derivative Asset	4	30.81	_	_	30.81	-	30.81	_	30.81
Others financial assets	4	_	_	355.15	355.15	-	_	355.15	355.15
Cash and cash equivalents	8	_	_	347.04	347.04	-	-	347.04	347.04
Bank balances other than above	9	-	-	658.97	658.97	_	-	658.97	658.97
Total		30.81	-	37,433.25	37,464.06	-	30.81	37,433.25	37,464.06
Financial liabilities									
Borrowings	13	_	-	33,916.05	33,916.05	-	-	33,916.05	33,916.05
Lease liabilities		-	-	265.11	265.11	-	-	265.11	265.11
Trade payables	17	-	-	7,862.93	7,862.93	-	_	7,862.93	7,862.93
Other financial liabilities	14	-	-	2,954.14	2,954.14	-	_	2,954.14	2,954.14
Total		-	-	44,998.23	44,998.23	-	-	44,998.23	44,998.23

#### B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The management assessed that cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Fair Value of financial assets included is the amount at which the instrument could be exchanged in a current transaction between willing parties.

The following methods and assumptions were used to estimate the fair value.

- 1. Non current financial assets / liabilities measured at amortised cost.
- 2. The Company enters into Derivative financial instruments with counterparties principally with Banks with investment grade credit ratings. The Interest Rate swaps is valued using valuation techniques which employs the use of market observable inputs namely, Marked-to-Market.



As at March 31, 2025

#### NOTE 30

#### ADDITIONAL/EXPLANATORY INFORMATION

#### a) Earnings per share

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Profit after tax from continuing operations (₹ in Lakhs)	1,638.53	3,025.72
Loss after tax from discontinued operations (₹ in Lakhs)	-	(361.88)
Weighted average number of equity shares for the purpose of calculation of earnings per share	6,82,65,480	6,82,65,480
EARNINGS PER EQUITY SHARE	-	
a. From continuing operations		
Basic EPS (₹)	2.40	4.43
Diluted EPS (₹)	2.40	4.43
b. From discontinued operations		
Basic EPS (₹)	- "	(0.53)
Diluted EPS (₹)	_ "	(0.53)

#### b) Disclosures under The micro, small and medium enterprises development act, 2006 ('MSMED'):

The details of liabilities to micro and small enterprises, to the extent information available with the Company are given under:

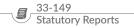
₹ in Lakhs

	Particulars	As at March 31, 2025	As at March 31, 2024
(i)	Principal amounts remaining unpaid to suppliers as at the end of the accounting year	261.59	619.50
(ii)	Interest accrued and due to suppliers on above amount, unpaid	-	-
(iii)	The amount of interest paid by the buyer in terms of Section16 of the MSMED Act,2006, along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
(iv)	The amount of interest due and payable for the period of delay in making payment(which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act,2006	-	-
(v)	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi)	The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act,2006	14.47	14.47

Dues to MSME have been determined to the extent such parties have been identified on the basis of information certified by the management. This has been relied upon by the auditors.

- c) Disclosure required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and section 186(4) of the Companies Act, 2013:
  - 1. Amount of Loans and advances in the nature of loans outstanding from subsidiaries ₹ Nil (Previous Year ₹ Nil)
  - 2. Loans to employees have been considered to be outside the purview of disclosure requirements.
  - 3. Investment by Loanee in the shares of the Company- Not applicable (Previous Year Not applicable)







As at March 31, 2025

#### d) Other statutory information.

- (i) The Company does not have any Benami property nor any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) 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
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) 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
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vii) The Company has not recorded any transaction in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Company has not been declared a wilful defaulter by any bank or financial institution or any of the lenders.
- e) Exceptional item represents transaction cost related to acquisition of a subsidiary during previous year.

### f) Disclosures as per Ind AS - 19 - Employee benefits

The Company make contributions towards provident fund, in substance a defined contribution retirement plan to the Regional Provident Fund Commissioner for qualifying employees.

The Company make annual contributions to the Employees' Gratuity Trust, for funding the defined benefit plans for qualifying employees.

1) During the year, the Company has recognised the following amounts in the statement of profit and loss:

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
i) Employer's contribution to provident fund (Refer footnote 1)	174.20	143.76
ii) Leave encashment - unfunded	18.49	106.96

## Footnote:

(i) Included in "Contribution to provident, gratuity and other funds" (Note 23).



As at March 31, 2025

- 2) The valuation results for the defined benefit gratuity plan as at March 31, 2025 are produced in the tables below:
- i) Change in the Present Value of Defined Benefit Obligation

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of obligation as at the beginning	580.64	516.62
Interest expense or cost	39.78	37.97
Current service cost	54.02	50.55
Re-measurement or Actuarial (gain) / loss arising from:		
- Demographic assumptions	-	-
- Change in financial assumptions	20.29	5.05
- Experience variance	50.44	18.11
Liability transferred out	(54.85)	-
Benefits paid from the fund	(37.15)	(47.66)
Benefits paid directly by the employer	(12.31)	-
Present value of obligation as at the end	640.86	580.64

## ii) Changes in the fair value of plan assets

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Fair value of plan assets as at the beginning	375.76	375.96
Investment income	27.02	27.63
Return on plan assets excluding interest income	(12.95)	(20.17)
Employer's contribution	55.77	40.00
Benefits paid	(37.15)	(47.66)
Fair value of plan assets as at the end	408.45	375.76

## iii) Expenses recognised in the income statement

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	54.02	50.55
Net interest cost on the net defined benefit liability	12.76	10.34
Expenses recognised in the income statement	66.78	60.89





As at March 31, 2025

#### iv) Other comprehensive income

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Actuarial gains / (losses)		
- Demographic assumptions	-	-
- Change in financial assumptions	(20.29)	(5.05)
- Experience variance	(50.44)	(18.11)
Adjustment of present value of obligation at the beginning of the year	-	-
Return on plan assets excluding interest income	(12.95)	(20.17)
Net income / (expense) for the year recognized in OCI	(83.68)	(43.33)

#### v) Major categories of plan assets (as percentage of total plan assets)

Particulars	As at March 31, 2025	As at March 31, 2024
Funds managed by insurer	100%	100%
Investment in insurance Company		
Life Insurance Corporation of India	17%	17%
Reliance (Nippon Life insurance)	27%	26%
Axis bank	1%	1%
Bajaj Allianz	55%	56%

#### vi) Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

- (a) Interest Rate Risk: While calculating the defined benefit obligation a discount rate based on government bonds yields of matching tenure is used to arrive at the present value of future obligations. If the bond yield falls, the defined benefit obligation will tend to increase and plan assets will decrease.
- (b) Salary Risk: Higher than expected increases in salary will increase the defined benefit obligation.
- (c) Investment Risk: If future investment returns on assets are lower than assumed in valuation, the scheme's assets will be lower, and the funding level higher than expected.

## vii) Actuarial assumptions

#### a. Financial assumptions

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate (refer footnote i)	6.61%	7.19%
Salary growth rate (refer footnote ii)	7.00%	7.00%

#### Footnotes:

- (i) Discount rate is based on the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligations.
- (ii) The estimates of future salary increases considered in actuarial valuation take into account the inflation, seniority, promotion and other relevant factors.



As at March 31, 2025

#### b. Demographic Assumptions

Particulars	As at March 31, 2025	As at March 31, 2024
Indian Assured Lives Mortality 2012-14 (Urban)	100.00%	100.00%
Withdrawal rates, based on age: (per annum)		
For service 4 years and below	20.00%	20.00%
For service 5 years and above	10.00%	10.00%

## viii) Amount, timing and uncertainty of future cash flows

## a. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting year, while holding all other assumptions constant. The results of sensitivity analysis is given below:

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation (Base)	640.86	580.64

₹ in Lakhs

Particulars	As at Marc	h 31, 2025	As at March 31, 2024		
	Decrease	Increase	Decrease	Increase	
Discount Rate (- / + 1%)	38.46	(34.15)	33.77	(30.15)	
(% change compared to base due to sensitivity)	6.0%	-5.3%	5.3%	-4.7%	
Salary Growth Rate (- / + 1%)	(32.19)	35.47	(29.09)	31.78	
(% change compared to base due to sensitivity)	-5.0%	5.5%	-4.5%	5.0%	
Employee Turnover Rate (- / + 1%)	1.97	(1.90)	0.12	(0.20)	
(% change compared to base due to sensitivity)	0.3%	-0.3%	0.0%	0.0%	

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

#### b. Asset Liability Matching Strategies

The scheme is managed on funded basis.







As at March 31, 2025

#### c. Effect of Plan on Entity's Future Cash Flows

- Funding arrangements and Funding Policy

The scheme is managed on funded basis.

₹ in Lakhs

Expected Contribution during the next annual reporting year	As at March 31, 2025	As at March 31, 2024
The Company's best estimate of Contribution during the next year	173.43	159.05
- Maturity Profile of Defined Benefit Obligation		
Weighted average duration (based on discounted cash flows)	7 Years	7 Years

₹ in Lakhs

Expected payments over the next (valued on undiscounted basis)	As at March 31, 2025	As at March 31, 2024
1 year	94.18	72.89
2 to 5 years	266.06	272.83
6 to 10 years	274.88	252.61
11 and above years	388.35	358.06

#### g) Related party disclosures

Related parties and their relationship (as defined under Ind AS-24 Related Party Disclosures):

**Direct subsidiaries** Thaletec GmbH

Thaletec LLP (formerly known as Thaletec / H L Equipments)

Kinam Engineering Industries Private Limited (01.01.2024 onwards)
Kinam Engineering Industries (from 26.09.2023 till 11.11.2024)

Kinam Enterprise Private Limited (01.10.2023 onwards)

Step-down subsidiary Thaletec Inc, USA

Kinam Process Equipments Private Limited (01.10.2023 onwards)

Key management personnel Executive Directors / CS / CFO

Mr. Himanshu Patel (Managing Director)

Mr. Aalap Patel (Executive Director)

Mr. Harsh Patel (Whole Time Director)

Mr. Achal Thakkar (Company Secretary & Compliance Officer)

Mr. Naveen Kandpal (Chief Financial Officer)

Non-Executive/Independent Directors

Mr. Nilesh Patel

Ms Vijayanti Punjabi

Mr. Yatish Parekh

Mr. Sandeep Randery

Mr. Jayesh Shah



As at March 31, 2025

Relatives of key management personnel Priti H. Patel (spouse of Mr. Himanshu K. Patel)

Bhoomi A. Patel (spouse of Aalap N. Patel) Sheetal H. Patel (spouse of Harsh H. Patel)

Swara R. Patel (daughter of Mr. Himanshu K. Patel)

Kishori N. Patel (wife of Mr. Nilesh K. Patel)

**Entities in which directors are interested:** Yashashvi Rasayan Private Limited

Yashaswati Foundation
Yash Speciality Chemicals LLP
H.N. Indigos Private Limited

Maroli Udyognagar Land Development and Management Company Private Limited

Newpar Aromatics LLP

HLE Engineers Private Limited

Entities in which relatives of Key Management Personnel are interested:

Applied Electrostatics & Controls Private Limited

Others Employee Gratuity Fund - HLE Glascoat Limited

## Transactions with related parties (excluding reimbursements)

Nature of Transactions		ns Transactions		Payable / (Receivable) / Closing Balances		
		Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024	
I. Subsidiary Company:						
a. Thaletec LLP (Formerly Equipments)	known as Thaletec / H L	ac de la companya de				
Sales of goods / services		130.78	-	257.75	-	
Capital introduced		6.51	152.02	-	-	
Capital withdrawn		68.00	153.00	-	-	
Capital balance as on yea	r ending	-	-	3,236.61	3,317.36	
Share of profit / (loss)		(19.26)	(17.96)	-	-	
Corporate guarantee con	nmission	21.00	-	(24.36)	-	
Corporate guarantee pro	vided	2,100.00	-	-	-	
b. Thaletec GmbH		•		•		
Investment closing balan	ce	-	-	11,260.52	11,260.52	
Dividend income		761.01	809.10	-	-	
Sales of goods / services		73.12	32.96	-	(31.16)	
Purchase of goods / servi	ces	204.59	52.51	101.51	24.29	
c. Kinam Engineering Indus Engineering Industries P		ac de la companya de				
Investment		-	7,997.01	8,228.75	8,228.75	
Share of profit		-	209.74	- "	-	
Interest on capital		-	22.00	_	_	







As at March 31, 2025

₹ in Lakhs

Nature of Transactions	Transac	ctions	Payable / (Receivable	e) / Closing Balances
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Purchase of goods / services	17.26	27.97	-	32.98
Sales of goods / services	41.79	1.40	-	-
d. Kinam Enterprise Private Limited	•		-	
Investment	-	3.34	3.34	3.34
II. Key management personnel :	***		-	
Remuneration [refer foot note (i)]	363.63	324.90	10.59	28.56
Commission	24.14	42.60	24.14	24.60
Rent expense	36.96	36.96	-	3.12
Dividend (Equity shares)	483.35	510.58	-	-
III. Relatives of KMP:			•	
Dividend (Equity shares)	17.46	17.46	-	-
Dividend (Preference shares)	0.11	0.22	-	-
Sitting fees	6.75	9.30	-	-
Rent expense	3.00	3.77	-	0.27
Purchase of goods / services	12.00	12.42	3.24	3.24
Redemption of Preference shares	22.61	22.61	-	-
IV. Entities in which directors are interested:			-	
Sales of goods / services	1,094.41	936.56	(32.35)	(405.32)
Purchase of goods / services	34.36	14.99	0.10	-
Gratuity liability transferred-out	54.85	-	54.85	-
Contribution towards Corporate Social Responsibility	102.50	221.50	-	-
V. Entities in which relatives of KMP are interested:	•		-	
Purchase of goods / services	81.52	-	-	-
VI. Gratuity fund			-	
Contribution	55.77	40.00	-	-
Plan assets as at the end	_	-	408.44	375.76

## Footnotes:

- i) Remuneration does not include provisions made for Gratuity and Leave benefits amounting to ₹ 35.80 Lakhs (Previous year ₹ 28.69 Lakhs)
- ii) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances other than unsecured loan at the year-end are unsecured and interest free. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2024: ₹ Nil). This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.



As at March 31, 2025

## h) Lease Accounting (Disclosure as per Ind AS 116: Lease)

## (i) The movement in Lease liabilities during the year

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	265.11	320.43
Additions during the year	64.55	-
Finance costs incurred during the year	28.02	27.52
Payments of Lease Liabilities	(99.78)	(82.84)
Closing Balance	257.90	265.11

#### (ii) The carrying value of the Rights-of-use and depreciation charged during the Year

For details pertaining to the carrying value of right of use of lease assets and depreciation charged thereon during the year, kindly refer note 2(b).

## (iii) Amount Recognised in Statement of Profit & Loss Account during the Year

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Expenses related to short term lease & low value lease	22.81	72.18
Total expenses	22.81	72.18

## (iv) Maturity analysis of lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Maturity analysis of contractual undiscounted cash flows		
Less than one year	55.71	85.41
One to five years	211.97	159.84
More than five years	65.60	105.56
Total undiscounted lease liability	333.28	350.81
Balances of lease liabilities		
Non-current lease liability	223.39	201.93
Current lease liability	34.51	63.18
Total lease liability	257.90	265.11





As at March 31, 2025

#### i) Ratio

Particulars	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	Variance (in %)	Explanation for change of 25% or more
a) Current ratio	Current assets	Current liabilities	0.91	1.10	-16.93%	
b) Debt equity ratio	Total debt (current and non current)	shareholders' equity	0.87	0.98	-10.44%	
c) Debt service coverage ratio	Earnings available for debt service	Debt Service	0.61	1.07	-43.23%	Due decrease in Earning and increase in debt service.
d) Return on equity %	Net profits after taxes	Average shareholder's equity	4.66%	7.87%	-40.85%	On account of increased net worth due to higher retained earnings in previous year as well as the PAT for the year being lower due to decrease in sales, higher raw material costs, interest and depreciation caused by additional capex incurred and put to use.
e) Inventory Turnover Ratio	Revenue from operations	Average inventory	2.53	3.04	-16.75%	
f) Trade receivables turnover ratio	Revenue from operations	Average trade receivables	5.05	3.88	29.99%	Driven by higher and effective collection during the year
g) Trade payables turnover ratio	Purchases of goods & services and other expenses	Average trade payables	4.14	3.98	3.91%	
h) Net capital turnover ratio	Revenue from operations	Working capital	-15.85	18.75	-184.56%	On account of increase in advance from customers.
i) Net profit %	Net profit	Revenue from operations	2.97%	4.51%	-34.07%	On account of decrease in sales, higher raw material costs, interest and depreciation caused by additional capex incurred and put to use.
j) Return on capital employed %	Earnings before interest and taxes	Capital employed	7.28%	9.10%	-20.04%	
k) Return on investment %	Interest income, net gain on sale of investments and net fair value gain	Investments	0.00%	0.35%	-100.00%	No income on investments during the current year.



As at March 31, 2025

#### j) Disclosure regarding derivative instruments and unhedged foreign currency exposure:

Particulars	ticulars Currency As at March 31, 2		h 31, 2025	2025 As at March 31, 2024	
		Amount in Foreign Currency - in lakhs	Amount- in ₹ Lakhs	Amount in Foreign Currency - in lakhs	Amount- in ₹ Lakhs
Foreign currency loan	USD	41.44	3,541.78	65.11	5,430.87
Trade payables	USD	5.30	453.23	2.56	213.57
	EUR	2.73	251.77	1.27	114.70
Advances to suppliers	USD	0.06	5.71	0.50	41.38
	EUR	0.18	16.19	0.25	22.81
	GBP	0.01	1.15	-	-
Trade receivables	USD	1.97	168.34	2.27	189.37
	EUR	-	-	3.71	335.10
Contract liability (Advance from customers)	USD	10.51	889.59	1.59	132.00
Derivative asset	USD	1.12	95.79	0.37	30.81
EEFC accounts / Cash & cash equivalents	USD	0.01	0.86	-	-
	EUR	0.00	0.22	-	-

#### k) Commitment

- (i) Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided for ₹ Nil (Previous year ₹ 1,132.28 lakhs)
- (ii) Letters of credit issued by the banks is ₹ 419.47 lakhs (Previous Year ₹ Nil)

#### Contingent liabilities not provided for:

- (i) Claims not acknowledged as debts:
  - (a) Disputed Service Tax for the period from 2008 to 2013 is ₹ 16.47 lakhs (Previous Year ₹ 16.47 lakhs) pending before CESTAT, against which the Company has made payment of ₹ 5.19 lakhs(Previous Year ₹ 5.19 lakhs).
  - (b) Disputed Service Tax for the period from 2012 to 2015 is ₹ 29.07 lakhs (Previous Year ₹ 29.07 lakhs) pending before CESTAT, against which the Company has made payment of ₹ 5.09 lakhs(Previous Year ₹ 5.09 lakhs).
  - (c) Disputed Service Tax for the period from 2013 to 2017 is ₹ 22.92 lakhs (Previous Year ₹ 22.92 lakhs) pending before CESTAT, against which the Company has made payment of ₹ 4.01 lakhs(Previous Year ₹ 4.01 lakhs).
- (ii) Corporate guarantee provided by the Company to third parties on behalf of subsidiary is ₹ 2,100 lakhs (Previous year ₹ Nil)







As at March 31, 2025

## m) Discontinued operations:

- (i) Description of discontinued operations:
  - (a) The Company had chemical manufacturing operations at Plot No.B-1,B-3,B-4 & A-7, Maroli Udyognagar, Maroli, Navsari, Gujarat for manufacture of chemical product.
    - The Company had passed a circular resolution dated May 22, 2020 for discontinuing of its chemical unit operations at Maroli.
  - (b) The Company started disposing of its Assets in the year 2020-21 and completed the process on March 31, 2024.
- (ii) Business or geographical segment:

The Discontinued Unit was engaged in the business of chemicals and had business establishment only in India.

