

**HINDUSTAN COMPOSITES LTD.**

Peninsula Business Park, Tower A, 8th Floor,  
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.  
Tel.:(91) (22) 6688 0100  
Email : hcl@hindcompo.com Website : www.hindcompo.com  
CIN No. L29120MH1964PLC012955

29<sup>th</sup> August, 2025

To  
The Manager  
Department of Corporate Services  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai- 400 001  
**Scrip Code: 509635**

The Manager - Listing  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, 'G' Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
**SYMBOL: HINDCOMPOS**

Dear Sir/Madam,

**Sub: Annual Report for the financial year 2024-25 along with the Notice of 61<sup>st</sup> Annual General Meeting of Hindustan Composites Limited, pursuant to the provisions of Regulation 30 read with Schedule III and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to the provisions of Regulation 30 read with Schedule III and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we submit herewith copy of the Annual Report for the financial year 2024-25 along with the Notice of 61<sup>st</sup> Annual General Meeting (AGM) of the Company.

The 61<sup>st</sup> Annual General Meeting of the Company will be held on Thursday, 25<sup>th</sup> September, 2025 at 11.45 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without physical presence of the members of the Company at a common venue in terms of the applicable provisions of the Companies Act, 2013 and rules framed thereunder and General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 read with earlier circulars issued from time to time in this regard by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 read with all previous Circulars / Master Circular issued from time to time in this regard by the Securities and Exchange Board of India.

The Annual Report for the financial year 2024-25 along with the Notice of 61<sup>st</sup> AGM is being sent to members through email whose email addresses are registered with the Company/its Registrar and Share Transfer Agent ("RTA") / Depositories Participants ("DPs"). The same is also available on the website of the Company viz. at [www.hindcompo.com](http://www.hindcompo.com) and of CDSL viz. at [www.evotingindia.com](http://www.evotingindia.com).

Further in compliance with Regulation 36(1)(b) of the Listing Regulations, the letter will be sent to the shareholders whose e-mail addresses are not registered with the Company/RTA/DPs, providing a web-link along with exact path from where the said Annual Report can be accessed on the website of the Company.

Kindly take the above on your record.

Thanking You,

Yours faithfully,

For **Hindustan Composites Limited**

**Arvind Purohit**  
**Company Secretary & Compliance Officer**  
**Membership No.: A33624**  
Encl: as above

# ANNUAL REPORT 2024-25



Driving Sustainability, Delivering Performance





**HCL at Bharat Mobility Auto Expo 2025 at New Delhi**



**Annual Business Plan Meet 2025–26 at Goa**

## BOARD OF DIRECTORS

Mr. P. K. Choudhary	Managing Director
Mr. Deepak Sethi	Independent Director (up to 22 <sup>nd</sup> April, 2025)
Mr. Lalit Kumar Bararia	Independent Director
Mrs. Preeti Agrawal	Independent Director
Mr. Rajan Dalal	Independent Director
Mr. Snehal Muzoomdar	Independent Director (appointed w.e.f. 1 <sup>st</sup> October, 2024)
Mr. Vinay Sarin	Director (Non-Executive Non-Independent)
Mr. Sunil Jindal	Chief Financial Officer
Mr. Arvind Purohit	Company Secretary & Compliance Officer (appointed w.e.f. 29 <sup>th</sup> May, 2024)
Mr. Ravi Vaishnav	Company Secretary & Compliance Officer (up to 5 <sup>th</sup> April, 2024)

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<b>61<sup>st</sup> Annual General Meeting</b>	
Day : Thursday	
Date : 25 <sup>th</sup> September, 2025; Time : 11:45 a.m.	
Mode: Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')	

### STATUTORY AUDITORS

M/s. Lodha & Company LLP,  
Chartered Accountants

### BANKER

ICICI Bank

### REGISTERED OFFICE

Peninsula Business Park, 'A' Tower, 8<sup>th</sup> Floor,  
Senapati Bapat Marg, Lower Parel,  
Mumbai 400013, Maharashtra.  
Phone : (022) 6688 0100  
Fax : (022) 6688 0105  
E-mail : investor@hindcompo.com

### REGISTRAR & SHARE TRANSFER AGENTS

MUFG Intime India Private Limited  
(formerly known as Link Intime India Private Limited)  
C-101, 247 Park, LBS Marg, Vikhroli (West),  
Mumbai 400083, Maharashtra.  
Phone: (022) 4918 6000/ 270  
Fax: (022) 49186060  
Email: rmt.helpdesk@in.mpms.mufg.com

### PLANTS LOCATIONS

**Paithan** : D-2/1, MIDC Industrial area, Paithan,  
Dist. Chhatrapati Sambhaji Nagar (earlier known  
as Aurangabad) - 431107, Maharashtra.

**Bhandara** : C-10/1, Bhandara Indl. Area,  
Gadegaon Dist., Bhandara - 441904,  
Maharashtra.

## Hindustan Composites Limited

CIN: L29120MH1964PLC012955

Peninsula Business Park, 'A' Tower, 8<sup>th</sup> Floor, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Maharashtra.

Tel.: (022) 6688 0100, Fax: (022) 6688 0105, E-mail: hcl@hindcompo.com, Website: www.hindcompo.com

### NOTICE

Notice is hereby given that the Sixty-First Annual General Meeting (61<sup>st</sup> AGM) of the members of Hindustan Composites Limited will be held on Thursday, 25<sup>th</sup> September, 2025 at 11:45 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue, to transact the following businesses. The proceedings of the 61<sup>st</sup> AGM shall be deemed to be conducted at the Registered Office of the Company situated at Peninsula Business Park, 'A' Tower, 8<sup>th</sup> Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, which shall be the deemed venue of the 61<sup>st</sup> AGM.

#### ORDINARY BUSINESS:

- To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the reports of the Board of Directors and Auditors thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the report of Auditors thereon and in this regard, if thought fit, pass the following resolutions as **ORDINARY RESOLUTIONS**:

- "RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."
- "RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the report of Auditors thereon be and are hereby received, considered and adopted."

- To declare final dividend on Equity Shares of the Company for the financial year ended 31<sup>st</sup> March, 2025 and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, dividend @ 40% i.e. ₹ 2/- (Rupees Two only) per share on Equity Shares having face value of ₹ 5/- (Rupees Five only) each fully paid-up for the financial year ended 31<sup>st</sup> March, 2025 be and is hereby declared out of the profits of the said financial year and that the same be paid to those shareholders whose names appeared on the Company's Register of Members / List of Beneficiaries as on Thursday, 18<sup>th</sup> September, 2025 and that the dividend be paid only to those shareholders who are entitled to receive the same."

- To appoint a director in place of Mr. Vinay Sarin (DIN: 00090757), who retires by rotation and being eligible, offers himself for re-appointment as a director of the Company and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Vinay Sarin (DIN: 00090757), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

#### SPECIAL BUSINESS:

- To approve payment of commission to the Independent Directors of the Company and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, in addition to the sitting fees paid for attending the meetings of the Board of Directors of the Company and Committees thereof, the consent of the members of the Company be and is hereby accorded for payment of ₹ 5,00,000/- (Rupees Five Lakh only) as commission to each of Mr. Lalit Kumar Bararia, Mrs. Preeti Agrawal, Mr. Rajan Dalal, Independent Directors of the Company and ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) to Mr. Snehal Muzoomdar, Independent Director of the Company in proportion to his tenure as Independent Director of the Company (appointed with effect from 1<sup>st</sup> October, 2024) for the financial year 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

- To approve revision in remuneration payable to Mr. P. K. Choudhary (DIN: 00535670), Managing Director of the Company and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for



the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions, as may be required, the revision in remuneration payable to Mr. P. K. Choudhary (DIN: 00535670), Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2025 for the remaining period of his current tenure as detailed in the explanatory statement attached to this Notice, be and is hereby approved.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. P. K. Choudhary as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

6. To appoint M/s. MR & Associates, Company Secretaries as Secretarial Auditors of the Company and in this regard, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. MR & Associates, a peer reviewed firm, Company Secretaries in Practice (Firm Registration No. - P2003WB008000), be and are hereby appointed as Secretarial Auditors of the Company, to hold office as such for a term of 5 (five) consecutive years with effect from financial year 2025-26 till financial year 2029-30, on such fees as may be mutually decided by the Secretarial Auditors and the Board of Directors from time to time (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to avail or obtain from the Secretarial Auditors, such other permitted services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at such fees as may be determined by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide, finalize, alter or revise the terms and conditions of their appointment with respect to fees for the aforesaid period and to do all acts, deeds, matters and things as may be deemed necessary and

/ or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

7. To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2026 and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as approved by the Board of Directors of the Company, the remuneration amounting to ₹ 40,000/- (Rupees Forty Thousand only) plus Goods and Services Tax (“GST”) as applicable and reimbursement of out-of-pocket expenses, payable to M/s. Suresh Pimple & Associates, Cost Accountants, Chhatrapati Sambhaji Nagar (earlier known as Aurangabad) (Firm Registration No. 100780), the Cost Auditors who were appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of cost records of the Company for its product viz. Railway Brake Block manufactured at Chhatrapati Sambhaji Nagar (earlier known as Aurangabad) unit for the financial year ending 31<sup>st</sup> March, 2026, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution.”

**By Order of the Board of Directors  
of Hindustan Composites Limited**

**Sd/-**

**Arvind Purohit  
Company Secretary and Compliance Officer  
Membership No. A33624**

**Place: Mumbai**

**Date: 8<sup>th</sup> August, 2025**

**Registered Office:**

Peninsula Business Park, ‘A’ Tower,  
8<sup>th</sup> Floor, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013,  
Maharashtra.

## **NOTES:**

1. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) in respect of special business is annexed hereto and forms part of this notice. The Board of Directors of the Company has considered and decided to include Item Nos. 4 to 7 given above as Special Business in the forthcoming Annual General Meeting (“AGM”), as they are unavoidable in nature. The details of directors proposed to be re-appointed and whose remuneration is being approved at the ensuing 61<sup>st</sup> AGM in terms of Regulation 36(3) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") is annexed to the Notice.

2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 ("MCA Circulars"), permitted companies to hold its general meetings through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without physical presence of the members at a common venue. In compliance with applicable provisions of the Act and MCA circulars, the 61<sup>st</sup> AGM of the Company will be conducted through VC / OAVM without physical presence of the members at a common venue. The Company has engaged services of Central Depository Services (India) Limited ("CDSL") for conducting the AGM and facilitating voting through electronic means i.e. remote e-voting and e-voting during the AGM.
3. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 effective from 13<sup>th</sup> December, 2024, amending Regulation 36(1)(b) of the Listing Regulations, the requirement of sending hard copy of Annual Reports to the shareholders has been dispensed with. Accordingly, the Company is dispatching through electronic mode the soft copies of its Annual Reports to all those shareholders whose email addresses are registered with the Company / the Depositories / the Depository Participant(s) ("DPs") / with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar & Share Transfer Agent ("RTA").  
  
Further, according to Regulation 36(1)(B) of the Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report 2024-25 are available, will be sent to those shareholders who have not registered their email address with the Company/the Depositories/DPs/RTA.
4. In compliance with the aforesaid MCA Circulars, Notice of the 61<sup>st</sup> AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company / the Depositories / DPs / RTA. The members may note that the Notice along with the Annual Report for the financial year 2024-25 will also be available on the Company's website viz. [www.hindcompo.com](http://www.hindcompo.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
5. In accordance with the SS-2 read with Guidance/ Clarification dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the 61<sup>st</sup> AGM shall be deemed to be conducted at the Registered Office of the Company situated at Peninsula Business Park, 'A' Tower, 8<sup>th</sup> Floor, Senapati Bapat Marg, Lower Parel, Mumbai - 400013,

Maharashtra. The members are requested to attend the 61<sup>st</sup> AGM from their respective locations through VC / OAVM and do not visit the Registered Office to attend the AGM.

6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. However, since this 61<sup>st</sup> AGM of the members of the Company is being conducted through VC / OAVM and physical attendance of members at the meeting has been dispensed with pursuant to the aforementioned MCA and SEBI circulars, read with Regulation 44 of Listing Regulations, as amended effective from 13<sup>th</sup> December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. Accordingly, the facility for appointment of proxies by the members will not be available for this 61<sup>st</sup> AGM, and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
7. In pursuance of Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the 61<sup>st</sup> AGM through VC/OAVM and cast their vote through e-voting.
8. Institutional / Corporate members intending to represent through their authorised representatives in the AGM through VC / OAVM and to vote through remote e-voting or vote electronically during the AGM are requested to send to the Company, a certified copy of the Board Resolution passed pursuant to the provisions of Section 113 of the Act, authorising their representative, at its registered office by post / hand delivery or through email at designated e-mail address of the Company i.e. [investor@hindcompo.com](mailto:investor@hindcompo.com) or at the Scrutinizer's email address i.e. [manish@csmanishb.in](mailto:manish@csmanishb.in).
9. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and all documents referred to in the notice of 61<sup>st</sup> AGM, will be available online for inspection by the members on request by sending an e-mail to the Company at [investor@hindcompo.com](mailto:investor@hindcompo.com).

The SEBI vide its Master Circular No. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/91 dated 23<sup>rd</sup> June, 2025 read with Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/ 2024/81 dated 10<sup>th</sup> June, 2024 and all previous circulars issued by the SEBI from time to time with regard to common and simplified norms for processing investor's service requests and for furnishing PAN, KYC details and Nomination. The shareholders holding shares in physical mode and whose folios are not updated with any of the KYC details viz. (i) PAN (ii) Contact Details (Address with PIN code) (iii) Mobile Number (iv) Bank Account Details

and (v) Signature, are mandatorily required to update the same with the Company / the Depositories / DPs / RTA of the Company. The shareholders whose folio(s) have not been updated with aforesaid details / documents, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid KYC details / documents and for any payment including dividend, interest or redemption payment in respect of such folio(s), only through electronic mode with effect from 1<sup>st</sup> April, 2024, upon their furnishing all the aforesaid details in entirety.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/sep-2024/1727418250017.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf)

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3, SH-13 are also available on RTA's website viz. <https://www.in.mpms.mufig.com> > Resources > Downloads > KYC > Formats for KYC. In accordance with the aforementioned SEBI Master Circular read with all other circulars issued from time to time in this regard, the Company has sent communication to members holding shares in physical mode and whose folios are incomplete with respect to PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and Nomination of holders of physical securities requesting them to update such details. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank and Nomination details are requested to contact their respective DPs.

As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from RTA's website as above mentioned. The members are requested to submit these details to their DPs, in case the shares are held in electronic form, and to the Company's RTA, in case the shares are held in physical form.

11. The dividend on Equity Shares as recommended by the Board of Directors for the financial year ended 31<sup>st</sup> March, 2025, if approved by the members at the ensuing 61<sup>st</sup> AGM, will be paid to those members whose names stand registered in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Thursday, 18<sup>th</sup> September, 2025. The dividend will be paid to members holding shares in physical mode and have not updated their KYC details / documents, only in electronic mode w.e.f. 1<sup>st</sup> April, 2024.
12. Members holding shares in physical form are requested to notify any change in their address or bank details to the Company / RTA quoting their Folio Number. The members holding shares in the demat form are requested

to update such details with their respective Depository Participants.

13. To comply with the provisions of Section 88 of the Act read with Rule 3 of the Companies (Management and Administration) Rules, 2014, members are requested to submit their e-mail ID and other details vide 'e-mail updation form' available on Company's website viz. [www.hindcompo.com](http://www.hindcompo.com). The same could be done by filling up and signing at the appropriate place in the said form and by sending the same to the Company's RTA. The e-mail ID as provided shall be updated, subject to successful verification of your signatures as per records available with the Company's RTA.
14. Members may note that the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, mandates that the dividend paid or distributed by a company after 1<sup>st</sup> April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, the members are requested to submit Form 15G/Form 15H or any other documents as applicable, if any, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN/ Invalid PAN	20% or as notified by the Government of India

However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him during Financial Year 2025-26 does not exceed ₹ 10,000/- and also in cases where members have provided Form 15G / Form 15H (applicable to individuals aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as applicable, if any, in accordance with the provisions of the IT Act.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this



purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate (TRC) for the FY 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors/Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be submitted by sending email at [investor@hindcompo.com](mailto:investor@hindcompo.com) up to 23.59 hrs. IST on 18<sup>th</sup> September, 2025.

15. The cut-off date for the purpose of determining eligibility of members for voting in connection with the 61<sup>st</sup> AGM and payment of final dividend for the financial year 2024-25 has been fixed as Thursday, 18<sup>th</sup> September, 2025 (**"Cut-off date"**).
16. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2016-17, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. The unclaimed dividend in respect of the financial year 2017-18 is due for transfer to the IEPF Authority in month of October, 2025. The shareholders whose dividend remained unclaimed for the financial year 2017-18 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31<sup>st</sup> March, 2025 under "Investor Relations" section on the website of the Company viz. [www.hindcompo.com](http://www.hindcompo.com), the said details can also be accessed on the website of MCA viz. [www.mca.gov.in](http://www.mca.gov.in) and on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in). Attention of the members is drawn to the provisions of Section 124(6) of the Act, which requires a company to transfer, in the name of the IEPF Authority, all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 70,673 equity shares in respect of which dividend declared for the financial year 2016-2017 or earlier financial years remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more to the DEMAT account of IEPF Authority via corporate actions through Depositories.

A member desirous to claim back his / her shares from the IEPF Authority can do so by following prescribed procedure under the said Rules. The aforesaid details are available on the website of the Company viz. [www.hindcompo.com](http://www.hindcompo.com) and have also been uploaded on the website of the MCA viz. [www.mca.gov.in](http://www.mca.gov.in) and on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in).

Further, the Company has initiated necessary action for transfer of all shares to the Demat account of IEPF Authority in respect of which dividend declared for the financial year 2017-18 and thereafter, has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.

17. The members can join the 61<sup>st</sup> AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 61<sup>st</sup> AGM through VC / OAVM will be made available to at least 1000 members on first come, first served basis; however this limit does not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come, first served basis.
18. The attendance of the members attending the 61<sup>st</sup> AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
19. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 61<sup>st</sup> AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company / RTA / DPs. The members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website viz. [www.hindcompo.com](http://www.hindcompo.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
20. Non-Resident Indian members are requested to inform to the Company's RTA, of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of

the bank with pin code, if the details are not furnished earlier.

21. Members holding shares in identical order of names in more than one folio are requested to write to the Company / RTA enclosing their share certificates to enable the Company to consolidate their holdings in one folio for better services.
22. Members are requested to forward their all communications to the Company's RTA and are further requested to always quote their Folio Number / DPID-Client ID in all correspondence with the Company / RTA.
23. The shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Listing fees for the financial year 2025-26 have been paid to both the stock exchanges.
24. As per provisions of Regulation 40 of the Listing Regulations, as amended, the request for transfer of securities shall not be processed unless the securities are held in dematerialised form. Further the request for transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. Hence members who hold shares in physical form are requested to dematerialize their shares, so they can transfer their shares in future, if so desire. However, members can continue to hold shares in physical form.

Further, the SEBI vide. Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2<sup>nd</sup> July, 2025, has mandated the listed entities to open a Special Window to facilitate re-lodgment of transfer requests of physical shares, which were lodged prior to 1<sup>st</sup> April, 2019 and were rejected, returned or not attended to due to deficiencies in documents / process / or otherwise, for a period of six months from 7<sup>th</sup> July, 2025 to 6<sup>th</sup> January, 2026.

The shares re-lodged for transfer during this Window shall be processed only in dematerialized form. Eligible investors / shareholders may submit their transfer request(s) along with the requisite documents to the Company's RTA at Address: C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, Tel No.: +91 8108116767, e-mail: [iepf.shares@linkintime.co.in](mailto:iepf.shares@linkintime.co.in) within stipulated period.

25. The SEBI vide Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23<sup>rd</sup> June, 2025 read with Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated 24<sup>th</sup> January, 2022 has simplified the procedure and standardized the format of documents for transmission of securities; henceforth while processing certain prescribed service request(s) such as issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal / exchange of share certificates, endorsement, sub-division / splitting of share certificates, consolidation of share certificates / folios, transmission, and / or transposition received from the shareholder / claimant. Upon receipt of service request(s) from shareholder / claimant (in prescribed

form ISR-4), the RTA of the Company shall verify and process the said request. After removing objections, if any, the RTA will intimate the shareholder / claimant about its execution / issuance of new certificate as may be applicable. The RTA shall retain the physical share certificate(s) with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 (One Hundred Twenty) days of issue of the Letter of Confirmation to his DP. In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit such shares to the Suspense Escrow Demat Account of the Company opened for the said purpose.

26. The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated 30<sup>th</sup> May, 2022, Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 31<sup>st</sup> July, 2023 as updated from time to time read with all other circulars issued earlier in this regard, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per the said circulars, investors can opt for arbitration with the Stock Exchanges in case of any dispute against the Company or its RTA on delay or default in processing any investor service related request. In compliance with the said Circular, the Company had sent communication intimating about the Dispute Resolution Mechanism to all the members holding shares in physical form previously. Further, a common Online Dispute Resolution Portal ("ODR Portal") is established for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve investors' grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website viz. <https://www.hindcompo.com/investor-relations/investors-information.htm>.

27. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to its members to exercise their right to vote electronically on the resolutions mentioned in the Notice of 61<sup>st</sup> AGM dated 8<sup>th</sup> August, 2025. The members may cast their vote using electronic voting system from a place other than the venue of the meeting ("remote e-voting").

- (a) The facility of casting the vote by the members / shareholders using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and e-voting during the meeting will be provided by the Central Depository Services (India) Limited ("CDSL e-voting System").
- (b) A person, whose name is recorded in the Register of Members or in the List Beneficial Owners

maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of "remote e-voting" or e-voting during the AGM.

- (c) The "remote e-voting" period will commence on Monday, 22<sup>nd</sup> September, 2025 (9:00 hrs.) and end on Wednesday, 24<sup>th</sup> September, 2025 (17:00 hrs.). During this period, members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by "remote e-voting". The "remote e-voting" module shall be disabled by the CDSL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

- (d) The voting rights of members / shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [rnt.helpdesk@in.mpms.muvg.com](mailto:rnt.helpdesk@in.mpms.muvg.com). However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).

- (e) The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries, Mumbai (FCS No.: 6180 / CP No.: 11062) as Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the 61<sup>st</sup> AGM in a fair and transparent manner. The Scrutinizer shall, within 2 working days from the conclusion of the AGM, prepare a Consolidated Scrutinizers' Report of the votes cast in favour or against, if any, and forthwith the same to the Chairman of the meeting or a person authorized by him who shall countersign the same and declare the result of the voting.
- (f) The result declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. [www.hindcompo.com](http://www.hindcompo.com) and on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall simultaneously be communicated to the stock exchanges.
- (g) Subject to receipt of requisite number of votes in favour, the resolutions shall be deemed to be passed on the date of the 61<sup>st</sup> AGM i.e. Thursday, 25<sup>th</sup> September, 2025.

28. Pursuant to the Investor Education and Protection Fund Authority ('IEPF Authority'), under the Ministry of Corporate Affairs, circular dated 16<sup>th</sup> July, 2025, the Company has started a 100 Days campaign "Saksham Niveshak" from 28<sup>th</sup> July, 2025 to 6<sup>th</sup> November, 2025 - for updation of KYC and Shareholder engagement to prevent transfer of Unpaid / Unclaimed Dividends to IEPF Authority.

During this campaign, the shareholders who have not claimed their dividends declared for any financial years from 2018-19 to 2024-25 or have not updated their KYC or other related updations or have any issues related to unclaimed dividends and shares, may make an application along with requisite documents to the Company's RTA to claim the payment of unclaimed / unpaid dividend, credit of shares, or updation of KYC and other updation, as the case may be.

The shareholders may further note that this campaign has been initiated specifically to reach out to the shareholders to update their KYC, bank mandates, nominee and contact information and other required details and to claim their unclaimed / unpaid dividends for the aforementioned financial years in order to prevent their shares from being transferred to the demat account of IEPF Authority.

**THE PROCEDURE / INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 61<sup>st</sup> AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:**

- (i) The voting period will begin on Monday, 22<sup>nd</sup> September, 2025 (9:00 hrs.) and end on Wednesday, 24<sup>th</sup> September, 2025 (17:00 hrs.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by the CDSL for voting thereafter.
- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to the said SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in demat mode** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website viz. <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select My Easi New (Token) Tab.</li> <li>2) After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also link provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KFINTeCH/ LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option</li> <li>4) Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll-free no. 1800 21 09911.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll-free no.: 022-4886 7000 and 022-2499 7000

(iii) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding in demat form & for physical shareholders.

- 1) The shareholders should log on to the e-voting website viz. [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module

- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details  <b>OR</b>  Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.</li> </ul>

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (vii) Click on the EVSN for HINDUSTAN COMPOSITES LIMITED on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Note for Non-Individual Shareholders and Custodians:**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non-Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@hindcompo.com](mailto:investor@hindcompo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

[hindcompo.com](http://hindcompo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will also be eligible to attend the meeting. However, they will not be eligible to vote during the AGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at least 2 (two) days prior to meeting mentioning their name, demat account number/folio number, email ID, mobile number at [investor@hindcompo.com](mailto:investor@hindcompo.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email ID, mobile number at [investor@hindcompo.com](mailto:investor@hindcompo.com). These queries will be replied to by the Company during the AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM on first come, first served basis.
9. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
10. If any Votes are casted by the shareholders through e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such



shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company i.e. [investor@hindcompo.com](mailto:investor@hindcompo.com) or to RTAs' email id [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com).
2. For Demat shareholders, Please update your email ID & mobile no. with your respective Depository Participant (DP).
3. For Individual demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll-free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013, Maharashtra or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll-free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:**

**Item No. 4:**

Considering the rich experience and expertise brought to the Board by Mr. Lalit Kumar Bararia, Mrs. Preeti Vimal Agrawal, Mr. Rajan Dalal and Mr. Snehal Muzoomdar, Independent Directors of the Company, it is proposed to pay a commission of ₹ 5,00,000/- (Rupees Five Lakh only) to each of Mr. Lalit Kumar Bararia, Mrs. Preeti Agrawal, Mr. Rajan Dalal, Independent Directors, and ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) to Mr. Snehal Muzoomdar, Independent Director of the Company in proportion to his tenure as Independent Director of the Company, (appointed with effective from 1<sup>st</sup> October, 2024) for the financial year 2024-25. Such payment will be in addition to the sitting fees paid for attending Board / Committee meetings during the said financial year.

The Board accordingly recommends the Ordinary Resolution as set out at item no. 4 of the Notice for approval of members of the Company.

None of the Directors, Key Managerial Personnel or any of their relatives, except the above-mentioned Independent Directors of the Company to whom the resolution relates, are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the accompanying Notice of 61<sup>st</sup> AGM.

**Item No. 5:**

Mr. P. K. Choudhary, Managing Director of the Company, has been associated with the Company since last 34 years. He is a Chartered Accountant and Company Secretary and has vast knowledge and experience in the field of business operation, finance, merger & acquisitions and long-term business strategy.

Mr. P. K. Chaudhary was re-appointed as Managing Director by the members of the Company for a further period of 3 (three) years w.e.f. 1<sup>st</sup> July, 2024 till 30<sup>th</sup> June, 2027, and considering his experience, knowledge and contribution made in growth of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Audit Committee of the Company, the Board of Directors revised the remuneration payable to him w.e.f. 1<sup>st</sup> April 2025 for remaining period of his current tenure, subject to approval of the members of the Company.

The details of revised remuneration payable to him for remaining period of his current tenure are as follows:

Sr. No.	Particulars	Details of revised remuneration
1.	Salary	₹ 5,25,000/- per month and special allowance of ₹ 2,66,600/- per month with an increase which may be decided by the Board of Directors from time to time within the limits, as specified in Schedule V to the Companies Act, 2013.
2.	House Rent Allowance	House Rent Allowance of ₹ 2,00,000/- per month with reimbursement of the cost of electricity, water, gas and maintenance in the premises etc. not exceeding ₹ 30,000/- per month.
3.	Conveyance / Motor Car	Provision of motor car and reimbursement towards driver and other running expenses up to ₹ 1,05,000/- per month.
4.	Medical	Reimbursement of medical expenses and insurance premium for self, spouse and dependent children, not exceeding ₹ 25,000/- per month.
5.	Servant Allowance	Provision for Servant Allowance ₹ 25,000/- per month.

Sr. No.	Particulars	Details of revised remuneration
6.	Leave Travel Concession	As per rules of the Company, not exceeding ₹ 43,750/- per month.
7.	Provident and other funds including superannuation and gratuity	As per rules of the Company's Scheme.
8.	Personal accident insurance	As per rules of the Company's Scheme.
9.	Club subscription	Reimbursement of club subscription fees of one club.
10.	Leave encashment	Encashment of leave accumulation as per the rules of the Company.

The Board considers that increase in remuneration of Mr. P. K. Choudhary for the remaining period of his current tenure is commensurate with the industry standards and accordingly, recommends the Ordinary Resolution as set out at item no. 5 of the Notice for the approval of the members of the Company.

A brief profile of Mr. P. K. Choudhary and other relevant details as required by the Companies Act, 2013 read with Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure-1 to this Notice. Mr. P. K. Choudhary does not hold any shares in the Company.

Except Mr. P. K. Choudhary, Managing Director and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the accompanying Notice of the 61<sup>st</sup> AGM.

#### Item No. 6:

As per Section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary.

Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with its annual report.