(iii) The amount of revenue and expenses in respect of the ordinary activities attributable to the discontinued operations during the current financial reporting year are as under:

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from operations	-	802.37
Other income	-	0.18
Depreciation on assets	-	51.63
Loss on Impairment of property, plant and equipment	-	204.65
Other expenses	-	908.15
Loss before tax	-	(361.88)

As per management, only those income & expenses directly attributable to the discontinuing operations are considered for disclosure.

n) The amount due and paid during the year to "Investor Education and Protection Fund" is ₹ 14.64 lakhs (Previous Year: ₹ 16.01 lakhs).



As at March 31, 2025

## o) Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars		Year ended March 31, 2025	Year ended March 31, 2024
i)	Amount required to be spent by the Company during the year	124.00	136.50
ii)	Previous years Shortfall/(excess)	(85.00)	-
iii)	Net amount required to be spent (i - ii)	39.00	136.50
iv)	Amount of expenditure incurred		
	(a) Construction/acquisition of any asset	-	-
	(b) On purposes other than (a) above	102.50	221.50
v)	Shortfall/(excess) at the end of the year (excess amount of $\stackrel{?}{\scriptstyle{<}}$ 63.51 lakhs is accounted as prepaid expenses for the current year)	(63.50)	(85.00)
vi)	Reason for shortfall	NA	NA
vii)	Nature of CSR activities	Eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects	
viii	Details of related party transactions, e.g. Contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Ins AS	102.50	221.50
ix)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA







As at March 31, 2025

- p) In terms of Paragraph 4 of Ind AS 108 'Operating Segments', if financial statement contains both the consolidated financial statements and standalone financial statements, no separate disclosure on segment information is required to be given in the standalone financial statements. Accordingly, segment information has been disclosed in the consolidated financial statements of the Company.
- q) Subsequent events post balance sheet
  - i) The Board of directors has recommended a dividend @ 55% (₹ 1.10) per equity share at its meeting held on May 19, 2025 which is subject to approval of shareholders.
- r) Previous year's figures have been regrouped and/or rearranged, wherever considered necessary.

As per our report of even date attached

For M M Nissim & Co LLP

Chartered Accountants Reg. No. 107122W / W100672

Hiren P Muni

Partner Membership No. 142067 Anand, Dated May 19, 2025 For and on behalf of the board

Himanshu Patel

Managing Director DIN - 00202312

**Achal Thakkar** 

Company Secretary ACS 30459 Anand, Dated May 19, 2025 Aalap Patel
Director

DIN - 06858672

Naveen Kandpal Chief Financial Officer ACA 406038



# **Independent Auditor's Report**

# Report on the Audit of the Consolidated Financial Statements

#### 1. Opinion

We have audited the accompanying Consolidated Financial Statements of HLE Glascoat Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year ended on that date and notes to financial statements, a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the Consolidated state of affairs (financial position) of the Group as at March 31, 2025, and its Consolidated profit(financial performance including Other Comprehensive Income), the Consolidated

Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

#### 2. Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 (ICAI) together with the independence 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 ICAI's 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.

#### 3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current year. 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.

#### Sr No Key Audit Matter

#### 1 Defined Benefit Obligation

The valuation of the retirement benefit schemes in the Group is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates. Due to the size of these schemes, small changes in these assumptions can have a material impact on the estimated defined benefit obligation.

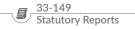
Refer Note 32(e) to Consolidated Financial Statements.

#### How the matter was addressed in our audit

#### Our audit procedures included:

- We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit.
- We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, and any other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.







#### Sr No Key Audit Matter

#### Property, Plant & Equipment (Including Capex) Our audit pro

 Tracking and monitoring capex requires more attention to ensure reasonable accurateness and completeness of financial

reporting in respect of Property, plant and equipment.

- Further, technical complexities require management to assess and make estimates/judgements about capitalization, estimated useful life, impairment etc. which has material impact on Balance sheet and operating results.
- Refer Note 2 to Consolidated Financial Statements.

#### Our audit procedures included:

How the matter was addressed in our audit

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- We assessed Group's process regarding maintenance of records and accounting of transactions pertaining to property, plant and equipment including capital work in progress with reference to Ind AS 16.
- We have carried out substantive audit procedures at financial and assertion level to verify the capitalization of assets as Property, Plant & Equipment
- We have reviewed management judgement pertaining to estimation of useful life and depreciation of the Property, Plant and equipment in accordance with Schedule II of the Companies Act, 2013.
- We have relied on physical verification conducted by management and management representations.

# 4. Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, Business Responsibility and Sustainability Report, but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

# 5. Management's Responsibility and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the Consolidated financial position, Consolidated financial performance including other comprehensive income, Consolidated Changes in Equity and Consolidated Cash Flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective 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 the assets of 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 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.

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 Companies 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 responsible for overseeing the financial reporting process of the Companies.



# 6. Auditor's Responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated financial statements 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 Group'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 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 the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

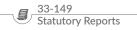
We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current year 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.

#### 7. Other Matters

The Statement includes the financial statements and other financial information of four subsidiaries whose financial results have been audited by us.

The consolidated audited financial statements include the financial statements of a foreign subsidiary, Thaletec GmBH, whose financial information have been prepared in accordance with accounting principles generally accepted in its country which have been audited by local auditors under generally accepted accounting standards applicable in its country. The Parent Company's management has converted the financial information from accounting principles generally accepted in their respective country to accounting principles generally accepted in India.

The consolidated audited financial statements include the financial statements of a foreign step-down subsidiary (Thaletec USA Inc) whose financial information have been prepared in accordance with accounting principles generally accepted in its country which have been reviewed by the management under generally accepted accounting standards applicable in its country. The Parent Company's management has converted the financial information from accounting principles generally accepted in its country to accounting principles generally accepted in India. According to the information and explanations given to us by the Management, these financial results are not material to the Group for these consolidated financial statements. Our conclusion on the Statement is not modified in respect of this matter.

We did not audit the financial results and other financial information of one wholly owned subsidiary and one step-down subsidiary whose financial results reflect Group's share of total assets of  $\stackrel{?}{_}$  21,457.37 lakhs as on March 31, 2025, total revenue of  $\stackrel{?}{_}$  35,807.38 lakhs, total comprehensive income of  $\stackrel{?}{_}$  3,308.56 lakhs respectively for the year ended March 31, 2025, as considered in the consolidated financial results.

Our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this step-down subsidiary, is based solely on the management certified accounts and the procedures performed by us as stated under Auditor's Responsibilities section above.

# 8. Report on Other Legal and Regulatory Requirements

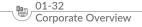
As required by Section 143(3) of the Act, based on our audit, we report that:

- 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 of the aforesaid Consolidated Financial Statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed 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 is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) As required by section 197(16) of the Act, based on our audit, we report that the Holding Company and its subsidiary companies incorporated in India, has paid and provided for remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.



- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - The Consolidated Financial Statements disclose the impact of pending litigations on the Consolidated financial position of the Group – Refer Note 32(I) to the Consolidated Financial Statements:
  - The Group has long-term contracts including derivative contracts for which there were no material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding company during the year ended March 31, 2025 except for ₹ 20.89 lakhs due to legal disputes with regard to ownership that have remain unresolved;
  - iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that to the best of their knowledge and belief, no funds 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 and its subsidiary companies incorporated in India to or in any other person(s) or entity(ies), including foreign entities (Intermediaries"), with the understanding whether recorded in writing or otherwise that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of its subsidiaries, ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that to the best of their knowledge and belief, no funds have been received by the Holding Company and its subsidiary companies incorporated in India,

- from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of its 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; and
- (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that causes us to believe that the above representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
- v. The Holding Company has complied with the provisions with respect to Section 123 of the Companies Act, 2013 in respect of final dividend proposed in the previous year and the proposed final dividend for the year which is subject to the approval of members at the ensuing Annual General Meeting, as applicable.
- vi. Based on our examination which included test checks and that performed by us in case of subsidiaries, which are companies incorporated in India whose financial statements have been audited by us under the Act, the holding company, subsidiaries which are companies incorporated in India, have used an accounting software for maintaining its books of account which has a inbuilt feature of recording audit trail (edit log) facility for all relevant transactions recorded in the software and the same has operated throughout the year except for following:
  - a) In case of Holding Company, the feature of recording audit trail at the database level was not enabled during the year in three accounting software systems used by the Company—EMS, SAP B1, and Paywell. Consequently, direct data changes made at the database level in these systems were not logged.







- b) In case of Holding Company, in respect of Tally Prime 4.1, the software provides an option to enable or disable the audit trail feature. Access to this setting is strictly controlled by the system administrator. We have reviewed relevant system logs and observed that there were no instances of the audit trail feature being enabled or disabled during the year, thereby ensuring its continuous operation.
- c) In case of Holding Company, while audit trail functionality was available in EMS, SAP B1, and Paywell, the master audit logs did not capture the old and new values of modified data, limiting the ability to track the precise nature of changes made.

Further, based on our procedures performed, we did not notice any instance of the audit trail feature being tampered with. In respect of the aforesaid database of the Holding Company, in the absence of audit trail for the said period, the question of our commenting on whether the audit trail was tampered with, does not arise. Additionally, the audit trail has been preserved by the Group as per the statutory requirements for record retention.

vii. With respect to the matters specified in paragraphs 3(xxi) and 4 of the companies (Auditor's Report) order,2020 (the order/CARO) issued by the central government in terms of section 143 (11) of the act, to be included in the Auditor's Report, according to the information and explanation given to us, and based on CARO reports issued by us for the Holding company and its subsidiaries incorporated in India included in the consolidated financial statements of the company, to which the reporting under CARO is applicable., we report that there are no qualifications or adverse remarks in these CARO reports. We also report that CARO reporting is not applicable to the foreign subsidiaries included in the Consolidated Financial Statements.

#### For M M NISSIM & CO LLP

Chartered Accountants
Firm Reg.No.107122W / W100672

#### Hiren P Muni

Partner

Membership No. 142067 UDIN: 25142067BMNASI5770

Place: Anand Date: May 19, 2025



# "ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF HLE GLASCOAT LIMITED.

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("the Act")

#### **OPINION**

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to Financial Statements of HLE GLASCOAT LIMITED ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and internal financial controls were operating effectively as at March 31, 2025, based on the internal financial control with reference to Consolidated Financial Statement criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

# 1. 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 with reference to Consolidated Financial Statements based on the internal financial control reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### 2. AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to Financial Statements of the Holding Company and its subsidiary companies which are incorporated in India, based on our audit. We conducted

our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Act,to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements includes obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of a subsidiary company incorporated in India, in terms of their report referred to in other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company and its subsidiary companies which are incorporated in India.

# 3. MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

# 4. INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to

future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### 5. OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Financial Statements in so far as it relates to subsidiary companies, incorporated in India, is based on our audit report of that subsidiaries.

#### For M M NISSIM & CO LLP

Chartered Accountants
Firm Reg.No.107122W / W100672

#### Hiren P Muni

Partner

Membership No. 142067 UDIN: 25142067BMNASI5770

Place: Anand Date: May 19, 2025



# **Consolidated Balance Sheet**

As at March 31, 2025

			₹ in Lakhs
Particulars	Note	As at	As at
	No.	March 31, 2025	March 31, 2024
I) ASSETS  1) Non-Current Assets			
a) Property, plant and equipment	2 (a)	36.301.52	31.467.22
b) Right of use assets	2 (a) 2 (b)	3.176.75	3.008.32
c) Capital work-in-progress	2 (c)	500.28	1.943.06
d) Investment property	2 (d)	368.56	132.31
e) Goodwill	2 (e)	4.035.89	4.034.69
f) Other intangible assets	2 (f)	15.426.11	15.472.03
g) Financial assets;		13, 120.11	13, 172.00
(i) Others financial assets	3	2.385.33	500.17
h) Deferred tax assets (Net)	4	535.00	11.01
i) Non current tax assets (net)		1,538.17	1,395.19
j) Other non-current assets	5	187.36	251.89
Total non-current assets	•	64,454.97	58,215.89
c) Current Assets			
a) Inventories	6	36,949.95	31,214.90
b) Financial assets;	-		
(i) Trade receivables	7	18,490.26	23,718.02
(ii) Cash and cash equivalents	8	3,959.13	3,328.58
(iii) Bank balances other than cash and cash equivalents	9	1,256.57	1,218.33
(iv) Loans	10	39.56	23.91
(v) Others financial assets	3	521.74	274.12
c) Other current assets	5	3,664.14	2,201.94
Total current assets		64,881.35	61,979.80
TOTAL ASSETS		1,29,336.32	1,20,195.69
i) EQUITY AND LIABILITIES			
1) Equity			
a) Equity share capital	11	1,365.31	1,365.31
b) Other equity	12	44,565.41	40,314.83
c) Non controlling interest	13	9,497.75	7,990.23
Total Equity		55,428.47	49,670.35
2) LIABILITIES			
i) Non-Current Liabilities			
a) Financial liabilities		40.005.05	44/707/
(i) Borrowings	14	10,925.85	14,670.75
(ii) Lease liabilities	1.5	2,647.91	2,367.09
(iii) Other financial liabilities b) Provisions	15 16	738.12 1.416.33	1,491.68 2.082.53
c) Deferred tax liabilities (net)	17	1,334.20	1,173.3
d) Other non-current liabilities	18	4.96	8.59
Total non-current liabilities	10	17,067.37	21,793.97
ii) Current Liabilities		17,007.37	21,773.77
a) Financial liabilities			
(i) Borrowings	14	24,062.74	21,576.05
(ii) Lease liabilities	<u></u>	428.79	348.0
(iii) Trade payables	19	720.77	040.0.
Outstanding dues of micro enterprises and small enterprises		551.53	1.126.42
- Outstanding dues of mero enterprises and small enterprises - Outstanding dues of creditors other than micro enterprises and small enterprises	-4	10.331.12	9,934.38
(iv) Other financial liabilities	15	2.449.28	2.326.29
b) Other current liabilities	18	16.609.64	12.276.9
c) Provisions	16	1,958.20	1,005.49
d) Income tax liabilities		449.18	137.7
Total current liabilities		56.840.48	48.731.3
Total Liabilities		73.907.85	70,525,34
OTAL EQUITY AND LIABILITIES		1.29.336.32	1,20,195.69

Material accounting policies

Accompanying notes are an integral part of these financial statements

As per our report of even date attached

For M M Nissim & Co LLP

Chartered Accountants Reg. No. 107122W / W100672

Hiren P Muni

Partner

Membership No. 142067 Anand, Dated May 19, 2025 For and on behalf of the board

1

Himanshu Patel Managing Director

DIN - 00202312

**Achal Thakkar** 

Company Secretary ACS 30459

Anand, Dated May 19, 2025

Aalap Patel

Director DIN - 06858672

Naveen Kandpal

Chief Financial Officer

ACA 406038







# **Consolidated Statement of Profit and Loss**

For the Year Ended March 31, 2025

Particu	ılars	Note	Year ended	₹ in Lakhs <b>Year ende</b> d
		No.	March 31, 2025	March 31, 2024
I)	INCOME			
	a) Revenue from operations	20	1,02,758.68	96,792.02
	b) Other income	21	735.83	881.62
	TOTAL INCOME (a+b)		1,03,494.51	97,673.64
11)	EXPENSES			
	a) Cost of materials consumed	22	49,914.72	45,251.94
	b) Purchase of Stock-in-Trade	23	137.66	-
	b) Changes in inventories of finished goods, work-in-progress and Stock in Trade	24	(5,141.95)	(1,318.24)
	c) Employee benefits expense	25	20,068.41	17,862.32
	d) Finance costs	26	3,619.34	3,058.02
	e) Depreciation and amortisation expense	27	2,967.28	2,631.06
	f) Other expenses	28	24,422.31	23,789.86
	TOTAL EXPENSES (a to f)		95,987.77	91,274,96
111)	PROFIT FOR THE YEAR BEFORE EXCEPTIONAL ITEM (I-II)		7.506.74	6,398.68
IV)	Exceptional items (Refer note 32 d)		-	530.97
V)	PROFIT BEFORE TAX (III-VI)		7,506.74	5,867.71
VÍ)	TAX EXPENSE		7,5	-,
	a) Current tax		1,552.54	2,188.89
	b) Current tax in relation to earlier year		157.36	11.25
	c) Deferred tax		(379.90)	(421.29)
	TOTAL TAX EXPENSE (a+b+c)		1,330.00	1.778.85
VII)	PROFIT FOR THE YEAR (V-VI)		6,176.74	4,088.86
VIII)	Profit before tax for the period from continuing operations		7.506.74	6,229.59
IX)	Tax expense of continuing operations		1,330.00	1,778.85
X)	Profit for the period from continuing operations (VIII-IX)		6,176.74	4,450.74
XI)	Profit / (Loss) before tax for the period from discontinued operations		0,170.74	(361.88)
XII)	Tax expense of discontinued operations			(301.00)
XIII)	Profit for the period from discontinued operations (XI+XII)		-	(361.88)
XIV)	PROFIT FOR THE YEAR (X+XIII)		6,176.74	4.088.86
XV)	OTHER COMPREHENSIVE INCOME (OCI)		0,170.74	4,000.00
^V)	(A) Items that will not be reclassified to the Consolidated Statement of Profit and Loss			
			(61.93)	(86.50)
	(a) Remeasurements of Defined benefit plans (b) Income tax relating to items that will not be reclassified to the Consolidated		8.73	22.68
	• • • • • • • • • • • • • • • • • • • •		6./3	22.00
	Statement of Profit and Loss			
	(B) Items that will be reclassified to the Consolidated Statement of Profit and Loss		070.07	400.04
	(a) Exchange difference in translating the financial statements of foreign components		372.06	102.21
	(b) Income tax relating to items that will be reclassified to the Consolidated		-	-
	Statement of Profit and Loss			
	TOTAL OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX (A+B)		318.86	38.39
XVI)	TOTAL COMPREHENSIVE INCOME FOR THE YEAR		6,495.60	4,127.25
XVII)	A. Profit attributable to:			
	Owners of the parent		4,671.38	2,968.71
	Non-controlling interest		1,505.36	1,120.15
XVII)	B. Other comprehensive income attributable to:			
	Owners of the parent		330.12	52.27
	Non-controlling interest		(11.26)	(13.88)
XVII)	C. Total comprehensive income for the year attributable to:			
	Owners of the parent		5,001.50	3,020.98
	Non-controlling interest		1,494.10	1,106.27
XIII)	EARNINGS PER EQUITY SHARE	31(a)		
	a. From continuing operations			
	Basic		9.05	6.52
	Diluted		9.05	6.52
	b. From discontinued operations		1.20	0102
	Basic		_	(0.53)
	Diluted		_	(0.53)

Material accounting policies

Accompanying notes are an integral part of these financial statements

As per our report of even date attached

For M M Nissim & Co LLP

Chartered Accountants

Reg. No. 107122W / W100672

Hiren P Muni

Partner

Membership No. 142067 Anand, Dated May 19, 2025 For and on behalf of the board

1

Himanshu Patel

Managing Director DIN - 00202312

**Achal Thakkar** 

Company Secretary ACS 30459

Anand, Dated May 19, 2025

Aalap Patel

Director

DIN - 06858672

Naveen Kandpal

Chief Financial Officer

ACA 406038



# **Consolidated Statement of Changes in Equity**

For the year ended March 31, 2025

#### **Equity share capital (refer Note 11)**

₹ in Lakhs

Particulars	Number	Amount
Balance at the end of the reporting year ending March 31, 2023	6,82,65,480	1,365.31
Balance at the end of the reporting year ending March 31, 2024	6,82,65,480	1,365.31
Balance at the end of the reporting year ending March 31, 2025	6,82,65,480	1,365.31