Under the Listing Regulations, every listed entity shall upon recommendation of the Board of Directors appoint / re-appoint an individual as a secretarial auditor for not more than one term of 5 (five) consecutive years or a secretarial audit firm as secretarial auditor for not more than 2 (two) terms of 5 (five) consecutive years, subject to shareholders' approval at the

Annual General Meeting. Further, the proposed secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI").

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 8<sup>th</sup> August, 2025, appointed M/s. MR & Associates, a peer reviewed firm, Company Secretaries in Practice (Firm Registration No. - P2003WB008000), subject to approval of members of the Company, as Secretarial Auditors of the Company for conducting the Secretarial audit of the Company for a term of 5 (five) consecutive years with effect from financial year 2025-26 till financial year 2029-30. The Board of Directors of the Company recommends the said appointment to the members of the Company.

#### Disclosure under Regulation 36(5) of the SEBI Listing Regulations is given hereunder:

- a) **Proposed fees payable:** ₹40,000/- (Rupees forty thousand only) per annum plus applicable taxes and reimbursement of other out-of-pocket expenses actually incurred in connection with the Secretarial Audit of the Company commencing from financial year 2025-26 till financial year 2029-30 and as may be mutually agreed by the Board, on the basis of recommendation of the Audit Committee, and the Secretarial Auditors for subsequent years. The proposed fee is based on knowledge and expertise of the Secretarial auditor, which is in line with the industry practice.
- b) **Terms of appointment:** Term of appointment of secretarial auditor is for 5 (five) consecutive years, commencing from financial year 2025-26 to financial year 2029-30, on such fees as mentioned in point (a) above.
- c) **Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change :** There is no material change in the audit fee proposed to be paid to M/s. MR & Associates as compared to the audit fees paid to erst-while Secretarial Auditors, M/s. M Baldeva & Associates. The proposed fees to M/s. MR & Associates are deemed commensurate with scale of operations of the Company's business and are comparable to audit fees in industry to Audit firms with similar credentials, clientele and scope of work.
- d) **Credentials profile of M/s. MR & Associates :** M/s. MR & Associates is a reputed firm of Company Secretaries in Practice with 30 years of excellence and have a track record of providing professional services in the field of Secretarial Audit, Corporate laws, Company Law, Listing Regulations, IBC, Mergers and Amalgamation, Takeover and Acquisitions and representing companies before NCLT, RD, ROC, Stock Exchanges etc. M/s. MR & Associates is registered with the Institute of Company Secretaries of India (ICSI) vide Firm Registration No. - P2003WB008000 and is a Peer Reviewed Firm and holds a valid peer review certificate issued by the Peer

Review Board of ICSI vide Certificate No.: 5598/2024.

- e) **Basis of recommendation for appointment including the details in relation to and credentials of M/s. MR & Associates :** M/s. MR & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the prescribed limits and that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, as specified by the Institute of Company Secretaries of India, the Company Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31<sup>st</sup> December, 2024.

They have also confirmed the following for their proposed appointment as Secretarial Auditors:

- They meet the criteria of eligibility prescribed under the SEBI listing Regulations and the Act;
- They are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the SEBI Listing Regulations, ICSI Auditing Standards, the Company Secretaries Act, 1980 and rules and regulations made thereunder.
- Their proposed appointment is within the limits as laid down by ICSI and SEBI Listing Regulations; and
- They do not have any conflict of interest in terms of ICSI Auditing Standard on Audit Engagement (CSAS 1);

M/s. MR & Associates or the signing partner do not have financial interest in or association with the Company, that would impair their independence or cause any conflict of interest.

M/s. MR & Associates complies with the requirements as stated in Regulation 24A of Listing Regulations read with the said SEBI Circular dated 31<sup>st</sup> December 2024 and has not incurred any disqualification as per Annexure 2 of the said Circular. M/s. MR & Associates shall not provide any restricted services as specified in Annexure 3 of the said Circular.

The Board of Directors and the Audit Committee of the Company have considered various parameters while recommending the appointment of M/s. MR & Associates as Secretarial Auditors of the Company including fulfilment of prescribed eligibility criteria, their past performance

and capabilities, industry experience, credentials, assessment of independence, clientele, technical knowledge, qualification and effectiveness of the audit teams and processes, and found that the competency and experience of M/s. MR & Associates are commensurate with the size, scope of work and requirements associated with the Secretarial Audit of the Company.

The Board of Directors of the Company recommends the Ordinary Resolution set out at item no. 6 for approval of the members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the resolution as set out at item no. 6 of the accompanying Notice of the 61<sup>st</sup> AGM.

#### Item No. 7:

The Board of Directors, on recommendation of the Audit Committee, re-appointed M/s. Suresh Pimple & Associates, Cost Accountants, Chhatrapati Sambhaji Nagar (earlier known as Aurangabad) (Firm Registration No. 100780), as Cost Auditors of the Company to conduct audit of cost records maintained by the Company for its product viz. Railway Brake Block manufactured at Chhatrapati Sambhaji Nagar unit for the financial year ending 31<sup>st</sup> March, 2026 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus Goods and Service Tax (GST) as applicable and reimbursement of out-of-pocket expenses incurred for the purpose of the above audit for the aforesaid financial year, subject to ratification of remuneration by the members of the Company.

M/s. Suresh Pimple & Associates, Cost Accountants have confirmed that they hold a valid certificate of practice under sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditors is required to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for conducting the audit of the cost records maintained by the Company for the financial year ending 31<sup>st</sup> March, 2026.

The Board, accordingly, recommends the Ordinary Resolution as set out at item no. 7 of the Notice for approval of the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the accompanying Notice of the 61<sup>st</sup> AGM.



## ANNEXURE - 1

**INFORMATION OF DIRECTORS BEING PROPOSED TO BE APPOINTED / RE-APPOINTED AND WHOSE REMUNERATION IS PROPOSED TO BE APPROVED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETINGS” IS GIVEN BELOW:**

Particulars	Name of Directors	
	Mr. P. K. Choudhary (DIN: 00535670)	Mr. Vinay Sarin (DIN: 00090757)
Age	69 years	77 years
Qualifications	Chartered Accountant and Company Secretary	Postgraduate with a Masters in Marketing Management
Experience (including expertise in specific functional area) / Brief Resume	He possesses rich experience of 44 years in the field of business operation, finance, merger & acquisitions and long-term business strategy.	He is a Senior Management Professional with about 55 years of diversified experience in both the Consumer, Engineering & the Automobile Industry.
Terms and Conditions of appointment / reappointment	Re-appointed as Managing Director by members of the Company at their 60 <sup>th</sup> AGM for a further period of 3 (three years) w.e.f. 1 <sup>st</sup> July, 2024 till 30 <sup>th</sup> June, 2027. Details of proposed revised remuneration are provided in the explanatory statement annexed with the Notice of 61 <sup>st</sup> AGM.	In terms of Section 152(6) of the Companies Act, 2013, Mr. Vinay Sarin will be liable to retire by rotation.
Remuneration last drawn (including Sitting fees, Commission, if any)	₹ 114.00 Lakh plus perquisites	₹ 0.60 Lakh
Remuneration proposed to be paid	₹ 154.00 Lakh plus perquisites	Sitting fees as may be decided by the Board of Directors of the Company from time to time.
Date of first appointment on the Board	18 <sup>th</sup> March, 2005	30 <sup>th</sup> June, 2023
Shareholding in the Company (including beneficial ownership) as on 31 <sup>st</sup> March, 2025	Nil	30 Equity Shares of ₹ 5/- each
Relationship with other Directors / Key Managerial Personnel of the Company	He is not related <i>inter-se</i> to any Director / Key Managerial Personnel of the Company within the meaning of Section 2(77) of the Companies Act, 2013	He is not related <i>inter-se</i> to any Director(s) / Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013
Number of meetings of the Board attended during the financial year 2024-25	4 (Four)	3 (Three)
Directorships of other Boards as on March 31, 2025	Prabhukripa Overseas Limited	Compo Advics (India) Pvt. Ltd.
Number of listed entities from which person has resigned in past three years	Nil	Nil
Membership / Chairmanship of Committees of other entities as on 31 <sup>st</sup> March, 2025	Nil	Nil

Particulars	Name of Directors	
	Mr. P. K. Choudhary (DIN: 00535670)	Mr. Vinay Sarin (DIN: 00090757)
Summary of Performance Evaluation / Justification for choosing the appointees for appointment as Independent Directors	Not Applicable	Not Applicable
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable

By Order of the Board of Directors  
of Hindustan Composites Limited

Sd/-

Arvind Purohit  
Company Secretary and Compliance Officer  
Membership No. A33624

Place : Mumbai

Date : 8<sup>th</sup> August, 2025

**Registered Office:**

Peninsula Business Park, 'A' Tower,  
8<sup>th</sup> Floor, Senapati Bapat Marg,  
Lower Parel, Mumbai-400013,  
Maharashtra.

## BOARD OF DIRECTORS' REPORT

To the Members,  
**Hindustan Composites Limited**

Your directors are pleased to present the 61<sup>st</sup> (Sixty-First) Annual Report together with the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025.

### 1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year ended 31<sup>st</sup> March 2025 is summarized below:

(₹ in Lakh)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2024-25	2023-24	2024-25	2023-24
<b>Revenue from Operations</b>	<b>32,508.01</b>	<b>29,768.43</b>	<b>32,508.01</b>	<b>29,768.43</b>
Other Income	905.30	92.59	905.30	92.59
Profit before Interest, Depreciation and Taxes	6,786.61	5,221.63	6,786.61	5,221.63
Less: Interest	8.40	8.96	8.40	8.96
Less: Depreciation (Net)	1,032.71	952.51	1,032.71	952.51
<b>Profit before exceptional item and tax</b>	<b>5,745.50</b>	<b>4,260.16</b>	<b>5,745.50</b>	<b>4,260.16</b>
Less: Exceptional item	1,275.00	-	1,275.00	-
<b>Profit before tax</b>	<b>4,470.50</b>	<b>4,260.16</b>	<b>4,470.50</b>	<b>4,260.16</b>
Less: Provision for Tax	970.77	819.01	970.77	819.01
<b>Profit After Tax</b>	<b>3,499.73</b>	<b>3,441.15</b>	<b>3,499.73</b>	<b>3,441.15</b>
Other Comprehensive Income / (Loss) (Net of Tax)	6,582.11	3,435.40	6,582.11	3,435.40
<b>Total Comprehensive Income</b>	<b>10,081.84</b>	<b>6,876.55</b>	<b>10,081.84</b>	<b>6,876.55</b>

### 2. OPERATIONAL PERFORMANCE AND OUTLOOK

On a standalone basis, the Company achieved a higher total revenue of ₹ 32,508.01 Lakh during the financial year under review compared to ₹ 29,768.43 Lakh in the previous financial year registering a growth of 9.20%. The net manufacturing revenue was also higher by 13% from ₹ 25,016.21 Lakh to ₹ 28,356.45 Lakh.

The Investment Income during the financial year under review was lower at ₹ 4,081.16 Lakh as compared to ₹ 4,699.53 Lakh in the previous financial year. Considering volatile market conditions & falling interest rate regime and taking into the account the other Comprehensive income, overall performance was good and was achieved with judicious deployment of funds in various asset classes.

The gross profit of the Company was much higher at ₹ 6,786.61 Lakh as against ₹ 5,221.63 Lakh in the previous financial year. After considering the interest of ₹ 8.40 Lakh, depreciation of ₹ 1,032.71 Lakh and settlement related amount of disputed claims of ex-workmen of ₹ 1,275 Lakh, Profit before tax was at ₹ 4,470.50 Lakh (previous year ₹ 4,260.16 Lakh). With a tax provision of ₹ 970.77 Lakh (previous year ₹ 819.01 Lakh) Profit after tax stood at ₹ 3,499.73 Lakh as against ₹ 3,441.15 Lakh in the previous financial year. Other comprehensive income, net of tax during the financial year was ₹ 6,582.11 Lakh (previous financial year ₹ 3,435.40 Lakh) and the total comprehensive income was ₹ 10,081.84 Lakh (previous financial year

₹ 6,876.55 Lakh).

It was another successful year on the journey of excellence & growth and the Company posted excellent results with the highest ever revenue and profitability. Growth was led by strong traction in Rail Friction Material Business.

Global economy continues to present a mixed trend. Multiple factors like heightened geo-political volatility, prolonged conflicts in Eastern Europe, ongoing tension in middle East, tariff threats, elevated interest rate and fiscal tightening contribute to the uncertainty of the global economic outlook. Encouragingly, inflation has softened over the highs of the previous year and is expected to continue to moderate.

Amidst these conditions, Indian economy has continued to grow with resilience. With a projected GDP growth of 6.5% in the fiscal year 2024-25, it continues to be the fastest growing major economy in the world. This strength is attributed to sustained domestic demand and the growing working population. The sharp focus on improving productivity in both manufacturing and agriculture sectors, coupled with a promising growth outlook, bodes well for overall demand creation for both Commercial and Passenger Vehicles.

Indian Automotive industry demonstrated remarkable resilience & growth and emerged as world's third largest automotive market. In 2024-25, the industry demonstrated a mixed but generally positive performance across key segments. Passenger vehicle sales grew modestly by



2% reaching 4.3 million units, reflecting steady consumer demand. The commercial vehicle segment experienced a slight decline of 1.2% with sales dipping to 0.96 million units, indicating some softness in freight and transport activity. Two wheelers posted an impressive growth of 9.1%, crossing 19.6 million units, underscoring its continued popularity and expansion in both urban and rural markets. Overall, these trends highlight sustained momentum in personal and light commercial mobility, supported by favorable economic policies and improving consumer confidence.

Indian rail infrastructure continues to grow with introduction of high-speed trains, new tracks, dedicated freight corridor expansion, higher freight loading, new safety measures etc. The railway sector has seen rapid development, investment and support from the Government with higher allocation of fund.

Amid the dynamic landscape of the automotive and rail sector, our Company continued its growth trajectory and posted excellent results. Our Company is deeply aware of customer expectations and has taken proactive measures to align itself toward the development of high-performance products. The Company continues to emphasise on improvement in operational efficiencies, higher productivity, and prudent cost control measures.

The Company has taken several steps towards sustainability including installation of 1.65 MWp on-site Solar plant (which meets about 25% of total electricity requirement of Paithan plant), putting up recycling plant to use waste materials, elimination of asbestos products, putting up plantation around the plant. Installation of 0.35 MWp on-site Solar plant at Bhandara is under progress.

The company entered into a long-term settlement with workers' union at Paithan plant for 3 years effective from December 24.

The investment segment faced some challenges related to fluctuations in interest rates, volatile stock market, currency depreciation and global uncertainties. However, performance of investment operations remains stable with a conservative approach towards deployment of funds, keeping capital protection in focus.

The working of Company's Joint venture viz. Compo Advics (India) Private Limited, has slightly improved with several step taken towards change in product mix and cost reduction program.

The Company has started a new business line of 'trading in metals and commodities' w.e.f. 1<sup>st</sup> April, 2025, to have new revenue stream, which will increase its overall profitability.

The outlook for the financial year 2025-26 remains positive with continued growth prospectus of automotive and rail industry in terms of underlying demand. With a clear focus on innovation and customer satisfaction, the Company is well positioned to achieve its plans and will remain a major player in its business segment.

### 3. THE CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of Business of the

Company during the financial year 2024-25, except start of trading in metals and commodities.

### 4. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this annual report, except starting a new business line of trading in metals and commodities, which will have positive impact on financial position of the Company.

### 5. SHARE CAPITAL OF THE COMPANY

During the financial year under review, there was no change in the share capital of the Company. The Paid-up Equity Share Capital of your Company as on 31<sup>st</sup> March, 2025 was ₹ 7,38,45,000/- (Rupees Seven Crore Thirty-Eight Lakh Forty-Five Thousand only) divided into 1,47,69,000/- (One Crore Forty-Seven Lakh Sixty-Nine Thousand only) Equity Shares of ₹ 5/- (Rupees Five only) each fully paid-up.

During the financial year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### 6. DIVIDEND & DIVIDEND POLICY

Your directors have recommended a dividend of ₹ 2/- per share (previous financial year ₹ 2/- per share) of ₹ 5/- each, being 40% (previous financial year 40%) on equity share capital for the financial year ended 31<sup>st</sup> March, 2025. This will absorb a total cash outflow of ₹ 295.38 Lakh. The dividend, if approved, will be paid to those members whose names shall appear in the Register of Members / List of Beneficial Owners as on 18<sup>th</sup> September, 2025.

Pursuant to the provisions of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has formulated the Dividend Distribution Policy. The policy can be accessed on the Company's website at <https://www.hindcompo.com/investor-relations/documents/dividend-distribution-policy.pdf>.

### 7. RESERVES

During the financial year under review, a sum of ₹ 10,000 Lakh (previous year ₹ 4,000 Lakh) was transferred to the General Reserve.

### 8. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company has a Joint Venture Company namely "Compo Advics (India) Private Limited." The Company had no subsidiary or associate company during the financial year under review.

Pursuant to the provisions of Section 129(3) of the

Companies Act, 2013 ("the Act"), a statement containing salient features of financial statements of the Joint Venture Company in Form AOC-1 is attached to the financial statements of the Company forming part of this Annual Report.

No subsidiary, joint venture or associate Company was formed or ceased during the financial year under review.

## 9. CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Pursuant to the provisions of Sections 129 and 133 of the Act read with the Companies (Accounts) Rules, 2014 and as required under Regulation 34 of the Listing Regulations, the Company has prepared Consolidated Audited Financial Statements consolidating financial statements of its Joint Venture Company namely "Compo Advics (India) Private Limited" with its financial statements in accordance with the applicable provisions of Indian Accounting Standards ("Ind-AS").

The Consolidated Audited Financial Statements along with the Independent Auditors' Report thereon are annexed and form part of this Annual Report.

The summarized consolidated financial position is provided in point no. 1 above.

## 10. RISK MANAGEMENT AND AREAS OF CONCERN

The Company has laid down a well-defined Risk Management Policy covering risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out from time to time to identify, evaluate, manage and monitoring of both business and non-business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

Pursuant to the provisions of Regulation 21 of the Listing Regulations, the Company has constituted Risk Management Committee. As on 31<sup>st</sup> March, 2025, Risk Management Committee comprised of Mr. Lalit Kumar Bararia and Mrs. Preeti Vimal Agrawal, Independent Directors as its members and Mr. P. K. Choudhary, Managing Director as its Chairman. The Company Secretary and Compliance Officer of the Company acts as Secretary of the Committee.

The Committee assists the Board in fulfilling its oversight responsibilities with regard to enterprise risk management. The Committee reviews the risk management practices and actions deployed by the management with respect to identification, impact assessment, monitoring, mitigation and reporting of key risks while at the same time trying to achieve its business objectives.

This Committee's responsibilities include achieving the objective of developing a risk mitigated culture that supports decision-making and helps improving the Company's performance as stated in the Risk Management Policy of the Company. The role and terms of reference of the Risk Management Committee

are in conformity with the requirements of the Act and Regulation 21 of the Listing Regulations.

## 11. ANNUAL RETURN

Annual Return of the Company as on 31<sup>st</sup> March, 2025 in accordance with the provision of Section 92(3) read with the Section 134(3)(a) of the Act will be placed on the website of the Company and can be accessed at the link <https://www.hindcompo.com/investor-relations/annual-reports.htm>.

## 12. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

### a) Composition

As on 31<sup>st</sup> March, 2025, the Board comprised of 7 (seven) Directors including one Independent Woman Director. The Board has an appropriate mix of Executive Director, Non-Executive Directors and Independent Directors, which is in compliance with the requirements of the Act and the Listing Regulations, and is also aligned with the best practices of Corporate Governance.

### b) Retirement by rotation

In accordance with the provisions of Section 152(6) of the Act read with the Companies (Management and Administration) Rules, 2014 and the Articles of Association of the Company, Mr. Vinay Sarin (DIN: 00090757), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board of Directors, on the recommendation of Nomination and Remuneration Committee, recommends his re-appointment as such to the members of the Company.

### c) Appointment and Re-appointment

**Details of the appointments and re-appointments made during the financial year under review are as follows:**

Upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, at the 60<sup>th</sup> Annual General Meeting ("AGM") held on 27<sup>th</sup> September, 2024, members of the Company:

- 1) Appointed Mr. Snehal Muzoomdar (DIN: 00729992) as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 1<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2029;
- 2) Re-appointed Mr. Lalit Kumar Bararia (DIN: 00204670) and Mrs. Preeti Vimal Agrawal (DIN: 08693668) as Non-Executive Independent Directors of the Company for a second term of a 5 (five) consecutive years w.e.f. 13<sup>th</sup> February, 2025 to 12<sup>th</sup> February, 2030;

- 3) Re-appointed Mr. P. K. Choudhary (DIN: 00535670) as Director of the Company who retired by rotation at 60<sup>th</sup> AGM in terms of provisions of Section 152(6) of the Act; and
- 4) Re-appointed Mr. P. K. Choudhary (DIN: 00535670) as Managing Director of the Company for a further period of 3 (three) years w.e.f. 1<sup>st</sup> July, 2024 till 30<sup>th</sup> June, 2027.

Apart from above, no other Director was appointed/re-appointed during the financial year 2024-25.

#### **Appointment of Key Managerial Personnel of the Company:**

During the financial year under review, pursuant to the provisions of Section 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 6 of the Listing Regulations, upon resignation of Mr. Ravi Vaishnav as Company Secretary and Compliance Officer of the Company w.e.f. close of business hours of 5<sup>th</sup> April, 2024, the Board of Directors of the Company, upon recommendation of Nomination and Remuneration Committee, appointed Mr. Arvind Purohit (ICSI Membership No. ACS 33624) as Company Secretary and Compliance Officer of the Company w.e.f. 29<sup>th</sup> May, 2024.

Apart from above, no other KMP was appointed / re-appointed during the financial year 2024-25.

#### **d) Cessation**

- (i) Mr. Deepak Sethi (DIN: 07165462) ceased to be Independent Director of the Company w.e.f. close of business hours of 22<sup>nd</sup> April, 2025 upon completion of his two consecutive terms as Independent Director of the Company.
- (ii) Mr. Ravi Vaishnav, Company Secretary and Compliance Officer of the Company resigned from the services of the Company w.e.f. close of business hours of 5<sup>th</sup> April, 2024.

The Board of Directors of the Company places on record its appreciation for the invaluable contributions and guidance provided by both of them during their stint with the Company.

Apart from above, no other Director or KMP retired or resigned during the financial year 2024-25.

#### **e) Declaration from Independent Directors**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) and Regulation 25 of the Listing Regulations and declaring that they are not

aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Independent Directors have also confirmed that they have complied with the provisions of Schedule IV of the Act and the Company's Code of Conduct.

Further, the Independent Directors have also submitted their declarations in compliance with the provision of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, which mandates the inclusion of their names in the data bank of Indian Institute of Corporate Affairs ("IICA") till they continue to hold the office of an independent director.

None of the directors of your Company are disqualified under the provisions of Section 164(2) of the Act. Your directors have made necessary disclosures as required under various provisions of the Act and the Listing Regulations.

In the opinion of the Board, all the independent directors of the Company are persons of integrity and possess relevant expertise and experience and are independent of the management.

#### **f) Annual Performance and Board Evaluation**

The Board has devised a policy pursuant to the provisions of the Act and the Listing Regulations for performance evaluation of the chairman, board, individual directors (including independent directors) and committees which includes criteria for performance evaluation of non-executive directors and executive directors.

The Nomination and Remuneration Committee of the Company has specified the manner of effective evaluation of the performance of the Board, its committees and individual directors of the Company and has authorized the Board to carry out the evaluation. Based on the manner specified by the Committee, the Board has devised a questionnaire to evaluate its performance and that of its committees and individual directors. Such questions are prepared considering the business of the Company and the expectations that the Board has from each of the directors. The performance of each committee was evaluated by the Board, based on the report on evaluation received from respective Board committees. The reports on performance evaluation of the individual directors were reviewed by the Board.

The evaluation framework for assessing the performance of directors comprises of the following key areas:

- i. Attendance at Board and Committee meetings;



- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspective or inputs regarding future growth of the Company and its performance; and
- iv. Providing perspective and feedback going beyond information provided by the management.

The details of the programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: <https://www.hindcompo.com/investor-relations/documents/familiarisation-programmes-for-independent-directors-2024-25.pdf>.

**g) Key Managerial Personnel (KMP)**

The details of Key Managerial Personnel of the Company are as follows:

Sr. No.	Name	Designation
1.	Mr. P. K. Choudhary	Managing Director
2.	Mr. Sunil Jindal	Chief Financial Officer
3.	Mr. Arvind Purohit	Company Secretary and Compliance Officer (w.e.f. 29 <sup>th</sup> May, 2024)

## 13. PARTICULARS OF EMPLOYEES AND MANAGERIAL PERSONNEL

### A. DETAILS PURSUANT TO THE PROVISIONS OF SECTION 197 OF THE ACT READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Disclosure pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in "Annexure-A", which forms part of this Report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this Report. However, in terms of Section 136 of the Act, the reports and financial statements are being sent to the members excluding the aforesaid annexure. The said annexure is available for inspection at the registered office of the Company during the working hours and any member interested in obtaining copy of the same may write to the Company Secretary and Compliance Officer of the Company and the same will be furnished on

request.

### B. MATERNITY BENEFITS ACT, 1961

During the financial year under review, the Company has complied with and adhered to provisions relating to the Maternity Benefits Act, 1961, as part of inclusive HR practices. The Company remains dedicated to supporting the health, dignity and work-life balance of all women employees and reaffirms its commitment to upholding the rights and welfare of women employees by ensuring strict compliance with the provisions of the said Act.

The Company believes in and practices no discrimination or no termination of employment on the grounds of maternity, promoting gender equity and facilitating a safe and supportive working environment, facilitating safe and hygienic working conditions in all office locations including plants, thus supporting the holistic well-being of all employees including women employees.

### C. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has complied with the provisions relating to the constitution of the Internal Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year under review, no complaint was filed before the said Committee and details as required under Section 134(3) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, are as follows:

- (a) number of complaints of sexual harassment received in the year : Nil
- (b) number of complaints disposed of during the year : Nil
- (c) number of cases pending for more than ninety days : Nil

### D. NUMBER OF EMPLOYEES AS ON THE CLOSURE OF FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025:

Female : 7  
Male : 537  
Transgender : Nil

## 14. REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has adopted a policy for selection and appointment of

Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP), other employees and their remuneration including criteria for determining qualifications, positive attributes, independence of a director and other related matters.

The Remuneration Policy is placed on the website of the Company viz. [www.hindcompo.com](http://www.hindcompo.com).

## 15 MEETINGS OF THE BOARD

The Board met 4 (four) times during the financial year under review, the details of which are given below:

Sr. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1.	29.05.2024	6	4	66.67
2.	14.08.2024	6	6	100.00
3.	13.11.2024	7	4	57.14
4.	10.02.2025	7	7	100.00

The intervening gap between the two consecutive meetings was within the period prescribed under the Act and Listing Regulations.

## 16. COMMITTEES OF THE BOARD

In accordance with the applicable provisions of the Act and the Listing Regulations, the Company has constituted four committees of the Board, namely:

1. Audit Committee;
2. Stakeholders' Relationship Committee;
3. Nomination and Remuneration Committee;
4. Risk Management Committee; and
5. Corporate Social Responsibility (CSR) Committee.

Details of the Committees constituted by the Board under the Act and Listing Regulations, along with their composition and changes thereof, if any, during the financial year under review are provided in the Corporate Governance Report, which forms part of this Annual Report.

The number and dates of meetings of various Committees held during the financial year under review and attendance thereat are as follows:

No. of meetings held	Type of meeting	Date of meeting	Total no. of members as on the date of meeting	Attendance	
				No. of members attended	% of attendance
1.	Audit Committee	29.05.2024	5	4	80.00
2.		14.08.2024	5	5	100.00
3.		13.11.2024	5	3	60.00
4.		10.02.2025	5	5	100.00
1.	Nomination & Remuneration Committee	29.05.2024	3	2	66.67
1.	Stakeholders' Relationship Committee	29.05.2024	3	2	66.67
2.		14.08.2024	3	3	100.00
3.		13.11.2024	3	3	100.00
4.		10.02.2025	3	3	100.00
1.	Risk Management Committee	09.08.2024	3	2	66.67
2.		10.02.2025	3	3	100.00
1.	CSR Committee	29.05.2024	3	2	66.67
2.		13.11.2024	3	3	100.00

## 17. AUDIT COMMITTEE AND ITS COMPOSITION

The Audit Committee is duly constituted as per the provisions of Section 177 of the Act and Regulation 18 of Listing Regulations.

As on 31<sup>st</sup> March, 2025, the Audit Committee comprised of Mr. Lalit Kumar Bararia, Mrs. Preeti Agrawal, Mr. Deepak Sethi, Mr. Rajan Dalal and Mr. P. K. Choudhary. Mr. Lalit Kumar Bararia is Chairman of the Audit Committee. The Company Secretary and Compliance Officer of the Company acts as Secretary of the Audit Committee.

All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company. Other details with respect to Audit Committee are given in Corporate Governance Report, which forms part of this Annual Report.

Mr. Deepak Sethi, Independent Director, ceased to be Director of the Company w.e.f. close of business hours of 22<sup>nd</sup> April, 2025 upon completion of his two consecutive terms as Independent Director. Accordingly, he ceased to be member of the Committee with effect from that date.

The Audit Committee reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters, etc. It also supervises the Company's internal control, financial reporting process and vigil mechanism.

## 18. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3) (c) read with Section 134(5) of the Act, state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the directors have 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 have prepared the annual accounts on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and that

such internal financial controls are adequate and were operating effectively; and

- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 19. PUBLIC DEPOSITS

During the financial year under review, the Company has not accepted or renewed any public deposit within the meaning of Sections 73 to 76 of the Act read with Companies (Acceptance of Deposits) Rules, 2014. As on 31<sup>st</sup> March 2025, there were no deposits which remained unclaimed / unpaid and due for repayment nor payment of interest thereon.

## 20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE ACT

All contracts / arrangements / transactions entered by the Company during the financial year under review with related parties were in ordinary course of business and on arm's length basis and are entered into based on considerations of various business exigencies, such as synergy in operations, their specializations etc. and to further the Company's interests.

During the financial year under review, the Company had no material transactions with related parties falling under the scope of Section 188(1) of the Act. Hence, the Company is not required to furnish disclosure of material related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 for the financial year under review.

In accordance with the provisions of Regulation 23 of the Listing Regulations, the Company has adopted the policy on related party transactions and the same is available on the Company's website at <https://www.hindcompo.com/investor-relations/documents/related-party-transaction-policy.pdf>.

## 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans, guarantees or investments made by the Company as required under Section 186 of the Act are given under notes to accounts on financial statements forming part of this Annual Report.

## 22. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Pursuant to the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, the Company has formed Corporate Social Responsibility Committee and a Policy on Corporate Social Responsibility ('CSR'). The policy on Corporate Social Responsibility has been placed on the website of the Company viz. [www.hindcompo.com](http://www.hindcompo.com).

As part of CSR initiatives, the Company contributed a sum of ₹ 71,27,983/- (Rupees Seventy One Lakh Twenty Seven Thousand Nine Hundred Eighty-Three only) to the Project Kaamyaab by Vipla Foundation (registered as Save The Children India) to support the Vipla Foundation, an intervention for Women Empowerment and to strengthen women's skills for employability and at the same time providing access to quality and safe after care services and a sum of ₹ 25,00,000/- (Rupees Twenty-Five Lakh only) to Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) to support and assist the Central Government to strengthen the country's fight against the post pandemic situation or any other kind of emergency or distressed situation, towards its CSR obligations for the financial year under review.

As required under the provisions of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, a brief outline / salient features of the Company's CSR Policy and the Annual Report on CSR activities undertaken by the Company during the financial year under review are given in "**Annexure - B**", which forms part of this Report.

## 23. WHISTLEBLOWER / VIGIL MECHANISM POLICY

The Company has a Vigil Mechanism / Whistleblower Policy to deal with instances of fraud and mismanagement, if any. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases.

The details of the Vigil Mechanism Policy are explained in the Corporate Governance Report and the policy has been placed on the website of the Company viz. [www.hindcompo.com](http://www.hindcompo.com).

We affirm that during the financial year under review, no employee or director was denied access to the Chairman of the Audit Committee.

## 24. STATUTORY AUDITORS

As per provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the members of the Company in their 58<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2022 appointed M/s. Lodha & Co. LLP (formerly Lodha & Company), Chartered Accountants, Mumbai (Firm Registration No. 301051E), as Statutory Auditors of the Company for a term of consecutive 5 (five) years i.e. to hold office from the conclusion of 58<sup>th</sup> Annual General Meeting till the conclusion of 63<sup>rd</sup> Annual General Meeting of the Company to be held for the financial year ending 31<sup>st</sup> March, 2027.

M/s. Lodha & Co. LLP has furnished written confirmation to the effect that they are not disqualified from acting as the Statutory Auditors of the Company in terms of the

provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules 2014.

## 25. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204(1) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s. M Baldeva Associates, Company Secretaries, Mumbai to undertake Secretarial Audit of the Company for the financial year under review.

The Secretarial Audit Report is annexed as "**Annexure - C**" and forms part of this Report.

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amended Regulation 24A of the Listing Regulations, the Board, at its meeting held on 8<sup>th</sup> August, 2025, based on the recommendation of the Audit Committee, has appointed M/s. MR & Associates (Firm Registration No. - P2003WB008000), firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a term of 5 (five) consecutive years w.e.f. financial year 2025-26 to financial year 2029-30, on payment of such fees, basis the recommendation of the Audit Committee, as may be mutually agreed between the Board and the Secretarial Auditors from time to time, subject to approval of the members of the Company at the ensuing AGM. Your Directors seek members' approval for appointment of M/s. MR & Associates as Secretarial Auditors of the Company, as aforesaid.

M/s. MR & Associates have confirmed they are not disqualified from being appointed as Secretarial Auditors of the Company and satisfy the prescribed eligibility criteria.

## 26. INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014, the Board, on recommendation of the Audit Committee, re-appointed M/s. S M M P & Associates, Chartered Accountants, Mumbai, as Company's Internal Auditors for the financial year 2025-26.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company, its compliances with operating systems, accounting procedures and policies at all locations of the Company and reports are presented to the Audit Committee periodically.

## 27. COST RECORDS AND COST AUDITORS

As required under Section 148(1) of the Act, the Company has prepared and maintained cost accounts and cost records in the prescribed manner for its products viz. Railway Brake Block manufactured at Chhatrapati Sambhajinagar (earlier known as Aurangabad) unit.

In terms of the provisions of Section 148(2) and (3) of



the Act, read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company in its meeting held on 7<sup>th</sup> May, 2025, on the recommendation of the Audit Committee appointed M/s. Suresh Pimple & Associates, Cost Accountants, Chhatrapati Sambhajnagar (earlier known as Aurangabad) (Firm Registration No. 100780) as Cost Auditors of the Company to conduct audit of cost records as prescribed under the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2025-26. A resolution seeking ratification of remuneration payable to the Cost Auditors by the members of the Company for the financial year 2025-26 is included in the Notice of the ensuing 61<sup>st</sup> AGM of the Company.

## 28. COMMENTS ON QUALIFICATION BY STATUTORY AUDITORS, SECRETARIAL AUDITORS AND COST AUDITORS

There are no qualifications, observations, adverse remarks or disclaimers by the Statutory Auditors, Secretarial Auditors and Cost Auditors in their respective reports.

Further, none of the Auditors of the Company have reported any fraud as specified under Section 143(12) of the Act, and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

## 29. MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORT

Pursuant to the provisions of Regulations 34(2) & (3) and Schedule V of the Listing Regulations, the following have been made part of the Annual Report and are attached to this Annual Report:

- Management Discussion and Analysis Report,
- Corporate Governance Report,
- Declaration on compliance with Code of Conduct,
- Certificate from Practicing Company Secretary that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company, and
- Auditors' Certificate regarding compliance of conditions of Corporate Governance.

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

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have a bearing on Company's operations in future.

## 31. INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place proper and adequate internal

control systems commensurate with the nature of its business, size and complexity of its business operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

## 32. TRANSFER OF UNCLAIMED SHARES TO UNCLAIMED SUSPENSE ACCOUNT OF THE COMPANY AND (DEMAT) SUSPENSE ESCROW ACCOUNT

During the financial year under review, the Company was not required to transfer any shares to the unclaimed suspense account as specified in Schedule VI of the Listing Regulations. The details of the shares transferred from the unclaimed suspense account to the respective shareholders and details of shares transferred to / released from (Demat) Suspense Escrow Account during the financial year under review are provided in the Corporate Governance Report, which forms part of this Annual Report.

## 33. INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

Pursuant to the provisions of Section 124(5) of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF Authority established by the Government of India, after the completion of seven years. Further, according to provisions of Section 124(6) of the Act read with the said Rules, the shares on which dividend remains unpaid or unclaimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, during the financial year under review, the Company transferred 70,673 equity shares to the demat account of the IEPF Authority on which the dividend remained unclaimed / unpaid for the financial years up to 2016-17.

In terms of the provisions of Sections 124(5) and 125 of the Act and said Rules, during the financial year under review, an amount of ₹ 3,06,162.50 being remained unpaid / unclaimed dividend for the financial year 2016-17 was transferred to the IEPF Authority.

Further, the unpaid and unclaimed dividend amount lying with the Company for financial year 2017-18 is due for transfer to the IEPF in the month of October, 2025. The details of the same are available on the Company's website viz. [www.hindcompo.com](http://www.hindcompo.com).

Mr. Ravi Vaishnav, Company Secretary and Compliance Officer resigned from the services of Company w.e.f. 5<sup>th</sup> April, 2024, consequently he also ceased to be Nodal Officer of the Company. Mr. P. K. Choudhary, Managing Director was appointed as Nodal Officer and Mr. Arvind Purohit, the then Deputy Company Secretary as Deputy Nodal Officer to ensure compliance with the IEPF Rules

w.e.f. 11<sup>th</sup> May, 2024.

### 34. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to the provisions of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 details regarding Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo are given in “Annexure - D”, which forms part of this Report.

### 35. CREDIT RATINGS

On 15<sup>th</sup> April, 2025, the Acuite Ratings & Research Limited re-affirmed the following credit ratings for the Company's long term and short-term instruments:

Scale	Amount (Cr)	Rating
Long-Term Instruments (Bank Loan Ratings)	16.00	ACUITE A   Stable   Upgraded (from ACUITE A-)
Short-Term Instruments (Bank Loan Ratings)	9.00	ACUITE A1   Upgraded (from ACUITE A2+)
<b>Total</b>	<b>25.00</b>	

### 36. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable

Secretarial Standards issued by the Institute of Company Secretaries of India and your directors confirm compliance of the same during the financial year under review.

### 37. DETAILS OF PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year under review, no application was made or proceedings initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year under review.

### 38. VALUATION OF ASSETS

During the financial year under review, there was no instance of one-time settlement of loans / financial assistance taken from Banks or Financial Institutions, hence, the Company was not required to carry out valuation of its assets for the said purpose.

### 39. APPRECIATION

Your directors would like to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance extended during the financial year under review by our bankers, customers, suppliers, shareholders, distributors, retailers, other business partners Government and Regulatory Authorities, and stock exchanges. The Board also wishes to express its appreciation for the valuable contribution made by the employees at all levels during the financial year under review.

For and on behalf of the Board of Directors of  
Hindustan Composites Limited

Sd/-

Sd/-

**P. K. Choudhary**  
**Managing Director**  
**DIN: 00535670**

**Lalit Kumar Bararia**  
**Independent Director**  
**DIN: 00204670**

Place: Mumbai

Date: 8<sup>th</sup> August, 2025

## ANNEXURE A

**A. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 are as under:

Sr. No.	Name of the Director	Designation	Ratio of the remuneration to the median remuneration of the employees of the Company for the financial year 2024-25
1.	Mr. P. K. Choudhary	Managing Director	17 : 1
2.	Mr. Deepak Sethi <sup>1</sup>	Independent Director	Nil
3.	Mr. Lalit Kumar Bararia <sup>2</sup>	Independent Director	0.84 : 1
4.	Mrs. Preeti Vimal Agrawal <sup>2</sup>	Independent Director	0.84 : 1
5.	Mr. Vinay Sarin <sup>3</sup>	Non-Executive Director	NA
6.	Mr. Rajan Dalal <sup>2</sup>	Independent Director	0.84 : 1
7.	Mr. Snehal Muzoomdar <sup>2,4</sup>	Independent Director	0.42 : 1*

2. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25 are as under:

Sr. No.	Name of the Director / KMP	Designation	% increase in Remuneration in the Financial Year 2024-25
1.	Mr. P. K. Choudhary	Managing Director	- 4.66
2.	Mr. Deepak Sethi <sup>1</sup>	Independent Director	NIL
3.	Mr. Lalit Kumar Bararia <sup>2</sup>	Independent Director	150
4.	Mrs. Preeti Vimal Agrawal <sup>2</sup>	Independent Director	150
5.	Mr. Vinay Sarin <sup>3</sup>	Non-Executive Director	NA
6.	Mr. Rajan Dalal*	Independent Director	NA
7.	Mr. Snehal Muzoomdar <sup>4</sup>	Independent Director	NA
8.	Mr. Sunil Jindal	Chief Financial Officer	7.89
9.	Arvind Purohit*	Company Secretary and Compliance Officer	NA
10.	Mr. Ravi Vaishnav*	Company Secretary and Compliance Officer*	NA

- Notes: 1. Upon completion of second term as an Independent Director, Mr. Deepak Sethi ceased to be Independent Director of the Company w.e.f. the close of business hours of 22<sup>nd</sup> April, 2025.
2. Payment of Commission for financial year 2024-25, paid in financial year 2025-26, is taken as Remuneration to Independent Directors as mentioned above.
3. In accordance with the internal guidelines of the Company, commission is paid to Independent Directors only, hence no commission was paid to Mr. Vinay Sarin, Non-Executive Director.
4. Payment of commission to Mr. Snehal Muzoomdar, Independent Director of the Company for the financial year 2024-25, was made in proportion to his tenure as Independent Director of the Company (appointed w.e.f. 1<sup>st</sup> October, 2024).

\* Mr. Rajan Dalal was appointed as Independent Director w.e.f. 21<sup>st</sup> February, 2024, hence payment of commission for FY 2023-24 was not applicable. Mr. Arvind Purohit was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 29<sup>th</sup> May, 2024. Mr. Ravi Vaishnav resigned from the services of the Company as Company Secretary and Compliance Officer w.e.f. closing business hours of 5<sup>th</sup> April, 2024.

3. The percentage increase in the median remuneration of employees in the financial year: 17.23%
4. There were 544 permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2025;
5. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2024-25 was 11.78% whereas the increase in the managerial remuneration for the same financial year was 4.66%.
6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel, Senior Managerial Personnel and other Employees.

**For and on behalf of the Board of Directors of  
Hindustan Composites Limited**

**Sd/-**

**Sd/-**

**P. K. Choudhary  
Managing Director  
DIN: 00535670**

**Lalit Kumar Bararia  
Independent Director  
DIN: 00204670**

**Place: Mumbai**

**Date: 8<sup>th</sup> August, 2025**



## ANNEXURE B

### THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (“CSR”) ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

#### 1. Brief outline on CSR Policy of the Company:

The Company aims at spending a defined portion of its net profit for the betterment of society through:

- Providing financial and other assistance to students who belong to socially economical weaker sections.
- Supporting efforts for community health in slums and areas inhabited by weaker sections.
- Supporting the programs and efforts for environment protection and enhancement.
- Promoting, encouraging and supporting the social and cultural heritage and traditions of our society.
- Taking proactive measures for the well-being of society, as per needs.

#### 2. Composition of CSR Committee as on 31<sup>st</sup> March, 2025:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the financial year	Number of meetings of CSR Committee attended during the financial year
1.	Mr. Vinay Sarin	Chairman / Non-Executive, Non-Independent Director	2	1
2.	Mr. P. K. Choudhary	Member / Managing Director	2	2
3.	Mrs. Preeti Agrawal	Member / Independent Director	2	2

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

- The Composition of CSR Committee of the Company can be viewed at: <https://www.hindcompo.com/investor-relations/committees-of-board.htm>
- The CSR Policy of the Company can be viewed at: <https://www.hindcompo.com/investor-relations/documents/csr-policy.pdf>
- The CSR projects approved by the Board of the Company can be viewed at: <https://www.hindcompo.com/investor-relations/documents/csr-annual-action-plan-2024-25.pdf>

#### 4. Provide the executive summary along with web-link of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

The Company is not required to carry out the Impact Assessment of its CSR projects in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as the said rule is not applicable to Company.

- Average net profit of the Company as per section 135(5):** ₹ 4,579.97 Lakh
  - Two percent of average net profit of the Company as per section 135(5):** ₹ 91.60 Lakh
  - Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Nil
  - Amount required to be set off for the financial year, if any:** Nil
  - Total CSR obligation for the financial year [5(b)+5(c)-5(d)]:** ₹ 91.60 Lakh
- Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 96.28 Lakh
  - Amount spent in Administrative Overheads:** Nil
  - Amount spent on Impact Assessment, if applicable:** Nil
  - Total amount spent for the Financial Year [6(a)+6(b)+6(c)]:** ₹ 96.28 Lakh

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

Total Amount Spent for the Financial Year (₹ in Lakh)	Amount Unspent (₹ in Lakh)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
96.28	Nil	NA	NA	Nil	NA

## (f) Excess amount for set off, if any: Nil

Sr. No.	Particular	Amount (₹ in Lakh)
(i)	Two percent of average net profit of the Company as per Section 135(5)	91.60
(ii)	Total amount spent for the financial year	96.28
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4.68
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any.	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	4.68 (will not carry forward for set off in succeeding financial years)

## 7. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (₹ in Lakh)	Balance Amount in Unspent CSR Account under Section 135(6) (₹ in Lakh)	Amount spent in the Financial Year (₹ in Lakh)	Amount transferred to a fund as specified under Schedule VII as per second proviso to Section 135(5), if any.		Amount remaining to be spent in succeeding financial years (₹ in Lakh)	Deficiency, if any
					Amount (₹ in Lakh)	Date of transfer		
Nil								

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

If Yes, enter the number of Capital assets created/ acquired: Not applicable.

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

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

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

For and on behalf of the Board of Directors of  
Hindustan Composites Limited

Sd/-

Sd/-

P. K. Choudhary  
Managing Director  
DIN: 00535670

Lalit Kumar Bararia  
Independent Director  
DIN: 00204670

Place: Mumbai

Date: 8<sup>th</sup> August, 2025

## ANNEXURE C

Form No. MR-3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2025

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**Hindustan Composites Limited**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hindustan Composites Limited** (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluation of the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended **31<sup>st</sup> March, 2025** ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (not applicable to the Company during the Audit Period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (not applicable during the Audit Period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (not applicable to the Company during the Audit Period);
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the Company during the Audit Period); and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As informed and certified by the management of the Company, there are no laws that are specifically applicable to the business activities carried on by the Company based on its section / industry.

I have also examined compliance with the applicable clauses of the Secretarial Standards (SS – 1 and SS – 2) issued by the Institute of Company Secretaries of India.

During the Audit Period, 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. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors and members to schedule the Board and Committee meetings respectively, agenda and detailed notes on agenda were sent at least seven days before and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board meetings and Committee meetings were taken unanimously as recorded in the minutes of the respective meetings.

**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** during the audit period there was no specific event or action in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

**For M Baldeva Associates**  
Company Secretaries

Sd/-

**CS Manish Baldeva**  
Proprietor

M. No. FCS 6180; C.P. No. 11062

Peer Review No. 1436/2021

UDIN: F006180G000966359

**Place: Mumbai**

**Date: 8<sup>th</sup> August, 2025**

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

**'Annexure I'**

To,  
The Members,  
**Hindustan Composites Limited**

My report of even date is to read along with this letter.

1. Maintenance of secretarial records is responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report 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 M Baldeva Associates**  
Company Secretaries

Sd/-

**CS Manish Baldeva**  
Proprietor

M. No. FCS 6180; C.P. No. 11062

Peer Review No. 1436/2021

UDIN: F006180G000966359

**Place: Mumbai**  
**Date: 8<sup>th</sup> August, 2025**



## ANNEXURE - D

### DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A Conservation of energy		
(i) the steps taken or impact on conservation of energy	<div><div>1. Solar-powered street lights installed across the plant premises to harness renewable energy for exterior lighting.</div><div>2. Energy monitoring system deployment initiated, enabling real-time tracking of electrical consumption and facilitating targeted energy-saving.</div><div>3. Polycarbonate daylight panels installed in manufacturing shops to utilize natural lighting during daytime hours, minimizing dependency on artificial lighting.</div><div>4. Natural - draft wind ventilators added to the shop floor, improving air circulation without electricity-based ventilation.</div><div>5. Old air compressor replaced with a modern energy-efficient unit equipped with VFD control, ensuring optimized compressor usage and lower operating costs.</div></div>	
(ii) the steps taken by the company for utilizing alternative sources of energy	<div><div>1. Installation of additional 250 kWp roof mounted Solar plant at Paithan plant making a total installation of 1.65MW</div><div>2. Renewable energy now contributes to approximately 25% of overall energy consumption at Paithan.</div><div>3. Initiated installation of 350 kWp solar power plant at Bhandara plant</div></div>	
(iii) the capital investment on energy conservation equipment	₹ 69.00 Lakh (Previous year ₹ 524.00 Lakh)	
B Technology absorption		
(i) the efforts made towards technology absorption	<div><div>1. Development of high performance Disc pad for LHB railway coaches.</div><div>2. Development of new reference of railway brake block for overseas customers.</div><div>3. Development of high performance Random woven clutch facing.</div><div>4. Development of high-performance CV liners for Bus/Tipper/Traller application.</div><div>5. Acquisition of latest Analytical instruments - DTA-TG System from Shimadzu, Japan and latest Cluch Burst machine with heating arrangement.</div><div>6. Upgradation of prototype manufacturing facility at R&amp;D centre.</div><div>7. Upgradation of dynamometers with new software.</div><div>8. Introduction of new generation raw material including nano material to upgrade product and optimize the cost.</div><div>9. Engagement of services of overseas / domestic technical consultants for product improvement and new product development.</div></div>	
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	<div><div>1. Generation of additional business in Railway / Auto-OEM / Trade / Export segments.</div><div>2. Cost optimisation will help in the improvement of profitability.</div></div>	
(iii) in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)	Not Applicable	
(iv) the expenditure incurred on Research and Development	Capital ₹ 67.50 Lakh (Previous Year ₹ 26.89 Lakh ) Revenue ₹ 273.44 Lakh (Previous Year ₹ 240.36 Lakh)	
C Foreign exchange earnings and outgo		
(i) The foreign exchange earned (actual inflows)	₹ 516.53 Lakh (Previous year ₹ 736.97 Lakh)	
(ii) The foreign exchange outgo (actual outflows)	₹ 467.60 Lakh (Previous year ₹ 330.63 Lakh)	

**For and on behalf of the Board of Directors of  
Hindustan Composites Limited**

Sd/-

Sd/-

**P. K. Choudhary**  
**Managing Director**  
**DIN: 00535670**

**Lalit Kumar Bararia**  
**Independent Director**  
**DIN: 00204670**

**Place: Mumbai**  
**Date: 8<sup>th</sup> August, 2025**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. Industry Structure and Development

#### Global Economy

According to the UN Trade and Development report, the global economy remained resilient in 2024-25 despite heightened geopolitical uncertainties and macro-economic challenges. However, prolonged conflicts in Eastern Europe, ongoing tensions in the Middle East, rising protectionist policies and renewed volatility from tariffs have continued to disrupt trade flows and impact industrial production. The reimposition and uncertainty around tariffs, particularly by the US, have led to supply chain distortions and may increase costs for manufacturers globally. While geopolitical fragmentation, evolving trade regulations and uncertainties due to changing tariffs present challenges, the emerging markets like India stand to benefit from shifting global trade patterns and supply chain realignments.

While geopolitical volatility persisted, technological advancements, especially in AI and renewable energy, presented both significant opportunities for productivity gains and challenges related to workforce adaptation. This confluence of factors created a dynamic and uncertain economic landscape for businesses and policymakers worldwide.

Based on the April 2025 IMF figures, the global GDP growth is projected at 2.80% in 2025, indicating a steady but below-trend recovery. Advance economies have shown resilience, but elevated interest rates, fiscal tightening and sluggish productivity growth continue to weigh on economic momentum. Encouragingly, global inflation is expected to decline to 4.30% in 2025 and further to 3.60% in 2026, with advanced economies likely to reach their inflation targets sooner than developing economies, creating a more balanced risk environment. Geopolitical tensions and trade uncertainties remain significant risks to the global economy. A balanced policy approach is essential to manage these risks, enhancing medium-term growth prospects through structural reforms and stronger multilateral cooperation.

#### Indian economy

India's economy is a dynamic and rapidly expanding force, marked by resilience and innovation. As one of the fastest-growing economies globally, it has sustained robust growth, with the GDP projected to rise by 6.5 % in the fiscal year 2024-25. This impressive expansion is supported by strong domestic demand, government-backed infrastructure projects, and a thriving manufacturing sector, which continues to attract both local and foreign investments. On the trade front, India has shown remarkable progress. Exports have reached US\$ 821 billion, driven by sectors like electronics, textiles, and agricultural products. Imports, on the other hand, have grown to US\$ 915 billion, largely due to the rising demand for gold and petroleum, reflecting the country's energy needs and consumer habits. While

the trade deficit poses challenges, it also underscores opportunities for boosting domestic production and energy efficiency.

Retail headline inflation has softened in line with global deflation trends, decreasing from 5.4% in financial year 2023-24 to 4.6% in financial year 2024-25, exhibiting increased deceleration towards the later part of the year. However, food inflation that has remained a significant contributor to total inflation, continued to remain high, albeit decelerating in the last quarter of the fiscal. With early indications of softening food inflation, we will continue to monitor the trends. The Central Government allocated over ₹11 lakh crores to capital expenditure during the fiscal, contributing to 3.4% of the GDP. The agriculture sector received a boost through several schemes and incentives, driving a gradual recovery in financial year 2024-25. Increased grassroot-level structural reforms and a focus on deregulation are expected to bolster medium-term growth and competitiveness.

In response to easing inflation and supporting economic growth amid global headwinds, the RBI's Monetary Policy Committee (MPC) reduced the policy repo rate by 50 basis points to 5.50 % in June 2025. This marks the third consecutive rate cut, following a similar reduction in February & April 2025. The MPC also shifted its policy stance from "accommodative" to "neutral" indicating that there is no strong bias for any rate action.

India is at the forefront of digital infrastructure developments. In the year, India not only expanded its digital infrastructure but also focused on ensuring its accessibility, security, and impact on various sectors of the economy. This should set the stage for continued digital transformation and economic growth.

A few months ago, India demonstrated to the world its firm resolve to counter terrorism with zero tolerance. Operation Sindoor also unveiled India's transformation into a global player of significance in manufacturing indigenous, hi-tech defense systems. This remarkable progress is indeed a testament to India's vision to 'Make in India' and build on Atmanirbhar Bharat with India emerging as an economic, strategic and technological powerhouse.

Looking ahead, India is expected to maintain its position as one of the fastest-growing major economies. The momentum is anticipated to be driven by sustained government investments in infrastructure, a growing middle class, and increasing digital adoption. The Central Government's reforms aimed at boosting manufacturing, enhancing productivity and improving ease of doing business will play a crucial role in ensuring long-term sustainable growth. Within this, private consumption will play an important role. The ability to navigate global factors such as geopolitical developments, market sentiment shifts, and currency fluctuations will be crucial for maintaining growth momentum.

## Indian Automotive Industry Overview

The Indian automobile industry is a cornerstone of the country's manufacturing sector and a significant contributor to the economy. This growth trajectory was driven by a resurgence in consumer demand, a trend towards premiumization, favorable government policies, and advancements in technology.

In FY 2024-25, India's automobile industry demonstrated remarkable resilience and growth, solidifying its position as the world's third-largest automotive market. The overall market size of the Indian automobile industry reached approximately \$137.06 billion, reflecting the sector's strong performance. The sector's expansion was driven by evolving consumer preferences, policy support and significant investments in infrastructure and technology.

As per the latest data released by the Society of Indian Automobile Manufacturers (SIAM), between FY 2023-24 and FY 2024-25, the Indian automobile industry demonstrated a mixed but generally positive performance across key segments. Passenger vehicle sales grew modestly by 2 %, reaching 4.3 million units, reflecting steady consumer demand. The commercial vehicle segment experienced a slight decline of 1.2 %, indicating some softness in freight and transport activity. In contrast, the three-wheeler segment showed strong growth of 6.7 %, driven by increased demand for urban mobility solutions. The two-wheeler segment, which remains the largest category, posted an impressive growth of 9.1%, crossing 19.6 million units, underscoring its continued popularity and expansion in both urban and rural markets. Overall, these trends highlight sustained momentum in personal and light commercial mobility, supported by favorable economic policies and improving consumer confidence.

**The domestic sale of Automobiles during the financial year 2024-25 vis-a-vis 2023-24 experienced a modest recovery across segments except two-wheelers as under:**

Segment	2024-25	2023-24	Growth
	Nos.	Nos.	
Passenger Vehicle	43,01,848	42,18,746	+2.0 %
M & H Commercial Vehicle	3,73,819	3,74,012	-0.1%
Light Commercial Vehicle	5,82,852	5,94,758	-2.0%
Small Light Commercial Vehicle			
3 wheelers	7,41,420	6,94,801	+6.7%
2 Wheelers	1,96,07,332	1,79,74,365	+9.1%

(Source – SIAM data)

**Outlook:** The Indian automotive industry is poised for a transformative change, with vehicle sales expected to

grow to approximately 7.5 million units by 2030. This growth trajectory is being fueled by a combination of demographic, economic, and policy-driven factors. A rapidly expanding middle class, increased urbanization, and rising disposable incomes are set to elevate personal mobility aspirations across the country. All segments of the industry are expected to continue with the growth momentum in FY 2025-26, building on the robust performance of recent years due to stable macroeconomic conditions, proactive government policies and infrastructure spending by the government.

A normal monsoon, as currently forecasted for 2025, is expected to support broader economic activities especially in rural-urban regions, which would be a tailwind for auto sector demand.

The sector will also benefit from the reforms in the personal income tax announced in the recent Union Budget of 2025-26, which has been followed by two back-to-back rate cuts by RBI. These measures would help in creating demand by the increased accessibility of vehicle financing.

Export demand in key markets of interest, such as Africa and neighboring countries is likely to continue and "Made in India" vehicles are gaining traction.