#### Other equity

											₹ in Lakhs
Particulars			Reserves	and Surplu	S		Foreign	Equity	Preference	Total	Share
	Securities Premium			Retained Earnings	Remeasure ments of Defined Benefit Plans	Capital Redemption Reserve	translation reserve	Component of Compound Financial Instrument	Share Capital	Other Equity	of Non controlling Interest
Balance at the end of the reporting year ending March 31, 2023	9,892.75	7,540.05	1.52	11,491.00	310.43	112.50	672.02	1,209.03	75.02	31,304.32	13.26
Transfer to capital redemption reserve	-	-	-	(37.50)	-	37.50	-	-	-	-	-
Other adjustment	-	-	-		-	-	-	37.50	(37.50)	-	-
Profit for the current reporting year ending March 31, 2024	_	-	-	2,968.71	-	=	-	-	_	2,968.71	1,120.15
Other comprehensive income (Net of tax)	-	-	_	•	(49.94)	_	102.21	_	-	52.27	(13.88)
Total comprehensive Income for the reporting year	-	-	-	2,931.21	(49.94)	37.50	102.21	37.50	(37.50)	3,020.98	1,106.27
Transactions with owners in their capacity as owners:											
Dividends	-	-	-	-	-	-	-	-	-	-	-
-Final dividend (₹ 5/- per share [pre-split])	-	-	-	(750.92)	-	-	-	-	-	(750.92)	-
Transfer to general reserve	-	1,000.00	-	(1,000.00)	-	-	-	-	-	-	-
On acquisition of Kinam Engineering Industries Private Limited	-	-	7,035.75	(295.30)	-	-	-	-	-	6,740.45	6,879.97
(Withdrawal)/Contribution during the year in Thaletec LLP (formerly known as Thaletec / H L Equipments)	-	-	-	-	-	-	-	-	-	-	(9.29)
Balance at the end of the reporting year ending March 31, 2024	9,892.75	8,540.05	7,037.27	12,375.99	260.49	150.00	774.23	1,246.53	37.52	40,314.83	7,990.21
Transfer to capital redemption reserve	-	-	-	(37.52)	-	37.52	-	-	-	-	-
Other adjustment	-	-	-	-	-	-	-	37.52	(37.52)	-	
Profit for the current reporting year ending Mar 31, 2025	-	-	-	4,671.38	-	-	-	-	-	4,671.38	1,505.36
Other comprehensive income (Net of tax)	-	-	-	-	(41.94)	-	372.06	-	-	330.12	(11.26)
Total comprehensive Income for the reporting year		-	-	4,633.86	(41.94)	37.52	372.06	37.52	(37.52)	5,001.50	1,494.10
			_		_		_			_	







# **Consolidated Statement of Changes in Equity**

For the year ended March 31, 2025

											₹ in Lakhs
Particulars			Reserves	and Surplu	S		Foreign	Equity	Preference	Total	Share
	Securities Premium	General Reserve	Capital Reserve	Retained Earnings	Remeasure ments of Defined Benefit Plans	Capital Redemption Reserve	currency translation reserve	Component of Compound Financial Instrument	Share Capital	Other Equity	of Non controlling Interest
Transactions with owners in their capacity as owners:											
Dividends	-	-	-	-	-	-	-	-	-	-	
-Final dividend (₹ 1.10/- per share)	-	-	-	(750.92)	-	-	-	-	-	(750.92)	-
Transfer to general reserve	-	750.00	-	(750.00)	_	-	-	_	-	-	-
On acquisition of Kinam Engineering Industries Private Limited	-	-	-	-	-	-	-	-	-	-	-
(Withdrawal)/Contribution during the year in Thaletec LLP (formerly known as Thaletec / H L Equipments)	-	-	-	-	-	-	-	-	-	-	13.44
Balance at the end of the reporting year ending March 31, 2025	9,892.75	9,290.05	7,037.27	15,508.93	218.55	187.52	1,146.29	1,284.05	-	44,565.41	9,497.75

As per our report of even date attached

For M M Nissim & Co LLP

**Chartered Accountants** Reg. No. 107122W / W100672

Hiren P Muni

Partner Membership No. 142067

Anand, Dated May 19, 2025

For and on behalf of the board

Himanshu Patel

Managing Director

DIN - 00202312

**Achal Thakkar** 

Company Secretary ACS 30459

Anand, Dated May 19, 2025

**Aalap Patel** 

Director

DIN - 06858672

Naveen Kandpal

Chief Financial Officer

ACA 406038



# **Statement of Consolidated Audited Cash Flow**

For the year ended March 31, 2025

₹ in Lakh					
	₹	ın	La	K	h:

	Particulars	Year ended M	arch 31, 2025	Year ended Ma	arch 31, 2024
A.	CASH FLOW FROM OPERATING ACTIVITIES:		,		, ,
	NET PROFIT BEFORE TAX	_	7,506.74		5,867.71
	Adjustment for:	_	,		.,
	Depreciation	2,967.28	-	2,631.06	
	Finance cost	3,619.34		3,058.02	
	Foreign currency unrealised loss/(gain) (Net)	47.57		544.96	
	Expected credit loss	81.84	**	94.20	
	Provision for doubtful advances	10.60	•	-	
	Interest income	(144.44)	-	(91.96)	
	Deferred income	(41.87)	•	(15.99)	
	Bad debts written off	42.17	-	0.94	
	Net gain on sale of investments	42.17		(26.83)	
		-	e.o.	(126.25)	
	Sundry balance/provision written back  Effect of exchange rate change	233.74	***	46.91	
	•		. 054.00		/ 25 / 01
	(Gain)/loss on sale & disposal of fixed assets	35.60 _	6,851.83	238.95	6,354.01
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	454057	14,358.57	4 / / 0 4 4	12,221.72
	Trade receivables	4,543.56		1,660.11	
	Other current assets	(1,507.65)	***	569.70	
	Other financial assets	(1,745.22)		(110.82)	
	Loans and advances	(15.65)	_	(0.33)	
	Inventories	(5,735.04)		(1,433.75)	
	Trade payable	330.80	-	(1,348.08)	
	Provisions	191.38		244.72	
	Other financial liabilities	170.61		93.46	
	Other liabilities	4,357.35	590.14	171.66	(153.33)
	CASH GENERATED FROM OPERATIONS	_	14,948.71		12,068.39
	Direct taxes paid	_	(1,512.58)		(2,595.28)
	NET CASH FROM OPERATING ACTIVITIES	_	13,436.13		9,473.11
B.	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of PPE including capital work in progress and capital advance	(6,638.62)		(5,517.00)	
	Proceeds from sale of property, plant and equipment	5.12	-	2.43	
	Investment in subsidiaries	-		_	
	Increase in Fixed deposits with banks	(371.13)		-	
	Fixed deposits Matured	-		862.65	
	Purchase of current investment	-	**	(7,747.00)	
	Proceeds of current investments	-	-	7,773.83	
	Interest income	166.54	•	77.94	
	NET CASH USED IN INVESTING ACTIVITIES		(6,838.09)		(4,547.15)
C	CASH FLOW FROM FINANCING ACTIVITIES	_	(0,000)		( 1,0 11 12 7
··	Proceeds from working capital facilities (Net)	1,335.04	e a:	5,059.00	
	Proceeds from long-term borrowings	4,258.50	•	9,304.85	
	Proceeds from Issue of share capital/share warrants	1,230.30	***	668.14	
	Repayments of term loans	(6,201.82)	-	(4,374.09)	
	Redemption of preference share	(0,201.62)	-	(747.74)	
	***************************************		e a	<del>-</del>	
	Payment of Lease Liability	(698.20)		(303.67)	
	Net movement in capital accounts	32.70		(8,588.53)	
	Interest paid	(3,184.72)	-	(2,124.90)	
	Dividend paid	(774.67)		(750.92)	
	(Withdrawal)/Contribution by Non controlling interest	13.44	/= a := :=:	(9.29)	
	NET CASH FROM FINANCING ACTIVITIES	_	(5,967.47)		(1,867.15)







# **Statement of Consolidated Audited Cash Flow**

For the year ended March 31, 2025

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	630.57	3,058.81
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR	3,328.58	268.24
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR ON THE ACQUISITION OF SUBSIDIARY	-	1.53
UNREALISED GAIN/(LOSS) ON FOREIGN CURRENCY CASH AND CASH EQUIVALENTS	(0.02)	-
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	3,959.13	3,328.58

#### **Footnotes to Cash Flow Statement:**

- 1. The above cash flow statement has been prepared under the indirect method.
- 2. Reconciliation of borrowings and lease liabilities.

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening balance		
Long term borrowing	14,555.04	9,795.74
Current borrowing	16,787.58	10,532.03
Current maturity of long term borrowing	4,766.78	4,339.97
Interest accrued on term loan	137.40	41.50
Lease liabilities	2,715.10	967.33
Total (A)	38,961.90	25,676.57
(a) Cash flow movement		
Cash (outflow)/inflow in/from non-current borrowings	(3,745.49)	4,788.49
Cash inflow from current borrowings	2,508.38	6,682.36
Lease liabilities	(698.20)	(303.67)
(b) Non-cash flow movement		
Effect of amortisation of loan origination cost	(19.54)	(29.19)
Interest accrued during the year	(1.56)	95.90
Lease Liabilities	1,059.80	2,051.44
Total (B)	(896.61)	13,285.33
Closing balance (A + B)	38,065.29	38,961.90
Closing Balance break up		
Long term borrowing	10,790.01	14,555.04
Current borrowing	18,229.38	16,787.58
Current maturity of long term borrowing	5,833.36	4,766.78
Interest accrued on term loan	135.84	137.40
Lease Liabilities	3,076.70	2,715.10
	38,065.29	38,961.90

As per our report of even date attached

For M M Nissim & Co LLP

Chartered Accountants Reg. No. 107122W / W100672

Hiren P Muni

Partner Members

Membership No. 142067 Anand, Dated May 19, 2025 For and on behalf of the board

Himanshu Patel

Managing Director DIN - 00202312

**Achal Thakkar** 

Company Secretary ACS 30459

Anand, Dated May 19, 2025

**Aalap Patel** 

Director DIN - 06858672

Naveen Kandpal

Chief Financial Officer

ACA 406038



As at March 31, 2025

#### A) Corporate Information

The consolidated financial statements comprise financial statements of HLE Glascoat Limited (the 'Holding Company') and its subsidiaries (collectively the "Group") for the year ended March 31, 2025. The Holding Company was incorporated on August 26, 1991 and is a public limited company domiciled in India. Its shares are listed on two stock exchanges in India: the Bombay Stock Exchange ('BSE') and the National Stock Exchange ('NSE'). The registered office of the Company is located at H – 106, G.I.D.C. Estate, Vitthal Udyognagar – 388121, District Anand, Gujarat.

The Group is engaged, inter alia, in the following businesses:

- (i) Glass Lined Equipment Manufacturing of Carbon Steel Glass Lined Equipment viz. reactors, receivers, storage tanks, columns, agitators, valves, pipes and fittings and other similar equipment and related spares and accessories.
- (ii) Filtration, Drying and other Equipment Manufacturing of Agitated Filters and Dryers, Rotary Vacuum Paddle Dryers, other Chemical Process Equipment and related spares and accessories.

(iii) Heat Transfer Equipment & other Equipment – Manufacturing of Heat Transfer Equipment, Shell & Tube Heat Exchangers (STHE), Corrugated Tube Heat Exchangers (CTHE), Spiral Heat Exchangers (SPHE), Plate Heat Exchangers (PHE), & Box Type Heat Exchangers.

# Note 1 - Basis of Consolidation and Material Accounting Policies under IND AS

#### B) Principles of consolidation

The material accounting policies applied in the preparation of these consolidated financial statements are set out in Para C below. These policies have been consistently applied to all the years presented.

#### i. Statement of Compliance

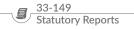
The Consolidated financial statements have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

#### ii. Basis of Consolidation

The Group has invested in the following subsidiaries and the Company's respective ownership interest as at March 31, 2025 is as follows:

Name	Country of incorporation	Proportion of ownership interest	Type of subsidiary	Accounting Period covered for consolidation
Thaletec GmbH	Germany	100.00%	Wholly Owned Subsidiary	April 1, 2024 - March 31, 2025
Thaletec USA Inc.	USA	100.00%	Step-down subsidiary	April 1, 2024 - March 31, 2025
Kinam Engineering Industries Private Limited	India	35.56%	Subsidiary	April 1, 2024 - March 31, 2025
Kinam Engineering Industries	India	35.56%	Subsidiary	April 1, 2024 – November 11 2024
Kinam Enterprise Private Limited	India	0.50%	Subsidiary	April 1, 2024 - March 31, 2025
Kinam Process Equipments Private Limited	India	0.50%	Step-down subsidiary	April 1, 2024 - March 31, 2025
Thaletec LLP (formerly known as Thaletec / H L Equipments)	India	99.00%	Subsidiary	April 1, 2024 - March 31, 2025







As at March 31, 2025

The Consolidated Financial Statements comprise the Financial Statements of the Holding Company and its Subsidiaries as at March 31, 2025. Control is achieved when the Holding Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments, if material, are made to that group'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 parent Holding Company, i.e., year ended on March 31,.

#### **Consolidation procedure:**

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its Subsidiaries.
- Offset (eliminate) the carrying amount of the Holding Company's investment in each Subsidiary and the Holding Company's portion of equity of each Subsidiary.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and Property, Plant and Equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

#### iii. Basis of preparation and presentation

The financial statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013, except for the following material item that has been measured at fair value as required by relevant IND AS. Historical cost is generally based on the fair value of the

consideration given in exchange for goods and services. 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.

- a) Certain financial assets/liabilities measured at fair value (refer Note 31) and
- b) Any other item as specifically stated in the accounting policy.

The Financial Statement is presented in Indian Rupee ("INR") and all values are rounded off to Rupees Lakhs unless otherwise stated.

The Group reclassifies comparative amounts, unless impracticable and whenever the Group changes the presentation or classification of items in its financial statements materially. No such material reclassification has been made during the year.

The Consolidated financial statements of the Group for the year ended March 31, 2025 were approved for issue in accordance with a resolution of the directors on May 19, 2025.

#### iv. Major Sources of Estimation Uncertainty

In the application of accounting policy which are described in note (C) below, the management is required to make judgment, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future period.

The few critical estimations and judgments made in applying accounting policies are:

#### Property, Plant and Equipment:

Useful life of Property, Plant and Equipment are as specified in Schedule II to the Companies Act, 2013 and on certain assets based on technical advice which considered the



As at March 31, 2025

nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support. The Group reviews the useful life of Property, Plant and Equipment at the end of each reporting period. This reassessment may result in change in depreciation charge in future periods.

#### Impairment of Non-financial Assets:

For calculating the recoverable amount of non-financial assets, the Group is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs to disposal. For calculating value in use the Group is required to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

#### Impairment of Financial Assets:

The Group impairs financial assets other than those measured at fair value through profit or loss or designated at fair value through other comprehensive income on expected credit losses. The estimation of expected credit loss includes the estimation of probability of default (PD), loss given default (LGD) and the exposure at default (EAD). Estimation of probability of default apart from involving trend analysis of past delinquency rates include estimation on forwardlooking information relating to not only the counterparty but also relating to the industry and the economy as a whole. The probability of default is estimated for the entire life of the contract by estimating the cash flows that are likely to be received in default scenario. Further, the loss given default is calculated based on an estimate of the value of the security recoverable as on the reporting date. The exposure at default is the amount outstanding at the balance sheet date.

#### **Defined Benefit Plans:**

The cost of the defined benefit plan and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term

nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. (Refer Note 32(e))

#### Fair Value Measurement of Financial Instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values.

#### Income taxes:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

In assessing the realizability of deferred income tax assets, management considers whether some portion or all the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

#### Leases:

IND AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such







As at March 31, 2025

as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts.

#### Allowance for credit losses on receivables:

The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates. In calculating expected credit loss, the Group has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.

#### C) Summary of Material Accounting Policies:

Ind AS 1 was amended vide notification no G.S.R.242(E) dated March 31, 2023 to require disclosure of Material Accounting Policy information from accounting periods beginning on or after April 1, 2023 instead of significant accounting policy disclosure by amending paragraph 117, inserting paragraphs 117A to 117E and deleting paragraphs 118 to 121. Paragraph 117 of Ind AS 1 states when an information on accounting policy is considered as 'Material Accounting Policy information' as follows:

Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

Each of the policy disclosed herein below has been tested to determine whether the information disclosed is Material Accounting Policy information.

#### 1) Property, Plant and Equipment (PPE)

The Group has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognized as of the transition date, measured as per the Previous GAAP and use that carrying value as its deemed cost of the PPE.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for freehold land which is not amortised.

Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Profit or Loss aggregated with other income or other expense line item on net basis, respectively.

The depreciable amount of an asset is determined after deducting its residual value

Depreciation on the property, plant and equipment, is calculated using the straight-line method over the useful life of assets based on management estimates which is in line with the useful life indicated in Schedule II to the Companies Act, 2013. Given below are the estimated useful lives for each class of property, plant and equipment:

Description of the Asset	Estimated Useful life
Tangible:	
Factory buildings (includes Investment Property)	10 to 30 Years
Plant and Equipment	3 to 25 Years
Furniture and Fixtures	10 Years
Computers and Computer Servers	3 to 6 Years
Office Equipment	1 to 10 Years
Other Assets, viz., Electrical Fittings and Air conditioners	5 to 10 Years
Windmills	22 Years
Vehicles	8 to 10 Years
Right of use assets:	
-Land - leasehold	Primary period of lease (10 and 99 years)
-Building	10 years
-Operating and Office Equipment's	3 to 10 Years



As at March 31, 2025

Description of the Asset	Estimated Useful life
Goodwill	To be tested for impairment
Intangible:	
Software	3-5 Years
Technical know-how	10 Years & Indefinite (To be tested for impairment)
Brand Value	Indefinite (To be tested for impairment)
Customer network & relationship	Indefinite (To be tested for impairment)

#### 2) Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Software (not being an integral part of the related hardware) and certain technical Know-how for internal use are treated as intangible assets with finite life. Technical know-how, brand value and customer network & relationship are treated as intangible assets with indefinite life.

Any gain or loss arising from derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss with other income or other expense line item on net basis.

Intangible Assets are classified based on finite and indefinite useful life. The intangible assets with finite life are amortized over 3 to 10 years on straight-line method over the estimated useful economic life of the assets. The intangible assets with indefinite life are not amortized but are subject to impairment testing annually.

#### 3) Investment Property:

Investment properties are land and buildings that are held for long term lease rental yields and/ or for capital appreciation. Investment properties are initially recognized at cost including transaction costs. Subsequently investment properties comprising building are carried at cost less

accumulated depreciation and accumulated impairment losses, if any.

Depreciation on factory buildings is provided over the estimated useful lives as specified in note C.1 above.

The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the Consolidated Statement of Profit and Loss in the period of de-recognition.

#### 4) Inventories:

Inventories consisting of stores and spares, raw materials, Work in progress and finished goods are measured at lower of cost and net realizable value. However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

Cost of raw material, components and stores and spares is determined on a first in first out basis for Glass Lined Equipment division & Heat Transfer Equipment and on a weighted average method for Filtration, drying & other Equipment and its foreign subsidiaries.

#### 5) Leases:

#### The Group as a lessee

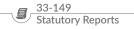
The Group's lease asset classes primarily consist of leases for land, buildings and operating & office equipment. The Group assesses whether a contract contains a lease, at inception of a contract.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low-value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The lease term includes extension or termination options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, and subsequently measured at cost less accumulated depreciation and impairment losses.







As at March 31, 2025

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

#### The Group as a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

#### 6) Government Grants:

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

Where the grant relates to an asset under the EPCG Scheme, it is presented as a deferred income aggregated under other liabilities in Balance Sheet and presented under other income in profit and loss on systematic and rational basis associated with fulfilment of export obligations.

#### 7) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when there is a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed based on judgment of management / independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Provisions for warranty-related costs are recognized when the product is sold to the customer. Initial recognition is based on scientific basis as per past trends of such claims. The initial estimate of warranty-related costs is revised annually.