Crucially, the sector is undergoing a structural shift towards sustainability and digitization. The adoption of electric vehicles (EVs) is expected to gain significant momentum, supported by proactive government initiatives, increasing environmental consciousness, and improving charging infrastructure. By 2030, EVs are likely to represent a substantial share of new vehicle sales, driven by both two-wheelers and passenger vehicles. Technology will be a defining force in this evolution. The consolidation of EV platforms is anticipated to optimize manufacturing efficiencies and enable scale, while the adoption of connected and smart mobility solutions will redefine user experiences. The integration of AI, IoT, and advanced telematics is set to create a more seamless, safe and intelligent transportation ecosystem.

Furthermore, the Indian auto industry is expected to play a key role in global supply chains, leveraging its manufacturing strengths and engineering talent. As companies pivot cleaner and smarter vehicles, the country is well-positioned to emerge as a hub for innovation and production in the new mobility era. Overall, the coming years will not only witness volume growth but also a qualitative transformation in how mobility is defined, delivered, and experienced in India.

## Indian auto components industry overview

The Indian auto component industry, a key enabler of the country's mobility ambitions, is poised for an 8-10% revenue growth in FY 2025-26, according to a recent report by ICRA. While this represents a moderation from the 14% expansion seen in FY 2023-24, the outlook remains broadly optimistic underpinned by sustained domestic demand, the rising electrification of mobility, and proactive capacity expansion by leading players.

From being a support function to OEMs to becoming a globally competitive, innovation driven value chain, the Indian auto component industry has evolved remarkably.

**Domestic market momentum:** Passenger vehicles and commercial vehicles continue to witness strong replacement and discretionary demand, especially in urban and semi-urban markets. The sustained uptick in vehicle production volumes translates into higher off-take for component suppliers.

**Electric vehicles and technology shift:** India's transition toward electric mobility is accelerating. Auto component players are investing heavily in EV-specific parts such as battery packs, controllers, thermal management systems, and power electronics. Yet, with only 30-40% of the EV supply chain currently localized, this space remains ripe for innovation and backward integration. The projected Rs 25,000-30,000 Crore in capital expenditure for FY 2025- 26 will largely go into building EV capacity, indigenizing key inputs, and enhancing technological capabilities.

#### Export opportunities:

Indian auto component manufacturers have made strong inroads into global supply chains, particularly for engine, transmission, and suspension parts. While high freight costs and geopolitical uncertainties may temporarily affect export volumes, India remains a favored sourcing hub due to its cost advantage, engineering expertise and expanding product portfolio. India's auto component sector is entering a transformative phase marked by capability building and strategic realignment. With the near-term growth outlook expected to stabilize after years of double-digit expansion, the industry is recalibrating its priorities to build resilience and long-term strength.

A clear thrust on localization, particularly in EV and advanced electronic components, is reducing import dependence and enhancing value addition. Simultaneously, companies are expanding their global footprint beyond traditional markets by tapping into newer regions such as Africa, Latin America, and Southeast Asia. This shift is complemented by a growing emphasis on digitalization and sustainability. Industry players are increasingly embracing smart manufacturing, data-driven operations and ESG-aligned practices to future-proof their businesses. At the same time, consolidation and strategic alliances are accelerating across the value chain, enabling access to scale, technology and new customer segments. Together, these shifts are reshaping the contours of the Indian auto component industry. With a unified focus on localization, diversified markets, digital transformation and collaborative growth, the sector is well-positioned to lead the next phase of India's manufacturing and innovation journey.

#### Indian Railway Infrastructure

India has the fourth largest railway system in the world, following the US, Russia and China. The railway sector has seen many rapid developments, investments and

support from the Government in the recent past. Indian railways with over 68,000 route kilometers continue to be a vital driver of economic growth and connectivity. It runs 13,523 passenger trains and 9,146 freight trains daily on its network with passenger trains running at an average speed of 51 kmph and freight trains at 24 kmph. 750 Crore people travel by train every year as per the statistics of 2024 and have targeted to take this figure to 1000 Crore people per year. The Railway carries 1500 million Ton of goods per annum, making it second largest freight carrier globally and aims to take this to 3000 million Ton by 2030.

Other key focus areas include:

1. Tracks for speeds up to 130 kmph stands at 80,000 kms and 30,000 kms for speeds up to 110 kmph
2. 96.4% of the Dedicated Freight Corridor (East and West) has been completed covering 2843 kms.
3. DFCIL now handles 13% of Railway freight with just 4% of the rail network. Average daily trains on DFC in Q1 FY 2025-26 is now 392 up from 328 a year earlier.
4. As of July 2025, there are 72 Vande Bharat trains in operation covering 16 zonal railways. There are plans to introduce 200 new Vande Bharat trains in the coming year.
5. Indian Railways plans to introduce 5,688 nos of LHB coaches in FY 2025-26 to enhance passenger safety and comfort.
6. Safety initiatives are a priority, with a budget allocation of ₹ 1.16 lakh crore for track renewal, signaling upgrades, KAVACH installations.
7. As of June 2025 99%, of electrification has been achieved with the balance to be completed within this fiscal year
8. Public-Private Partnerships boosting investment in manufacturing and infrastructure

#### Metro Rail & Urban Transit

Urban transport is undergoing rapid transformation with 20+ cities operating metro systems and several new networks under development. Metro projects are designed for high energy efficiency, safety, and passenger comfort, driving demand for advanced, safety-critical components and technology-driven solutions.

The government's focus on railway is very clear, with a thrust on investment in infrastructure, the Union Ministry of Railways has been allocated Rs. 2.52 Lakh Crore for the financial year 2024-25, up by nearly 5% from the previous year's allocation of Rs. 2.41 Lakh Crore. Over 85% of the CAPEX budget was successfully achieved in 2023-24 by the Railway, proving their commitment to rail development. The Railways primary focus is on safety, enhancement of capacity and induction of new modern technologies.



## Opportunities and threat

India is projected to remain the fastest-growing major economy in 2025, according to the latest assessments from international bodies and domestic reports. The International Monetary Fund (IMF) revised India's GDP growth forecast upward to 6.4% for both 2025 and 2026, citing a "benign external environment" and robust domestic demand driven by continued reforms and public investment.

Key drivers and factors shaping India's growth are as follows:

- **Robust Consumption & Public Investment:** Strong domestic demand and government spending continue to fuel India's expansion.
- **Infrastructure Push:** Government initiatives like the National Infrastructure Pipeline, Bharatmala Pariyojana, Sagarmala and UDAN are driving significant infrastructure development across roads, railways, airports, and waterways, aimed at improving connectivity, reducing logistics costs and enhancing competitiveness.
- **Manufacturing & Services Sector Growth:** The manufacturing sector, supported by initiatives like Make in India and the Production-Linked Incentive (PLI) Scheme, is contributing to export growth and creating jobs. The services sector, especially IT and digital services, remains a significant contributor to India's economy and is poised for continued growth.
- **Technological Advancement:** India is witnessing rapid advancements in technology across various sectors, including IT, digital payments, renewable energy, and defence, which contribute to increased productivity and economic diversification.
- **Foreign Investment & Trade:** India remains an attractive destination for foreign direct investment (FDI), with cumulative inflows reaching substantial figures and continued efforts to position the country as a global investment hub. Exports are also on a growth trajectory, reaching record highs, with services exports playing a significant role in this growth.
- **Inflation Management:** India has successfully navigated inflation, keeping it within the RBI's target range and creating space for potential monetary policy easing to support growth.

The Indian automobile industry is projected to continue its growth trajectory, with total vehicle sales expected to exceed 5 million units in FY 2025-26 with several key factors influencing its trajectory. The passenger vehicle segment is expected to maintain its upward trend, driven by sustained consumer interest in SUVs and the introduction of new models catering to this demand. Automakers are likely to focus on innovation and feature enhancements to attract a broader customer base.

The commercial vehicle sector is anticipated to experience a rebound, supported by increased infrastructure investments and economic activities. Government initiatives aimed at boosting infrastructure development are expected to stimulate demand for commercial vehicles, particularly in construction and logistics sectors.

The Indian Railway network continues its expansion, boasting a total route length of more than 68,000 Kms and a total track length of more than 132,000 kms. In the last 10 years Railway has added 31000 Kms of new tracks. In the financial year 2023-24 itself, Railway has added 5200 Kms of tracks to its network, and it has a vision to go on adding 5000 + Kms on yearly basis for the next 6-8 years.

With all these initiatives and actions, opportunities for the railway industry are set to expand exponentially in the coming years to support the growing infrastructural needs of the Railway in India.

Considering above factors, demand for the Company's products used in segments like Commercial Vehicles, passenger cars, tractors, railway and industry should improve considerably. Our Company will remain a part of this change with appropriate products and solutions for customers. The Company will continue to put a thrust on new product development to meet the changed requirement of customers, provide better customer service and continue to work towards up-gradation of technology, improvement in quality, cost rationalization, cash preservation and digitalization. Besides, the Company will aggressively pursue opportunities for new OEM approvals, improve market share in OE and aftermarket. The Company will continue to work with Indian Railway to develop superior friction material for its requirements. Your Company, with established expertise in braking and friction materials across rail and automotive sectors, is well positioned to leverage this dual-market transformation.

Strategic initiatives include:

- Capacity expansion aligned with production growth across auto and rail segments;
- Investment in R&D for low-noise, high thermal stability friction formulations;
- Strengthening partnerships with OEMs and aftermarket distributors;
- Work closely with RDSO and other railway agencies to develop superior grade of friction materials ;
- To increase its footprint in the export market for entire range of friction materials for auto, rail and industrial applications.

Challenges and considerations:

- **External Headwinds:** Global economic slowdown, trade tensions, and geopolitical uncertainties pose potential risks to India's growth prospects, particularly impacting export performance;

- Disruption in supply chain due to geopolitical tensions;
- Slow pace in government infrastructure spending;
- High GST rates for few components which encourage spurious goods;
- Low availability of skilled manpower in manufacturing segment;
- Private Investment Appetite: Despite easier monetary conditions, private investment uptake remains somewhat cautious, potentially limiting the pace of economic acceleration.

Overall, India's growth story in 2025 is characterized by strong fundamentals, government-backed reforms, and promising sector-specific growth. While external challenges persist, India's domestic resilience, infrastructure focus, technological adoption, and financial inclusion initiatives suggest a continued upward trajectory. The emphasis on sustainable development and inclusive growth further positions India as a key player in the evolving global economic landscape.

#### Risk Factors & Mitigations:

- Raw material cost inflation → Managed via diversified procurement. Maintaining inventory and cost control
- Supply chain disruptions → Mitigated by dual sourcing and localizing critical inputs
- Regulatory shifts (emission/safety norms) → Addressed through continuous product innovation and certification.

The Company has chosen areas of opportunity within the larger framework of the current challenges. The Company has significantly improved its position in OEM, aftermarket and rail segment and reported a sales growth of 9.00% over the last year.

In the investment segment, the Company's funds are invested in various asset classes including debt and equity. The volatility in the market may adversely affect returns due to Mark to Market losses. To overcome this risk, the Investment Committee reviews the investments on a regular basis and takes appropriate decisions. The portfolio is managed with the advice of professional fund managers.

## 2. Segment-wise or product-wise performance

The Company operates in two segments viz. composite products, and investment. During the year under review, the revenue from composite products stood at **Rs. 28,427 Lakh (previous F.Y. Rs. 25,069 Lakh)** and in the investments segment, this stood at **Rs. 4,081 Lakh (previous F.Y. Rs. 4,700Lakh)**.

The segment result before unallocable expenses, interest and tax from Composite products was **Rs. 3,481 Lakh (previous F.Y. Rs. 2035 Lakh)** and Investments was **Rs. 2,869 Lakh (previous F.Y. Rs. 3,518 Lakh)**.

#### Key Operational highlights FY 2024-25:

- The Company implemented several energy conservation initiatives, including installation of solar plant, lighting upgrades, putting transparent roofing sheets for natural lighting, process optimization, and equipment automation, resulting in notable reductions in power consumption and improved sustainability performance.
- Manufacturing operations were streamlined through the adoption of lean practices and the reorganization of equipment, leading to improved efficiency, reduced inventory, and enhanced throughput.
- Cost reduction efforts across energy, manpower, maintenance, raw materials, and packaging yielded significant savings, with overall cost efficiencies exceeding set targets for the year.
- Quality performance improved through regular audits, employee awareness programs, and structured quality initiatives, resulting in a sharp decline in defect rates and overall product rejections.
- Workforce efficiency was strengthened by optimizing manpower deployment, closely monitoring overtime, and driving resource rationalization without compromising productivity.
- Upgrades in tooling and automation enhanced production capability and consistency, supporting increased output volumes and reduced dependence on manual intervention.
- Process innovations across key operations contributed to lower carbon emissions and more sustainable production practices, reinforcing the Company's commitment to environmental responsibility.
- In-house maintenance and retrofitting of machinery improved equipment availability and extended asset life, reducing the need for external support and cutting down capital expenditure.
- A strong trend of continuous improvement was fostered through increased employee participation in Kaizen and other structured problem-solving activities, driving operational excellence across the board.
- Achieving Cost Leadership: We are committed to being the best at managing our costs. This means a focused effort on actively reducing expenses related to raw materials, employee wages (manpower costs), and the overall cost of manufacturing our products.
- Continuous New Product Development in auto, rail and industrial friction material segments with in-house R & D efforts and assistance collaborators.
- Building a Skilled and Motivated Team: We believe our people are our greatest asset. We are dedicated to creating a team that is highly capable, inspired, and knowledgeable. This will be achieved

by fostering a strong performance-driven culture where individual and collective efforts contribute directly to our company. Getting certified for Great Place to Work is a testament to our mission.

### 3. Outlook

Despite geo-political uncertainties and global slowdowns, we are optimistic about the prospects of Indian economy in general and the Auto & Rail segments in particular. With continued government focus on manufacturing and infra development, Automotive industry is poised for significant growth. Indian Auto component industry has emerged as a strong growth driver and expected to become the third largest in the world by 2025 and component exports are expected to grow by five times in 10 years. Similarly, rail sector in India will keep growing with clear focus of government to increase rail network & speed of trains, modernize coaches, passenger comfort, and increase safety parameters.

Considering above, outlook and demand for Company's products remain positive. However, potential challenges such as a global economic slowdown and higher interest rates could temporarily impact demand. Yet, our ability to innovate and adapt changes will be pivotal as it continues to evolve, ensuring its resilience and sustained growth in the long run.

### 4. Risks and concerns

The Company has laid down a well-defined Risk Management Policy covering risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is carried out from time to time to identify and evaluate both business

and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

### 5. Internal control systems and their adequacy

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its business operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and are adequately protected.

### 6. Discussion on financial performance with respect to operational performance

The Company's financial performance with respect to operational performance is already discussed in the Directors' Report, which forms part of the Annual Report.

### 7. Material developments in Human Resources/ Industrial Relations front, including number of people employed

The thrust of the Company's human resource development is to create a responsive and market-driven organization with emphasis on performance. Continuous appraisal of personnel competence in line with job requirements, is carried out to provide for necessary training to personnel thereby facilitating higher levels of output and productivity. The industrial relations at Paithan and Bhandara plants remain satisfactory. As on 31<sup>st</sup> March, 2024, total 556 permanent employees on the rolls of Company were employed in the Company.

### 8. Details of significant changes in key financial ratios / Return on net worth

Particulars	Standalone		% of Change	Consolidated		% of Change
	2024-25	2023-24		2024-25	2023-24	
Debtors Turnover Ratio	6.41	6.51	-2%	6.45	6.56	-1.66%
Inventory Turnover Ratio	22.00	18.01	22%	22.00	18.01	22.13%
Interest Coverage Ratio *	533.20	476.46	12%	533.20	476.46	11.91%
Current Ratio **	2.45	2.24	9%	2.37	2.16	9.73%
Debt Equity Ratio	0.00	0.00	-	0.00	0.00	-
Operating Margin Ratio	13.40%	14.30%	-6%	13.40%	14.30%	-6.24%
Net Profit Margin	10.77%	11.56%	-7%	10.77%	11.56%	-6.87%
Return on Net Worth*, **	9.72%	7.19%	35%	9.74%	7.21%	35.03%

\* Due to increase in Profit / Decrease in interest.

\*\* Due to changes in fair valuation.

Note: Previous year's ratios have been recalculated wherever necessary to conform to current years' classification.

### 9. Cautionary Statement

The statement in the Management Discussion and Analysis Report cannot be construed as holding out any forecasts, projections, expectations, invitations, offers, etc. within the meaning of applicable securities, laws and regulations. This report basically seeks to furnish information, as laid down within the different headings to meet the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For and on behalf of the Board of Directors  
of Hindustan Composites Limited**

Sd/-

**P. K. Choudhary**  
**Managing Director**  
**DIN: 00535670**

Sd/-

**Lalit Kumar Bararia**  
**Independent Director**  
**DIN: 00204670**

Place: Mumbai

Date: 8<sup>th</sup> August, 2025

## REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### 1. A brief statement on Company's philosophy on code of governance:

The Company believes in transparency, professionalism and accountability, which are basic principles of corporate governance and would constantly endeavor to improve on these aspects.

### 2. Corporate Ethics:

The Company adheres to the highest standards of business ethics, transparency in all its dealings and timely compliance with statutory and legal requirements.

### 2.1 Code of Conduct of Board Members and Senior Management:

The Board of Directors of the Company has adopted "Code of Conduct" for its Members and Senior Management and it is reviewed and modified periodically as per changes in applicable laws. The Code highlights Corporate Governance as the cornerstone for sustained management performance and for serving all the stakeholders and for instilling pride in the association. The Code has been posted on the website of the Company viz. [www.hindcompo.com](http://www.hindcompo.com).

### 2.2 Code of Conduct for Prevention of Insider Trading:

As per provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives" for its promoters, management, directors, designated employees and other connected persons. All the directors, designated persons and third parties such as auditors, consultants etc., who could have access to the unpublished price sensitive information of the Company, are governed by this Code. The trading window was closed as and when required and occurrence of any material event as per the applicable regulations. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

### 2.3 Vigil Mechanism:

The Company has established a vigil mechanism for its employees, officers and directors, which encourages them to report any suspected violation promptly and intends to investigate any report of violations made in good faith.

### 2.4 Safety, Health & Environment (SHE) System:

The Company has adopted Safety, Health and Environment (SHE) System with a commitment to provide a safe and healthy working environment.

### 3. Company Secretary's Responsibility Statement:

The Company Secretary confirms that the Company has during the financial year ended 31<sup>st</sup> March, 2025:

- Maintained all the Statutory Registers required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder.
- Filed all the forms and returns and furnished necessary particulars in time with the Registrar of Companies ("ROC"), Mumbai, Maharashtra, Ministry of Corporate Affairs ("MCA") and / or Authorities as required under the Act.
- Complied with the Secretarial Standards SS-1 and SS-2 w.r.t. Board Meetings and General Meetings respectively issued by the Institute of Company Secretaries of India ("ICSI").
- Issued all notices as required to be given for convening the meetings of the Board of Directors, Committees thereof and General Meeting of the shareholders within the time limits as prescribed by the Act.
- Conducted the meetings of the Board of Directors, Committees thereof and Annual General Meeting ("AGM") as per the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
- Complied with all the requirements relating to the minutes of the proceedings of the meetings of the Board of Directors, Committees thereof and Shareholders.
- Made due disclosures as required under the requirements of the Act including the requirements in pursuance to the disclosures made by the Directors and Key Managerial Personnel.
- Obtained necessary approvals of the Board of Directors, Committees thereof, Shareholders and other authorities as per the statutory requirements.
- Given loans and made investments in accordance with the provisions of the Act.
- Not exceeded the limits of borrowing powers of the Company.
- Registered all the particulars relating to creation / modification / satisfaction of the charges with the ROC, Mumbai, Maharashtra.
- Apprised the Board and Senior Management on Regulations, Rules and Standards and any further developments from time to time.
- Correct procedures have been followed to ensure correctness, authenticity and comprehensiveness of the information, statements and reports filed by the Company under Listing Regulations.
- Effected share transfers and dispatched the Letter of Confirmations in lieu of Share Certificate within



the time prescribed under the Act and Listing Regulations and the rules made thereunder. Please refer to point no. 14 (i) of this report for more details.

- Complied with all the requirements of the Listing Regulations, as amended from time to time.

The Company has also complied with the requirements prescribed by the Securities and Exchange Board of India ("SEBI") and other statutory authorities and also the requirements under the Act and related statutes in force to the extent applicable to the Company from time to time.

#### 4. Board of Directors:

##### • Composition:

As on 31<sup>st</sup> March, 2025, the Board of Directors comprised of seven directors. The composition of the Board, attendance at Board meetings held during the financial year and at the last AGM of the Company, number of directorships held in other companies and chairmanship / membership in committees are given below:

Name of Director	Category	No. of Board meetings held	Attendance particulars		No. of other directorship(s)	Committee positions (including Company)	
			Board meetings	Last AGM		Membership	Chairmanship
Mr. P. K. Choudhary	Executive, Managing Director	4	4	Yes	1	2	-
Mr. Vinay Sarin	Non-Executive, Non-Independent Director	4	3	Yes	-	1	1
Mr. Deepak Sethi <sup>1</sup>	Non-Executive, Independent Director	4	4	Yes	-	1	-
Mr. Lalit Kumar Bararia	Non-Executive, Independent Director	4	3	Yes	-	1	1
Mrs. Preeti Agrawal	Non-Executive, Independent Director	4	4	Yes	-	2	-
Mr. Rajan Dalal	Non-Executive, Independent Director	4	2	No	1	2	1
Mr. Snehal Muzoomdar <sup>2</sup>	Non-Executive, Independent Director	4	1	N.A.	3	4	1

- The directorship and number of committee positions held by directors as mentioned above does not include directorships and committee positions in private companies / companies incorporated under Section 8 of the Act / foreign companies / nominee directorship and are given as on 31<sup>st</sup> March, 2025.
- Membership / Chairpersonship of only the Audit Committee and Stakeholders' Relationship Committee of all public companies / subsidiary of public companies, as provided under Regulation 26(1)(b) of the Listing Regulations, have been considered and membership includes positions as chairmanship of the committee.

##### Note:

- Ceased to be the Director (Non-Executive, Independent) of the Company w.e.f. close of business hours on 22<sup>nd</sup> April, 2025, upon completion of second term of his appointment as Independent Director.
- Appointed as Director (Non-Executive, Independent) of the Company w.e.f. 1<sup>st</sup> October, 2024.

##### • Directorship details including the category of directorships as on 31<sup>st</sup> March, 2025:

Sr. No.	Name of the Director	Name of the Listed Entity	Directorship Details
1.	Mr. P. K. Choudhary	Hindustan Composites Limited	Executive, Managing Director
2.	Mr. Vinay Sarin	Hindustan Composites Limited	Non-Executive, Non-Independent Director
3.	Mr. Deepak Sethi	Hindustan Composites Limited	Non-Executive, Independent Director
4.	Mr. Lalit Kumar Bararia	Hindustan Composites Limited	Non-Executive, Independent Director
5.	Mrs. Preeti Agrawal	Hindustan Composites Limited	Non-Executive, Independent Director
6.	Mr. Rajan Dalal	Hindustan Composites Limited	Non-Executive, Independent Director
		Magadh Sugar & Energy Limited	Non-Executive, Non-Independent Director
7.	Mr. Snehal Muzoomdar	Hindustan Composites Limited	Non-Executive, Independent Director
		Perfect-Octave Media Projects Limited	Non-Executive, Independent Director
		Prima Plastics Limited	Non-Executive, Independent Director

• **Number and date of Board meetings held:**

Four Board meetings were held during the financial year 2024-25. The dates on which the meetings were held are as follows:

Date of Board meeting	Strength of the Board	No. of Directors present
29 <sup>th</sup> May, 2024	6	4
14 <sup>th</sup> August, 2024	6	6
13 <sup>th</sup> November, 2024	7	4
10 <sup>th</sup> February, 2025	7	7

• **Disclosure of relationship between directors inter se:**

None of the Directors of the Company are related inter-se to any other director on the Board within the meaning of Section 2(77) of the Act.

• **Number of shares and convertible instruments held by Non-Executive Directors:**

As on 31<sup>st</sup> March, 2025, Mr. Vinay Sarin, Non-Executive Non-Independent Director of the Company, held 30 (thirty) Equity Shares of ₹ 5/- each of the Company. No other Non-Executive Directors held any share / convertible instruments in the Company on that date.

• **Weblink where details of familiarization programmes imparted to Independent Directors is disclosed:**

The details of the programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are put up on the website of the Company at the link: <https://www.hindcompo.com/investor-relations/documents/familiarisation-programmes-for-independent-directors-2024-25.pdf?28022025>.

• **Matrix of Skills / Expertise / Competence of the Board of Directors:**

The Company has two segments viz. manufacturing and investment activities. The Company's core business includes manufacturing, distribution and marketing of Friction Materials in India and abroad comprising of Brake Lining, Clutch Facing, Disc Brake Pad, Roll Lining, Brake Block etc.

The Company also through its investment activities invests in various equity instruments, government securities, debentures, bonds etc. and also deals in commodities.

The following are the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's aforesaid business for it to function effectively, efficiently and those available with the Board as a whole and the specific areas of focus or expertise of individual Board members have been highlighted hereunder:

Core skills / Competencies / Expertise and Description	Name of Directors						
	Mr. P. K. Choudhary	Mr. Vinay Sarin	Mr. Deepak Sethi	Mr. Lalit Kumar Bararia	Mrs. Preeti Agrawal	Mr. Rajan Dalal	Mr. Snehal Muzoomdar
<b>Sales &amp; Marketing:</b> Experience in developing strategies to grow sales and market share and marketing management based on understanding of the auto components goods industry.	✓	✓	✓	✓	✓	✓	✓
<b>Global Business experience:</b> Experience in leading businesses in different geographies / markets around the world with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities.	✓	✓	✓	✓	✓	✓	✓
<b>General Management / Governance:</b> Strategic thinking, decision making and protect interest of all stakeholders.	✓	✓	✓	✓	✓	✓	✓
<b>Financial skills:</b> Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc.	✓	✓	✓	✓	✓	✓	✓
<b>Technical Skills:</b> Technical skills and professional skills and knowledge including legal and regulatory aspects.	✓	-	✓	✓	✓	✓	✓

• **Declaration by the Board:**

In the opinion of the Board of Directors of the Company, the Independent Directors fulfill the conditions specified in Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the Listing Regulations and they are independent of the management.

Further, all the Independent Directors of the Company have affirmed compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding enrollment in the Data Bank for Independent Directors as required under Notification dated 22<sup>nd</sup> October, 2019 issued by the Ministry of Corporate Affairs in this regard.

None of the Independent Directors of the Company serve as Independent Director in more than 7 listed companies.

• **Resignation of Independent Director:**

None of the Independent Directors resigned during the financial year 2024-25.

5. **Audit Committee:**

Pursuant to the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Board of Directors has duly constituted the Audit Committee. Majority of the members of the Committee are Independent Directors including the Chairman of the Committee.

• **Brief description of terms of reference:**

The broad terms and reference of Audit Committee are to review the financial statements before submission to Board, review reports of the Internal Auditors, review weakness in internal controls reported by Internal and Statutory Auditors and review the remuneration of Auditors of the Company. In addition, the powers and role of the Audit Committee are as laid down under Regulation 18 and Schedule II Part C of the Listing Regulations read with Section 177 of the Act.

• **Composition:**

As on 31<sup>st</sup> March 2025, the Audit Committee comprised of Mr. Lalit Kumar Bararia, Mr. Deepak Sethi, Mr. P. K. Choudhary, Mrs. Preeti Agrawal and Mr. Rajan Dalal as its members. Mr. Lalit Kumar Bararia, Non-executive Independent Director of the Company is Chairman of the Committee, and he was present at the 60<sup>th</sup> AGM of Company held on 27<sup>th</sup> September, 2024. All members of the Audit Committee are financially literate and have related financial management expertise by virtue of their comprehensive experience and background. The partners / authorised representatives of Statutory Auditors and Internal Auditors are invited to the meetings of Audit Committee as and when required.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

• **Meetings and attendance:**

During the financial year 2024-25, the Audit Committee met four times on 29<sup>th</sup> May, 2024, 14<sup>th</sup> August, 2024, 13<sup>th</sup> November, 2024 and 10<sup>th</sup> February, 2025. The attendance at the Committee meetings was as follows:

Sr. No.	Name of Directors	Category	Status	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Lalit Kumar Bararia	Non-Executive, Independent Director	Chairman	4	3
2.	Mr. Deepak Sethi <sup>1</sup>	Non-Executive, Independent Director	Member	4	4
3.	Mr. P. K. Choudhary	Managing Director	Member	4	4
4.	Mrs. Preeti Agrawal <sup>2</sup>	Non-Executive, Independent Director	Member	4	4
5.	Mr. Rajan Dalal <sup>2</sup>	Non-Executive, Independent Director	Member	4	2

**Note:**

1. Ceased to be member of the Committee with effect from close of business hours of 22<sup>nd</sup> April, 2025 upon completion of second term of his appointment as Independent Director of the Company.
2. Appointed as member of the Committee w.e.f 1<sup>st</sup> April, 2024.

6. **Nomination and Remuneration Committee:**

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Board of Directors has duly constituted the Nomination and Remuneration Committee. The Nomination and Remuneration Committee, *inter alia*, recommends for appointment / re-appointment of directors, key managerial personnel (KMPs) and senior management personnel (SMPs) of the Company and for the remuneration payable to them.

• **Brief description of terms of reference:**

The terms of reference of this Committee are wide enough covering the matters specified for appointment / re-appointment and remuneration to the directors, KMPs and SMPs under the provisions of Section 178 of the Act read with Regulation 19 and Schedule II Part D (A) of the Listing Regulations.