#### 8) Foreign Currency Translation:

The financial statements of the Group are presented in INR.

#### (i) Foreign Currency transactions and balances:

On initial recognition, all foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Monetary assets and liabilities, denominated in a foreign currency, are translated at the exchange rate prevailing on the Consolidated Balance Sheet date and the resultant exchange gains or losses are recognized in the Consolidated Statement of Profit and Loss. Non-monetary items, which are carried in terms of historical cost, denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Foreign exchange differences regarded as an adjustment to the borrowing cost are presented in the Consolidated Statement of Profit and Loss within finance cost. Exchange differences arising from the translation of equity investments at Fair value through other comprehensive income ('FVTOCI') are recognized in OCI. All other foreign exchange gains and losses are presented on a net basis within other income or other expense.

#### (ii) Foreign Operations:

Assets and liabilities of entities with functional currencies other than presentation currency have been translated to the presentation currency using exchange rates prevailing on the Consolidated Balance Sheet date. The Statement of Profit and Loss has been translated using the average exchange rates. The net impact of such translation are recognized in OCI and held in foreign currency translation reserve ('FCTR'), a component of Equity. On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control, over a subsidiary that includes a foreign operation), the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Group are reclassified to the Consolidated Statement of Profit and Loss as part of the gain or loss on disposal.

In case of a partial disposal of interests in a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary,



As at March 31, 2025

the proportionate share of accumulated exchange differences are re-attributed to non-controlling interest and are not recognized in the Consolidated Statement of Profit and Loss.

#### 9) Cash Flows and Cash and Cash Equivalents:

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant IND AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. However, Bank overdrafts are to be shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

#### 10) Revenue Recognition:

The Group derives revenues primarily from sale of goods comprising of (i) Glass Lined Equipment- Manufacturing of Carbon Steel Glass Lined Equipment viz. reactors, receivers, storage tanks, columns, agitators, valves, pipes and fittings and other similar equipment and related spares and accessories, (ii) Filtration, Drying and Other Equipment - Manufacturing of Agitated Filters and Dryers, Rotary Vacuum Paddle Dryers, other Chemical Process Equipment and related spares and accessories, and (iii) Heat Transfer Equipment.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of delayed delivery of goods, product discount and schemes offered by the group as part of the contract with the customers. The Group recognises changes in the estimated amounts of obligations for product discount in the period in which the change occurs. Revenue also excludes taxes collected from customers.

Revenue 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, regardless of when payment is being made.

Revenue from contract with customers is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer.

The foreign subsidiary primarily generates revenues from customer-specific construction contracts. Such contracts are entered into before construction of the equipment begins. Under the terms of the contracts, the subsidiary has an enforceable right to payment for work done. The constructed equipment does not have any alternative use for the subsidiary and is accordingly recognized over time on a cost-to-cost method, i.e. based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs (Percentage of Completion).

Revenue from sale of services is recognized when the activity is performed.

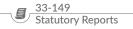
The foreign subsidiary derives its revenue also to a lesser extent from services and goods transferred at a point of time (e.g, sale of spare parts). Revenue relating to services and goods transferred at a point of time is recognized at the point of time at which it has satisfied its performance obligation and has a present right to payment for the services.

Revenue in excess of invoicing are classified as contract assets while invoicing in excess of revenues are classified as contract liabilities.

Use of significant judgements in revenue recognition.

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as delayed delivery of goods/ product discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. Some contracts for the sale of goods provide customers with a right of return.







As at March 31, 2025

 Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of product discounts and schemes offered by the Group as part of the contract with the customers. The Group recognises changes in the estimated amounts of obligations for discounts in the period in which the change occurs.

#### 11) Employee Benefits:

#### a) Short-term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., are recognized during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

#### b) Long-Term Employee Benefits:

The cost of providing long-term employee benefit such as earned leave is measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period. The expected cost of the benefit is accrued over the period of employment using the same methodology as used for defined benefits postemployment plans. Actuarial gains and losses arising from the experience adjustments and changes in actuarial assumptions are charged or credited to the Consolidated Statement of Profit and Loss in which they arise except those included in cost of assets as permitted. The benefit is valued annually by independent actuary.

#### c) Post-Employment Benefits:

The Group provides the following postemployment benefits:

- i) Defined benefit plans i.e. gratuity, partia retirement, pension and others benefits;
- ii) Defined contributions plan i.e. provident fund.

#### d) Defined benefits Plans:

The cost of providing benefits under defined benefits plans are determined using the projected unit credit method on the basis of actuarial valuation made at the end of each balance sheet date.

Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan asset (excluding net interest as defined above) are recognized in other comprehensive income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Consolidated Statement of Profit and Loss in subsequent periods.

#### **Defined Contribution Plans**

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered the service entitling them to the contribution.

#### 12) Taxes on Income:

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the profit or loss section of the Consolidated Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

#### a) Current Tax:

Current tax is the expected tax payable/ receivable on the taxable income/ loss for the year using applicable tax rates for the relevant period, and any adjustment to taxes in respect of previous years. Tax on Income for the current year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

#### b) Deferred Tax:

Deferred tax is recognized on temporary 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 tax-deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which these deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilized.



As at March 31, 2025

The deferred tax assets (net) and deferred tax liabilities (net) are determined separately for the parent and for each subsidiary in the Group, as per their applicable Laws and the aggregated.

#### 13) Earnings per Share:

Basic earnings per share are calculated by dividing the total profit attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the year. Basic earnings per share are calculated separately for both continuing and discontinued operations.

#### 14) Financial Instruments:

#### a) Financial Assets

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity or contractual rights to receive cash or another financial asset or to exchange financial asset or financial liability under conditions that are potentially favorable to the Group.

Financial assets of the Group comprise trade receivable, cash and cash equivalents, Bank balances, loans/advances to employees/others, security deposits etc.

#### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, Trade receivables that do not contain a significant financing component are measured at Transaction Price. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI
- Financial assets at fair value through profit or loss

#### Financial assets measured at amortized cost

Financial assets are measured at amortized cost if the financials asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows

that are solely payments of principal and interest on the principal amount outstanding. These financials assets are amortized using the effective interest rate (EIR) method, less impairment. 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 in finance income in the statement of profit or loss.

#### Financial assets at fair value through OCI (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-byinstrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognized in the other comprehensive income (OCI). On derecognition of the financial asset other than equity instruments. cumulative gain or loss previously recognized in OCI is reclassified to Profit or Loss.

# Financial assets at fair value through profit or loss (FVTPL)

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss.

#### Derecognition

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

#### Impairment of financial assets

The Group assesses impairment based on expected credit loss (ECL) model on the following:

Financial assets that are measured at amortized cost.







As at March 31, 2025

 Financial assets (excluding equity instruments) measured at fair value through other comprehensive income (FVTOCI).

ECL is measured through a loss allowance on a following basis after considering the value of recoverable security:

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The Group follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. It recognizes impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Group assesses the credit risk characteristics on instrument-by-instrument basis.

Impairment loss allowance (or reversal) recognized during the period is recognized as expense/income in profit or loss.

#### b) Financial Liabilities

The Group's financial liabilities include loans and borrowings including trade payable, accrued expenses and other payables.

#### Initial recognition and measurement

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### Financial Liabilities classified as Amortised Cost:

All Financial Liabilities other than derivatives are measured at amortised cost at the end of subsequent accounting periods. Interest expense that is not capitalised as part of costs of assets is included as Finance costs in Profit or Loss.

#### Derecognition

A financial liability is derecognized when the obligation under the liability is discharged/canceled/expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in profit or loss.

#### 15) Segment Reporting:

The Group identifies segments as operating segments whose operating results are regularly reviewed by the Management to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment assets include all operating assets used by the business segments and consist of property plant and equipment, intangible assets, debtors and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business segment. Assets and Liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities, respectively. Income/Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income/expenses.

#### 16) Recent Accounting Pronouncements:

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.



As at March 31, 2025

Note 2 (a): Property, plant and equipment

Particulars         Freehold Buildings         Point and Equipment         Windfull         Tools and Equipment         Freehold Buildings         Point and Equipment         Freehold Buildings         Point and Equipment         Point and Equipment         Freehold Buildings         Point and Equipment         Point and Equipment         Colors         Color												₹ in Lakhs
5,681.86 14,534.32   10,886.41   536.91   716.32   328.65   605.08   30,6873     476.20 370.81 1,080.96   - 247.89   1771   55.29   396.35     2.62 44.66   1,685   - 25.00   705.12   - 25.00	Particulars	Freehold		Plant and equipment	Windmill	Tools and Equipments	Electric Installation and Equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Total
25,68126   1453432   1088644   536,91   716,32   679,25   328,65   605,08   306873     476,20   370,81   1080,96	GROSS BLOCK											
1080.96   1080	Opening balance as at April 1, 2023	5,681.86	14,534.32	10,886.41	536.91	716.32	679.25	328.65	802:08	3,068.73	312.73	37,350.26
1,   1,   1,   1,   1,   1,   1,   1,	Additions	476.20	370.81	1,080.96			247.89	17.71	55.29	396.35	49.14	2,694.35
2.62       44,66       16.85       - <t< td=""><td>Additions on Acquisition (Refer note 32 p)</td><td></td><td>251.00</td><td>705.12</td><td></td><td></td><td>E</td><td>205.54</td><td>163.57</td><td>24.66</td><td>103.00</td><td>1,452.89</td></t<>	Additions on Acquisition (Refer note 32 p)		251.00	705.12			E	205.54	163.57	24.66	103.00	1,452.89
262         44.66         16.85         -         -         20.70 <td>Disposals</td> <td>II.</td> <td></td> <td>(56.14)</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>(140.64)</td> <td>(0.77)</td> <td>(197.55)</td>	Disposals	II.		(56.14)						(140.64)	(0.77)	(197.55)
6,160.68 15,200.79 12,633.20 536,91 716,32 927.14 551.90 823,94 3,369.80  4,35.76 2,80.87 2,408.81 - 65,43 151.87 303.07 92.21 690.75  - (25100) - (949) (20.13) (18.83) 303.07 92.21 690.75  9,05 154,21 57.72 (18.83) 303.07 92.21 690.75  6,605.49 18,055.38 15,079.60 536,91 781.75 1,079.01 854,97 897,32 4,094,57  2p) - 1,173.60 3,011.14 303.40 237.59 237.70 117.70 253.90 1,952.80  2p) 1,173.60 3,011.14 303.40 237.59 237.70 117.70 253.90 1,952.80  2p) 1,173.60 3,011.14 303.40 237.59 237.70 117.70 253.90 1,952.80  2p) 1,173.60 3,011.14 303.40 237.59 237.70 117.70 253.90 1,952.80  2p) 1,173.60 3,011.14 303.40 237.59 237.70 117.70 253.90 1,952.80  2p) 1,173.60 3,011.14 303.40 237.59 237.70 117.70 253.90 1,952.80  2p) 1,175.13 4,028.27 317.66 281.55 394.17 193.43 391.32 2,298.38  2p) (19.95) (19.95) (17.30) (35.72)  2p) (10.95) (17.14) (17.30) (35.72)  2p) (1.25.20 830.60 14.17 4.35.2 160.22 55.19 82.61 40.92.7  2p) (1.25.20 830.60 14.17 4.35.2 160.22 55.19 248.62 456.63 2,725.30  2p) (1.35.20 830.60 14.17 4.35.2 160.22 55.19 82.61 40.92.7  2p) (1.35.20 830.60 14.17 4.35.20 160.22 55.19 82.61 40.92.7  2p) (1.35.20 830.60 14.17 4.35.20 160.22 55.19 82.61 40.05.8  2p) (1.35.20 830.60 14.17 4.35.20 160.22 55.19 82.61 40.05.8  2p)	Exchange fluctuations	2.62	44.66	16.85		1				20.70		84.83
435.76   2,960.87   2,408.81   . 65.43   151.87   303.07   92.21   690.75     - (251.00)	Closing balance as at March 31, 2024	6,160.68	15,200.79	12,633.20	536.91	716.32	927.14	551.90	823.94	3,369.80	464.10	41,384.78
- (25100) - (949) (2013) ( - ( - ( - ( - ( - ( - ( - ( - (	Additions	435.76		2,408.81		65.43	151.87	303.07	92.21	690.75	77.73	7,186.50
(9,49)       (20.13)       -       -       -       (9,48)       (20.13)       -       -       -       (49.88)       (35.69)       -       -       -       -       6,605.49       18,055.38       15,772       -       -       -       -       6,988         6,605.49       18,055.38       15,079,60       536.91       781.75       1,079.01       854.97       897.32       4,094.57         (2p)       -       1,173.60       3,011.14       303.40       237.59       237.70       117.70       253.90       1,952.80         (2p)       -       -       9,111       -       -       9,09       10,08       70.58       455.09         (2p)       -       -       11,95.20       -       -       9,09       10,08       70.58       455.09         -       -       1,95.20       -       -       9,09       0,08       70.58       455.09         -       -       1,95.20       -       -       -       1,417       43.52       160.22       55.19       82.61       40.92         -       -       -       1,213.6       -       -       -       -       -       -       -	Transfer to Investment Property		(251.00)	1		1						(251.00)
9.05       154.21       57.72       -       -       -       6.605.49       18,055.38       15,079.60       536.91       781.75       1,079.01       854.97       897.32       4,094.57         1.173.60       3,011.14       303.40       237.59       237.70       117.70       253.90       1,952.80         1.0       1.173.60       3,011.14       303.40       237.59       237.70       117.70       253.90       1,952.80         1.0       1.173.60       1.173.6       14.26       43.96       147.38       36.98       70.58       4,55.09         1.0       1.173.6       1.13.6       1.42.6       43.96       147.38       36.98       70.58       4,55.09         1.0       1.173.0       1.13.8       -       -       9.09       0.08       -       16.02         1.0       1.173.1       1.13.8       -       -       9.09       0.08       -       16.07         1.0       1.173.1       1.174.1       43.52       160.22       55.19       82.61       409.27         1.173.0       1.173.0       1.173.0       1.173.0       1.173.0       1.173.0         1.173.1       1.174.1       43.52       1.173.0	Disposals		(9.49)	(20.13)					(18.83)	(35.86)	8	(84.31)
6,605.49 18,055.38 15,079.60 536.91 781.75 1,079.01 854.97 897.32 4,094.57  - 1,173.60 3,011.14 303.40 237.59 237.70 117.70 253.90 1,952.80  - 547.45 736.79 14.26 43.96 147.38 36.98 70.58 4,55.09  - 1,273.60 3,011.14 303.40 237.59 117.70 253.90 1,952.80  - 1,273.61 13.98 9.09 0.08 0.02  - 1,721.36 4,028.27 317.66 281.55 394.17 193.43 391.32 2,298.38  - 1,35 40.81 1.35 40.81 1.35.04  - 2,323.99 4,882.54 331.83 325.07 554.39 248.62 456.63 2,725.30  - 2,323.99 4,882.54 331.83 219.25 254.62 606.35 440.69 1,369.27	Exchange fluctuations	9.05	154.21	57.72		1				69.88		290.86
- 1,173.60 3,011.14 303.40 237.59 237.70 117.70 253.90 1,952.80  - 547.45 736.79 14.26 43.96 147.38 36.98 70.58 455.09  - 195.20  - 195.20  - 195.20  - 1721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.36 4,028.27  - 1,721.39 4,082.54  - 1,721.39 10,197.06 205.08 456.68 524,62 606.35 440.69 1,369.27	Closing balance as at March 31, 2025	6,605.49	18,055.38	15,079.60	536.91	781.75	1,079.01	854.97	897.32	4,094.57	541.83	48,526.83
1,173.60       3,011.14       303.40       237.59       117.70       253.90       1,952.80         1, physic       1426       43.96       147.38       36.98       70.58       455.09         1, physic       1426       43.96       147.38       36.98       70.58       455.09         1, physic       195.20       14.26       43.96       147.38       36.98       70.58       455.09         1, physic       195.20       14.11       1.60       1.86.01       1.86.01       1.86.01         1, physic       13.88       1.43.88       1.41.7       43.52       160.22       1.60.7       1.60.7         1, physic       13.98       1.41.7       43.52       160.22       1.60.22       1.80.0         1, physic       1.36.0       14.17       43.52       160.22       55.19       82.61       409.27         1, physic       1.36.1       1.71.4)       1.71.4       1.71	ACCUMULATED DEPRECIATION	, , , , , , , , , , , , , , , , , , , ,										
14.26   14.26   14.26   14.36   14.38   36.98   70.58   455.09   14.26   14.	Opening balance as at April 1, 2023		1,173.60	3,011.14	303.40	237.59	237.70	117.70	253.90	1,952.80	160.34	7,448.17
12 p)         -         94111         -         -         98.67         66.84         12.80           -         19520         -         9.09         0.08         -         9.09         0.08         -         12.80           -         19520         -         19.09         -         -         9.09         0.08         -         138.60           -         0.31         13.98         -         -         -         -         160.7           -         1,721.36         4,028.27         317.66         281.55         394.17         193.43         391.32         2,298.38           -         5,702.0         830.60         14.17         43.52         160.22         55.19         82.61         409.27           -         35.25         - <td>Depreciation for the year</td> <td></td> <td>547.45</td> <td>736.79</td> <td>14.26</td> <td>43.96</td> <td>147.38</td> <td>36.98</td> <td>70.58</td> <td>455.09</td> <td>72.65</td> <td>2,125.14</td>	Depreciation for the year		547.45	736.79	14.26	43.96	147.38	36.98	70.58	455.09	72.65	2,125.14
-         195.20         -         9.09         0.08         -         0.22           -         -         (19.95)         -         -         -         -         138.60)           -         0.31         13.98         -         -         -         -         16.07           -         1,721.36         4,028.27         317.66         281.55         394.17         193.43         391.32         2,298.38           -         570.20         830.60         14.17         43.52         160.22         55.19         82.61         409.27           -         (33.96)         - <t< td=""><td>Additions on Acquisition (Refer note 32 p)</td><td></td><td>I</td><td>91.11</td><td></td><td>1</td><td></td><td>38.67</td><td>66.84</td><td>12.80</td><td>59.10</td><td>268.52</td></t<>	Additions on Acquisition (Refer note 32 p)		I	91.11		1		38.67	66.84	12.80	59.10	268.52
-       (19.95)       - </td <td>Impairment</td> <td></td> <td></td> <td>195.20</td> <td>1</td> <td>1</td> <td>60.6</td> <td>0.08</td> <td></td> <td>0.22</td> <td>90.0</td> <td>204.65</td>	Impairment			195.20	1	1	60.6	0.08		0.22	90.0	204.65
-       0.31       13.98       -       -       -       16.07         -       1,721.36       4,028.27       317.66       281.55       394.17       193.43       391.32       2.298.38         -       570.20       830.60       14.17       43.52       160.22       55.19       82.61       409.27         -       (3.96)       -       -       -       -       -       -       -       -       -         -       (3.97)       -	Disposals		1	(19.95)	1		<b>II</b>	<b>II</b>		(138.60)	(0.73)	(159.28)
-       1,721.36       4,028.27       317.66       281.55       394.17       193.43       391.32       2,298.38         -       570.20       830.60       14.17       43.52       160.22       55.19       82.61       409.27         -       (3.36)       -       -       -       -       -       -       -       -         -       (3.27)       (17.14)       -	Exchange fluctuations	1	0.31	13.98		-		1		16.07	1	30.36
570.20       830.60       14.17       43.52       160.22       55.19       82.61       409.27         1036       -       (3.96)       -       <	Closing balance as at March 31, 2024		1,721.36	4,028.27	317.66	281.55	394.17	193.43	391.32	2,298.38	291.42	9,917.56
-       (396)       - <td>Depreciation for the year</td> <td></td> <td>570.20</td> <td>830.60</td> <td>14.17</td> <td>43.52</td> <td>160.22</td> <td>55.19</td> <td>82.61</td> <td>409.27</td> <td>85.52</td> <td>2,251.30</td>	Depreciation for the year		570.20	830.60	14.17	43.52	160.22	55.19	82.61	409.27	85.52	2,251.30
35.25       - <td>Transfer to Investment Property</td> <td></td> <td>(3.96)</td> <td></td> <td></td> <td>ı</td> <td></td> <td>ı</td> <td>1</td> <td>1</td> <td>I</td> <td>(3.96)</td>	Transfer to Investment Property		(3.96)			ı		ı	1	1	I	(3.96)
53.72         6,160.68       13,479.43       219,25       456.68       254.62       606.35       406.95       10,197.06       205.08       456.68       524.62       606.35       406.69       13,369.27	Impairment		35.25	' '		1		1		1		35.25
5 40.81 - 2,323.99 4,882.54 331.83 325.07 554.39 248.62 456.63 2,725.30 6,160.68 13,479.43 8,604.93 219.25 434.77 532.97 358.47 432.62 1,071.42 6,605.49 15,731.39 10,197.06 205.08 456.68 524.62 606.35 440.69 1,369.27	Disposals		(0.21)	(17.14)		ı		ı	(17.30)	(35.72)	I	(70.37)
5 - 2,323.99 4,882.54 331.83 325.07 554.39 248.62 456.63 2,725.30 6,160.68 13,479.43 8,604.93 219.25 434.77 532.97 358.47 432.62 1,071.42 6,605.49 15,731.39 10,197.06 205.08 456.68 524.62 606.35 440.69 1,369.27	Exchange fluctuations		1.35	40.81		-				53.37		95.53
6,160.68 13,479.43 8,604.93 219.25 434.77 532.97 358.47 432.62 1,071.42 6,605.49 15,731.39 10,197.06 205.08 456.68 524.62 606.35 440.69 1,369.27	Closing balance as at March 31, 2025	1	2,323.99	4,882.54	331.83	325.07	554.39	248.62	456.63	2,725.30	376.94	12,225.31
6,160.68 13,479.43 8,604,93 219.25 434,77 532.97 358.47 432.62 1,071.42 6,605.49 15,731.39 10,197.06 205.08 456.68 524,62 606.35 440.69 1,369.27	NET BLOCK											
6,605.49 15,731.39 10,197.06 205.08 456.68 524.62 606.35 440.69 1,369.27	Carrying value as at March 31, 2024	6,160.68	13,479.43	8,604.93	219.25	434.77	532.97	358.47	432.62	1,071.42	172.68	172.68 31,467.22
	Carrying value as at March 31, 2025	6,605.49		10,197.06	205.08	456.68	524.62	606.35	440.69	1,369.27	164.89	36,301.52