• **Composition:**

As on 31<sup>st</sup> March 2025, the Nomination and Remuneration Committee comprised of Mr. Lalit Kumar Bararia, Mrs. Preeti Agrawal and Mr. Rajan Dalal as its members. Mr. Lalit Kumar Bararia, Non-executive Independent Director of the Company is Chairman of the Committee, and he was present at the 60<sup>th</sup> AGM of the Company held on 27<sup>th</sup> September, 2024.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

• **Meetings and attendance:**

During the financial year 2024-25, the Nomination and Remuneration Committee met once on 29<sup>th</sup> May, 2024. The attendance at the Committee meeting was as follows:

Sr. No.	Name of Directors	Category	Status	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Lalit Kumar Bararia	Non-Executive, Independent Director	Chairman	1	1
2.	Mrs. Preeti Agrawal <sup>1</sup>	Non-Executive, Independent Director	Member	1	1
3.	Mr. Rajan Dalal <sup>1</sup>	Non-Executive, Independent Director	Member	1	0

**Note:**

1. Appointed as member of the Committee w.e.f. 1<sup>st</sup> April, 2024.

• **Performance evaluation criteria for Independent Directors:**

Pursuant to the provisions of Section 178(2) of the Act read with Regulation 17(10) of the Listing Regulations, the Board of Directors of the Company has evaluated the performance of each Independent Directors and fulfilment of the independence criteria as specified in the Listing Regulations and their independence from the management. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

1. Attendance at Board and Committee meetings;
2. Quality of contribution to Board deliberations;
3. Strategic perspectives or inputs regarding future growth of the Company and its performances; and
4. Providing perspective and feedback going beyond information provided by the management.

7. **Stakeholders' Relationship Committee:**

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Board of Directors has duly constituted the Stakeholders' Relationship Committee.

• **Brief description of terms of reference:**

The Committee is empowered to oversee the redressal of investors' complaints pertaining to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate certificates / letter of confirmation, transfer / transmission / demat / remat of shares and

other miscellaneous complaints and service requests. The Committee is also responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. In addition, the terms of reference of this Committee include as laid down under Regulation 20 and Schedule II Part D (B) of the Listing Regulations read with Section 178 of the Act.

• **Composition:**

As on 31<sup>st</sup> March 2025, the Stakeholders' Relationship Committee comprised of Mr. Vinay Sarin, Mr. P. K. Choudhary and Mrs. Preeti Agrawal as its members. Mr. Vinay Sarin, Non-Executive, Non-Independent Director of the Company is Chairman of the Committee, and he was present at the 60<sup>th</sup> AGM of Company held on 27<sup>th</sup> September, 2024.

Mr. Ravi Vaishnav was Company Secretary and Compliance Officer of the Company up to 5<sup>th</sup> April, 2024. Upon his resignation, Mr. Arvind Purohit was appointed as Company Secretary and Compliance Officer w.e.f. 29<sup>th</sup> May, 2024.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.

• **Status of investors' complaints / services requests:**

Opening balance at the beginning of the financial year : Nil  
 Received during the financial year : 08  
 Disposed during the financial year : 08  
 Closing balance at the end of the financial year : Nil

8. **Risk Management Committee:**

Pursuant to the provisions of Regulation 21 of the Listing Regulations, the Company has constituted Risk Management Committee and has also adopted the Risk Management Policy and has framed a Risk Management Committee Charter, in accordance with the provisions of the Listing Regulations.

• **Brief description of terms of reference:**

The roles and responsibilities of the Risk Management Committee include evaluating and monitoring key risks including strategic, operational, financial, cyber security and compliance risks & framing, implementing, monitoring and reviewing risk management plan, policies, systems and framework of the Company. In addition, the terms of reference of this Committee include as laid down under the provisions of Regulation 21 and Schedule II Part D (C) of the Listing Regulations.

• **Composition:**

As on 31<sup>st</sup> March, 2025, the Risk Management Committee comprised of Mr. P. K. Choudhary, Mr. Lalit Kumar Bararia and Mrs. Preeti Agrawal as its members. Mr. P. K. Choudhary, Managing Director of the Company is Chairman of the Committee.

The Company Secretary and Compliance Officer of the Company acts as Secretary to the Committee.



• **Meetings and attendance:**

During the financial year 2024-25, the Risk Management Committee met twice on 9<sup>th</sup> August, 2024 and 10<sup>th</sup> February, 2025. The attendance at the Committee meetings was as follows:

Sr. No.	Name of Directors	Category	Status	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. P. K. Choudhary	Executive, Managing Director	Chairman	2	2
2.	Mr. Lalit Kumar Bararia	Non-Executive, Independent Director	Member	2	1
3.	Mrs. Preeti Agrawal	Non-Executive, Independent Director	Member	2	2

9. **Corporate Social Responsibility (CSR) Committee:**

Pursuant to the provisions of Section 135 of the Act, the Board of Directors has duly constituted the Corporate Social Responsibility ("CSR") Committee.

• **Brief description of terms of reference:**

- To frame the CSR Policy and CSR Annual Plan and its review from time-to-time.
- To ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.
- To ensure compliance with the laws, rules and regulations governing the CSR and to periodically report to the Board of Directors.

• **Composition:**

As on 31<sup>st</sup> March 2025, the CSR Committee comprised of Mr. Vinay Sarin, Mr. P. K. Choudhary and Mrs. Preeti Agrawal as its members. Mr. Vinay Sarin, Non-Executive, Non-Independent Director of the Company is Chairman of the Committee.

The Company Secretary and Compliance Officer of the Company acts as the Secretary to the Committee.

• **Meetings and attendance:**

During the financial year 2024-25, the CSR Committee met twice on 29<sup>th</sup> May, 2024 and 13<sup>th</sup> November, 2025. The attendance at the Committee meeting was as follows:

Sr. No.	Name of Directors	Category	Status	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Vinay Sarin <sup>1</sup>	Non-Executive, Non-Independent Director	Chairman	2	1
2.	Mr. P. K. Choudhary	Executive, Managing Director	Member	2	2

Sr. No.	Name of Directors	Category	Status	No. of meetings entitled to attend	No. of meetings attended
3.	Mrs. Preeti Agrawal	Non-Executive, Independent Director	Member	2	2

**Note:**

- Appointed as member and chairman of the Committee w.e.f. 1<sup>st</sup> April, 2024.

10. **Senior Management:**

Particulars of Senior Management including the changes therein since the close of the previous financial year are as follows:

Sr. No.	Name of the Senior Management Personnel	Designation	Changes since the close of previous Financial Year
1.	Mr. Varunn Mody	President - Treasury	No Change
2.	Mr. Amit Goenka	V.P. – Treasury	No Change
3.	Mr. Kuldip Balasia	V.P. – Corporate & Treasury	No Change
4.	Mr. Sunil Jindal	Chief Financial Officer	No Change
5.	Mr. Nakul Chatterjee	Sr. V. P. – Sales	No Change
6.	Mr. Rajiv Goel	V.P. – Purchase	No Change
7.	Mr. G. M. Indapawar	Sr. V.P. – Works	No Change
8.	Mr. T. N. Venkatramani	V.P. – R & D	No Change
9.	Mr. Mohan Parashar	GM Accounts	No Change
10.	Mr. Vijay Jain	Sr. Manager Corporate Affairs	No Change
11.	Mr. Ravi Vaishnav	Company Secretary & Compliance Officer	Resigned w.e.f. 5 <sup>th</sup> April, 2024
12.	Mr. Arvind Purohit	Company Secretary & Compliance Officer	Appointed w.e.f. 29 <sup>th</sup> May, 2024
13.	Mr. V. Meenaxi Sundaram	V.P. – R & D	Resigned w.e.f. 21 <sup>st</sup> August, 2024

11. **Remuneration to Directors:**

- The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2024-25.
- Non-Executive Directors do not draw any remuneration from the Company. The sitting fee to Non-Executive Directors is being paid at the rate of ₹ 10,000/- for each meeting of the Board and Committees (excluding CSR Committee meetings) attended by them. Within the ceiling of the Act, Independent Directors are also paid a commission, the amount whereof is determined by the Board and approved by the shareholders of the Company.

Details of remuneration / fees paid / payable to the directors during / for the financial year 2024-25 are as under:

(₹ in Lakh)

Name	Salary	Perquisites or Allowances	Contribution to PF & others	Commission	Sitting fees	Total
Mr. P. K. Choudhary	96.28	-	6.48	-	-	102.76
Mr. Vinay Sarin	-	-	-	-	0.60	0.60
Mr. Deepak Sethi	-	-	-	-	0.80	0.80
Mr. Lalit Kumar Bararia	-	-	-	5.00	0.80	5.80
Mrs. Preeti Vimal Agrawal	-	-	-	5.00	1.50	6.50
Mr. Rajan Dalal	-	-	-	5.00	0.40	5.40
Mr. Snehal Muzoomdar	-	-	-	2.50	0.10	2.60

- The above details of remuneration or fees paid include all elements of remuneration package of individual director summarized under major groups.
- Apart from the above-mentioned remuneration or fees paid, there are no other fixed component and performance linked incentives based on the performance criteria.
- There are no separate service contracts with any of the Directors. The tenure of office of the Managing Director is for 3 (three) years from the date of re-appointment and can be terminated by either party by giving one month's notice in writing. There is no separate provision for payment of severance fees.
- No stock options are offered to any of the directors of the Company.

## 12. General Body Meetings:

- Location and time, where last three Annual General Meetings held:**

Financial Year	Time	Date	Location
2021-22	11:45 a.m.	29 <sup>th</sup> September, 2022	Conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
2022-23	11:45 a.m.	29 <sup>th</sup> September, 2023	Conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
2023-24	11:45 a.m.	27 <sup>th</sup> September, 2024	Conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

- Special resolutions passed at last three AGMs:**

AGM	Particular of Special Resolutions
29 <sup>th</sup> September, 2022	No Special Resolution was passed in this meeting.
29 <sup>th</sup> September, 2023	<ol style="list-style-type: none"> <li>Special Resolution passed for re-appointment of Mr. Raghu Mody (DIN: 00053329) as Non-Executive Non-Independent Director of the Company.</li> <li>Special Resolution passed for appointment of Mr. Vinay Sarin (DIN: 00090757) as Non-Executive Non-Independent Director of the Company w.e.f. 1<sup>st</sup> July, 2023.</li> </ol>

AGM	Particular of Special Resolutions
27 <sup>th</sup> September, 2024	<ol style="list-style-type: none"> <li>Special Resolution passed for re-appointment of Mr. Lalit Kumar Bararia (DIN: 00204670) as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years w.e.f. 13<sup>th</sup> February, 2025 to 12<sup>th</sup> February, 2030.</li> <li>Special Resolution passed for re-appointment of Mrs. Preeti Vimal Agrawal (DIN: 08693668) as Non-Executive Independent Director of the Company for second term of 5 (five) consecutive years w.e.f. 13<sup>th</sup> February, 2025 to 12<sup>th</sup> February, 2030.</li> <li>Special Resolution passed for appointment of Mr. Snehal Muzoomdar (DIN: 00729992) as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. 1<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2029.</li> <li>Special Resolution passed for re-appointment of Mr. P. K. Choudhary (DIN: 00535670) as Managing Director of the Company for a further period of 3 (three) years w.e.f. 1<sup>st</sup> July, 2024 till 30<sup>th</sup> June, 2027.</li> </ol>

- Postal Ballot:**

During the financial year under review, no resolution was passed through Postal Ballot process.

None of the business proposed to be transacted at the ensuing AGM is required to be transacted through postal ballot.

### 13. Means of communication:

The Company has published its quarterly/half yearly/annual financial results as per the details mentioned below:

Newsletters	Period	Date of Board meetings	Date of publication
Financial Express (English - All India Edition) Mumbai Lakshadeep (Marathi)	For the quarter and financial year ended 31 <sup>st</sup> March, 2024	29-05-2024	30-05-2024
Financial Express (English - All India Edition) Mumbai Lakshadeep (Marathi)	For the quarter ended 30 <sup>th</sup> June, 2024	14-08-2024	15-08-2024
Financial Express (English - All India Edition) Mumbai Lakshadeep (Marathi)	For the quarter and half year ended 30 <sup>th</sup> September, 2024	13-11-2024	14-11-2024
Financial Express (English - All India Edition) Mumbai Lakshadeep (Marathi)	For the quarter and nine months ended 31 <sup>st</sup> December, 2024	10-02-2025	11-02-2025

**Website:** The Company's website viz. [www.hindcompo.com](http://www.hindcompo.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

**News releases, presentations, among others:** All corporate announcements made to the Stock Exchanges during the financial year 2024-25 are available on the website of the Company.

During the financial year 2024-25, the Company has not made any presentations to institutional investors or analysts.

### 14. General Shareholders' information:

**a) Annual General Meeting:** Thursday, 25<sup>th</sup> September, 2025 at 11:45 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

**b) Financial Year:** April 1 to March 31;

**c) Dividend Payment Date:** The dividend of ₹ 2.00 on per Equity Share of ₹ 5.00 each, as recommended by the Board, if declared at the AGM, will be credited / paid directly in members' bank accounts, subject to deduction of income-tax at source wherever applicable, between Wednesday, 1<sup>st</sup> October, 2025 and Wednesday, 15<sup>th</sup> October, 2025

**d) Cut-off date for remote e-voting:** The remote e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e. Thursday, 18<sup>th</sup> September, 2025. Remote e-voting shall remain open from Monday, 22<sup>nd</sup> September, 2025 (9.00 a.m.) and ends on Wednesday, 24<sup>th</sup> September, 2025.

**e) Listing on Stock Exchanges:**

#### Equity Shares

**a) BSE Limited**

Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai- 400 001

**b) National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor, 'G' Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051

**f) Listing Fees:**

The Company has paid the listing fees for the financial year 2025-26 to all the stock exchanges where the shares are listed

**g) Trading of Securities:** The securities of the Company were not suspended from trading during the financial year 2024-2025.

**h) Registrar and Transfer Agents:** MUFG Intime India Pvt. Ltd (formerly known as Link Intime India Pvt. Ltd), having its registered office at C- 101, Embassy 247, L B S Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Phone: (022)-4918 6000 / 270, Fax: (022)-4918 6060, e-mail: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).

**i) Share Transfer System:**

In terms of Regulation 40(1) of the Listing Regulations, no requests for effecting transfer of securities can be processed unless the securities are held in the dematerialised form with the depository with effect from 1<sup>st</sup> April, 2019.

The request for transmission or transposition can be made for shares held in physical mode, however, Credit shall be given in dematerialized form only.

Further, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2<sup>nd</sup> July, 2025 has mandated the listed entities to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1<sup>st</sup> April, 2019 and were rejected / returned / not attended due to deficiency in the documents / process / or otherwise, for a period of six months from 7<sup>th</sup> July, 2025 till 6<sup>th</sup> January, 2026.

Further, the SEBI has vide its Circular No.: SEBI/HO/ MIRSD/ MIRSD\_RTAMB / P/ CIR / 2022/ 8 dated 25<sup>th</sup> January, 2022 ('SEBI Circular') as an on-going measure to enhance ease of dealing in securities markets by investors, mandated the issue of share(s) in dematerialized form only while processing the shareholder's service request(s) received for issue of duplicate share certificate(s), claim from Unclaimed Suspense Account, renewal / exchange of share certificates, endorsement, subdivision / splitting of share certificates, consolidation of share certificates / folios, transmission and transposition. Upon receipt of any service request(s) from the shareholder/ claimant, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent ("RTA") of the Company shall verify and process the said request(s) and thereafter issue a 'Letter of Confirmation' in lieu of physical share certificate(s) to the shareholder / claimant, if documents are found in order. Letter of Confirmation shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholder fails to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. The Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

In case of any query(ies) or issue(s) regarding process of the service request(s), shareholder/ claimant can contact RTA (Cont. No.: (022) – 4918 6000 / 270) or by can write an e-mail at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).

**j) Distribution of Shareholding as on 31<sup>st</sup> March, 2025:**

Shares having nominal value of ₹ 5/- From To	No. of holders	%	No. of shares	%
1 – 500	14941	95.7082	1096551	7.4247
501 – 1000	385	2.4662	283475	1.9194
1001 – 2000	169	1.0826	241739	1.6368
2001 – 3000	43	0.2754	110959	0.7513
3001 – 4000	16	0.1025	54280	0.3675
4001 – 5000	10	0.0641	45259	0.3064
5001 – 10000	15	0.0961	106480	0.7210
10001 and above	32	0.205	12830257	86.8729
<b>TOTAL</b>	<b>15611</b>	<b>100.0000</b>	<b>14769000</b>	<b>100.0000</b>

**k) Dematerialization of Shares:**

As on 31<sup>st</sup> March, 2025, 98.25% of the total shares of the Company were held in dematerialized form.

**l) Convertible instruments:**

The Company has not issued any Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / warrants or any convertible instrument, which are likely to have impact on the Company's Equity.

**m) Commodity price risk or foreign exchange risk and hedging activities:**

The Company is exposed to the risk of price fluctuations of raw materials, which are proactively managed by forward booking of materials, inventory management and vendor development practices.

With regard to foreign exchange risk, there is natural hedging of risk as our import and export generally remains at the same level.

**n) Plant Locations:**

**Paithan:** D-2/1, MIDC Industrial Area, Paithan, Dist. Chhatrapati Sambhaji Nagar (earlier Aurangabad) – 431107, Maharashtra, India

**Bhandara:** C-10/1, Bhandara Industrial Area, Gadegaon, Dist. Bhandara – 441904, Maharashtra, India.

**o) Registered Office & Address for Correspondence:**

Hindustan Composites Limited,  
 Peninsula Business Park, 'A' Tower,  
 8<sup>th</sup> Floor, Senapati Bapat Marg,  
 Lower Parel, Mumbai 400013, Maharashtra.  
 Telephone: 022 66880100; Fax: 022 66880105  
 E-mail: [investor@hindcompo.com](mailto:investor@hindcompo.com)

**p) List of all credit ratings obtained by the entity along with revisions (if any):**

Sr. No.	Name of the Credit Rating Agency	Details of Credit Ratings obtained including revisions, if any, during the financial year		
1	Acuite Ratings & Research Limited (formerly known as SMERA Ratings Limited)	<b>Scale</b>	<b>Amount (Cr)</b>	<b>Rating</b>
		Long Term Instruments (Bank Loan Ratings)	16.00	ACUITE A   Stable   Upgraded (from ACUITE A-)
		Short Term Instruments (Bank Loan Ratings)	9.00	ACUITE A1   Upgraded (from ACUITE A2+)
		<b>Total</b>	<b>25.00</b>	

**15. Other disclosures:**

**i. Related Party Transactions:**

During the financial year 2024-25, the Company



had no transactions with its promoters, directors or with their relatives etc. which may have conflict with the interest of the Company. Details on materially significant related party transactions are given in the appended financial statements under Notes to Accounts. The policy on dealing with Related Party Transactions is available on Company's website at <https://www.hindcompo.com/investor-relations/documents/related-party-transaction-policy.pdf>. The disclosure as required by Indian Accounting Standard (IND AS-24) on "Related Party" are given in the appended Standalone and Consolidated Financial Statements under Notes to Accounts.

## ii. Compliance by the Company:

The Company has complied with all the requirements of the Listing Regulations as well as other regulations and guidelines issued by the SEBI from time to time. No strictures or penalties were imposed either by the SEBI or Stock Exchanges or any other statutory authorities for non-compliance of any matter related to the capital markets during the last three financial years, except fine imposed by BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') for appointment of Mr. Vinay Sarin as an Additional Non-Executive Non-Independent Director of the Company, who was attaining 75 years of age before his appointment as director in general meeting, without passing special resolution by the members of the Company as required under Regulation 17(1A) of the Listing Regulations.

The Board of Directors of the Company in its meeting held on 30<sup>th</sup> June, 2023 appointed Mr. Vinay Raj Sarin as an Additional Director of the Company (Non- Executive Non-Independent) w.e.f. 1<sup>st</sup> July, 2023 and also approved the Notice of AGM dated 30<sup>th</sup> June, 2023 seeking members' approval by way of special resolution for appointment of Mr. Vinay Raj Sarin as Non-Executive Non-Independent Director and on the date of appointment by the Board of Directors, the age of Mr. Vinay Raj Sarin was below 75 years, his appointment as Non- Executive Non-Independent Director of the Company was approved in the next annual general meeting by the members of the Company by passing a special resolution, held on 29<sup>th</sup> September, 2023, within three months from the date of appointment.

The Hon'ble Securities Appellate Tribunal ('SAT') in the matter of 20 Micron Limited vs. SEBI & Ors., decided on 28<sup>th</sup> November 2023, held that:

'Regulation 17(1A) and 17(1C) has to be read harmoniously with the provisions of Section 152(2) and 161(1) of the Act which will make it clear that a person above the age of 75 years can be appointed by the Board of Directors. Such appointment is required to be approved subsequently within the

prescribed period by a special resolution in the next general meeting by the members of the Company which in the instant case was done within the prescribed period. In view of the aforesaid, no penalty could have been imposed by the BSE and NSE for violation of Regulation 17(1A) of the LODR Regulations'.

Further, the Hon'ble Securities Appellate Tribunal ('SAT') in the matter of Nectar Life Sciences Ltd. vs. SEBI & Ors., Appeal no. 185/2023 decided on 27<sup>th</sup> April, 2023, held that:

'This Tribunal considered the provisions of Regulations 17(1A) with other provisions and held that the word "unless" as depicted in Regulation 17(1A) does not mean "prior approval" nor the requirement of passing a special resolution was a qualifying condition for appointment as a director.'

In view of the facts and circumstances of the matter and above SAT judgements, the Company has not violated the provisions of Regulation 17(1A) of the Listing Regulations. However, under protest, the Company has made payment of fines imposed by the BSE and NSE and preferred necessary application before the BSE Ltd. (designated stock exchange) and NSE for waiver of fines imposed.

## iii. Whistle Blower policy / Vigil Mechanism and affirmation that no personnel have been denied access to the Audit Committee:

The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2024-25, no director or employee was denied access to the Audit Committee.

## iv. Adoption of mandatory and non-mandatory requirements of Regulation 27 of the Listing Regulations:

The Company has complied with all mandatory requirements of Regulation 27 and Schedule V of the Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations:

- (a) Audit Qualification - The Company is in the regime of unmodified audit opinion on financial statements.
- (b) Separate posts of Chairman and CEO – The Company does not have any regular Chairperson.

- (c) Reporting of Internal Auditors – The Internal Auditors report directly to the Audit Committee.

**v. Policy for determining Material Subsidiaries:**

The Company does not have any subsidiary, hence is not required to frame policy on material subsidiaries.

**vi. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulation:**

During the financial year 2024-25, the Company has not raised any funds through preferential allotment or qualified institutions placement.

**vii. Certificate from Practicing Company Secretary:**

A certificate received from M/s. M Baldeva Associates, Practicing Company Secretaries, Mumbai is attached to this report stating that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

**viii. Recommendation by Committees:**

During the financial year 2024-25, the Board has accepted all recommendations received from its Committees.

**ix. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part.**

Details relating to fees paid to the Statutory Auditors are given in Note 32 in the appended Standalone Financial Statements and Consolidated Financial Statements.

**x. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Sr. No.	Particulars	No. of complaints
1.	Complaints pending at beginning of the financial year	0
2.	Complaints filed during the financial year	0

Sr. No.	Particulars	No. of complaints
3.	Complaints disposed of during the financial year	0
4.	Complaints pending at on the end of the financial year	0

**xi. 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':**

Details relating to loans and advances in the nature of loans to firms / companies in which directors are interested by name and amount are given in Note 47 in the appended Standalone Financial Statements and Consolidated Financial Statements.

**xii. Details of material 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:**

The Company does not have any subsidiary.

**16. Compliance of the requirement of Corporate Governance Report:**

During the financial year 2024-25, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of the Listing Regulations.

**17. Disclosure of the compliance with Corporate Governance**

During the financial year 2024-25, the Company complied with the Regulations 17-23, 24A, 25-27 and Clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the Listing Regulations; the Regulation 24 of the Listing Regulations was not applicable to the Company.

**18. Disclosure of accounting treatment:**

In preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind-AS) as specified under Section 133 of the Act, issued by the Institute of Chartered Accountants of India to the extent applicable.

**19. Disclosure with respect to demat suspense account / unclaimed suspense account**

The voting rights on outstanding shares lying in the suspense accounts will remain frozen till the rightful owner of such shares claims the shares:

Sr. No.	Particulars	Unclaimed Suspense Account		(Demat) Suspense Escrow Account	
		Number of shareholders	Number of Equity Shares	Number of shareholders	Number of Equity Shares
A	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 1 <sup>st</sup> April, 2024.	219	24220	0	0
B	Transferred during the financial year.	0	0	5	408
C	Shareholders who approached the Company for transfer of shares from suspense account during the year.	7	890	1	18
D	Shareholders to whom shares were transferred from the suspense account during the year.	7	750	0	0
E	Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act.	53	5154	0	0
F	Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31 <sup>st</sup> March, 2025 (A – D – E = F).	159	18316	5	408

**20. Compliance Certificate for Code of Conduct:**

A declaration by Managing Director of the Company affirming compliance by the Board members and Senior Management Personnel to the Code of Conduct is annexed herewith and forms part of Annual Report as per Schedule V of the Listing Regulations.

**21. Compliance Certificate by Statutory Auditors:**

The Company has obtained a certificate from the Statutory Auditors regarding compliance with the conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations, which is annexed herewith and forming part of Annual Report.

**22. Disclosure of certain types of agreements binding listed entities**

Information required under Clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations: No agreements are entered into by the shareholders,

promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

For and on Behalf of the Board of Directors  
of Hindustan Composites Limited

Sd/-

P. K. Choudhary

Managing Director

DIN: 00535670

Sd/-

Lalit Kumar Bararia

Independent Director

DIN: 00204670

Place: Mumbai

Date: 8<sup>th</sup> August, 2025

## Declaration – Code of Conduct

As per Regulation 17 and Schedule V of the Listing Regulations, I, P. K. Choudhary, Managing Director of the Company do hereby declare that all the Board members and the Senior Management Personnel have affirmed compliance with the Code of Conduct during the financial year ended 31<sup>st</sup> March, 2025.

For Hindustan Composites Limited

Sd/-

P. K. Choudhary

Managing Director

DIN: 00535670

Place: Mumbai

Date: 8<sup>th</sup> August, 2025

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

TO THE MEMBERS OF  
**HINDUSTAN COMPOSITES LIMITED**

We have examined the compliance of conditions of corporate governance by **HINDUSTAN COMPOSITES LIMITED** ('the Company') for the year ended March 31, 2025 as stipulated in Regulations 17-27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

**Management's Responsibility for compliance with the conditions of Listing Regulations**

The compliance of the conditions contained in the corporate governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations of the Company including the preparation and maintenance of all relevant supporting records and documents.

**Auditor's Responsibility**

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

We 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 in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), Standards on auditing specified under section 143(10) of the Companies Act, 2013 and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

**Opinion**

Based on the procedures performed by us and to the best of our information and according to explanations given to us and representations made by the management, in our opinion, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations during the year ended March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Restriction on Use**

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

**For Lodha & Co. LLP**  
**Firm Registration No. – 301051E/E300284**  
**Chartered Accountants**

**R.P. Baradiya**  
**Partner**  
**Membership No. 044101**  
**UDIN : 25044101BMYTT1227**

**Place: Mumbai**  
**Date: August 08, 2025**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to the provisions of Regulation 34(3) read with Clause (10)(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
**Hindustan Composites Limited**  
Peninsula Business Park, 'A' Tower,  
8<sup>th</sup> Floor, Senapati Bapat Marg,  
Lower Parel, Mumbai-400013.