# Footnotes:

- The title deeds of freehold land are held in the name of the company. Title Deeds in respect of buildings on immoveable property which are constructed on company's freehold/leasehold land is based on documents constituting evidence of legal ownership.
- The amount of borrowing cost capitalised during the year ended March 31, 2025: ₹88.31 lakhs (Previous year ₹44.54 lakhs). ≘
- Impairment is related to a building which is planned to demolish. (iii)





As at March 31, 2025

#### Note 2 (b): Right of use asset

				₹ in Lakhs
Particulars	Land	Buildings	Property, Plant and Equipment	Total
GROSS BLOCK				
Opening balance as at April 1, 2023	912.42	424.00	594.35	1,930.77
Additions / adjustments	-	-	234.59	234.59
Additions on Acquisition	-	1,920.99	_	1,920.99
Disposals / adjustments	-	-	(94.94)	(94.94)
Exchange fluctuations	-	2.89	4.99	7.88
Closing balance as at March 31, 2024	912.42	2,347.88	738.99	3,999.29
Additions / adjustments	-	352.74	338.77	691.51
Disposals / adjustments	(153.75)	69.84	(296.95)	(380.86)
Exchange fluctuations	-	9.97	16.29	26.26
Closing balance as at March 31, 2025	758.67	2,780.43	797.10	4,336.20
ACCUMULATED AMORTISATION				-
Opening balance as at April 1, 2023	143.72	91.05	289.85	524.62
Amortisation for the year	64.48	149.39	179.19	393.06
Additions on Acquisition	-	162.11	-	162.11
Disposals / adjustments	-	-	(93.45)	(93.45)
Exchange fluctuations	-	0.91	3.72	4.63
Closing balance as at March 31, 2024	208.20	403.46	379.31	990.97
Amortisation for the year	64.29	318.48	211.96	594.73
Disposals / adjustments	(153.75)	-	(287.92)	(441.67)
Exchange fluctuations	-	3.82	11.60	15.42
Closing balance as at March 31, 2025	118.74	725.76	314.95	1,159.45
NET BLOCK				
Carrying value as at March 31, 2024	704.22	1,944.42	359.68	3,008.32
Carrying value as at March 31, 2025	639.93	2,054.67	482.15	3,176.75

#### Note 2 (c): Capital work-in-progress

	₹ in Lakhs
Particulars	Total
Carrying value as at March 31, 2023	290.53
Additions	3,249.04
Capitalisations	(1,597.18)
Exchange fluctuations	0.67
Carrying value as at March 31, 2024	1,943.06
Additions	4,370.40
Capitalisations	(5,821.51)
Exchange fluctuations	8.33
Carrying value as at March 31, 2025	500.28



As at March 31, 2025

#### Capital work-in-Progress ageing schedule

₹ in Lakhs

Capital Work-in-Progress	Amount in	Capital Work-in-	Progress for a	period of	Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	500.28	-	-	-	500.28
	(1,825.25)	(117.81)	-	_	(1,943.06)
Projects temporarily suspended	-	-	-	-	-
	-	-	_	-	-

#### Footnotes:

- (i) Previous year's figures are in bracket.
- (ii) There were no material projects which have exceeded their original planned cost and timelines.

#### Note 2 (d): Investment property

₹ in Lakhs **Particulars** Buildings **GROSS BLOCK** Opening balance as at April 1, 2023 153.17 Additions Disposals Closing balance as at March 31, 2024 153.17 Additions 251.00 Disposals Closing balance as at March 31, 2025 404.17 **ACCUMULATED DEPRECIATION** 16.00 Opening balance as at April 1, 2023 Depreciation for the year 4.86 Disposals Closing balance as at March 31, 2024 20.86 Depreciation for the year 10.79 Adjustment 3.96 Disposals Closing balance as at March 31, 2025 35.61 **NET BLOCK** Carrying value as at March 31, 2024 132.31 Carrying value as at March 31, 2025 368.56

#### Footnotes:

- (i) The amount of rental income from the investment property during the year ended March 31, 2025: ₹ 18.72 lakhs (Previous Year ₹ 18.72 lakhs)
- (ii) The Company has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements. There is no restrictions on the realisability of investment properties or the remittance of income and proceeds of disposal on the Company.
- (iii) The fair value of investment property as on March 31, 2025 has been determined by external independent registered valuers as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued.





As at March 31, 2025

- (iv) The fair value measurement for all the investments properties has been categorised as Level 2 based on the inputs to the valuation technique used. Considering the type of the assets, "Market approach" to estimate the fair value of the subject properties is adopted.
- (v) The fair value of investment property as at March 31, 2025: ₹ 142.00 lakhs (Previous year ₹ 121.90 lakhs)

#### Note 2 (e): Goodwill on consolidation

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Opening carrying value	4,034.69	51.30
Addition on acquisition (Refer note 32 p)	-	3,983.04
Exchange fluctuations	1.20	0.35
Closing carrying value	4,035.89	4,034.69

#### Note 2 (f): Other intangible assets

					\ III Lakiis
Particulars	Computer Software	Brand value	Customer Network and relationship	Technical Know - how	Total
GROSS BLOCK					
Opening balance as at April 1, 2023	386.50	-	-	586.25	972.75
Additions	28.38	-	-	-	28.38
Additions on Acquisition (Refer note 32 p)		1,197.00	5,656.00	8,372.00	15,225.00
Disposals		-	-	_	-
Exchange Fluctuations	2.12	-	_	_	2.12
Closing balance as at March 31, 2024	417.00	1,197.00	5,656.00	8,958.25	16,228.25
Additions	64.17	-	-	-	64.17
Disposals	***************************************	-	_	_	-
Exchange Fluctuations	5.19	-	_	-	5.19
Closing balance as at March 31, 2025	486.36	1,197.00	5,656.00	8,958.25	16,297.61
ACCUMULATED AMORTISATION					
Opening balance as at April 1, 2023	287.35	-	-	358.88	646.23
Amortisation for the year (Refer note 32 p)	51.10	-	-	56.90	108.00
Disposals	_	-	_	_	-
Exchange Fluctuations	1.99	-	_	-	1.99
Closing balance as at March 31, 2024	340.44	-	-	415.78	756.22
Amortisation for the year	53.72	-		56.74	110.46
Disposals	_	-	_	-	-
Exchange Fluctuations	4.82	-	-	_	4.82
Closing balance as at March 31, 2025	398.98	-	-	472.52	871.50
NET BLOCK					
Carrying value as at March 31, 2024	76.56	1,197.00	5,656.00	8,542.47	15,472.03
Carrying value as at March 31, 2025	87.38	1,197.00	5,656.00	8,485.73	15,426.11



As at March 31, 2025

Note 3
Other financial assets (Secured, considered good)

₹ in Lakhs

Particulars	Non-C	urrent	Curr	ent
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
At amortised cost				
Security deposits	578.01	216.90	9.06	2.98
Bank deposits with more than 12 months maturity (under lien)	1,807.32	283.27	-	-
Others:				
Interest accrued on loans and deposits	-	-	16.01	39.09
Income receivable	- [	-	26.08	87.52
Balance with Government authorities	- [	-	361.24	111.20
Export benefit receivable (Duty drawback)	-	-	13.56	2.52
At fair value through profit or loss (FVTPL)				
Derivative Asset	- [	-	95.79	30.81
Total	2,385.33	500.17	521.74	274.12

#### Note 4 Deferred tax Assets - (Net)

₹ in Lakhs

Particulars	Non-Cu	ırrent
	As at March 31, 2025	As at March 31, 2024
Deferred tax assets	1,015.63	11.01
Deferred tax liabilities	(480.63)	-
Total	535.00	11.01

Particulars	As at March 31, 2024	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2025
Deferred tax assets/(liabilities) in relation to:				
Depreciation and amortisation	-	(42.69)	-	(42.69)
Right-of-use assets	-	(437.94)	-	(437.94)
Lease liability	-	518.53		518.53
Provision for gratuity	-	11.88	-	11.88
Provision for Leave encashment	-	17.16	-	17.16
Unabsorbed depreciation	_	444.53	-	444.53
Allowance for doubtful debts and advances	11.01	(6.77)	-	4.24
Business loss	_	19.29	-	19.29
	11.01	523.99	-	535.00







As at March 31, 2025

₹	ın	La	K	r
₹	ın	La	K	r

Particulars	As at March 31, 2024	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2025
Deferred tax assets/(liabilities) in relation to:		Assets	Liabilities	Net
Depreciation and amortisation		-	(42.69)	(42.69)
Right-of-use assets		-	(437.94)	(437.94)
Lease liability		518.53	-	518.53
Provision for gratuity		11.88	-	11.88
Provision for Leave encashment		17.16	-	17.16
Unabsorbed depreciation		444.53	-	444.53
Allowance for doubtful debts and advances		4.24	-	4.24
Business loss		19.29	-	19.29
	-	1,015.63	(480.63)	535.00

				·
Particulars	As at March 31, 2023	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2024
Deferred tax assets/(liabilities) in relation to:				
Allowance for doubtful debts and advances	-	11.01	-	11.01
Business loss	-	-	-	-
	-	11.01	-	11.01
Deferred tax assets/(liabilities) in relation to:	_	Assets	Liabilities	Net
Allowance for doubtful debts and advances	=	11.01	-	11.01
Business loss	_	-	-	-
	-	11.01	-	11.01



As at March 31, 2025

# Note 5 Other assets (Unsecured, considered good unless otherwise stated)

₹ in Lakhs

Particulars	Non-C	urrent	Current		
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	
Capital advances	187.18	251.71	-	-	
Advances to employees	-	=	17.90	47.45	
Advances to suppliers	-	=	1,295.70	1,170.34	
Considered doubtful	-	-	9.82	11.02	
Less:-Provision for doubtful advances	-	-	(9.82)	(11.02)	
Sub Total	187.18	251.71	1,313.60	1,217.79	
Others					
Balance with Government authorities	-	-	1,469.90	107.20	
Prepaid expenses	0.18	0.18	766.75	716.29	
Others	-	-	113.89	160.66	
Sub Total	0.18	0.18	2,350.54	984.15	
Total	187.36	251.89	3,664.14	2,201.94	

#### Note 6 Inventories (at lower of cost & net realizable value)

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Raw materials	16,645.06	16,097.51
Work-in-progress	17,584.19	12,857.64
Finished goods	1,795.16	1,379.75
Stores and spares	925.54	880.00
Total	36,949.95	31,214.90

#### Footnotes:

(i) Inventories includes goods in transit:

Particulars	As at March 31, 2025	As at March 31, 2024
- Raw materials	8.34	70.36
- Finished goods	369.17	319.87

- (ii) The cost of inventories expensed during the year includes ₹ 547.48 Lakhs (Previous Year ₹ 469.93 Lakhs) in respect of write-down of inventories to net realisable value.
- (iii) Inventories have been offered as security against the working capital facilities provided by the bank.
- (iv) The cost of inventories recognised as expense during the year in respect of continuing operations is ₹ 47,616.37 Lakhs (Previous year ₹ 46,750.86 Lakhs)







As at March 31, 2025

# Note 7 Trade receivables

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables		
Unsecured, considered good [refer footnote (a)]	18,490.26	23,718.02
Credit impaired	150.79	75.98
Less: Impairment provision on expected credit loss model	(150.79)	(75.98)
Total	18,490.26	23,718.02

#### Footnotes:

(i) The movement in change in allowance for expected credit loss and credit impairment

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at beginning of the year	75.98	63.67
Provision during the year	81.84	94.20
Reversal during the year	(7.03)	(81.89)
Balance as at the end of the year	150.79	75.98

- (ii) of the above, trade receivable due from related party ₹ 32.35 lakhs (Previous Year ₹ 440.82 lakhs ) (refer note no. 32 f)
- (iii) The Group has used a practical expedient for computing expected credit loss allowance for trade receivables, taking into account historical credit loss experience and future foreseeable credit loss and accordingly, provisions are made for expected credit loss for amounts due from customers where necessary.
- (iv) Trade receivables have been offered as security against working capital facilities provided by the bank (refer Note No. 14).

#### Trade receivables ageing schedule

₹ in Lakhs

Particulars	Not due	Outstanding for following periods from due date of payment					Total
	_	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
Undisputed – considered good	9,924.77	7,381.68	510.29	654.31	19.21	-	18,490.26
	(12,225.75)	(9,815.70)	(1,306.70)	(354.66)	(15.21)	-	(23,718.02)
Undisputed - considered significant	_	6.08	2.57	34.44	79.69	28.01	150.79
increase in credit risk	_	(11.28)	-	(17.12)	(47.58)	-	(75.98)
Less: Allowance for expected credit	_	6.08	2.57	34.44	79.69	28.01	150.79
loss	_	(11.28)	-	(17.12)	(47.58)	-	(75.98)
Total	9,924.77	7,381.68	510.29	654.31	19.21	-	18,490.26
	(12,225.75)	(9,815.70)	(1,306.70)	(354.66)	(15.21)	-	(23,718.02)

#### Footnote:

(i) Previous year's figures are in bracket.



As at March 31, 2025

#### Note 8

#### Cash and cash equivalents (As per cash flow statement)

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
- In current accounts	2,740.52	2,980.35
- Term deposits with original maturity of less than three months	1,213.97	344.68
Cash on hand	4.64	3.55
Total	3,959.13	3,328.58

#### Note 9

#### Bank balances other than cash and cash equivalents

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Margin money deposits with bank (Under lien)	1,118.77	1,092.18
Unclaimed dividend account	137.80	126.15
Total	1,256.57	1,218.33

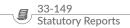
#### Note 10 Loans

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Loans to employees	39.56	23.91
Total	39.56	23.91

# Note 11 Equity share capital

Particulars	As at March 31, 2025		As at March 31, 2024		
	Number	Amount	Number	Amount	
Authorised share capital					
Equity share of ₹ 2/- each [Previous year ₹ 2/- each]	9,00,00,000	1,800.00	9,00,00,000	1,800.00	
Preference shares of ₹ 10/- each [Previous year ₹ 10/- each]	26,00,000	260.00	26,00,000	260.00	
Issued, subscribed and fully paid up					
Equity share of ₹ 2/- each (Previous year ₹ 2/- each)	6,82,65,480	1,365.31	6,82,65,480	1,365.31	
Reconciliation of number of equity share outstanding					
Balance at the beginning of the year	6,82,65,480	1,365.31	6,82,65,480	1,365.31	
Balance at the end of the reporting year	6,82,65,480	1,365.31	6,82,65,480	1,365.31	





As at March 31, 2025

#### Footnotes:

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

- (i) The Holding Company has issued only one class of equity share having par value of ₹ 2/- per share (Previous year ₹ 2/- per share). Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets of the Company after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (ii) The Holding Company has proposed final dividend aggregating to ₹750.92 lakhs (₹1.10 per share) during the FY 2024-25 [Previous year ₹750.92 lakhs (₹1.10 per share)]
- (iii) The details of shareholders holding more than 5.00% shares:

Name of the shareholder	As at Marc	h 31, 2025	As at March 31, 2024		
	No.	%	No.	%	
Himanshu Khushalbhai Patel	1,69,93,535	24.89%	1,69,78,535	24.87%	
Nilesh Khushalbhai Patel	1,72,06,114	25.20%	1,71,86,114	25.18%	
Harsh Himanshu Patel	88,57,761	12.98%	88,32,173	12.94%	

#### Footnote:

The increase in shareholding is on account of open market share purchase. The shares purchase transaction was entered on March 28, 2025 and the trade settlement was held on April 02, 2025.

#### (iv) The details of the shares held by promoters:

Promoter name	As	As at March 31, 2025			As at March 31, 2024		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year	
Promoter							
Himanshu Khushalbhai Patel	1,69,93,535	24.89%	0.09%	1,69,78,535	24.87%	_	
Nilesh Khushalbhai Patel	1,72,06,114	25.20%	0.12%	1,71,86,114	25.18%	-	
Harsh Himanshu Patel	88,57,761	12.98%	0.29%	88,32,173	12.94%	-	
Aalap Nilesh Patel	9,44,165	1.38%	-	9,44,165	1.38%	-	
Promoter Group					•		
Priti Himanshubhai Patel	46,350	0.07%	-	46,350	0.07%	-	
Kishoriben Nilesh Patel	81,110	0.12%	-	81,110	0.12%	-	
Swara Rajeev Patel	14,60,025	2.14%	-	14,60,025	2.14%	-	
	4,55,89,060	66.78%		4,55,28,472	66.69%		



As at March 31, 2025

#### Note 12 Other equity

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Securities premium	9,892.75	9,892.75
(ii) General reserve	9,290.05	8,540.05
(iii) Capital reserve	7,037.27	7,037.27
(iv) Retained earnings	15,508.93	12,375.99
(v) Remeasurements of defined benefit plans	218.55	260.49
(vi) Capital redemption reserve	187.52	150.00
(vii) Foreign currency translation reserve	1,146.29	774.23
(viii) Equity component of compound financial interest	1,284.05	1,246.53
(ix) Preference share capital	-	37.52
Total other equity	44,565.41	40,314.83

#### Note 13 Non controlling interest

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Share of Non controlling Interest	9497.75	7990.21
Total non controlling interest	9,497.75	7,990.21

#### The movement in other equity is as follows:

₹ in Lakhs

(i) Securities premium	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	9,892.75	9,892.75
Movement during the year	-	-
Balance at the end of the year	9,892.75	9,892.75

₹ in Lakhs

(ii) General reserve	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	8,540.05	7,540.05
Transferred from retained earning	750.00	1,000.00
Balance at the end of the year	9,290.05	8,540.05

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(iii) Capital reserve	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1.52	1.52
Movement during the year	7,035.75	-
Balance at the end of the year	7,037.27	1.52







As at March 31, 2025

(iv) Retained earnings	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	12,375.99	11,491.00
Transfer to capital redemption reserve	(37.52)	(37.50)
Profit for the year	4,671.38	2,968.71
Dividend	(750.92)	(750.92)
Transfer to general reserve	(750.00)	(1,000.00)
Impact on acquisition of Kinam Engineering Industries Private Limited	-	(295.30)
Balance at the end of the year	15,508.93	12,375.99

#### ₹ in Lakhs

(v) Remeasurements of defined benefit plans	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	260.49	310.43
Other comprehensive income/(loss) for the year (net of tax)	(41.94)	(49.94)
Balance at the end of the year	218.55	260.49

#### ₹ in Lakhs

(vi) Capital redemption reserve	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	150.00	112.50
Transferred from retained earning	37.52	37.50
Balance at the end of the year	187.52	150.00

#### ₹ in Lakhs

(vii) Foreign currency translation reserve	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	774.23	672.02
Other comprehensive income/(loss) for the year (net of tax)	372.06	102.21
Balance at the end of the year	1,146.29	774.23

(viii) Equity component of compound financial interest	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1,246.53	1,209.03
Other adjustment	37.52	37.50
Balance at the end of the year	1,284.05	1,246.53



As at March 31, 2025

₹ in Lakhs

(ix) Preference share capital	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	37.52	75.02
Other adjustment	(37.52)	(37.50)
Balance at the end of the year	-	37.52

₹ in Lakhs

(x) Non controlling interest	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	7,990.21	13.26
Profit for the year	1,505.36	1,120.15
Other comprehensive income/(loss) for the year (net of tax)	(11.26)	(13.88)
(Withdrawal)/Contribution	13.44	(9.29)
On acquisition of Kinam Engineering Industries Private Limited	-	6,879.97
Balance at the end of the year	9,497.75	7,990.21

#### Nature and purpose of each component of equity

### (i) Securities premium

Amounts received in excess of par value on issue of shares is classified as securities premium.

### (ii) General reserve

General Reserve represents accumulated profits and is created by transfer of profits from Retained Earnings and it is not an item of other comprehensive Income and the same shall not be subsequently reclassified to statement of profit and loss.

### (iii) Capital reserve

Amount pertaining to forfeiture of shares

### (iv) Retained earnings

Accumulated balance of total comprehensive income for the year

### (v) Remeasurements of defined benefit plans

Gains / Losses arising on remeasurements of defined benefit plans are recognized in the other comprehensive Income as per IND AS-19 and shall not be reclassified to the statement of profit or loss in the subsequent years.

### (vi) Capital redemption reserve

Capital redemption reserve is created by the Holding Company for redemption of preference share from its profits.

### (vii) Foreign currency translation reserve

The Foreign currency translation reserve represents all exchange differences arising from translation of Financial Statements of foreign operations.

#### (viii) Equity component of compound financial interest

The component parts of compound financial instruments issued by the Holding Company are classified as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of financial liability and equity instrument. Financial Liabilities are recognised at fair value net of directly attributable transaction costs and subsequently measured at amortised cost using effective interest method.

#### (ix) Preference share capital

Current year Nil (Previous year 18,75,152 Nos.) 9.50% redeemable preference shares of ₹ Nil (Previous year ₹ 2/- each)







As at March 31, 2025

## Note 14 Borrowings

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
NON CURRENT		
Secured (At amortized cost)	*****	
Term loans	•	
- From banks and financial institutions	10,790.01	14,555.04
- Interest accrued on term loan	135.84	115.71
Sub - Total	10,925.85	14,670.75
CURRENT		
Secured (At amortized cost)	*****	
Current maturities of long-term debt	5,833.36	4,011.66
Loans repayable on demand	•	
- From banks and financial institutions	16,618.73	15,806.56
Preference share liability (At amortised cost)		
Nil (Previous year 18,75,152) 9.50% redeemable preference shares of ₹ Nil (Previous year ₹ 2/each)	-	755.12
Unsecured (At amortized cost)	*****	
Loan from directors (refer note no.32 f)	1,610.65	503.14
Loan from relatives of directors (refer note no.32 f)	-	477.88
Interest accrued on unsecured loan (refer note no.32 f)	-	21.69
Sub - Total	24,062.74	21,576.05
Total	34,988.59	36,246.80

#### **Non-Current Borrowings**

- 1) TermLoan(s)fromBajajFinanceLimitedaresecuredbymortgageofcertainimmovableproperty(ies)ownedbythePromoters.TheTerm Loans are repayable in 76 and 79 quarterly instalments commencing from November, 2017 and May, 2018 respectively and carries an interest of 11.70% p.a. (March 31, 2024: 11.70% p.a.) payable monthly. This term loan is repaid in full and closed during the year 2024-25. During the year the Company has availed a fresh term loan from Bajaj Finance Limited, which is secured by first pari passu charge on the entire present and future movable and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets of Company. The Term Loan is repayable in 66 equal monthly instalments commencing from October 2025 and carries an interest of 9.25 % p.a. (March 31, 2024: Nil) payable monthly.
- 2) Term Loan from HDFC Bank Limited is secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loan is repayable in 63 unequal monthly instalments commencing from November 2022 and carries an interest of 9.59% p.a. (March 31, 2024: 9.90% p.a.) payable monthly.



### As at March 31, 2025

- 3) Term Loan from Citibank N.A. is secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loan is repayable in 16 equal quarterly instalments commencing from June, 2022 and October, 2022 and carries an interest of 11.68% p.a. (March 31, 2024: 11.68% p.a) payable monthly.
- 4) Term Loan (foreign currency loan) from Citibank N.A. is secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loan is repayable in 16 equal quarterly instalments commencing from March, 2023 and carries an interest of 8.30% p.a. (March 31, 2024: 8.30% p.a.) payable monthly.
- 5) Term Loan(s) from State Bank of India are secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loans are repayable in 48 equal monthly instalments commencing from October, 2019 respectively and carries an interest of 9.80% p.a. (March 31, 2024: 9.80% p.a.) payable monthly. This term loan is repaid in full and closed during the financial year 2024-25.
- 6) Term Loan from ICICI Bank is secured by first pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets viz. stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company. The Term Loan is repayable in 48 equal monthly instalments commencing from March 2024 and carries an interest of 9.37% p.a. (March 31, 2024: 9.37%) payable monthly.
- 7) Term Loan from Axis Finance Limited is secured by first pari passu charge on the entire present and future movable and immovable fixed assets of the Company and second pari passu charge on the entire present and future current assets of Company. The Term Loan is repayable in 53 equal monthly instalments commencing from October 2024 and carries an interest of 10.15% p.a. (March 31, 2024: 10.05% p.a.) payable monthly.
- 8) Vehicle Loans availed from HDFC Bank are secured by hypothecation of respective vehicles taken on loan. Each loan is repayable in equal monthly instalments from the month subsequent to the disbursement of the loan. Interest is payable on monthly basis and ranges from 6.25% p.a to 10.00% p.a. (March 31, 2024: 6.25% p.a to 10.00% p.a.)

#### **Current Borrowings**

- 1) Working capital facilities including packing credit and foreign bill discounting from HDFC Bank Limited are secured by first pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company. The rate of interest for cash credit is 8.43% p.a. (March 31, 2024: 9.00% p.a.) and for other facilities is SOFR plus 250 bps [March 31, 2024: SOFR plus 250 bps].
- 2) Working capital facilities including packing credit and foreign bill discounting from Citibank N.A. are secured by first pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company. The rate of interest for cash credit is 10.00% p.a. (March 31, 2024: 10.00% p.a.)







As at March 31, 2025

- 3) Working capital facilities including packing credit and foreign bill discounting from ICICI Bank Limited are secured by first pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company. The rate of interest for cash credit is 9.25% p.a. (March 31, 2024: 9.28% p.a.)
- 4) Working capital loan facilities including packing credit and foreign bill discounting from State Bank of India are secured by secured first pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future movable (plant and machinery) and immovable fixed assets of the Company. The rate of Interest for cash credit is 9.35% p.a. (March 31, 2024: 9.35% p.a.). This facility is repaid and closed during the financial year 2024-25.
- 5) Purchase Bill Discounting/ Short Term Revolving Loan facility from Bajaj Finance Limited are secured by mortgage of certain immovable property owned by the Promoters and carries an interest of 8.70% p.a. (March 31, 2024: 9.35% p.a.) payable monthly.
- 6) The quarterly statement of stock and book debt filed by the Company with the banks are in agreement with the books of account with no material discrepancies.
- 7) Working capital facilities from YES Bank Limited are secured by pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future fixed assets of the Company. Collateral security over (i) Equitable mortgage of self occupied residential property situated at Flat no. B 804/803, 8 Floor, Dosti Elite CHS Ltd, land bearing no.404/6,404 A/6, Village Sion Division, Road no.29, Next to Sion Telephone exchange, Sion East, Mumbai 400002 Owned by Mr. Mehul Mehta and Mrs. Jyotsna Mehta. (ii) Office no.209, Champaklal Industrial Estate, Near Sion Telephone Exchange, Sion East, Mumbai-400022. (iii) Unit No. 809, 8 Floor, NCP Commercial Tower Supremus, New Cuffe Parade, Mumbai.

The rate of interest for cash credit is 9.60% p.a. (3.10% spread over & above EBLR).

8) Working capital facilities from State Bank of India are primarily secured by pari-passu hypothecation charge over stocks, raw material, semi finished goods, finished goods, receivables and other current assets of Company. Collateral security over residential property i.e. flat no. 3803, 38 floor, Tower B, Beaumonte, CTS No. 6 (part), Sion circle, Sion, Mumbai. Personal guarantee of Mr. Kirit Mehta and Mr. Mehul Mehta has been given as third party guarantee.

The rate of interest for cash credit is 11.15% p.a. (2.50% spread over & above EBLR).

9) Working capital facilities including Bank Gurantee and Cash Credits from HDFC Bank Limited are secured by pari passu charge on the entire present and future current assets viz. Stocks of raw material, stock in process, finished goods, consumable stores and spares and book debts of the Company and second pari passu charge on the entire present and future fixed assets of the Company. Collateral security over Plot No. A-1 and A/3, old survey no. 140-A, new survey number 449, village Nadod, Taluka Jalalpore, District Navsari. Personal guarantee of Mr. Harsh Patel has been given as third party guarantee.

The rate of interest for cash credit is 8.75% p.a. (2.50% spread over & above EBLR).

- 10) Working capital facilities including Bank Gurantee and Cash Credits from ICICI Bank Limited are primarily secured by pari-passu hypothecation charge over stocks, raw material, semi finished goods, finished goods, receivables and other current assets of Company. Collateral security over Plot No. A-1 and A/3, old survey no. 140-A, new survey number 449, village Nadod, Taluka Jalalpore, District Navsari. Personal guarantee of Mr. Harsh Patel has been given as third party guarantee.
  - The rate of interest for cash credit is 9.00% p.a. (2.50% spread over & above EBLR).
- 11) The unsecured loan taken from directors & shareholders are repayable on demand and carries interest rate of 10.00% p.a.



## As at March 31, 2025

12) The quarterly statement of stock and book debtors filed by the Company with the banks are in agreement with the books of account and there are no material discrepancies.

List of immovable properties of the Company is as under:

- (i) Plot No A/6, R.S. No 153, New Block No 140, Maroli to Ubhrat Road, Village Nanod, Maroli, Navsari.
- (ii) Plot No 200, Village Nadod, Navsari, Block B-3, Navsari.
- (iii) Block No. 200 Paiky, Plot No. B/1/4, Maroli to Ubhrat Road, Village Nanod, Maroli, Navsari.
- (iv) Survey No-183/P1, Village Naroli, Silvassa.
- (v) Plot No. H 106, R S No. 1425/P, 1435/P, 1431/P, 1416/P and 1424/P, Vitthal Udyognagar Industrial Area, Village Mogri, Taluka Anand, District Kheda.
- (vi) Plot No. I 107, 107/A and I-105, Revenue Survey No. 808/P, 809/P, 811/P, R S No. 426/P, 1427/P, 1428/P, 1429/P and 1430/P, Village Mogri, Taluka Anand, District Kheda.

# Note 15 Other financial liabilities (At Amortised cost)

₹ in Lakhs

Particulars	Non-C	Non-Current		rent
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unclaimed dividends	-	-	137.80	126.15
Others:				
Security deposit	3.80	0.75	4.60	0.60
Employee related payable	-	_	1,601.05	1,446.11
Retention money	-	-	-	_
Capital creditors	734.32	1,490.93	705.83	753.43
Total	738.12	1,491.68	2,449.28	2,326.29

### Footnote:

Unclaimed dividend includes no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company except for ₹ 20.89 lakhs (Previous year ₹ 10.94 lakhs), wherein legal disputes with regards to ownership have remained unresolved.







As at March 31, 2025

## Note 16 Provisions

₹ in Lakhs

Particulars	Non-Current		Curi	ent
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits				
Gratuity	-		279.63	218.13
Leave benefits	162.74	157.88	39.64	37.96
Partial retirement	221.72	287.92	-	-
Other benefits	71.96	67.19	-	-
Pension	553.68	585.24	-	-
Provision for unexpired warranty	170.80	127.66	309.70	302.37
Provision for Fire protection	230.81	852.13		-
Other	4.62	4.51	1,329.23	447.03
Total	1,416.33	2,082.53	1,958.20	1,005.49

### Movement of provision for unexpired warranty

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	430.03	514.57
Additions on Acquisition	-	3.95
Add: Additional provision made during the year	330.21	162.64
Less: Provision amount used during the year	(279.74)	(251.13)
Closing balance	480.50	430.03

## Movement of provision for employee benefits

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	1,354.32	1,149.99
Additions on Acquisition	-	16.65
Add: Addition during the year	393.92	396.78
Less: Provision amount used during the year	(418.87)	(209.10)
Closing balance	1,329.37	1,354.32



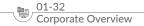
As at March 31, 2025

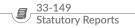
## Note 17 Deferred tax liabilities - (Net)

₹ in Lakhs

	Non-Current		
Particulars	As at March 31, 2025	As at March 31, 2024	
Deferred tax liabilities	1,973.39	2,161.94	
Deferred tax assets	(639.19)	(988.61)	
Total	1,334.20	1,173.33	

Particulars	As at March 31, 2024	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2025
Deferred tax assets/(liabilities) in relation to:				
Provision for gratuity	54.89	3.61	-	58.50
Provision for Leave encashment	49.29	(15.52)	-	33.77
Depreciation and amortisation	(1,226.12)	(52.45)	-	(1,278.57)
Right-of-use assets	(680.39)	388.02	-	(292.37)
Lease liability	725.32	(421.52)	-	303.80
Mark to market gains on mutual funds and derivative	(7.75)	(16.36)	-	(24.11)
Provision and current liabilities	138.09	67.75	=	205.84
Contract assets / contract liabilities	(247.68)	(130.66)	-	(378.34)
Allowance for doubtful debts and advances	19.06	16.06	-	35.12
Business loss	1.96	0.20	-	2.16
	(1,173.33)	(160.87)	-	(1,334.20)
Deferred tax assets/(liabilities) in relation to:		Assets	Liabilities	Net
Provision for gratuity		58.50	-	58.50
Provision for Leave encashment		33.77	=	33.77
Depreciation and amortisation	•	-	(1,278.57)	(1,278.57)
Right-of-use assets	-	_	(292.37)	(292.37)
Lease liability		303.80	=	303.80
Mark to market gains on mutual funds and derivative	•	-	(24.11)	(24.11)
Provision and current liabilities		205.84	=	205.84
Contract assets / contract liabilities		_	(378.34)	(378.34)
Allowance for doubtful debts and advances		35.12	-	35.12
Business loss	-	2.16	-	2.16
		639.19	(1,973.39)	(1,334.20)







As at March 31, 2025

				₹ in Lakhs
Particulars	As at March 31, 2023	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2024
Deferred tax assets/(liabilities) in relation to:				
Provision for gratuity	116.36	(61.47)	_	54.89
Provision for Leave encashment	1.04	48.25	_	49.29
Depreciation and amortisation	(1,227.51)	1.39	_	(1,226.12)
Right-of-use assets	(61.56)	(618.83)	_	(680.39)
Lease liability	63.85	661.47	_	725.32
Mark to market gains on mutual funds and derivative	(144.48)	136.73	-	(7.75)
Provision and current liabilities	34.45	103.64	_	138.09
Contract assets / contract liabilities	(383.39)	135.71	_	(247.68)
Allowance for doubtful debts and advances	11.74	7.32	-	19.06
Business loss	(13.45)	15.41	_	1.96
	(1,602.95)	429.62	-	(1,173.33)
Deferred tax assets/(liabilities) in relation to:		Assets	Liabilities	Net
Provision for gratuity		54.89	-	54.89
Provision for Leave encashment		49.29	_	49.29
Depreciation and amortisation		_	(1,226.12)	(1,226.12)
Right-of-use assets	•	_	(680.39)	(680.39)
Lease liability		725.32	-	725.32
Mark to market gains on mutual funds and derivative		_	(7.75)	(7.75)
Provision and current liabilities	•	138.09	-	138.09
Contract assets / contract liabilities		-	(247.68)	(247.68)
Allowance for doubtful debts and advances		19.06	-	19.06
Business loss		1.96	-	1.96
		988.61	(2,161.94)	(1,173.33)

## Note 18 Other liabilities

₹ in Lakhs

Particulars	Non-Current		Curi	rent
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
	Iviai Cii 31, 2023	March 51, 2024	March 31, 2023	March 51, 2024
Contract liability (Advance from customers)	-	-	15,438.64	10,746.34
Statutory dues	-	-	505.21	868.67
Liabilities for expenses	-	-	579.24	550.52
Unamortised Government grant	4.86	8.59	-	38.47
Other	0.10	-	86.55	72.98
Total	4.96	8.59	16,609.64	12,276.98

During the year ended March 31, 2025, the company has recognised revenue of ₹ 11,827.8 lakhs (Previous Year ₹ 11,667.61 lakhs) arising from opening unearned revenue (contract liabilities).



As at March 31, 2025

### Movement of contract liabilities is as under;

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
As at beginning of the year	10,746.34	9,133.41
Recognised as revenue from contracts with customers	11,827.80	11,667.61
Advance returned back to customer	-	-
Advance from customers received during the year	16,520.10	13,280.54
Balance at the close of the year	15,438.64	10,746.34

## Note 19 Trade payables

₹ in Lakhs

	Curr	Current		
Particulars	As at March 31, 2025	As at March 31, 2024		
Outstanding dues of micro enterprises and small enterprises	551.53	1,126.42		
Outstanding dues of creditors other than micro enterprises and small enterprises	10,331.12	9,934.38		
Total	10,882.65	11,060.80		
Of the above;				
- Acceptances	655.66	421.17		
- Payable to related party ₹ 58.19 Lakhs (Previous year ₹ 6.63 Lakhs) (Refer note 32 f)				

## Trade payables ageing schedule

₹ in Lakhs

Particulars	Not due	Outstan	ding for followir	ng periods from	due date of pay	ment
	_	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	369.64	181.89	-	-	-	551.53
	(848.67)	(277.75)	-	-	-	(1,126.42)
(ii) Others	6,346.29	3,956.03	12.35	10.35	6.10	10,331.12
	(6,269.84)	(3,579.88)	(61.94)	(14.46)	(8.26)	(9,934.38)
(iii) Disputed dues – MSME	-	-	-	-	_	_
	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	_	-	_	_
	_	-	_	-	_	_
Total	6,715.93	4,137.92	12.35	10.35	(2.16)	10,882.65
	(7,118.51)	(3,857.63)	(61.94)	(14.46)	(8.26)	(11,060.80)

### Footnote:

(i) Previous year's figures are in bracket.