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of **Hindustan Composites Limited** (CIN: L29120MH1964PLC012955) and having registered office at Peninsula Business Park, 'A' Tower, 8<sup>th</sup> Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with the provisions of Regulation 34(3) read with Clause 10(i) of Part C of Schedule V 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 [www.mca.gov.in](http://www.mca.gov.in)) 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 during the Financial Year ended on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of initial appointment in the Company
1	Mr. Pawan Kumar Choudhary	00535670	18.03.2005
2	Mr. Deepak Sethi	07165462	23.04.2015
3	Mr. Lalit Kumar Bararia	00204670	13.02.2020
4	Mrs. Preeti Vimal Agrawal	08693668	13.02.2020
5	Mr. Vinay Raj Sarin	00090757	01.07.2023
6	Mr. Rajan Arvind Dalal	00546264	21.02.2024
7	Mr. Snehal N. Muzoomdar	00729992	01.10.2024

Ensuring the eligibility of persons for the appointment / continuation as director on the Board is responsibility of the management of the Company. My responsibility is to express an opinion based on my 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 M Baldeva Associates  
Company Secretaries**

**Sd/-**

**CS Manish Baldeva  
Proprietor**

**Place: Mumbai  
Date: 8<sup>th</sup> August, 2025**

**M. No. FCS: 6180 C.P. No. 11062  
Peer Review No. 1436/2021  
UDIN: F006180G000966403**

## Independent Auditors' Report

To The Members of  
Hindustan Composites Limited

### Opinion

#### Report on the Audit of Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Hindustan Composites Limited** ("the Company"), which comprises of Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including 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 prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by in terms of their report referred to in the other matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How our audit addressed the key audit matters
<p><b>Classification, Valuation and Impairment of unquoted equity instruments /debt Investments:</b> (Refer note 3 &amp; 8 of the standalone financial statements)</p> <p>The Company's -substantial assets are quoted and unquoted investments in equity/debt Instruments. Out of total investments held as on March 31,2025, unquoted investments in equity/debt Instruments comprises of ₹ 43,748.25 Lakhs (representing 45.47%). These Investments are classified and measured at Fair value through profit or loss (FVTPL) /fair value through other comprehensive income (FVOCI).</p> <p>Due to their unique structure and terms which involve the use of judgemental assumptions in valuation/impairment and not on quoted prices in active markets. Therefore, there is significant measurement uncertainty involved in this valuation/impairment. As a result, the valuation/impairment of these instruments was significant to our audit.</p>	<p>We focused on valuation of these instruments/investments and have carried out the following key audit procedures:</p> <ul style="list-style-type: none"> <li>- Understood the Company's process and procedures and tested controls to ensure proper classification and valuation/impairment of investments.</li> <li>- Tested recording of investments on sample basis and verified classification of investments.</li> <li>- Assessed valuation of these investments to examine whether the same is in accordance with the Company's accounting policies.</li> <li>- Tested impairment/provision of investments (including reversal)</li> <li>- In respect of unquoted investments, we evaluated the Company's valuation methodology and assumptions and corroborated these with internal Investment policies including those related to impairment.</li> </ul>

Key Audit Matters	How our audit addressed the key audit matters
	<ul style="list-style-type: none"> <li>- For any changes in ratings of the investee company, we examined the Company's assessment with the internal Investment policies for reclassification and valuation.</li> <li>- Also obtained external evidence of existence of investment by getting holding statement from the custodian /statement from the fund houses as well through publicly available filings from time to time</li> <li>- We have also perused the relevant internal audit reports on investments.</li> </ul> <p>Based on the work carried out, we did not come across any significant matter which suggests that the investments were not properly classified or valued. .</p>

## Information Other than the Standalone Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Board's Report including Annexures to the Board report, Business responsibility report, Corporate Governance report and Management Discussion and Analysis, but does not include the standalone financial statement and our auditor's report thereon. As explained, the other information is under preparation by the management till the date of this auditor's report.

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.

The aforesaid other information is not made available to us as at the date of this auditor's report and therefore, we have nothing to report in this regard.

## Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity 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 financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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.

Our opinion on the standalone financial statement and our report on the other legal and regulatory requirements below is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. Pursuant to the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and records except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 (as amended).
  - (c) The Balance sheet, the Statement of Profit & Loss (including other comprehensive income), 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representation received from the directors as on March 31, 2025, taken on records by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a Directors in terms of Section 164(2) of the Act.



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".
- (g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197(16) of the Act.
- (h) With respect to the matters to be included in the Auditor's report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements, wherever it is quantifiable. [Refer note no 33 to standalone financial statements]
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any 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 Company.
  - iv.
    - a) The management has represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("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. [Refer note no. 53(e) to standalone financial statements]
    - b) The management has represented, that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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. [Refer note no. 53(f) to standalone financial statements]
    - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement.
  - v. The final dividend paid by the Company during the year declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.  
The Board of Directors of the Company has proposed final dividend for the financial year 2024-25 which is subject to the approval of the Members at the ensuing annual general meeting. The dividend recommended by the Board is in accordance with Section 123 of the Act to the extent it applies to the recommendation of dividend [Refer note no. 46(b) to standalone financial statements].
  - vi. Based on our examination which included test checks, the Company has used an accounting software 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 software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with except for the feature of recording audit trail (edit log) facility was not enabled at the database level for one accounting software to log any direct data changes for the accounting software used for maintaining the books of account. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention. (Refer note 55 to the financial statements).

**For Lodha & Co. LLP**  
**Firm Registration No. 301051E/E300284**  
Chartered Accountants

**R.P. Baradiya**  
Partner  
**Membership No. 044101**  
**UDIN: 25044101BMIVLJ8552**

Place: Mumbai  
Date: May 7, 2025

**Annexure “A” referred to in “Report on Other Legal and Regulatory Requirements” section of our report to the Members of Hindustan Composites Limited for the year ended March 31, 2025:**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

- i. a. In respect of Company’s Property, Plant and Equipment (PPE) and Intangible Assets:
  - A. The Company has maintained proper records, showing full particulars, including quantitative details and situation of PPE.
  - B. The Company has maintained proper records showing full particulars of intangible assets.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, it has a phased program for physical verification of the PPE for all its locations. According to which, the Company has carried out physical verification of all its Plant and Machinery at Paithan Plant and Vehicles at all locations. In our opinion, the frequency of verification is reasonable considering the size of the Company and nature of its PPE. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements included under property, plant and equipment (other than properties where the Company is lessee and lease agreements are duly executed in favour of the Company), are held in the name of the Company.
- d. The Company has not revalued any of its PPE (including right- of-use assets) and intangible assets during the year and hence reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- e. According to the information and explanations given to us and on the basis of our examination of the books and records of the Company, neither any proceedings have been initiated during the year nor are pending as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence reporting under clause 3(i)(e) of the Order is not applicable to the Company. [Refer note no. 53 (a) to standalone financial statements]
- ii. a. The inventories have been physically verified by the management at reasonable intervals during the year except for goods in transit and those lying with third parties which have been verified with subsequent receipts. The procedures of physical verification of the inventories followed by the management and its coverage is reasonable and adequate in relation to the size of the Company and nature of its business. As per the information and explanations given to us and on the basis of our examination of the records of the Company, no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification of inventories as compared to book records.
- b. According to the information and explanations given to us on the basis of our examination of the books and records, the Company has not been sanctioned working capital limit in excess of ₹ 5 crores on the basis of security of current assets, in aggregate, at any point of time during the year from banks and financial institutions and hence reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. During the year, in respect of Investment made, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, following loans have been given:

₹ in Lakhs

Particulars	Aggregate amount given during the year	Balance Outstanding as at March 31, 2025
A Subsidiaries, joint ventures and associates	Nil	Nil
B Other than subsidiaries, joint ventures and associates	1080.00	1475.00

Further, the Company has not given any advances in the nature of loans or guarantee or provided security to any other entity.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the investment made and loans given are in the ordinary course of business and accordingly in our opinion, prima facie, not prejudicial to the Company’s interest. The Company has not provided any guarantee and security given.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not renewed or extended the loan repayment period which has fallen due during the year or granted fresh loans to settle the overdues of existing loans given to same party and hence reporting under clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv. According to the information and explanations given to us and based on our examination of the records, the Company has complied with the provisions of Section 185 and 186 of the Act, to the extent applicable with respect to the investments made and loans given. The Company has not provided any guarantee and security.
- v. According to the information and explanations given to us and based on our examination of the records of the Company, no deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 have been accepted by the Company and hence reporting under clause 3(v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to rules made by the central government for the maintenance of cost records under sub section 1 of Section 148 of the Act in respect of company's products and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we are not required and therefore, we have not made a detailed examination of the cost records with a view to determine whether they are accurate and complete.
- vii.
  - (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Custom Duty, Duty of Excise, Value Added Tax, Cess and other statutory dues during the year with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no statutory dues mentioned in clause vii (a) above which have been not deposited on account of any dispute.
- viii. According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under clause 3(viii) of the order is not applicable to the Company. [Refer note no. 53 (d) to standalone financial statements]
- ix.
  - (a) Based on our audit procedures and on the basis of information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of loans or other borrowings or in the repayment of interest thereon to the lenders and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
  - (b) On the basis of information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender. [Refer note no. 53 (g) to standalone financial statements]
  - (c) According to the information and explanations given to us and based on our examination of the records, the Company has not taken any term loan during the year and hence reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
  - (d) According to the information and explanations given to us and based on our examination of the records of the Company, during the year, funds raised on short term basis have not been utilized for long term purposes.

- (e) Based on our audit procedures and on the basis of information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its joint venture and hence reporting under clause 3(ix)(e) of the Order is not applicable to the Company. The Company does not have an associate or subsidiary.
- (f) Based on our audit procedures and on the basis of information and explanations given to us, during the year the Company has not raised any funds on the pledge of securities held in its joint venture and hence reporting under clause 3(ix)(f) of the Order is not applicable to the Company. The Company does not have an associate or subsidiary.
- x. (a) The Company has not raised any money by way of Initial public offer or further public offer (including debt instrument) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment, private placement of shares or fully or partly convertible debentures during the year or in the recent past and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- (b) During the year, no report under sub section 12 of Section 143 of the Act has been filed in Form ADT-4 as prescribed in Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) Based on our audit procedures performed and according to the information and explanations given to us, no whistle blower complaints were received by the Company during the year and hence reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with Section 177 and 188 of the Act and all the details have been disclosed in the standalone financial statements as required by the applicable Accounting Standard. (Refer note no. 47 to the standalone financial statements)
- xiv. (a) According to the information and explanations given to us and based on our examination of the records, the Company has an adequate internal audit system commensurate with the size and 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 nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.
- (b) In our opinion, there is no core investment company within the "Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash losses during the financial year covered by our audit and as also in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year and hence reporting under clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation 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 the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is



based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. According to the information and explanations given to us and based on our examination of the records of the Company, there are no amounts unspent in respect of corporate social responsibility towards ongoing or other than ongoing projects and hence reporting under clause 3(xx) (a) and (b) of the Order is not applicable to the Company. (Refer note no. 54 to the standalone financial statements)
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of the audit of Standalone Financial Statements and hence no comment in respect of the said clause has been included in this report.

**For Lodha & Co. LLP**  
**Firm Registration No. 301051E/E300284**  
Chartered Accountants

**R.P. Baradiya**  
Partner  
**Membership No. 044101**  
**UDIN: 25044101BMIVLJ8552**

Place: Mumbai  
Date: May 7, 2025

**Annexure “B” referred to in “Report on Other Legal and Regulatory Requirements” section of our report to the Members of Hindustan Composites Limited for the year ended March 31, 2025:**

**Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of **Hindustan Composites Limited** (“the Company”) as of March 31, 2025, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential component 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.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the entity are being made only in accordance with authorisations of management; (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the entity’s assets that could have a material effect on the standalone financial statements; and (4) also provide reasonable assurance by the internal auditors through their internal audit reports given to the Company from time to time.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, broadly, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over

financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential Component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Lodha & Co. LLP**  
**Firm Registration No. 301051E/E300284**  
Chartered Accountants

**R.P. Baradiya**  
Partner  
**Membership No. 044101**  
**UDIN: 25044101BMIVLJ8552**

Place: Mumbai  
Date: May 7, 2025

STANDALONE BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2025

		(₹ In Lakhs)	
Particulars	Note No.	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>I ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	1	13,294.73	13,652.26
(b) Capital Work-in-Progress	1.1	423.17	-
(c) Intangible assets	2	92.51	98.03
(d) Intangible assets under development	2.1	6.20	-
(e) Financial assets			
(i) Investments	3	91,678.91	83,313.00
(ii) Loans	4	300.00	-
(iii) Other financial assets	5	40.40	50.66
(f) Other non-current assets	6	63.33	52.39
<b>Total non-current assets</b>		<b>105,899.25</b>	<b>97,166.34</b>
<b>Current assets</b>			
(a) Inventories	7	1,150.85	1,427.44
(b) Financial assets			
(i) Investments	8	4,539.80	3,904.07
(ii) Trade receivables	9	5,126.66	3,725.08
(iii) Cash and cash equivalents	10	318.98	69.74
(iv) Bank Balances other than (iii) above	11	38.23	93.39
(v) Loans	12	1,077.47	375.00
(vi) Other financial assets	13	1,125.00	989.26
(c) Other current assets	14	358.55	376.41
<b>Total current assets</b>		<b>13,735.54</b>	<b>10,960.39</b>
<b>Total Assets</b>		<b>119,634.79</b>	<b>108,126.73</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	15	738.45	738.45
(b) Other Equity	16	107,921.63	98,135.17
<b>Total equity</b>		<b>108,660.08</b>	<b>98,873.62</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	-	2.98
(b) Provisions	18	290.57	254.83
(c) Deferred tax liabilities (Net)	44	4,982.36	4,003.13
(d) Other non-current liabilities	19	96.23	109.69
<b>Total non-current liabilities</b>		<b>5,369.16</b>	<b>4,370.63</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	20	2.98	8.54
(ii) Trade payables	21		
- total outstanding dues of micro and small enterprises		370.58	740.33
- total outstanding dues of creditors other than micro and small enterprises		4,680.75	3,742.38
(iii) Other financial liabilities	22	83.06	65.30
(b) Other current liabilities	23	221.64	146.30
(c) Provisions	24	158.14	178.85
(d) Current tax liabilities (Net)	25	88.40	0.78
<b>Total current liabilities</b>		<b>5,605.55</b>	<b>4,882.48</b>
<b>Total Equity and Liabilities</b>		<b>119,634.79</b>	<b>108,126.73</b>
<b>Material accounting policies</b>	<b>A</b>		
<b>See accompanying notes to the standalone financial statements</b>	<b>B (1 - 56)</b>		

As per our attached report of even date

**For Lodha & Co LLP**  
 Chartered Accountants  
 Firm Registration No. - 301051E/E300284

**R.P. Baradiya**  
 Partner  
 Membership No. 44101

Place: Mumbai  
 Date: 7<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors of  
 Hindustan Composites Limited**

**P. K. Choudhary**  
 Managing Director  
 (DIN: 00535670)

**Sunil Jindal**  
 Chief Financial Officer

**Lalit Kumar Bararia**  
 Independent Director  
 (DIN: 00204670)

**Arvind Purohit**  
 Company Secretary  
 Membership No. A33624



## STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2025

		(₹ In Lakhs)	
Particulars	Note No.	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
I Revenue from operations	26	32,508.01	29,768.43
II Other income	27	905.30	92.59
III <b>Total Income (I + II)</b>		<b>33,413.31</b>	<b>29,861.02</b>
IV <b>Expenses</b>			
Cost of materials consumed	28	14,326.37	13,077.62
Changes in inventories of finished goods and work-in-progress	29	(30.47)	78.05
Employee benefits expense	30	4,194.36	3,909.95
Finance costs	31	8.40	8.96
Depreciation and amortisation expense	1 & 2	1,032.71	952.51
Other expenses	32	8,136.44	7,573.77
<b>Total Expenses</b>		<b>27,667.81</b>	<b>25,600.86</b>
V <b>Profit before exceptional item and tax ( III - IV)</b>		<b>5,745.50</b>	<b>4,260.16</b>
VI <b>Exceptional item:</b>			
Settlement of disputed claims of ex-workmen and related expenses		1,275.00	-
VII <b>Profit before tax (V - VI)</b>		<b>4,470.50</b>	<b>4,260.16</b>
VIII <b>Tax Expense:</b>	44		
Current tax		901.11	923.64
Deferred tax		69.66	(144.19)
Tax expense relating to earlier years		-	39.56
<b>Total Tax Expense</b>		<b>970.77</b>	<b>819.01</b>
IX <b>Profit for the year (VII - VIII)</b>		<b>3,499.73</b>	<b>3,441.15</b>
X <b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to profit or loss		7,677.03	5,223.48
(ii) Income tax relating to items that will not be reclassified to profit or loss	44	(1,184.52)	(1,392.59)
B. (i) Items that will be reclassified to profit or loss		151.90	(431.21)
(ii) Income tax relating to items that will be reclassified to profit or loss	44	(62.30)	35.72
XI <b>Total Comprehensive Income for the year (IX + X)</b>		<b>10,081.84</b>	<b>6,876.55</b>
Earnings per equity share of ₹ 5 each (Basic and Diluted)	37	23.70	23.30
Material accounting policies	A		
See accompanying notes to the standalone financial statements	B (1 - 56)		

As per our attached report of even date

**For Lodha & Co LLP**  
Chartered Accountants  
Firm Registration No. - 301051E/E300284

**R.P. Baradiya**  
Partner  
Membership No. 44101

Place: Mumbai  
Date: 7<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors of  
Hindustan Composites Limited**

**P. K. Choudhary**  
Managing Director  
(DIN: 00535670)

**Sunil Jindal**  
Chief Financial Officer

**Lalit Kumar Bararia**  
Independent Director  
(DIN: 00204670)

**Arvind Purohit**  
Company Secretary  
Membership No. A33624

STATEMENT OF STANDALONE CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2025

		(₹ In Lakhs)	
Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024	
<b>A Cash flow from operating activities:</b>			
<b>Net profit before tax</b>	<b>4,470.50</b>	<b>4,260.16</b>	
<b>Adjustment to reconcile profit before tax to net cash flows</b>			
Depreciation and amortization expense	1,032.71	952.51	
Fair valuation of investments through profit and loss	(192.35)	(410.58)	
Profit on sale of investments carried at fair value through profit and loss (net)	(47.05)	(772.90)	
Interest Income	(3,648.03)	(3,284.02)	
Interest Income on Income Tax Refund	-	(22.72)	
Dividend Income	(193.73)	(232.03)	
Profit on Sale of Property, Plant and Equipment	(527.56)	(5.60)	
Loss on Sale/discard of Property, Plant and Equipment	-	72.07	
Remeasurements of defined benefit plans	(79.81)	(11.19)	
Interest expenditure	8.41	8.96	
<b>Operating profit before working capital changes</b>	<b>823.09</b>	<b>554.66</b>	
<b>Adjustment for</b>			
(Increase)/Decrease in trade receivable	(1,401.58)	240.73	
(Increase)/Decrease in Other Financial Assets	10.25	6.17	
(Increase)/Decrease in Other Non-Current Assets	(10.94)	(17.17)	
(Increase)/Decrease in other receivable	52.49	(9.47)	
(Increase)/Decrease in Inventories	276.78	(76.98)	
(Increase)/Decrease in Other Current Financial Assets	6.10	94.06	
(Increase)/Decrease in Other Current Assets	17.87	(79.01)	
(Decrease)/Increase in trade payables	568.90	566.93	
(Decrease)/Increase in long-term provisions	35.76	(51.15)	
(Decrease)/Increase in short-term provisions	(21.53)	(4.64)	
(Decrease)/Increase in other current financial liabilities	17.77	(27.63)	
(Decrease)/Increase in other current liabilities	76.13	(90.19)	
(Decrease)/Increase in other non-current liabilities	(13.61)	5.79	
<b>Cash generated from/(used in) operations</b>	<b>437.48</b>	<b>1,112.10</b>	
Add/(Deduct) :			
Dividend Received	193.73	232.03	
Interest Received	3,506.21	3,422.32	
<b>Net cash generated from operating activities before taxes</b>	<b>4,137.42</b>	<b>4,766.45</b>	
Direct taxes paid (net)	(1,151.16)	(739.67)	
<b>Net cash generated from/(used in) operating activities</b>	<b>2,986.26</b>	<b>4,026.78</b>	
<b>B Cash flow from investing activities</b>			
Purchase of Property, Plant and Equipment	(2,068.99)	(3,645.12)	
Proceeds on sale of Property, Plant and Equipment	1,497.54	10.25	
Purchase of Investments	(14,058.77)	(14,456.70)	
Proceeds on sale of Investments	13,839.49	14,080.13	
Inter-Corporate Deposits Placed	(1,180.00)	(775.00)	
Inter-Corporate Deposits Redeemed	180.00	1,300.00	
<b>Net cash generated from/(used in) investing activities</b>	<b>(1,790.73)</b>	<b>(3,486.44)</b>	
<b>C Cash flow from financing activities</b>			
Proceeds/(repayment) from long-term borrowings (net)	(2.98)	(8.54)	
Proceeds/(repayment) from short-term borrowings (net)	(5.56)	(80.68)	
Dividend paid	(295.38)	(295.38)	
Interest paid	(8.41)	(8.96)	
<b>Net Cash generated from/(used in) financing activities</b>	<b>(312.33)</b>	<b>(393.56)</b>	
<b>D Net Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>	<b>883.20</b>	<b>146.78</b>	
<b>Cash and Cash equivalents</b>			
At the beginning of the year	<b>775.71</b>	<b>628.93</b>	
At the end of the year (Refer note below)	<b>1,658.91</b>	<b>775.71</b>	
Note: The Closing Cash and Cash Equivalents include investment in Liquid Mutual Fund units at cost of ₹ 1,339.93 Lakhs (Previous Year ₹ 705.96 Lakhs)			
<b>Material accounting policies</b>	<b>A</b>		
<b>See accompanying notes to the standalone financial statements</b>	<b>B (1 - 56)</b>		

As per our attached report of even date

**For Lodha & Co LLP**  
 Chartered Accountants  
 Firm Registration No. - 301051E/E300284

**R.P. Baradiya**  
 Partner  
 Membership No. 44101

Place: Mumbai  
 Date: 7<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors of  
 Hindustan Composites Limited**

**P. K. Choudhary**  
 Managing Director  
 (DIN: 00535670)

**Sunil Jindal**  
 Chief Financial Officer

**Lalit Kumar Bararia**  
 Independent Director  
 (DIN: 00204670)

**Arvind Purohit**  
 Company Secretary  
 Membership No. A33624

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

**(a) Equity Share Capital**

(₹ In Lakhs)

Particulars	Amount
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>738.45</b>
Changes in equity share capital due to prior period errors	-
Restated balance as at 31 <sup>st</sup> March, 2023	<b>738.45</b>
Changes in equity share capital during the year	-
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>738.45</b>
Changes in equity share capital due to prior period errors	-
Restated balance as at 31 <sup>st</sup> March, 2024	<b>738.45</b>
Changes in equity share capital during the year	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>738.45</b>

**(b) Other Equity**

(₹ In Lakhs)

Particulars	Reserves and surplus			Items of other comprehensive income			Total
	Capital redemption reserve	General reserve	Retained earnings	Debt instruments	Equity Instruments	Others - Acturial gain/(loss)	
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>57.70</b>	<b>66,050.13</b>	<b>11,988.37</b>	<b>294.84</b>	<b>13,532.46</b>	<b>(369.50)</b>	<b>91,554.00</b>
Profit for the year	-	-	3,441.15	-	-	-	3,441.15
Other comprehensive income for the year (Net)	-	-	-	(395.49)	3,840.12	-	3,444.63
Remeasurements of net defined benefit plans (Net)	-	-	-	-	-	(9.23)	(9.23)
Amount transferred in respect of realised gain (Net)	-	-	1,001.95	-	(1,001.95)	-	-
Dividend paid during the year	-	-	(295.38)	-	-	-	(295.38)
Transfer to General reserve	-	4,000.00	(4,000.00)	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>57.70</b>	<b>70,050.13</b>	<b>12,136.09</b>	<b>(100.65)</b>	<b>16,370.63</b>	<b>(378.73)</b>	<b>98,135.17</b>
Profit for the year	-	-	3,499.73	-	-	-	3,499.73
Other comprehensive income for the year (Net)	-	-	-	89.60	6,558.32	-	6,647.92
Remeasurements of net defined benefit plans (Net)	-	-	-	-	-	(65.81)	(65.81)
Amount transferred in respect of realised gain (Net)	-	-	2,290.03	-	(2,290.03)	-	-
Dividend paid during the year	-	-	(295.38)	-	-	-	(295.38)
Transfer to General reserve	-	10,000.00	(10,000.00)	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>57.70</b>	<b>80,050.13</b>	<b>7,630.47</b>	<b>(11.05)</b>	<b>20,638.92</b>	<b>(444.54)</b>	<b>107,921.63</b>
Refer note 16 for nature and purpose of the reserves.							
<b>Material accounting policies</b>			<b>A</b>				
<b>See accompanying notes to the standalone financial statements</b>			<b>B (1 - 56)</b>				

As per our attached report of even date

**For Lodha & Co LLP**  
 Chartered Accountants  
 Firm Registration No. - 301051E/E300284

**R.P. Baradiya**  
 Partner  
 Membership No. 44101

Place: Mumbai  
 Date: 7<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors of  
 Hindustan Composites Limited**

**P. K. Choudhary**  
 Managing Director  
 (DIN 00535670)

**Sunil Jindal**  
 Chief Financial Officer

**Lalit Kumar Bararia**  
 Independent Director  
 (DIN No. 00204670)

**Arvind Purohit**  
 Company Secretary  
 Membership No. A33624

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### CORPORATE OVERVIEW:

Hindustan Composites Limited ("the Company") is a public limited company domiciled in India and is incorporated under the provision of the Companies Act, 2013 applicable in India. Its shares are listed on BSE Limited and National Stock Exchange of India Limited.

The registered office of the Company is located at Peninsula Business Park, A Tower, 8<sup>th</sup> Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 (Maharashtra).

The Company is engaged in the business of manufacturing and marketing of fibre-based friction material, consisting of Brake Liners, Roll Lining, Brake Block, Clutch Facing etc. and investments.

The Standalone Financial Statements has been approved in the board meeting held on 7<sup>th</sup> May, 2025.

### A. MATERIAL ACCOUNTING POLICIES AND NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

#### a) Basis of Preparation of Financial Statements:

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('the Act') read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and amendment rules issued thereafter.

The financial statements of the Company are prepared on the accrual basis of accounting and historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- i) Certain financial assets and liabilities are measured at Fair value (refer note no. 43 financial instruments)
- ii) Defined benefit employee plan (refer note no. 42)

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

#### b) Use of estimates and judgements:

The preparation of the financial statements requires the Management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

### Critical accounting judgements and key source of estimation uncertainty

The Company is required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities 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. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

#### (a) Depreciation / amortisation and useful lives of property; plant and equipment and intangible assets

Property, plant and equipment and intangible assets are depreciated / amortised over their estimated useful lives, after taking into account its estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/amortisation for future periods is revised if there are significant changes from previous estimates. Depreciation on the fixed assets added/disposed of/discarded during the year is provided on pro-rata basis with reference to the month of addition/disposal/discarding.

#### (b) Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

#### (c) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized in the financial statements.

#### (d) Measurement of defined benefit obligations

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis. The assumptions used in determining the net interest cost/(income) for defined benefit plans include the discount rate. Any changes in these assumptions will impact the carrying amount of defined benefit obligations.



## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### c) **Property, plant and equipment and Intangible assets**

#### **Property, plant and equipment**

Freehold land is carried at cost. All other items of property, plant and equipment are measured at historical cost less accumulated depreciation and impairment losses, if any. Costs include freight, import duties, non-refundable GST and other expenses directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance expenses are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

The cost of property, plant and equipment which are not ready for their intended use before such date, are disclosed as capital work-in-progress.

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any, such indication exists, the carrying value of such asset is reduced to its recoverable amount and the impairment loss is charged to profit and loss account. If at the balance Sheet date there is any deduction that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that effect.

#### **Intangible assets**

Technical Know-how and Computer software are stated at cost, less accumulated amortisation and impairments, if any.

#### **Depreciation/ amortisation methods, estimated useful lives and residual value**

Depreciation is provided on a Straight-Line Method, over the estimated useful lives of assets. Leasehold land is amortised over period of lease.

The company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II of the Companies Act, 2013 and management believes that useful lives of assets are same as those prescribed in Schedule II of the Companies Act, 2013.

The Company amortizes computer software with a useful life using the straight-line method over the period of 6 years from the date of acquisition.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

#### **Assets held for sale**

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria are met:

- (i) decision has been made to sell.
- (ii) the assets are available for immediate sale in its present condition.
- (iii) the assets are being actively marketed and

- (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

### d) **As a lessee**

#### **Operating Lease**

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made on or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any, and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short-term and low-value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

### e) **Cash and Cash Equivalents**

Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value and have an original maturity of three months or less, including money market deposits, commercial paper and investments. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

### f) **Inventories**

Inventories of Raw Materials, Work-in-Progress, Stores and Spares and Finished Goods are stated 'at cost or net realisable value, whichever is lower;

Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used is 'Weighted Average Cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

### g) **Financial Instruments**

#### **Financial assets - Initial recognition**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all financial assets not carried at

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the statement of profit and loss.

### Subsequent measurement

Financial assets are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

#### (i) Measured at amortised cost:

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business module whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (ii) Measured at fair value through other comprehensive income (FVTOCI):

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

#### (iii) Measured at fair value through profit or loss (FVTPL):

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

### Equity instruments

The company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

### Impairment

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The impairment losses and reversals are recognised in Statement of Profit and Loss.

### De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On de-recognition of equity instruments measured at FVTOCI, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from other equity to retain earning as a reclassification adjustment.

### Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

### De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. 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 recognised in the statement of profit or loss.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### Derivative financial instruments

Derivative financial instruments such as future contracts are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### h) Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ✓ In the principal market for the asset or liability, or
- ✓ In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ✓ Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ✓ Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ✓ Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### i) Borrowings

Borrowings are initially recognised at net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction

costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

### j) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

### k) Provisions and contingent liabilities

Provisions for legal claims, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. The carrying amounts of provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

### l) Revenue recognition

#### i) Sale of goods:

Revenue from the sale of goods is recognised when the control of the goods passes to the buyer either at the time of dispatch or delivery or when the risk of loss transfers. Export sales are recognized based on the shipped on board date as per bill of lading, which is when substantial risks and rewards of ownership are passed to the customers.

Revenue from sale of goods is net of taxes and recovery of charges collected from customers like transport, packing etc. Provision is made for returns when appropriate. Revenue is measured at the fair value of consideration received or receivable and is net of price discounts, allowance for volume rebates and similar items.

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### ii) Rendering of services:

Revenue from sale of services are recognized when the services are rendered.

### iii) Investment Income:

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest. For all financial instruments measured at amortised cost, interest income is recorded using the Effective interest rate method to the net carrying amount of the financial assets.

### iv) Other operating Income:

Export incentives are accounted in the year of export.