As at March 31, 2025

# Note 20 Revenue from operations

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from operations		
Sale of goods (refer footnote)	94,162.17	89,596.48
Sale of services	8,066.72	6,587.82
Other operating revenues:		
- Scrap sales	529.60	607.59
- Miscellaneous	0.19	0.13
Total	1,02,758.68	96,792.02

### Footnotes:

(i) Reconciliation of revenue from sale of goods with the contracted price is as follows:

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Gross sales (Contracted price)	94,229.44	89,692.63
Reductions towards variable consideration (Discounts & delayed delivery charges)	67.27	96.15
Revenue recognised	94,162.17	89,596.48

(ii) For operating segments revenue, geographical segments revenue, revenue from major products and revenue from major customers, refer Note No. 32 (g).

## Note 21 Other income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest income:		
Interest on bank deposits (financial assets at amortised cost)	144.44	91.96
Other interest (ROU security deposit)	7.57	2.51
Interest on income tax refund	50.37	-
Other non-operating income:		
Rent income	96.34	84.00
Export incentives	70.69	29.10
Net gain on sale of investments	-	26.83
Net gain on foreign currency transaction	33.34	75.67
Unwinding of deferred income	41.87	15.99
Cessation of liability	-	126.25
Income from windmill	108.28	152.28
Miscellaneous income	182.93	277.03
Total	735.83	881.62



As at March 31, 2025

## Note 22 Cost of materials consumed

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening stock of raw materials	16,097.50	8,228.15
Opening stock on Acquisition	-	1,606.34
Purchases during the year	50,462.28	51,514.95
Closing stock of raw materials	(16,645.06)	(16,097.50)
Total	49,914.72	45,251.94

## Note 23

### Purchase of stock-in-trade

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Purchase of stock-in-trade	137.66	-
Total	137.66	-

### Note 24

## Changes in inventories of finished goods and work-in-progress

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening stock:		
Finished goods	1,379.76	815.21
Work-in-progress	12,857.64	10,829.97
On acquisition	-	1,273.98
	14,237.40	12,919.16
Less: Closing stock:		
Finished goods	1,795.16	1,379.76
Work-in-progress	17,584.19	12,857.64
	19,379.35	14,237.40
Total	(5,141.95)	(1,318.24)

### Note 25

## Employee benefits expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries and wages	19,199.39	16,994.93
Contribution to provident, gratuity and other funds	309.19	255.30
Staff welfare expenses	559.83	612.09
Total	20,068.41	17,862.32







As at March 31, 2025

## Note 26 Finance costs

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest on loans	1,674.92	1,317.60
Interest on working capital facilities	1,370.06	1,322.97
Interest on lease liabilities	331.34	156.36
Interest - others	76.20	88.31
Interest on unsecured loan	147.55	41.53
Exchange differences regarded as an adjustment to borrowing costs	-	34.22
Dividend on redeemable preference share	0.89	4.46
Other borrowing costs:	•	
Unwinding of discount relating to long term liabilities	18.38	92.57
Total	3,619.34	3,058.02

# Note 27 Depreciation and amortisation expense

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of property, plant and equipment	2,251.30	2,125.14
Depreciation of investment property	10.79	4.86
Amortisation of right- of -use assets	594.73	393.06
Amortisation of intangible assets	110.46	108.00
Total	2,967.28	2,631.06

## Note 28 Other expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Stores and spares consumed	2,705.94	2,817.16
Power and fuel	4,271.89	4,743.43
Processing expenses	7,196.90	6,630.70
Rent	198.61	164.29
Royalty, rates and taxes	93.44	136.61
Insurance expenses	412.53	325.53
Printing and stationery	92.99	101.66
Repairs and renewals:		
Buildings	229.35	217.72
Plant and machinery	766.11	752.34
Other assets	71.89	67.34
Travelling and conveyance	905.00	751.73
Communication expenses	181.20	148.62



As at March 31, 2025

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Vehicle expenses	201.50	202.37
Auditors' remuneration:		
Statutory audit fees	68.19	69.44
Tax audit fees	24.66	28.06
Reimbursement of expenses	0.15	0.50
other fees (including certification)	9.94	4.60
Director's sitting fee	6.75	9.30
Sales promotion expenses	556.85	261.03
Bad debts written-off	42.17	0.94
Donation (refer footnote)	21.12	0.09
Corporate social responsibility expenses (Refer note 32 o )	62.49	221.50
Commission	617.88	638.63
Freight and forwarding (Net)	1,832.28	1,390.25
Packing expensess	485.33	432.29
Expected credit loss provision	81.84	94.20
Reversal of allowance for doubtful debts	(31.54)	-
Provision for Doubtful Advances	10.60	-
Bank charges	285.74	230.67
Net loss on foreign currency transaction	33.48	266.14
Loss on disposal/Impairment of property, plant and equipment	35.60	238.95
Legal and professional fees	1,649.54	1,532.69
Warranty expense (Refer note 16)	330.21	207.89
Miscellaneous expenses	971.68	1,103.19
Total	24,422.31	23,789.86

## Footnote:

Donation includes an amount of ₹ 11.00 lakhs (Previous Year ₹ Nil) paid as political contribution.

## Note 29

### A. CAPITAL MANAGEMENT

For the purpose of Group capital management, capital includes Issued Equity Capital, Securities Premium, and all other Equity Reserves attributable to the Equity Holders of the Group. The primary objective of the Group Capital Management is to maximise the Share Holder Value.

The Group manages its capital structure and makes adjustments in the light of changes in economic conditions and requirements of the financial covenants and to continue as a going concern. The Group monitors using a gearing ratio which is net debts divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, less cash and short term deposit.







As at March 31, 2025

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Interest bearing loans and borrowings	34,988.59	36,246.80
Less: Cash and short term deposits	5,077.90	4,420.76
Net debt	29,910.69	31,826.04
Equity	1,365.31	1,365.31
Other equity	44,565.41	40,314.83
Total capital	45,930.72	41,680.14
Capital and net debt	75,841.41	73,506.18
Gearing ratio %	39.44%	43.30%

#### **B. FINANCIAL RISK MANAGEMENT**

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Group. The principal financial assets include trade and other receivables and cash and short term deposits.

The Group has assessed market risk, credit risk and liquidity risk to its financial liabilities.

### (a) Market risk

Is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans, borrowings, foreign currency receivables and payables.

#### i) Interest rate risks

Interest rate risk can be either fair value interest rate or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rate. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

### Exposure to interest rate risk

The Group's interest rate risk arises from borrowings. Borrowings issued at fixed rates exposes to fair value interest rate risk. The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed-rate instruments		
Borrowings	5,391.59	7,845.75
Floating-rate instruments		
Borrowings	29,597.00	28,401.05

### Fair value sensitivity analysis for floating-rate instruments

The Group accounts for floating-rate financial assets or financial liabilities at fair value through profit or loss.

If the interest rates had been 1% higher / lower and all other variables held constant, the Group profit for the year ended March 31, 2025 would have been decreased/increased by ₹ 259.19 lakhs (Previous Year ₹ 224.19 lakhs)



As at March 31, 2025

### ii) Commodity Price Risks

The Group is affected by price stability of certain commodity due to significantly increased volatility of certain commodities, the Group has entered into contracts with the customers that has provision to pass on the change in raw material prices. The Group has risk management framework aimed at prudently managing the risk arising from volatility in commodity prices.

### (b) Credit Risk Management:

It is the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. It arises from cash and cash equivalents, investments as well as credit exposure to customers.

The Group holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.

#### Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group also has an external credit risk insurance cover with ECGC Policy. The Group uses Expected Credit Loss (ECL) Model to assess the impairment loss or gain.

### The ageing of trade receivables is as follows:

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
More than 6 months	1,183.81	1,676.57
Others	17,306.45	22,041.45
	18,490.26	23,718.02

The amounts reflected in the table above are not impaired as on the reporting date.

### (c) Liquidity Risk Management:

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's liquidity position through rolling forecasts based on expected cash flows.







As at March 31, 2025

The table below provides details regarding the remaining contractual maturities of financial liabilities and investments at the reporting date based on contractual undiscounted payments.

₹ in Lakhs

Particulars	Refer Note	Less than 1 year	1-3 years	3-5 years	More than 5 years
Borrowings	14	24,198.58	6,166.28	3,393.31	1,230.42
		(21,691.76)	(8,760.73)	(3,557.11)	(2,237.20)
Trade payable	19	10,853.85	22.70	6.10	-
		(10,976.14)	(76.40)	(8.26)	-
Security deposit	15	4.60	3.80	-	-
		(0.60)	(0.75)	-	-
Employee benefit/ expense liabilities	15	1,601.05	-	-	-
		(1,446.11)	-	-	-
Unclaimed dividends	15	137.80	_	_	_
	***************************************	(126.15)	-	-	-
Others	15	705.83	734.32	_	_
		(753.43)	(1,490.93)	-	-

Footnote:

Previous year's figures are in bracket

### Note 30

# THE INCOME TAX EXPENSES FOR THE YEAR CAN BE RECONCILED TO THE ACCOUNTING PROFIT AS FOLLOWS:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit before tax from continuing operations	7,506.74	5,867.71
Income tax expenses calculated at 25.17%(March 31, 2023: 25.17%) (Company's domestic tax rate)	1,889.45	1,476.90
Adjustment of prior period taxes	157.36	11.25
Differences in tax rates	(311.98)	357.80
Effect of income that is deductible/exempt from taxation	(745.90)	(654.85)
Effect of expenses not deductible for tax computation	720.97	1,009.04
Changes in recognised deductible temporary differences	(379.90)	(421.29)
	1,330.00	1,778.85



As at March 31, 2025

# Note 31 FAIR VALUES AND HIERARCHY

### 1. Financial instruments - Fair values

### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.

As at March 31, 2025	Note		Carryi	ing amount		Fair value			
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets									
Trade Receivables	7	-	-	18,490.26	18,490.26	-	-	18,490.26	18,490.26
Loans	10	-	-	39.56	39.56	-	-	39.56	39.56
Derivative Asset	3	95.79	-	-	95.79	-	95.79	-	95.79
Others financial assets	3		-	2,811.28	2,811.28	-		2,811.28	2,811.28
Cash and cash equivalents	8	-	-	3,959.13	3,959.13	-	-	3,959.13	3,959.13
Bank balances other than above	9	-	-	1,256.57	1,256.57	-	-	1,256.57	1,256.57
Total		95.79	-	26,556.80	26,652.59	-	95.79	26,556.80	26,652.59
Financial liabilities									
Borrowings	14		-	34,988.59	34,988.59	-	-	34,988.59	34,988.59
Lease liabilities				3,076.70	3,076.70			3,076.70	3,076.70
Trade Payables	19	-	-	10,882.65	10,882.65	-	-	10,882.65	10,882.65
Other financial liabilities	15	-	-	3,187.40	3,187.40	-	-	3,187.40	3,187.40
Total		-	-	52,135.34	52,135.34	-	-	52,135.34	52,135.34







As at March 31, 2025

₹ in Lakhs

As at March 31, 2024	Note			Carry	ing amount				Fair value
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets									
Trade receivables	7	_	_	23,718.02	23,718.02	_	_	23,718.02	23,718.02
Loans	10	_	-	23.91	23.91	_	_	23.91	23.91
Derivative Asset	3	30.81	_	_	30.81	_	30.81	-	30.81
Others financial assets	3	_	_	743.48	743.48	-	-	743.48	743.48
Cash and cash equivalents	8	_	_	3,328.58	3,328.58	_	-	3,328.58	3,328.58
Bank balances other than above	9	-	-	1,218.33	1,218.33	-	-	1,218.33	1,218.33
Total		30.81	-	29,032.32	29,063.13	-	30.81	29,032.32	29,063.13
Financial liabilities									
Borrowings	14		-	36,246.80	36,246.80	-	-	36,246.80	36,246.80
Lease liabilities				2,715.10	2,715.10			2,715.10	2,715.10
Trade payables	19	-	-	11,060.80	11,060.80	-	-	11,060.80	11,060.80
Other financial liabilities	15	_	_	3,817.97	3,817.97	-	_	3,817.97	3,817.97
Total		-	-	53,840.67	53,840.67	-	-	53,840.67	53,840.67

### B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The management assessed that cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Fair Value of financial assets included is the amount at which the instrument could be exchanged in a current transaction between willing parties.

The following methods and assumptions were used to estimate the fair value.

- 1. Non current financial assets / liabilities measured at amortised cost.
- 2. The Holding Company enters into Derivative financial instruments with counterparties principally with Banks with investment grade credit ratings. The Interest Rate swaps is valued using valuation techniques which employs the use of market observable inputs namely, Marked-to-Market.



As at March 31, 2025

### **NOTE 32**

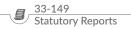
## ADDITIONAL/EXPLANATORY INFORMATION

### a) Earnings per share

Particulars	As at March 31, 2025	As at March 31, 2024
Profit after taxation		
Profit / (Loss) for the year from continuing operations	6,176.74	4,450.74
Profit / (Loss) for the year from discontinued operations	-	(361.88)
Weighted average number of equity shares for the purpose of basic earnings per share (no. in lakhs)	6,82,65,480	6,82,65,480
EARNINGS PER EQUITY SHARE		
a. From continuing operations		
Basic EPS (₹)	9.05	6.52
Diluted EPS (₹)	9.05	6.52
b. From discontinued operations		
Basic EPS (₹)	-	(0.53)
Diluted EPS (₹)	-	(0.53)

- b) Disclosure required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and section 186(4) of the Companies Act, 2013:
  - 1. Amount of Loans and advances in the nature of loans outstanding from subsidiaries ₹ Nil (Previous Year ₹ Nil)
  - 2. Loans to employees have been considered to be outside the purview of disclosure requirements.
  - 3. Investment by Loanee in the shares of the Company- Not applicable (Previous Year Not applicable)
- c) Other statutory information.
  - (i) The Holding Company and Companies incorporated in India does not have any Benami property nor any proceeding has been initiated or pending against the companies.
  - (ii) The Holding Company and Companies incorporated in India does not have any transactions with companies struck off.
  - (iii) The Holding Company and Companies incorporated in India does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
  - (iv) The Holding Company and Companies incorporated in India has not traded or invested in Crypto currency or Virtual Currency during the financial year.
  - (v) The Holding Company and Companies incorporated in India has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
    - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the companies or
    - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.







As at March 31, 2025

- (vi) The Holding Company and Companies incorporated in India 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 companies shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the companies (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Holding Company and Companies incorporated in India has not recorded any transaction in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Holding Company and Companies incorporated in India has not been declared a wilful defaulter by any bank or financial institution or any of the lenders.
- d) Exceptional item represents transaction cost related to the acquisition of a subsidiary during the previous year.
- e) Disclosures as per Ind AS 19 Employee benefits
  - (A) In respect of the Company and domestic subsidiaries

The Holding Company and its domestic subsidiaries make contributions towards provident fund, in substance a defined contribution retirement plan to the Regional Provident Fund Commissioner for qualifying employees.

On account of the above contribution plans, the Holding Company and its domestic subsidiaries have recognised the following amounts in the statement of profit and loss:

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
i) Employer's contribution to provident fund (Refer footnote 1)	220.27	154.14
ii) Leave encashment - unfunded	59.24	130.87

#### Footnote:

1) Included in "Contribution to provident, gratuity and other funds" (Note 25).

The Holding Company and its domestic subsidiaries make annual contributions to the Employees' Gratuity Trust and to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, for funding the defined benefit plans for qualifying employees.

- (B) In respect of overseas subsidiary, the liabilities for employee benefits are determined and accounted as per the regulations and principles followed in the respective countries.
  - (i) Germany subsidiary Thaletec GmbH

Thaletec GmbH make contribution to retirement savings plans. Participation in one of these plans is available to substantially all represented and non-represented employees.

#### Pension plans and other post retirement benefit

The pension obligations of the company consist of two different pension commitments:



As at March 31, 2025

- 1. A direct commitment with reinsurance for two current managing directors.
- 2. A pension plan for all employees who were regular employees on January 1, 1997.

#### Plan assets

The plan assets consist of reinsurance policies to cover the benefit obligations. The fair value of the plan assets is derived from the actuarial reserve calculated at the end of the insurance period, but at least from the guaranteed surrender value.

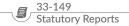
- C) The following tables set out the funded status and amounts recognised in the Group's Consolidated Financial Statements as at March 31, 2025 and March 31, 2024 for the Defined benefits plans:
- i) Changes in the present value of obligation

₹ in Lakhs

Particulars	As at March	n 31, 2025	As at March 31, 2024		
	Funded	Unfunded	Funded	Unfunded	
Present value of obligation as at the beginning	1,600.83	361.05	1,389.79	356.43	
Additions on Acquisition	-	-	53.16	-	
Interest expense or cost	77.47	10.06	73.39	11.11	
Current service cost	96.94	16.16	83.19	69.40	
Re-measurement (or Actuarial) (gain) / loss arising from:					
- Demographic assumptions	-	-	_	-	
- Change in financial assumptions	(25.28)	(1.77)	66.61	2.68	
- Experience variance	53.60	116.93	10.12	29.97	
Liability Transferred Out	(54.85)	-	-	-	
Benefits paid	(37.15)	(211.10)	(75.43)	(108.54)	
Benefits paid directly by the employer	(39.50)	-	-	-	
Present value of obligation as at the end	1,711.56	291.33	1,600.83	361.05	

### ii) Changes in the fair value of plan assets

Particulars	As at Marc	h 31, 2025	As at Marc	h 31, 2024
	Funded	Unfunded	Funded	Unfunded
Fair value of plan assets as at the beginning	803.40	-	673.46	-
Additions on Acquisition	-	-	42.02	-
Investment income	43.05	-	43.73	-
Return on plan assets excluding interest income	(18.36)	-	(11.33)	-
Employer's contribution	84.96	-	104.11	_
Benefits paid	(37.15)	-	(48.59)	_
Fair value of plan assets as at the end	875.90	-	803.40	-





As at March 31, 2025

### iii) Expenses recognised in the income statement

₹ in Lakhs

Particulars	Year ended March 31, 2025		Year ended March 31, 2024		
	Funded	Unfunded	Funded	Unfunded	
Current service cost	96.94	16.16	83.19	69.40	
Net interest cost on the net defined benefit liability	34.42	10.06	29.66	11.11	
Expenses recognised in the income statement	131.36	26.22	112.85	80.51	

### iv) Other comprehensive income

₹ in Lakhs

Particulars	Year ended M	Year ended March 31, 2025		March 31, 2024	
	Funded	Unfunded	Funded	Unfunded	
Actuarial (gains) / losses					
- Demographic assumptions	-	-	-	-	
- Change in financial assumptions	0.56	-	(85.07)	-	
- Experience variance	(49.06)	-	(2.62)	-	
Adjustment of present value of obligation at the beginning of the year	-	-	21.75	-	
Return on plan assets excluding interest income	(13.43)	-	(20.56)	-	
Net (Income)/Expense for the year recognized in OCI	(61.93)	-	(86.50)	-	

### v) Major categories of plan assets (as percentage of total plan assets)

Particulars	As at Marc	As at March 31, 2025		n 31, 2024
	India	Germany	India	Germany
Funds managed by insurer	100%	100%	100%	100%
Investment in insurance Company				
Life Insurance Corporation of India	31%	-	31%	-
Reliance (Nippon Life insurance)	22%	-	24%	-
Axis bank	1%	-	1%	_
Bajaj Allianz	45%	-	44%	-
Allianz		100%		100%



As at March 31, 2025

### vi) Actuarial assumptions

### a. Financial assumptions

The principal financial assumptions used in the valuation are shown in the table below:

₹ in Lakhs

Particulars	Year	India		Germ	any
		Funded	Unfunded	Funded	Unfunded
Discount rate (per annum)	As at 31 March 2025	6.61% & 7.18%	-	3.70%	2.55% & 3.70%
	As at 31 March 2024	7.19% & 7.18%	-	3.30%	3.65% & 3.30%
Salary growth rate	As at 31 March 2025	7.00% & 10.00%	-	2.00%	2.00%
	As at 31 March 2024	7.00% & 10.00%	_	2.00%	2.00%

### b. Demographic Assumptions

Particulars	Year	India		Germany	/
		Funded	Unfunded	Funded	Unfunded
Mortality	As at 31 March 2025	Indian Assured Lives Mortality 2012-14 (Urban)		Richttafeln Heubeck 2018 G	
	As at 31 March 2024	Indian Assured Lives Mortality 2012-14 (Urban)		Richttafeln Heubeck 2018 G	
Withdrawal rates, based on age: (per annum)					
For service 4 years and below	As at 31 March 2025	20.00%	-		
For service 5 years and above		10.00%	-		
Staff		15.00%			
Workers		40.00%			
For service 4 years and below	As at 31 March 2024	20.00%	_		
For service 5 years and above		10.00%			
Staff		15.00%			
Workers		40.00%	_		





As at March 31, 2025

### vii) Amount, timing and uncertainty of future cash flows

#### a. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation	2,002.89	1,961.88

### Impact on defined benefit obligation due to change in assumptions as at March 31, 2025

₹ in Lakhs

Assumptions	HLE Glascoat Limited		Kinam Engineering Industries Private Limited		Germany Thaletec GmbH	
	Decrease	Increase	Decrease	Increase	Decrease	Increase
Discount Rate						
1% Change	38.46	(34.15)	7.58	(6.76)		
0.5% Change	-	-	-	-	62.69	(56.94)
Salary Growth Rate						
1% Change	(32.19)	35.47	(6.25)	6.46	-	-
0.25% Change	-	-	-	-	(22.87)	23.79
Employee Turnover Rate						
1% Change	1.97	(1.90)	1.98	(1.83)	29.42	(30.22)

#### Impact on defined benefit obligation due to change in assumptions as at March 31, 2024

₹ in Lakhs

Assumptions	HLE Glascoat	HLE Glascoat Limited		Kinam Engineering Industries Private Limited		Germany Thaletec GmbH	
	Decrease	Increase	Decrease	Increase	Decrease	Increase	
Discount Rate							
1% Change	33.77	(30.15)	5.08	(4.54)	_	-	
0.5% Change	_	-	_	_	65.99	(59.70)	
Salary Growth Rate							
1% Change	(29.09)	31.78	(4.30)	4.59	-	_	
0.25% Change	_	-	-	_	(23.76)	24.75	
Employee Turnover Rate							
1% Change	0.12	(0.20)	1.21	(1.13)	(30.17)	30.98	

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.



As at March 31, 2025

### b. Effect of Plan on Entity's Future Cash Flows

Funding arrangements and Funding Policy

The scheme is managed on funded basis.

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
The Company's best estimate of Contribution during the next year	1,096.78	987.09

₹ in Lakhs

Expected cash flows over the next	As at Marc	h 31, 2025	As at Marc	h 31, 2024
(valued on undiscounted basis)	India	Germany	India	Germany
1 year	111.91	-	86.71	-
2 to 5 years	327.40	-	316.83	-
6 to 10 years	329.61	-	289.31	-
11 and above years	388.35	-	358.06	-

### f) Related party disclosures

### (As per Ind AS 24: Related party disclosures):

Names of other related parties and nature of relationship:

Key Management Personnel :	Executive Directors / CS / CFO
	Mr. Himanshu Patel (Managing Director)
	Mr. Aalap Patel (Executive Director)
	Mr. Harsh Patel (Whole time director)
	Mr. Achal Thakkar (Company Secretary & Compliance Officer)
	Mr. Naveen Kandpal (Chief Financial Officer)
	Dr. Jürgen Reinemuth (Managing Director) of THALETEC GmbH
	Alexander Barkow (Managing Director) of THALETEC GmbH
	Mehul K. Mehta (Managing Director) of Kinam Engineering Industries Private Limited
	Non-Executive Directors / Independent
	Mr. Nilesh Patel
	Ms Vijayanti Punjabi
	Mr. Yatish Parekh
	Mr. Sandeep Randery
	Mr. Jayesh Shah







As at March 31, 2025

Relatives of Key Management Personnel :	Swara R. Patel (daughter of Mr. Himanshu K. Patel)
	Priti H. Patel (spouse of Mr. Himanshu K. Patel)
	Bhoomi A. Patel (spouse of Aalap N. Patel)
	Kishori N. Patel (wife of Mr. Nilesh K. Patel)
	Sheetal H. Patel (spouse of Harsh H. Patel)
	Kirit N Mehta (father of Mehul K. Mehta)
	Jyotnsa K Mehta (mother of Mehul K. Mehta)
	Neeta M Mehta (spouse of Mehul K. Mehta)
Entities in which directors are interested:	Yashashvi Rasayan Private Limited
	Yashaswati Foundation
	Yash Speciality Chemicals LLP
	H.N. Indigos Private Limited
	Maroli Udyognagar Land Development and Management Company Private Limited
	Newpar Aromatics LLP
	HLE Engineers Private Limited
Entities in which relatives of Key Management Personnel are interested:	Applied Electrostatics & Controls Private Limited
Others	Employee Gratuity Fund - HLE Glascoat Limited

## Transactions with related parties (excluding reimbursements)

Nature of Transactions	Transa	ctions	Payable / (Receivable	) / Closing Balances
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Key management personnel :				
Remuneration [refer foot note (i)]	1,221.07	1,002.40	11.72	32.73
Commission	24.14	42.60	24.14	24.60
Rent expense	36.96	41.17	-	3.12
Dividend (Equity shares)	483.35	510.58	_	-
Interest on unsecured loan	64.30	12.52	-	11.27
Unsecured Loan taken	1,507.96	-	-	-
Unsecured Loan Repaid	(400.45)	-	-	-
Unsecured loan	-	_	1,610.65	503.14
Relatives of KMP :				
Dividend (Equity shares)	17.46	17.46	-	-
Dividend (Preference shares)	0.11	0.22	-	-
Sitting fee	6.75	9.30	-	_
Rent expense	3.00	3.77	-	0.27
Purchase of goods/services	12.00	12.42	3.24	3.24
Redemption of Preference Shares	22.61	22.61	_	-
Remuneration	59.68	12.50	_	4.17



As at March 31, 2025

₹ in Lakhs

Nature of Transactions	Transa	ctions	Payable / (Receivable	e) / Closing Balances
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
Interest on unsecured loan	83.25	11.59	-	10.43
Unsecured Loan taken	700.00			
Unsecured Loan Repaid	(1,177.88)			
Unsecured loan	-	150.00	-	477.88
Entities in which directors are interested:				
Sales of goods/services	1,127.91	972.06	(32.35)	(440.82)
Purchase of goods/services	34.36	14.99	0.10	-
Gratuity Liability Transferred Out	54.85	-	54.85	_
Contribution towards Corporate Social Responsibility	102.50	221.50	- "	-
Entities in which relatives of KMP are interested:				
Purchase of goods/services	81.52	-	- [	-
Gratuity fund				
Contribution	55.77	40.00	- [	_
Plan assets as at the end	-	-	408.44	375.76

#### Footnotes:

- 1) Remuneration does not include provisions made for Gratuity and Leave benefits amounting to ₹ 36.08 Lakhs (Previous year ₹ 28.69 Lakhs)
- 2) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances other than unsecured loan at the year-end are unsecured and interest free. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2024: ₹ Nil). This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.

### g) Segment Information

The operations of the Company are limited to three segment viz. (i) Filtration, Drying and Other Equipment (ii) Glass Lined Equipment (iii) Heat Transfer Equipment

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

- a) Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- b) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable"







As at March 31, 2025

### Details of segment information:

₹ in Lakhs

Particulars	Filtration, other eq	drying and uipment	Glass lined	equipment	Heat transfer equipment		То	tal
	Year ended March 31, 2025	Year ended March 31, 2024						
Revenue:								
External sales	31,391.51	37,366.66	58,213.24	49,675.65	12,214.99	8,869.59	101,819.74	95,911.90
Other							938.94	880.12
Total external sales							102,758.68	96,792.02
Segment results :								
Profit before tax and interest	3,664.34	5,135.25	5,351.22	2,900.09	2,358.27	2,160.27	11,373.83	10,195.61
Less: Other unallocable expense net of unallocable income							247.75	1,269.88
Less: Interest expense							3,619.34	3,058.02
Profit before tax							7,506.74	5,867.71
Taxes							1,330.00	1,778.85
Net profit after tax							6,176.74	4,088.86
Segment assets	34,375.35	33,165.00	56,617.24	55,949.99	36,303.87	29,180.48	127,296.46	118,295.47
Unallocated segment assets							2,039.86	1,900.22
Total assets							129,336.32	120,195.69
Segment liabilities	12,194.97	7,367.49	18,451.33	22,015.62	10,981.01	6,165.69	41,627.31	35,548.80
Unallocated segment liabilities							32,280.54	34,976.54
Total liabilities							73,907.85	70,525.34
Capital expenditure	738.49	688.69	4,551.94	3,782.55	1,208.97	138.61	6,499.40	4,609.85
Unallocated capital expenditure							-	
Depreciation	709.23	704.25	1,804.94	1,711.01	404.75	164.17	2,918.92	2,579.43
Unallocated depreciation							48.36	51.63
Total Depreciation							2,967.28	2,631.06

Particulars	As at March 31, 2025	As at March 31, 2024
Capital employed	55,428.47	49,670.35



As at March 31, 2025

### Geographical information

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Geographical information		
Revenue from customers		
India	64,197.16	65,730.41
Outside India	38,561.52	31,061.61
Total	1,02,758.68	96,792.02

### Footnote:

a) During the year as well as previous year, there is one customer with whom the company has earned turnover of more than 10% of its revenue (₹ 12,043.80 lakhs during CY and ₹ 6,086.64 PY).

### h) Lease Accounting (Disclosure as per Ind AS 116: Lease)

### (i) The movement in Lease liabilities during the year

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	2,715.10	967.33
Additions/Adjustment during the year	684.70	233.11
Additions due to Acquisition	-	1,802.53
Adjustment/Foreclosure during the year	91.24	-
Finance costs incurred during the year	331.34	156.37
Payments of Lease Liabilities	(745.68)	(444.24)
Closing Balance	3,076.70	2,715.10

### (ii) The carrying value of the Rights-of-use and depreciation charged during the Year

For details pertaining to the carrying value of right of use of lease assets and depreciation charged thereon during the year, kindly refer note 2(b).

### (iii) Amount Recognised in Statement of Profit & Loss Account during the Year

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Expenses related to Short Term Lease & Low Asset Value Lease	198.61	164.29
Total Expenses	198.61	164.29





As at March 31, 2025

### (iv) Maturity analysis of lease liabilities

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Maturity Analysis of contractual undiscounted cash flows		
Less than one year	709.66	665.28
One to five years	2,430.20	2,259.65
More than five years	1,182.11	1,679.53
Total undiscounted Lease Liability	4,321.97	4,604.47
Balances of Lease Liabilities		
Non Current Lease Liability	2,647.91	2,367.09
Current Lease Liability	428.79	348.01
Total Lease Liability	3,076.70	2,715.10

## i) Disclosure regarding derivative instruments and unhedged foreign currency exposure:

Particulars	Currency	As at Marc	h 31, 2025	As at Marc	h 31, 2024
		Amount in Foreign Currency	Amount in Indian Rupees	Amount in Foreign Currency	Amount in Indian Rupees
Foreign Currency Loan	USD	41.44	3,541.78	65.11	5,430.87
Trade Payables	USD	5.41	462.68	4.95	413.10
	EUR	2.73	251.77	2.01	181.72
	GBP	0.00	0.13		
Advances to suppliers	USD	0.06	5.71	1.16	97.48
	EUR	0.18	16.19	0.27	24.89
	GBP	0.01	1.15	0.11	11.20
Trade Receivables	USD	3.37	290.20	3.02	252.08
	EUR			4.36	393.68
Contract liability (Advance from customers )	USD	11.94	1,010.17	1.74	144.50
	EUR			0.03	2.77
Derivative Asset	USD	1.12	95.79	0.37	30.81
EEFC Accounts / Cash & Cash Equivalents	USD	2.84	242.01	6.17	514.14
	EUR	0.00	0.22	5.71	515.52



As at March 31, 2025

### j) Statement of Net Assets and Profit or Loss Attributable to Owners and Non-controlling Interests

Sr. No.	Name of the Company	Net Assets i.e. total assets minus total liabilities		Share in Prof	Share in Profit or Loss		her income	Share in total comp income	rehensive
		As % of consolidated net assets	₹ in lakhs	As % of consolidated profit or loss	₹ in lakhs	As % of consolidated other comprehensive income	₹ in lakhs	As % of consolidated total comprehensive income	₹ in lakhs
	Parent								
	HLE Glascoat Limited	48.90%	35,597.98	22.67%	1,638.53	117.71%	(62.62)	21.97%	1,575.91
	Subsidiaries						•		
	Indian subsidiary								
1	Thaletec LLP (formerly known as Thaletec / H L Equipments)	0.27%	197.10	-0.27%	(19.44)	0.00%	-	-0.27%	(19.44)
2	Kinam Engineering Industries Private Limited	34.82%	25,351.66	31.91%	2,305.68	32.84%	(17.47)	31.90%	2,288.21
3	Kinam Enterprise Private Limited	1.23%	897.93	0.27%	19.87		-	0.28%	19.87
	Foreign subsidiary	-			***************************************				
1	Thaletec GmbH	14.29%	10,401.23	44.73%	3,232.33	-50.55%	26.89	45.44%	3,259.22
2	Thaletec Inc, USA	0.49%	354.43	0.68%	49.34		-	0.69%	49.34
		100.00%	72,800.33	100.00%	7,226.31	100.00%	(53.20)	100.00%	7,173.11
a)	Non-controlling Interests								
	Indian subsidiary				•		•		•
	Thaletec LLP (formerly known as Thaletec / H L Equipments)		(17.06)		0.19		-		0.19
	Kinam Engineering Industries Private Limited		(8,587.27)		(1,485.78)		11.26		(1,474.52)
	Kinam Enterprise Private Limited		(893.42)		(19.77)		-		(19.77)
	Foreign subsidiary				•				
	Thaletec GmbH		-		-		-		-
	Thaletec Inc, USA		-		-		-		-
	-		(9,497.75)		(1,505.36)		11.26		(1,494.10)
b)	Adjustments arising out of Consolidation		(17,371.86)		(1,049.57)		372.06		(677.51)
	Consolidated		45,930.72		4,671.38		330.12		5,001.50

### k) Commitment

- (i) Estimated amount of contracts remaining to be executed on capital account, net of advances and not provided for ₹ 199.23 lakhs (Previous Year ₹ 1,430.00 lakhs)
- (ii) Letters of credit issued by the banks ₹ 419.47 lakhs (Previous Year ₹ 310.51 lakhs)





As at March 31, 2025

### I) Contingent liabilities not provided for:

- (i) Claims not acknowledged as debts:
  - (a) Disputed Service Tax for the period 2008 to 2013 is ₹ 16.47 lakhs (Previous Year ₹ 16.47 lakhs) pending before CESTAT, against which the Company has made payment of ₹ 5.19 lakhs(Previous Year ₹ 5.19 lakhs).
  - (b) Disputed Service Tax for the period 2012 to 2015 is ₹ 29.07 lakhs (Previous Year ₹ 29.07 lakhs) pending before CESTAT, against which the Company has made payment of ₹ 5.09 lakhs(Previous Year ₹ 5.09 lakhs).
  - (c) Disputed Service Tax for the period 2013 to 2017 is ₹ 22.92 lakhs (Previous Year ₹ 22.92 lakhs) pending before CESTAT, against which the Company has made payment of ₹ 4.01 lakhs(Previous Year ₹ 4.01 lakhs).

### m) Discontinued operations:

- (i) Description of discontinued operations:
  - (i) The Company had chemical manufacturing operations at Plot No.B-1,B-3,B-4 & A-7, Maroli Udyognagar, Maroli, Navsari, Gujarat for manufacture of chemical product.
    - $The Company had passed \verb|acircular| resolution dated May 22, 2020 for discontinuing of its chemical unit operations at Maroli.$
  - (ii) The Company started disposing of its Assets in the year 2020-21 and completed the process on March 31, 2024.
- (ii) Business or geographical segment:

The Discontinued Unit was engaged in the business of chemicals and had business establishment only in India.

(iii) The amount of revenue and expenses in respect of the ordinary activities attributable to the discontinued operations during the current financial reporting year are as under:

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from operations	-	802.37
Other income	-	0.18
Depreciation on Assets	-	51.63
Loss on Impairment of property, plant and equipment	-	204.65
Other Expenses	-	908.15
Loss before tax	-	(361.88)

As per management, only those income & expenses directly attributable to the discontinued operations are considered for disclosure.

n) The amount due and paid during the year to "Investor Education and Protection Fund" is ₹ 14.64 lakhs (Previous Year: ₹ 16.01 lakhs).

#### o) Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds were primarily utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:



As at March 31, 2025

₹ in Lakhs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
i) Amount required to be spent by the Group during the year	147.48	136.50
ii) Previous years Shortfall/(excess)	(85.00)	-
iii) Net amount required to be spent (i - ii)	62.48	136.50
iv) Amount of expenditure incurred		
(a) Construction/acquisition of any asset	-	-
(b) On purposes other than (a) above	125.99	221.50
v) Shortfall/(excess) at the end of the year (excess amount of ₹ 63.51 lakhs is accounted as prepaid expenses for the current year)	(63.51)	(85.00)
vi) Reason for shortfall	NA	NA
vii) Nature of CSR activities	Eradication of hung promoting educatio healthcare, destitute of environment sustains and rural developmen	n, art and culture, are and rehabilitation, ability, disaster relief
viii) Details of related party transactions, e.g. Contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant IND AS	102.50	221.50
ix) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA

**p)** The Company on September 26, 2023, had completed the acquisition of 35.56% profit share with a controlling interest in Kinam Engineering Industries (a partnership firm).

A Business Succession Agreement and a Shareholders Agreement was executed on January 10, 2024 to be effective from January 1, 2024 between Kinam Engineering Industries, its partners and Kinam Engineering Industries Private Limited (KEIPL), a company incorporated on October 9, 2023, for the business succession and functioning of KEIPL. On the Business Succession date all the assets were transferred to KEIPL at cost and post business succession a purchase price allocation was carried out which resulted into an increase in value of tangible assets by an amount ₹ 251 lakhs, intangible assets by an amount of ₹ 15,195 lakhs respectively and also goodwill amounting to ₹ 3,983.04 lakhs is also recognised. These intangible assets are considered to have infinite useful life and will be subject to impairment testing annually.







As at March 31, 2025

- q) Subsequent events post balance sheet
  - i) The Board of directors has recommended a dividend @ 55.00% (₹ 1.10) per equity share at its meeting held on May 19, 2025 which is subject to approval of shareholders.
- r) Previous period's figures have been regrouped and/or rearranged, wherever considered necessary.

As per our report of even date attached

For M M Nissim & Co LLP

Chartered Accountants Reg. No. 107122W / W100672

Hiren P Muni

Partner Membership No. 142067 Anand, Dated May 19, 2025 For and on behalf of the board

Himanshu Patel

Managing Director DIN - 00202312

**Achal Thakkar** 

Company Secretary ACS 30459 Anand, Dated May 19, 2025 Aalap Patel

Director DIN - 06858672

Naveen Kandpal

**Chief Financial Officer** 

ACA 406038



## **HLE Glascoat Limited**

Registered Office: H - 106, G.I.D.C. Estate, Vitthal Udyognagar - 388121, Dist. Anand, Gujarat, India.