### v) Variable Consideration:

If the consideration in a contract includes a variable amount, the company estimates the amount of consideration to which it will be entitled to in exchange for transferring goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant reversal of revenue will not occur once associated uncertainties are resolved. Some contracts with the customers provide them with a right to return and volume rebates. The right to return and volume rebates gives rise to variable consideration.

The amount of variable consideration is calculated by either using the expected value or the most likely amount depending on which is expected to better predict the amount of variable consideration. Consideration is also adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit either to the customer or the Company. If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation based on relative stand-alone selling prices. If standalone selling prices are not observable, the Company reasonably estimates those revenue is recognized for each performance obligation either at a point in time or over time.

### m) Employee Benefits:

The Company provides following post-employment plans:

- (i) Defined benefit plans such as gratuity
- (ii) Defined contribution plans such as Provident fund

#### a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of the plan assets. The defined benefit obligations is calculated annually by actuaries using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and

- (b) Net interest expense or income.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of the plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from experience adjustment and changes in actuarial assumptions, the effect of asset excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

#### b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

#### c) Other employee benefit:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date based on an actuarial valuation.

### n) Foreign Currency Transaction

The financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss as other income / miscellaneous expenses.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

### o) Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss except when they relate to items that are recognised



## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

in other comprehensive income or directly in equity, in such case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

### p) Segment Reporting

The Company has identified its Managing Director as the Chief Operating Decision Maker. Operating segments are reported in a manner consistent with the internal reporting provided to managing director of the Company. The Managing Director evaluates the Company's performance and allocates resources as a whole.

### q) Research and Development

Research costs are expensed as incurred. Product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, further economic benefits are probable, the Company has an intention and ability to complete and use or sell the product and the costs can be measured reliably.

### r) Earnings Per Share

Basic EPS is arrived at based on net profit or (loss) after taxation available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

### s) Contract balances

#### i) Trade Receivables:

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only a passage of time is required to before payment of the consideration is due).

#### ii) Contract liabilities:

A contract liability is the obligation to transfer goods or services to a customer for which the company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the company transfer goods and services to the customer, a contract liability is recognised when the payment is made or the payment is due, whichever is earlier. Contract liabilities are recognised as revenue when the company performs under the contract.

## Notes of the Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2025

### Property, Plant and Equipment

Particulars	Land		Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Total
	Freehold	Leasehold						
Gross Carrying Amount :								
Balance as at 31 <sup>st</sup> March, 2023	282.11	1.56	9,346.59	5,284.23	894.89	437.36	199.92	16,446.66
Additions	-	-	1,994.24	1,334.38	40.19	245.12	17.61	3,631.54
Adjustments / Disposals	-	-	18.50	879.57	52.88	4.41	58.46	1,013.82
Assets held for sale	-	-	-	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	282.11	1.56	11,322.33	5,739.04	882.20	678.07	159.07	19,064.38
Additions	-	-	156.93	1,207.69	117.19	116.75	22.25	1,620.81
Adjustments / Disposals	-	-	1,118.46	177.51	35.05	96.18	6.07	1,433.27
Assets held for sale	-	-	-	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	282.11	1.56	10,360.80	6,769.22	964.34	698.64	175.25	19,251.92
Accumulated Depreciation :								
Balance as at 31 <sup>st</sup> March, 2023	-	0.16	1,348.05	3,112.03	545.48	272.93	136.42	5,415.07
Depreciation charge for the year	-	0.02	214.71	595.43	57.08	42.75	24.05	934.04
Adjustments / Disposals	-	-	14.41	819.04	47.44	1.63	54.47	936.99
Assets held for sale	-	-	-	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	-	0.18	1,548.35	2,888.42	555.12	314.05	106.00	5,412.12
Depreciation charge for the year	-	0.02	209.90	655.38	54.54	65.61	22.88	1,008.33
Adjustments / Disposals	-	-	168.64	165.60	33.03	90.26	5.73	463.26
Assets held for sale	-	-	-	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	-	0.20	1,589.61	3,378.20	576.63	289.40	123.15	5,957.19
Net Carrying Amount :								
As at 31 <sup>st</sup> March, 2024	282.11	1.38	9,773.98	2,850.62	327.08	364.02	53.07	13,652.26
As at 31 <sup>st</sup> March, 2025	282.11	1.36	8,771.19	3,391.02	387.71	409.24	52.10	13,294.73

#### Notes:

- Lease period in respect of Leasehold Land having cost of ₹ 0.80 Lakh is valid till 31/01/2079 and having cost of ₹ 0.76 Lakh is valid till 30/04/2081.
- Buildings include five flats, the titles of which are evidenced by fully paid shares in respective Co-operative Housing Societies.
- Refer Note No. 34(a) for Capital Commitment and Note No. 35(i) for assets given as security.
- The Company has not revalued any of its Property, Plant and Equipment during the current and previous financial year.
- The title deeds of all immovable properties are in the name of Company.
- All lease agreements are duly executed in favour of the Company.

### Capital Work-in-Progress

Description	Capital Work-in-Progress ageing for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31<sup>st</sup> March, 2025</b>					
Projects in progress - Office premises	423.17	-	-	-	423.17
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>423.17</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>423.17</b>
<b>As at 31<sup>st</sup> March , 2024</b>					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### Notes:

There are no capital work-in-progress where completion is overdue against original planned timelines or where estimated cost exceeds its original planned cost as on 31<sup>st</sup> March, 2025 and 31<sup>st</sup> March, 2024.

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### 2 Intangible assets

(₹ in Lakhs)

Particulars	Computer Software	Total
<b>Gross Carrying Amount :</b>		
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>103.61</b>	<b>103.61</b>
Additions	43.92	43.92
Adjustments / Disposals	9.12	9.12
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>138.41</b>	<b>138.41</b>
Additions	18.86	18.86
Adjustments / Disposals	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>157.27</b>	<b>157.27</b>
<b>Accumulated Depreciation :</b>		
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>29.62</b>	<b>29.62</b>
Amortisation for the year	18.47	18.47
Adjustments / Disposals	7.71	7.71
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>40.38</b>	<b>40.38</b>
Amortisation for the year	24.38	24.38
Adjustments / Disposals	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>64.76</b>	<b>64.76</b>
<b>Net Carrying Amount :</b>		
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>98.03</b>	<b>98.03</b>
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>92.51</b>	<b>92.51</b>

### 2.1 Ageing of Intangible assets under development

(₹ in Lakhs)

Description	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31<sup>st</sup> March, 2025</b>					
Projects in progress - Computer Software	6.20	-	-	-	<b>6.20</b>
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>6.20</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6.20</b>
<b>As at 31<sup>st</sup> March, 2024</b>					
Projects in progress - Computer Software	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Notes:

- (i) The Company has not revalued its intangible assets during the current year and previous year.
- (ii) There are no intangible assets under development, where completion is overdue or has exceeds its cost compared to its original plan.

NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

## B. NOTES ON ACCOUNTS :

		(₹ in Lakhs)	
	Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>3</b>	<b>Non-Current Investments (Refer note no. 40)</b>		
	<b>Equities</b>		
	Equity instruments	53,562.96	44,213.93
	<b>Debt</b>		
	Preference shares	524.61	-
	Government securities	4,002.25	4,519.50
	Debentures and bonds	27,102.96	28,127.35
	Real estate and debt funds	6,486.13	6,452.22
	<b>Total</b>	<b>91,678.91</b>	<b>83,313.00</b>
<b>4</b>	<b>Non-Current Loans</b>		
	<b>Secured, considered good</b>		
	Inter corporate deposits to related party (Refer note no. 48 & 49)	300.00	-
	<b>Total</b>	<b>300.00</b>	<b>-</b>
<b>5</b>	<b>Non-Current Other Financial Assets</b>		
	Electricity deposits	6.79	21.40
	Rent deposits	9.88	9.13
	Other deposits*	18.86	18.63
	Fixed Deposit with Banks having original maturity for more than twelve months	4.87	1.50
	<b>Total</b>	<b>40.40</b>	<b>50.66</b>
	* Includes water deposits, telephone deposits, gas deposits, MIDC and other deposits etc.		
<b>6</b>	<b>Other Non-Current Assets</b>		
	Capital advance	46.40	33.05
	Prepaid expenses	16.93	19.34
	<b>Total</b>	<b>63.33</b>	<b>52.39</b>
<b>7</b>	<b>Inventories (Refer note no. A (f) for accounting policy on inventory)</b>		
	Raw materials	694.98	974.02
	Raw materials - Goods in transit	2.64	2.06
	Work-in-progress	206.94	151.91
	Finished goods	176.53	201.09
	Stores and spares	69.76	98.36
	<b>Total</b>	<b>1,150.85</b>	<b>1,427.44</b>
<b>8</b>	<b>Current Investments (Refer note no. 41)</b>		
	<b>Debt</b>		
	Preference shares	-	1,192.75
	Debentures and bonds	738.31	2,004.37
	Real estate and debt funds	2,458.08	-
	Mutual funds units	1,343.41	706.95
	<b>Total</b>	<b>4,539.80</b>	<b>3,904.07</b>
<b>9</b>	<b>Trade Receivables*</b>		
	<b>Unsecured, considered good</b>		
	Due from a Related Party (Refer note no. 47)	28.49	26.28
	Other Trade Receivables	5,098.17	3,698.80
	<b>Total</b>	<b>5,126.66</b>	<b>3,725.08</b>

\* Refer note no. 45 (c) for credit risk

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### Information about major customers

Revenue from Composite Products to largest customers (greater than 10% of total sales) is ₹ 21,467.40 Lakhs from 12 customers (Previous Year ₹ 18,830.11 Lakhs from 12 customers)

### Ageing for trade receivables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2025<sup>#</sup>

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables considered good	3,922.56	1,162.76	34.55	6.79	-	-	5,126.66
Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-	-
Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>3,922.56</b>	<b>1,162.76</b>	<b>34.55</b>	<b>6.79</b>	<b>-</b>	<b>-</b>	<b>5,126.66</b>
Less: Provision for doubtful debts	-	-	-	-	-	-	-
<b>Total</b>	<b>3,922.56</b>	<b>1,162.76</b>	<b>34.55</b>	<b>6.79</b>	<b>-</b>	<b>-</b>	<b>5,126.66</b>

<sup>#</sup>There are no unbilled dues

### Ageing for trade receivables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2024<sup>#</sup>

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables considered good	2,915.49	792.18	12.29	5.12	-	-	3,725.08
Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-	-
Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>2,915.49</b>	<b>792.18</b>	<b>12.29</b>	<b>5.12</b>	<b>-</b>	<b>-</b>	<b>3,725.08</b>
Less: Provision for doubtful debts	-	-	-	-	-	-	-
<b>Total</b>	<b>2,915.49</b>	<b>792.18</b>	<b>12.29</b>	<b>5.12</b>	<b>-</b>	<b>-</b>	<b>3,725.08</b>

<sup>#</sup>There are no unbilled dues

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>10 Cash and Cash Equivalents</b>		
Balances with Banks	315.56	66.67
Cash on hand	3.42	2.77
<b>Total</b>	<b>318.98</b>	<b>69.74</b>
<b>11 Other Bank Balances</b>		
Fixed deposit with banks	-	56.76
<b>Other Balances</b>		
In Dividend Accounts	38.23	36.63
<b>Total</b>	<b>38.23</b>	<b>93.39</b>



NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024
<b>12 Current Loans</b>		
<b>Unsecured, considered good</b>		
Inter-corporate deposits (Refer note no. 48 (b))	1,075.00	375.00
Loans and advances to employees	2.47	-
<b>Total</b>	<b>1,077.47</b>	<b>375.00</b>
<b>13 Other Current Financial Assets</b>		
Interest accrued on investments	929.37	801.15
Interest accrued on inter-corporate / other deposits	15.38	1.78
Receivable on sale / redemptions of current investments	168.30	167.06
Earnest Money Deposits	7.69	11.82
Other receivables*	4.26	7.45
<b>Total</b>	<b>1,125.00</b>	<b>989.26</b>
* Includes Export Incentive, ECGC Premium etc.		
<b>14 Other Current Assets</b>		
Balance with Government authorities	1.24	2.56
Advance to suppliers	260.29	295.66
Prepaid expenses	97.02	78.19
<b>Total</b>	<b>358.55</b>	<b>376.41</b>
<b>15 Equity Share Capital</b>		
<b>AUTHORISED</b>		
16,000,000 Equity Shares of ₹ 5 each	800.00	800.00
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
14,769,000 Equity Shares of ₹ 5 each, fully paid-up	738.45	738.45
<b>Total</b>	<b>738.45</b>	<b>738.45</b>

## (i) Details of shareholding more than 5%

Particulars	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	No. of Shares	%	No. of Shares	%
Rasoi Ltd.	6,151,722	41.65%	6,151,722	41.65%
Leaders Healthcare Pvt. Ltd. (Formerly known as Leaders Healthcare Ltd.)	2,475,582	16.76%	2,475,582	16.76%
J L Morison (India) Ltd.	1,107,702	7.50%	1,107,702	7.50%

## (ii) Details of shares held by promoters

Particulars	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024		% Change during the year
	No. of Shares	%	No. of Shares	%	
(Class of Shares - Equity Shares)					
Rasoi Ltd.	6,151,722	41.65%	6,151,722	41.65%	-
Leaders Healthcare Pvt. Ltd. (Formerly known as Leaders Healthcare Ltd.)	2,475,582	16.76%	2,475,582	16.76%	-
J L Morison (India) Ltd.	1,107,702	7.50%	1,107,702	7.50%	-
Surdas Trading & Mfg. Co. Limited	252,000	1.71%	252,000	1.71%	-
Goodpoint Advisory Services LLP	198,000	1.34%	198,000	1.34%	-
Lotus Udyog LLP	189,720	1.28%	189,720	1.28%	-

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Particulars	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024		% Change during the year
	No. of Shares	%	No. of Shares	%	
Pallawi Resources Private Limited (Formerly known as Pallawi Resources Limited)	180,000	1.22%	180,000	1.22%	-
Pallawi Trading And Mfg. Co. Limited	174,000	1.18%	174,000	1.18%	-
Axon Trading & Mfg. Co. Limited	108,000	0.73%	108,000	0.73%	-
Looklink Advisory Services LLP	96,000	0.65%	96,000	0.65%	-
Silver Trading And Services Limited	84,000	0.57%	84,000	0.57%	-
Noble Business Solutions Limited	56,304	0.38%	56,304	0.38%	-
Shashi Mody	10	0.00%	-	-	0.00%
Varunn Mody	10	0.00%	-	-	0.00%
Sakshi Mody	10	0.00%	-	-	0.00%

(iii) **Rights attached to equity shares:**

The Company has only one class of equity shares having a par value of ₹ 5 each (Previous Year ₹ 5 each). Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments to secured and unsecured creditors, in proportion to their shareholding.

(iv) **Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:**

Particulars	(No. of Shares)	
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Balance at the beginning of the year	14,769,000	14,769,000
Increase on account of share split	-	-
Bonus shares issued during the year	-	-
Balance at the end of the year	14,769,000	14,769,000

(v) **For a period of 5 years immediately preceding the balance sheet date, the company has:**

Particulars	As at 31 <sup>st</sup> March				
	2025	2024	2023	2022	2021
Allotted shares on account of split in face value from ₹10 per share to ₹ 5 per share	-	-	-	-	-
Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Bonus shares issued during the year	-	-	-	-	-
Bought back any shares issued	-	-	-	-	-

**16 Other Equity**

Refer Statement of Changes in Equity for detailed movement in Equity balance.

**A. Summary of Other Equity balance**

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Capital Redemption Reserve	57.70	57.70
General Reserve	80,050.13	70,050.13
Retained Earnings	7,630.47	12,136.09
Items of Other Comprehensive Income		
- Fair value of Debt instruments through OCI	(11.05)	(100.65)
- Fair value of Equity instruments through OCI	20,638.92	16,370.63
- Remeasurements of defined benefit plans	(444.54)	(378.73)
<b>Total</b>	<b>107,921.63</b>	<b>98,135.17</b>

**NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**
**B. Nature and purpose of reserves**

- (a) **Capital Redemption Reserve:** The Company has recognised Capital Redemption Reserve on buyback of equity shares from its General Reserve. The Capital Redemption Reserve can be utilised for issue of bonus shares.
- (b) **General Reserve:** The Company has transferred a portion of the net profit before declaring dividend to general reserve.
- (c) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders and realised gain on equity instrument transferred from Other Comprehensive Income.
- (d) **Debt Instruments through Other Comprehensive Income:** The fair value change of the debt instruments measured at fair value through other comprehensive income is recognised in Debt instruments through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are reclassified to the Statement of Profit and Loss.
- (e) **Equity Instruments through Other Comprehensive Income:** This represents the cumulative gains and losses arising on fair valuation of equity instruments measured at fair value through other comprehensive income and subsequently not reclassified to the Statement of Profit and Loss, net of amount reclassified to retained earnings when such assets are disposed of.
- (f) **Re-measurements of Net Defined Benefit Plans:** Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised subsequently not reclassified to the Statement of Profit and Loss.

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
17	<b>Non-Current Borrowings (Refer note no. 35)</b>		
	<b>Term Loans</b>		
	Secured		
	From Banks – Vehicle Loan	-	2.98
	<b>Total</b>	-	<b>2.98</b>
Particulars		As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
18	<b>Non-Current Provisions</b>		
	Provision for compensated absences	228.38	206.87
	Provision for defined benefit plan – gratuity	62.19	47.96
	<b>Total</b>	<b>290.57</b>	<b>254.83</b>
19	<b>Other Non-Current Liabilities</b>		
	Security Deposits	96.23	109.69
	<b>Total</b>	<b>96.23</b>	<b>109.69</b>
20	<b>Current Borrowings (Refer note no. 35)</b>		
	<b>Term Loans</b>		
	Secured		
	From Banks		
	- Vehicle Loan	2.98	8.54
	<b>Total</b>	<b>2.98</b>	<b>8.54</b>
21	<b>Trade Payables</b>		
	Total Outstanding Dues of Micro and small enterprises	370.58	740.33
	Total Outstanding Dues of Creditors other than Micro and small enterprises	4,680.75	3,742.38
	<b>Total</b>	<b>5,051.33</b>	<b>4,482.71</b>

**Dues to Micro, Small and Medium Enterprises**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows:

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
(a) Principal amount remaining unpaid to any supplier at the end of accounting year;	721.53	1,099.36
(b) Interest accrued and due to any supplier at the end of accounting year;	Nil	Nil
(c) Amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during accounting year;	Nil	1.67
(d) Amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
(e) Amount of interest accrued and remaining unpaid at the end of the accounting year;	Nil	Nil
(f) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

Note : The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small enterprises" on the basis of information available with Company.

### Ageing for trade payables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2025\*

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	721.53	-	-	-	-	721.53
Undisputed dues - Others	3,937.27	303.75	0.33	80.90	7.55	4,329.80
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>4,658.80</b>	<b>303.75</b>	<b>0.33</b>	<b>80.90</b>	<b>7.55</b>	<b>5,051.33</b>

### Ageing for trade payables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2024#

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - MSME	1,099.36	-	-	-	-	1,099.36
Undisputed dues - Others	3,011.79	279.52	92.04	-	-	3,383.35
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>4,111.15</b>	<b>279.52</b>	<b>92.04</b>	<b>-</b>	<b>-</b>	<b>4,482.71</b>

# There are no unbilled dues.

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>22</b>	<b>Other Financial Liabilities</b>		
	Unclaimed / Unpaid dividends	38.23	36.63
	Capital Creditors	44.83	28.67
	<b>Total</b>	<b>83.06</b>	<b>65.30</b>
<b>23</b>	<b>Other Current Liabilities</b>		
	Statutory Dues	221.64	146.30
	<b>Total</b>	<b>221.64</b>	<b>146.30</b>

NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>24 Current Provisions</b>		
Provision for compensated absences	39.93	40.86
Provision for defined benefit plan – gratuity	118.21	137.99
<b>Total</b>	<b>158.14</b>	<b>178.85</b>
<b>25 Current tax liabilities (Net)</b>		
Provision for income Tax (Net of Advance Tax ₹ 1,151.24 Lakhs (Previous Year ₹ 1,175.05 Lakhs))	88.40	0.78
<b>Total</b>	<b>88.40</b>	<b>0.78</b>

(₹ in Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>26 Revenue From Operations</b>		
<b>Sale of Products</b>		
Manufactured goods	28,356.45	25,016.21
<b>Investment Income</b>		
Dividend	193.73	232.03
Interest	3,648.03	3,284.02
Net gain on sale / Fair valuation of investments through profit/(loss) *	239.40	1,183.48
	<b>4,081.16</b>	<b>4,699.53</b>
<b>Other Operating Income</b>		
Export Incentives	10.68	17.33
Marketing Fees & Royalty Income	7.66	8.41
Insurance Claim - Marine	13.70	0.13
Scrap Sale	37.89	24.09
Others	0.47	2.73
	<b>70.40</b>	<b>52.69</b>
<b>Total</b>	<b>32,508.01</b>	<b>29,768.43</b>
* Includes fair value gain for the year ended 31 <sup>st</sup> March, 2025 amounting to ₹ 192.35 Lakhs, (Previous Year ₹ 410.58 Lakhs)		
<b>27 Other Income</b>		
Foreign Exchange Gain (Net)	2.32	2.39
Profit on sale of Property, Plant and Equipment (Net)	527.56	5.60
Insurance Claim - Fire	375.42	-
Interest on Income Tax Refund	-	22.72
Excise refund relating to earlier year	-	61.88
<b>Total</b>	<b>905.30</b>	<b>92.59</b>
<b>28 Cost of Materials Consumed</b>		
<b>Raw materials and Components</b>		
Opening Stock	974.02	809.75
Purchases	13,633.40	12,873.24
Less: Closing Stock	694.98	974.02
	<b>13,912.44</b>	<b>12,708.97</b>
<b>Stores and Spare parts consumed</b>		
Opening Stock	98.36	108.53
Purchases	385.33	358.48
Less: Closing Stock	69.76	98.36
	<b>413.93</b>	<b>368.65</b>
<b>Total</b>	<b>14,326.37</b>	<b>13,077.62</b>



## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>29 Changes in Inventories of Finished Goods and Work-in-Progress</b>		
<b>Opening Stock :-</b>		
Work-in-progress	151.91	213.08
Finished goods	201.09	217.97
<b>Total</b>	<b>353.00</b>	<b>431.05</b>
<b>Closing Stock :-</b>		
Work-in-progress	206.94	151.91
Finished goods	176.53	201.09
<b>Total</b>	<b>383.47</b>	<b>353.00</b>
<b>Changes in inventories</b>	<b>(30.47)</b>	<b>78.05</b>
<b>30 Employee Benefits Expense</b>		
Salaries, wages and incentives	3,823.01	3,517.10
Contributions to provident and other funds	234.94	228.95
Staff welfare expenses	136.41	163.90
<b>Total</b>	<b>4,194.36</b>	<b>3,909.95</b>
<b>31 Finance Cost</b>		
Interest expense	5.51	6.48
Other borrowing costs	2.89	2.48
<b>Total</b>	<b>8.40</b>	<b>8.96</b>
<b>32 Other Expenses</b>		
Packing materials consumed	570.46	542.53
Power and Fuel	1,414.15	1,277.27
Rent	83.17	59.91
Rates and taxes	27.16	34.09
Insurance (including transit insurance)	101.52	74.84
Freight and Forwarding	1,120.23	999.16
Repairs & Maintenance:		
Plant & Machinery	284.50	347.59
Buildings	121.53	109.23
Others	82.76	99.53
Job work charges	2,148.63	1,963.67
Travelling & Conveyance	373.08	387.88
Sales Promotion Expenses	179.24	136.40
Postage, Printing & Stationery	37.40	32.13
Communication Expenses	21.45	20.30
Loss on sale/discarding / fire of property, plant and equipment	-	72.07
Investment management and other expenses	307.35	251.30
Legal & Professional Expenses	512.51	470.75
Remuneration to Auditors:		
Audit fees (including limited review fees)	13.00	11.00
Certification fees	0.20	-
Reimbursement of out of pocket expenses	0.37	0.35
Contribution towards Corporate Social Responsibility (CSR) (Refer Note No. 54)	96.28	85.00
Charity and donations	444.76	370.97
Miscellaneous Expenses	196.69	227.80
<b>Total</b>	<b>8,136.44</b>	<b>7,573.77</b>

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### 33 Contingent Liabilities:

The Company's litigations comprises of claims related to property disputes and proceedings pending with Tax and other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required.

### 34 Commitments:

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance, unsecured considered good), as at 31<sup>st</sup> March, 2025 for ₹ 279.45 Lakhs (net of advance of ₹ 46.40 Lakhs); Previous Year (₹ 269.20 Lakhs (net of advance of ₹ 33.05 Lakhs)).
- (b) In respect of investments made with private equity funds / debt funds, the Company is further committed to invest as at 31<sup>st</sup> March, 2025 for ₹ 5547.81 Lakhs; Previous Year (₹ 2,567.15 Lakhs).

### 35 (I) Secured Loans:

- (a) Interest Rate on Working capital loans as at 31<sup>st</sup> March, 2025 is Repo Rate 6.50% plus Spread 3.50% (Previous Year Repo Rate 6.50% plus Spread 3.50%). Fund based limit is utilised as at 31<sup>st</sup> March, 2025 of ₹ Nil Lakhs (Previous Year ₹ Nil ) and Non-Fund based limit is utilised as at 31<sup>st</sup> March, 2025 of ₹ 391.44 Lakhs (Previous Year ₹ 293.94 Lakhs) are secured by lien over investment of ₹ 1,949.36 Lakhs (Previous Year ₹ 2,093.69 Lakhs) - Refer note no. 40.
- (b) Vehicle loan (repayable within one year) is secured by way of hypothecation of vehicles purchased thereagainst and carry Interest in the range of 7.10% (Previous Year 7.10%).

(II) There is no default in repayment of principal and interest on secured loans during the year.

36 The accounts of Trade receivable, Trade payable, Loans and Advances are subject to formal confirmations / reconciliation and adjustments, if any. The management does not expect any material difference affecting the current year's financial statements due to the same.

### 37 Earnings Per Share

(₹ in Lakhs except EPS and No. of equity shares)

Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
Net Profit as per Profit & Loss Account	3,499.73	3,441.15
Weighted average number of equity shares outstanding	14,769,000	14,769,000
Basic and Diluted EPS (Face value of ₹ 5 each)	23.70	23.30

### 38 Research and Development Expenditure

Addition to Property, Plant and Equipment	35.15	26.89
Debited to respective expenses heads in the Statement of Profit & Loss	273.44	240.36

### 39 Segment Reporting:

(₹ in Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>Segment Revenue</b>		
Composite Products	28,426.85	25,068.90
Investment	4,081.16	4,699.53
<b>Total</b>	<b>32,508.01</b>	<b>29,768.43</b>
<b>Segment Expenses</b>		
Composite Products	24,946.30	23,034.17
Investment	1,211.75	1,181.73
<b>Total</b>	<b>26,158.05</b>	<b>24,215.89</b>
<b>Segment Results</b>		
Profit/(Loss) before Interest, Tax and Exceptional Items from each segment		
Composite Products	3,480.55	2,034.74
Investment	2,869.41	3,517.80
<b>Total</b>	<b>6,349.96</b>	<b>5,552.54</b>

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Segment Reporting:	(₹ in Lakhs)	
Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
Less: Unallocable Expenses / (Income)		
Unallocated Expenses	1,501.35	1,377.00
Interest Expenses	8.40	8.96
Exceptional Items - Settlement of disputed claims of ex-workmen and related expenses	1,275.00	-
Other Income	(905.30)	(92.59)
Tax Expenses	970.77	819.01
<b>Profit after taxation</b>	<b>3,499.74</b>	<b>3,440.16</b>
<b>Segment Assets</b>		
Composite Products	11,366.98	9,994.53
Investment	104,158.25	93,055.18
Unallocated Assets	4,522.79	5,077.03
<b>Total</b>	<b>120,048.02</b>	<b>108,126.74</b>
<b>Segment Liabilities</b>		
Composite Products	5,355.87	5,204.91
Investment	3,794.16	2,829.35
Unallocated Liabilities	1,824.66	1,218.85
<b>Total</b>	<b>10,974.69</b>	<b>9,253.11</b>
<b>Other Information:</b>		
Capital Expenditure – Composite Products	<b>1,639.67</b>	<b>3,675.46</b>
Depreciation & Amortisation	<b>1,032.71</b>	<b>952.51</b>

**Operating Segments:** – The chief operational decision maker (CODM) has identified 2 operating segments viz., Composite products and Investments.

### Identification of Segments

The chief operational decision maker monitors the operating results of its Business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

### Segment revenue and results

The expenses and incomes which are not directly attributable to any business segment are shown as unallocable expenditure (net of unallocated income).

### Segment assets and liabilities

Segment assets include all operating assets used by the operating segment and mainly consist of property plant and equipment, trade receivables, cash and cash equivalents, Investments and inventories. Segment liabilities primarily include trade payables and other liabilities. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocable assets / liabilities.

### Geographical Information

The Company has all the manufacturing facilities which are located in India only hence there is no geographical segment applicable.

NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

## 40 Non-Current Investments: (Non-Trade &amp; Fully paid-up)

Investments carried at fair value through OCI

Equity Instruments

(₹ in Lakhs)

Particulars	Face Value ₹	As on 31/03/2025		As on 31/03/2024	
		Nos.	₹	Nos.	₹
<b>Equity Instruments</b>					
<b>Equity Shares</b>					
<b>- Quoted</b>					
Swiggy Limited	1	150,000	495.30	-	-
HDFC Bank Ltd.	1	30,000	548.55	-	-
<b>Total</b>			<b>1,043.85</b>		<b>-</b>
<b>- Unquoted</b>					
Rasoi Ltd.	200	19,300	9,905.04	19,300	7,105.93
J.L. Morison (India) Ltd.	10	272,800	7,686.88	272,800	5,514.24
Prabhukripa Overseas Ltd.	10	231,053	11.11	231,053	17.31
GFM Retail Private Limited CCPS	100	4	-	4	-
<b>Total</b>			<b>17,603.03</b>		<b>12,637.48</b>
<b>Total Equity Shares</b>			<b>18,646.88</b>		<b>12,637.48</b>
<b>Equity PMS (Quoted)<sup>s</sup></b>					
ASK IEP Equity PMS	-	-	-	-	1,970.09
Ambit Coffee Can PMS	-	-	668.25	-	1,227.36
<b>Total Equity PMS</b>			<b>668.25</b>		<b>3,197.46</b>
<b>ETF/REIT/ InVIT (Quoted)</b>					
ICICI Prudential Nifty ETF	10	3,436,725	9,014.53	3,436,725	8,454.69
ICICI Prudential Nifty Next 50 ETF	1	5,902,000	3,892.96	4,700,000	2,973.69
Motilal Oswal NASDAQ 100 ETF	1	229,000	415.52	229,000	342.08
Nippon India ETF Nifty Midcap 150	10	53,000	104.57	-	-
Motilal Oswal Nifty Smallcap 250 ETF	10	685,000	104.12	-	-
Brookfield India Real Estate Trust REIT	100	-	-	159,600	406.50
Mindspace Business Park REIT	100	-	-	175,000	604.43
Shrem InVIT	100	200,000	230.00	200,000	236.00
National Highways Infra Trust InVIT	100	600,000	801.00	600,000	757.50
Embassy Office Parks REIT	100	-	-	161,702	597.67
Altius Telecom Infrastructure Trust (formerly known as Data Infrastructure Trust InVIT)	100	400,000	581.00	400,000	400.00
Indigrid Infrastructure Trust (formerly known as India Grid Trust)	100	754,679	1,063.42	381,679	506.91
Indus Infra Trust (formerly known as Bharat Highways InVIT)	100	472,921	513.40	-	-
NXT Infra Trust (Actis InVIT)	100	600,000	660.00	-	-
Cube Highway Trust InVIT	100	800,000	1,000.00	-	-
Interise Trust InVIT (formerly known as Indinfravit Trust InVIT)	100	600,000	677.10	600,000	626.10
<b>Total ETF/REIT/ InVIT</b>			<b>19,057.62</b>		<b>15,905.57</b>

Investment in Joint Venture (49% stake) (fully provided for and also refer note no. 50)

Compo Advics (India) Pvt. Ltd. (Unquoted Equity Shares)	10	4,900,000	-	4,900,000	-
Compo Advics (India) Pvt. Ltd. (Unquoted Convertible Preference Shares)	10	4,900,000	-	4,900,000	-
<b>Total Investment in Joint Venture</b>			<b>-</b>		<b>-</b>

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)

Particulars	Face Value ₹	As on 31/03/2025		As on 31/03/2024	
		Nos.	₹	Nos.	₹
<b>Private Equity (Unquoted)*</b>					
India Business Excellence Fund - I	-	-	-	-	-
KKR India Debt Opportunities Fund II	1,000	6,262.00	0.29	6,262.00	0.39
TVS Shriram Growth Fund - 1B	1,000	-	-	-	-
India Business Excellence Fund - II	1,000	-	873.60	-	763.01
Multiples Private Equity Fund II LLP	1,000	37,231.32	1,218.70	70,906.74	2,151.13
IIFL Special Opportunities Fund	10	-	-	4,530,294.53	72.00
IIFL Special Opportunities Fund - Series 4	10	-	38.16	4,913,990.86	252.77
India Business Excellence Fund - III	1,000	79,580.00	2,646.67	98,000.00	2,252.76
TVS Shriram Growth Fund - 3	1,000	43,752.20	546.66	45,400.00	642.06
Avendus Future Leaders Fund I	100,000	442.92	500.66	831.28	1,453.22
Multiple Private Equity Fund III	100	988,153.33	1,135.98	930,417.00	1,013.88
Kotak Pre IPO Opportunities Fund	1,000	79,749.21	843.41	84,652.91	826.20
India Business Excellence Fund IV	1,000	150,000.00	1,756.50	99,000.00	1,062.90
Sixth Sense India Opportunitites III	1,000	93,886.75	1,302.02	100,000.00	1,198.88
TVS Shriram Growth Fund 4A	1,000	2,500.00	25.00	-	-
Singularity Growth Opportunities Fund II	1,000	90,000.00	906.06	-	-
Avendus Future Leaders Fund III	100,000	110.00	104.36	-	-
Samara Alternate Investment Fund III	100,000	150.00	185.93	-	-
Mounttech Growth Fund - Kavachh	100	134,600.00	134.60	-	-
Fireside Investments Venture Funds III	100,000	500.00	474.61	300.00	240.89
<b>Total Private Equity</b>			<b>12,693.21</b>		<b>11,930.09</b>
<b>Index Fund (Unquoted)</b>					
Motilal Oswal S&P 500 Index Fund - Direct - Growth	10	1,693,091	373.53	1,693,091	340.68
SBI Nifty50 Equal Weight Index Fund - Direct Plan - Growth	10	19,620,988	2,123.48	1,952,945	202.67
<b>Total Equity Mutual Funds</b>			<b>2,497.01</b>		<b>543.35</b>
*The Maturity of above funds range between 2 years to 8 years					
<b>Total Equity Instruments</b>			<b>53,562.96</b>		<b>44,213.94</b>

### Preference Shares

(₹ in Lakhs)

Particulars	Face Value ₹	As on 31/03/2025		As on 31/03/2024	
		Nos.	₹	Nos.	₹
<b>(Unquoted)</b>					
9.58% Mercedes-Benz Financial Services India Private Limited 2029	1,000,000	50	524.61	-	-
<b>Total</b>			<b>524.61</b>		<b>-</b>
<b>Total Preference Shares</b>			<b>524.61</b>		<b>-</b>

### Government Securities (Quoted)

#### Secured-

9.20% GOI 30-Sep 2030	100	-	-	500,000	553.40
8.30% GOI 02-July 2040	100	-	-	500,000	555.10
8.83% GOI 12-Dec 2041	100	1,000,000	1,196.10	1,000,000	1,172.90
9.23% GOI 23-Dec 2043	100	1,000,000	1,248.30	1,000,000	1,219.10
7.30% GOI 19-June 2053	100	500,000	522.25	500,000	511.30
7.25% GOI 12-June 2063	100	1,000,000	1,035.60	500,000	507.70
<b>Total Government securities</b>			<b>4,002.25</b>		<b>4,519.50</b>



NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)

Particulars	Face Value ₹	As on 31/03/2025		As on 31/03/2024	
		Nos.	₹	Nos.	₹
<b>Debentures and Bonds</b>					
<b>Quoted</b>					
<b>Secured -</b>					
8.56% HUDCO Tax Free Bond - Sep 2028	1,000,000	1	11.08	1	11.35
8.30% PFC - Tax Free Bonds - Feb 2027	1,000	7,120	74.79	7,120	77.23
7.37% NTPC Tax Free Bonds SR-3A - Oct 2035	1,000	9,369	109.15	9,369	112.34
8.55% Cholamandalam Investment And Finance Company Ltd Nov 2026	1,000,000	50	502.32	50	501.37
8.70% Aditya Birla Finance Ltd Series D1 - July 2029	1,000,000	50	518.07	50	513.22
8.70% LIC Housing Finance Ltd-Mar 2029	1,000,000	100	1,032.30	100	1,038.54
6.83% HDFC Ltd - Jan 2031 <sup>#</sup>	1,000,000	100	967.01	100	954.50
6.92% Bajaj Finance Limited Sr-270 Dec-2030	1,000,000	50	484.00	50	475.49
6.88% HDFC Ltd - June 2031 <sup>#</sup>	1,000,000	100	982.35	100	951.22
7.02% Bajaj Finance Limited - April 2031	1,000,000	100	970.11	100	955.28
6.88% HDFC Ltd - Sep 2031	1,000,000	50	485.71	50	474.95
7.05% HDFC Ltd - Dec 2031	1,000,000	200	1,957.62	200	1,917.28
7.10% Tata Capital Financial Services Limited - Sep 2031	1,000,000	100	975.00	100	956.80
7.15% Bajaj Finance Ltd - Dec 2031	1,000,000	50	475.91	50	479.72
7.05% Embassy Office Parks REIT SR V TR B NCD 18-OCT-2026	1,000,000	100	995.28	100	979.11
8.45% HDFC Ltd. 2026	10,000,000	5	503.96	5	504.95
7.78% HDFC Ltd. 2027	10,000,000	5	502.56	5	498.71
7.82% Bajaj Finance Limited SR 286 TR 7 - 08/09/2032	1,000,000	50	496.45	50	498.49
8.15% L&T Finance Limited SR 2028	100,000	500	503.62	500	502.40
8.32% Toyota Financial Services India Limited 2029 NCD	100,000	500	510.97	500	508.57
8.3324% HDB Financial Services Limited 10/05/2027 NCD	100,000	500	506.84	500	502.75
9.61% 360 One Prime 18-Jan-2027 NCD	1,000	50,000	499.77	50,000	504.46
9.70% Motilal Financial Services India Limited NCD 09/05/2034	1,000	49,548	504.70	-	-
8.18% Mahindra And Mahindra Financial Services Limited NCD 31/05/2029	100,000	500	505.03	-	-
9.25% Motilal Oswal Financial Services Limited NCD 03/09/2032	100,000	500	510.00	-	-
8.60% Cholamandalam Investment & Finance Co. Ltd. NCD 15/03/2029	100,000	500	507.76	500	500.00
<b>Total Secured</b>			<b>16,092.35</b>		<b>14,418.73</b>

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)

Particulars	Face Value ₹	As on 31/03/2025		As on 31/03/2024	
		Nos.	₹	Nos.	₹
<b>Unsecured -</b>					
7.74% SBI Perpetual Bonds Sr -1	1,000,000	50	497.89	150	1,492.59
7.84% HDFC Bank Limited NCD 16/12/32	10,000,000	5	510.14	5	500.37
6.65% Food Corporation of India - Oct 2030 (Government Guaranteed)	1,000,000	100	972.44	100	958.50
7.09% Food Corporation of India - Aug 2031 (Government Guaranteed)	1,000,000	50	496.60	50	483.65
7.95% Bank of Baroda Perpetual Bond	10,000,000	10	1,003.41	10	986.90
7.72% SBI Perpetual Bonds 2026	10,000,000	5	496.45	5	493.62
7.05% MTNL - 2030 (Government Guaranteed)	1,000,000	100	967.58	100	968.99
6.85% NABARD (GOI Fully Service) 2031 (Government Guaranteed)	1,000,000	50	488.08	50	485.80
8.22% NABARD 13/12/2028 - Series PMAYG PB-2 (Government Guaranteed)	1,000,000	100	1,032.26	100	1,029.15
8.18% NABARD 26/12/2028 - Series PMAYG-PB-3 (Government Guaranteed)	1,000,000	100	1,031.78	100	1,026.00
7.84% HDFC Bank Perpetual Bonds	10,000,000	5	492.88	5	494.73
8.34% SBI Perpetual Bond Series AT1	10,000,000	5	513.30	-	-
7.55% SBI Perpetual Bond	10,000,000	5	495.25	5	491.41
<b>Total Unsecured</b>			<b>8,998.06</b>		<b>9,411.68</b>
<b>Unquoted</b>					
<b>Secured -</b>					
11% Zuari Industries Limited 11 LOA 28-Sep-26	1,000,000	100	989.11	100	1,014.87
<b>Total Secured</b>			<b>989.11</b>		<b>1,014.87</b>
<b>Unsecured -</b>					
9.10% TATA International Limited Perpetual Bonds	1,000,000	100	1,023.44	100	1,012.50
<b>Total Unsecured</b>			<b>1,023.44</b>		<b>1,012.50</b>
<b>Total</b>			<b>27,102.96</b>		<b>25,857.78</b>
<b>Investments carried at fair value through profit or loss</b>					
<b>Debentures (Quoted)</b>					
<b>Secured -</b>					
HDB Financial Services Limited NCD Series 189	1,000,000	-	-	100	1,120.62
Muthoot Finance Limited MLD 11Mar26	100,000	-	-	500	545.83
Kotak Mahindra Investments Limited Sr. III ZCB	1,000,000	-	-	70	603.12
<b>Total Debentures</b>			<b>-</b>		<b>2,269.57</b>
<b>Total Debentures and Bonds</b>			<b>27,102.96</b>		<b>28,127.35</b>

\*Pledged with bank to avail fund and non-fund based limit (Refer Note No. 35(I)(a))

NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Particulars	Face Value ₹	(₹ in Lakhs)			
		As on 31/03/2025		As on 31/03/2024	
		Nos.	₹	Nos.	₹
<b>Real Estate and Debt Fund</b>					
<b>– Unquoted</b>					
India Realty Excellance Fund II LLP	-	-	40.06	-	76.17
ICICI Prudential PMS India Real Estate Securities Portfolio-Series XII	-	-	54.18	-	72.77
IIFL Real Estate Fund (Domestic) Series -3	10	4,983,975	73.15	4,983,975	114.70
Investcorp Score Fund (Formerly known as IDFC Score Fund)	1,000	-	81.97	-	154.07
Annuities in Senior Secured Estate Transcations 2 Asset - 2	100	-	198.26	-	300.91
Edelweiss Real Estate Opportunities Fund	10,000	344.60	37.68	619	67.45
India Housing Fund	10	2,262,732.85	109.94	2,263,994	130.55
UTI Structured Debt Opportunities Fund I	100	-	-	161,067	126.76
Edelweiss Infrastructure Yield Plus Fund	10,000	9,141.69	1,169.03	9,159	1,077.23
India Realty Excellence Fund IV	100	561,000.00	659.89	812,000	858.26
EISAF II Onshore Fund	10,000	1,459.71	401.03	2,153	515.92
Ascertain Credit India Fund – III (Formerly known as BPEA Credit India Fund III Scheme F)	100	1,236,500.00	1,377.41	1,002,500	1,077.80
Emerging India Credit Opportunities Fund I	100,000	1,196.97	1,261.74	1,350	1,381.64
Avendus Structured Credit Fund II	100,000	812.61	847.63	471	498.00
Bharat Credit Opportunities Fund I	100,000	25.00	23.92	-	-
Avendus Structured Credit Fund III	100,000	150.00	150.25	-	-
<b>Total</b>			<b>6,486.13</b>		<b>6,452.22</b>
<b>Total Real Estate and Debt Fund</b>			<b>6,486.13</b>		<b>6,452.22</b>
* The Maturity of above funds range between 2 years to 8 years					
<b>Total Non-Current Investments</b>			<b>91,678.91</b>		<b>83,313.01</b>
<b>Aggregate amount of quoted investment and market value thereof</b>			<b>49,862.38</b>		<b>49,722.50</b>
<b>Aggregate amount of unquoted investments</b>			<b>41,816.54</b>		<b>33,590.51</b>

\*The Company invests through Portfolio Managers who provide Portfolio Management Services which are in the nature of investment administrative management services and include the responsibility to manage, invest and operate the fund as per the agreement(s) entered with them.

**41 Current Investments:**  
**Investments carried at fair value through OCI**

Particulars	Face Value ₹	(₹ in Lakhs)			
		As on 31/03/2025		As on 31/03/2024	
		Nos.	₹	Nos.	₹
7.50% Tata Capital Preference Shares (Tranche V)	1,000	-	-	67,000	696.55
7.33% Tata Capital Preference Shares (Tranche Y)	1,000	-	-	50,000	496.20
<b>Total</b>			<b>-</b>		<b>1,192.75</b>
<b>Total Preference Shares</b>			<b>-</b>		<b>1,192.75</b>

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### Debentures and Bonds

(₹ In Lakhs)

Particulars	Face Value ₹	As on 31/03/2025		As on 31/03/2024	
		Nos.	₹	Nos.	₹
<b>Bonds (Quoted)</b>					
<b>Secured –</b>					
10% ATS Infra Build Pvt. Ltd. Jun 2022	1,000,000	30	150.00	30	300.00
<b>Total</b>			<b>150.00</b>		<b>300.00</b>
<b>Unsecured –</b>					
10% Resco Global Wind 2025 NCD Bond	1,000	-	-	500	501.54
<b>Total</b>			<b>-</b>		<b>501.54</b>
<b>Total Quoted</b>			<b>150.00</b>		<b>801.54</b>
<b>Debentures (Unquoted)</b>					
<b>Secured –</b>					
Shashwati Realty Pvt. Ltd.	1,000,000	30	91.70	30	93.50
9.50% ASK Financial Holdings NCD 25/08/2025	100,000	500	496.61	-	-
<b>Total Unquoted</b>			<b>588.31</b>		<b>93.50</b>
<b>Total</b>			<b>738.31</b>		<b>895.04</b>

### Investments carried at fair value through profit or loss

#### Debentures and Bonds

<b>Debentures (Quoted)</b>					
<b>Secured-</b>					
HDB Financial Services Limited NCD Series 189	1,000,000	100	1,206.04	-	-
Muthoot Finance Limited MLD 11Mar26	100,000	500	594.27	-	-
Kotak Mahindra Investments Limited Sr. III ZCB	1,000,000	70	657.76	-	-
8% Motilal Oswal Finvest Limited 03Feb25	1,000,000	-	-	50	561.48
IIFL Finance Limited SR D14 BR NCD 07SP24 MLD	1,000,000	-	-	23	277.83
IIFL Finance Limited SR D19 BR NCD 02SP24 MLD	1,000,000	-	-	24	270.03
<b>Total</b>			<b>2,458.08</b>		<b>1,109.33</b>
<b>Total Debentures and Bonds</b>			<b>3,196.38</b>		<b>2,004.37</b>

#### Mutual Funds

<b>Liquid Mutual Funds (Unquoted)*</b>					
Kotak Overnight Fund - Direct Plan - Growth	1,000	20,203.569	275.20	-	-
Mirae Asset Overnight Fund - Direct Plan - Growth	1,000	81,584.072	1,068.21	57,585	706.95
<b>Total</b>			<b>1,343.41</b>		<b>706.95</b>
<b>Total Mutual Funds</b>			<b>1,343.41</b>		<b>706.95</b>
<b>Total Current Investments</b>			<b>4,539.80</b>		<b>3,904.07</b>
<b>Aggregate amount of quoted investment and market value thereof</b>			<b>2,608.08</b>		<b>1,910.87</b>
<b>Aggregate amount of unquoted investments</b>			<b>1,931.71</b>		<b>1,993.20</b>

\* Liquid mutual fund has been shown as cash and cash equivalents in cash flow statement.

## 42 Employee Benefits

### (a) Defined contribution plan

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary and other allowances as per regulations. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expenses recognised during the period towards defined contribution plan is ₹ 179.59 Lakhs (March 31, 2024: ₹ 162.98 Lakhs).

### (b) Defined benefit plan

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity for employees who are in continuous services for a period of 5 years are eligible for gratuity. The amount of gratuity payable on termination/retirement is employees last drawn salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity is a funded plan and the Company makes contributions to recognised funds in India.

NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

			(₹ In Lakhs)
	Present Value of Obligation	Fair Value of plan assets	Net amount
<b>As at March 31, 2023</b>	<b>1,051.71</b>	<b>843.32</b>	<b>208.39</b>
Current service cost	52.53	-	<b>52.53</b>
Interest expense/(income)	78.56	62.99	<b>15.57</b>
<b>Total amount recognised in statement of profit and loss</b>	<b>131.09</b>	<b>62.99</b>	<b>68.10</b>
<b>Remeasurements</b>			
Return on plan assets, excluding amounts included in interest expense/(income)	6.95	-	6.95
<b>Net actuarial (gain)/loss</b>			-
Change in experience	(14.33)	-	(14.33)
Change in demographic assumptions	-	-	-
Change in financial assumptions	16.26	-	16.26
<b>Total amount recognised in other comprehensive income</b>	<b>8.88</b>	<b>-</b>	<b>8.88</b>
Employer Contribution	-	110.00	(110.00)
Benefits payment	(86.97)	(69.14)	(17.83)
<b>As at March 31, 2024</b>	<b>1,104.71</b>	<b>947.17</b>	<b>157.54</b>
<b>As at March 31, 2024</b>	<b>1,104.71</b>	<b>947.17</b>	<b>157.54</b>
Current service cost	59.00	-	59.00
Interest expense/(income)	79.65	68.29	11.36
<b>Total amount recognised in statement of profit and loss</b>	<b>138.65</b>	<b>68.29</b>	<b>70.36</b>
<b>Total amount recognised in statement of profit and loss</b>	<b>138.65</b>	<b>68.29</b>	<b>70.36</b>
<b>Remeasurements</b>			
Return on plan assets, excluding amounts included in interest expense/(income)	3.02	-	3.02
<b>Net actuarial (gain)/loss</b>			
Change in experience	49.29	-	49.29
Change in demographic assumptions	-	-	-
Change in financial assumptions	27.43	-	27.43
<b>Total amount recognised to comprehensive income</b>	<b>79.74</b>	<b>-</b>	<b>79.74</b>
Employer contribution	-	128.00	(128.00)
Benefits payment	(135.50)	(135.50)	-
<b>As at March 31, 2025</b>	<b>1,187.60</b>	<b>1,007.96</b>	<b>179.64</b>

The net liability disclosed above relates to funded and unfunded plans are as follows:

		(₹ in Lakhs)
	As at March 31, 2025	As at March 31, 2024
Present value of funded obligations	(1,187.60)	(1,104.71)
Fair value of plan assets	1,007.96	947.17
<b>Deficit of funded plan*</b>	<b>(179.64)</b>	<b>(157.54)</b>

\* Excluding provision made in respect of employees who are out of coverage under the policy ₹ Nil (Previous year ₹ 57.13 Lakhs)

**Significant estimates: actuarial assumptions and sensitivity**

		(₹ in Lakhs)
	As at March 31, 2025	As at March 31, 2024
<b>Financial assumption:</b>		
Discount rate	6.78%	7.21%
Salary escalation rate	7.00%	7.00%



## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)		
	As at March 31, 2025	As at March 31, 2024
<b>Demographic assumption:</b>		
Mortality rate	IALM (2012-14) Urban	IALM (2012-14) Urban
Attrition rate	2%	2%
Retirement age	58, 60 & 70 Years	58 & 60 Years
<b>Sensitivity analysis</b>		
The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:		
	As at March 31, 2025	As at March 31, 2024
<b>Discount rate</b>		
a) Discount rate - 100 basis points	69.06	66.80
b) Discount rate + 100 basis points	(61.90)	(60.27)
<b>Salary escalation rate</b>		
a) Rate - 100 basis points	(62.33)	(60.92)
a) Rate + 100 basis points	68.24	66.28

The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

(₹ in Lakhs)		
	As at March 31, 2025	As at March 31, 2024
<b>The major categories of plan asset are as follows:</b>		
Equities	0%	0%
Bonds	0%	0%
Gilts	0%	0%
Pooled assets with an insurance company	100%	100%
Other	0%	0%
	<b>100%</b>	<b>100%</b>

(₹ in Lakhs)		
	March 31, 2025	March 31, 2024
<b>The defined benefit obligations shall mature after year end March 31, 2025 as follows:</b>		
Year 1	155.18	40.62
Year 2	107.33	69.91
Year 3	158.50	230.27
Year 4	93.52	151.95
Year 5	125.86	91.10
Years 6-10	608.66	644.89
Years 11 and above	624.15	608.37

The weighted average duration of the defined benefit obligation is 7 years (Previous Year 2024: 7 years).

### Risk exposure:

Through its defined benefit plans, Company is exposed to a number of risks, the most significant of which are detailed below:

**Investment risk:** The present value of the defined benefit plan liability is calculated using discount rate determined by reference to market yields at the end of reporting period on government bond yields.

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Interest risk:- A decrease in the bond interest will increase in plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to best estimate of the mortality of plan participants both during and at the end of employment. An increase in the life expectancy of the plan participants will increase the plan liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such an increase in salary of the plan participants will increase the plan liability.

### The Code on Social Security:

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code and recognise the same when the Code becomes effective.

### 43 Financial instruments

The details of significant accounting policies, including criteria for recognition, the basis of measurement and the basis on which income and expenditure are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 40 and 41.

### Financial assets and liabilities

The accounting classification of each category of financial instruments, and their carrying amounts are set out as below:

#### a. Financial assets

	Instruments carried at fair value			(₹ in Lakhs)		
	FVOCI (Equity instruments)	FVOCI (Other instruments)	FVTPL	Instruments carried at amortized cost	Total carrying value	Total fair value
<b>As at 31<sup>st</sup> March, 2024</b>						
Investments	44,213.93	32,465.06	10,538.08	-	87,217.07	87,217.07
Trade receivables	-	-	-	3,725.08	3,725.08	3,725.08
Cash and cash equivalents	-	-	-	69.74	69.74	69.74
Other Bank balances	-	-	-	93.39	93.39	93.39
Loans	-	-	-	375.00	375.00	375.00
Other financial assets	-	-	-	1,039.92	1,039.92	1,039.92
<b>Total</b>	<b>44,213.93</b>	<b>32,465.06</b>	<b>10,538.08</b>	<b>5,303.13</b>	<b>92,520.20</b>	<b>92,520.20</b>
<b>As at 31<sup>st</sup> March, 2025</b>						
Investments	53,562.97	32,368.12	10,287.62	-	96,218.71	96,218.71
Trade receivables	-	-	-	5,126.66	5,126.66	5,126.66
Cash and cash equivalents	-	-	-	318.98	318.98	318.98
Other Bank balances	-	-	-	38.23	38.23	38.23
Loans	-	-	-	1,377.47	1,377.47	1,377.47
Other financial assets	-	-	-	1,165.40	1,165.40	1,165.40
<b>Total</b>	<b>53,562.97</b>	<b>32,368.12</b>	<b>10,287.62</b>	<b>8,026.74</b>	<b>104,245.45</b>	<b>104,245.45</b>

#### b. Financial liabilities

	(₹ in Lakhs)			
	Fair value through profit & loss	At amortized cost	Total carrying amount	Total fair value
<b>As at 31<sup>st</sup> March, 2024</b>				
Borrowings	-	11.52	11.52	11.52
Trade payables	-	4,482.71	4,482.71	4,482.71
Other financial liabilities	-	65.30	65.30	65.30
<b>Total</b>	<b>-</b>	<b>4,559.53</b>	<b>4,559.53</b>	<b>4,559.53</b>
<b>As at 31<sup>st</sup> March, 2025</b>				
Borrowings	-	2.98	2.98	2.98
Trade payables	-	5,051.33	5,051.33	5,051.33
Other financial liabilities	-	83.06	83.06	83.06
<b>Total</b>	<b>-</b>	<b>5,137.37</b>	<b>5,137.37</b>	<b>5,137.37</b>

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### c. Fair value hierarchy

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The categories used are as follows:

- Level 1: quoted prices for identical instruments in active market.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The below table summarises the categories of financial assets and liabilities as at March 31, 2025, and March 31, 2024 measured at fair value:

		(₹ in Lakhs)			
As at 31 <sup>st</sup> March, 2024		Level 1	Level 2	Level 3	Total
<b>Assets at fair value</b>					
<b>Equities</b>					
Equity instruments		19,646.37	24,567.56	-	44,213.93
<b>Debt</b>					
Preference shares				1,192.75	1,192.75
Government Bonds		4,519.50	-	-	4,519.50
Debentures and bonds		27,710.85	2,027.37	393.50	30,131.72
Real estate and debt funds		-	6,452.22	-	6,452.22
Mutual fund		706.95	-		706.95
		<b>52,583.67</b>	<b>33,047.16</b>	<b>1,586.24</b>	<b>87,217.07</b>

		(₹ in Lakhs)			
As at 31 <sup>st</sup> March, 2025		Level 1	Level 2	Level 3	Total
<b>Assets at fair value</b>					
<b>Equities</b>					
Equity instruments		23,266.73	30,296.24	-	53,562.96
<b>Debt</b>					
Preference shares				524.61	524.61
Government Bonds		4,002.25	-	-	4,002.25
Debentures and bonds		27,548.49	2,509.16	241.70	30,299.34
Real estate and debt funds		-	6,486.13	-	6,486.13
Mutual fund		1,343.41	-		1,343.41
		<b>56,160.87</b>	<b>39,291.53</b>	<b>766.30</b>	<b>96,218.70</b>

Fair value of financial assets and liabilities measured at amortised cost:-

(₹ in Lakhs)

	As at March 31, 2025		As at March 31, 2024	
	Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets</b>				
Trade receivables	5,126.66	5,126.66	3,725.08	3,725.08
Cash and cash equivalents	318.98	318.98	69.74	69.74
Other Bank balances	38.23	38.23	93.39	93.39

NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

	As at March 31, 2025		As at March 31, 2024	
	Carrying value	Fair value	Carrying value	Fair value
Loans	1,377.47	1,377.47	375.00	375.00
Other financial assets	1,165.40	1,165.40	1,039.92	1,039.92
	<b>8,026.74</b>	<b>8,026.74</b>	<b>5,303.13</b>	<b>5,303.13</b>
<b>Financial liabilities</b>				
Borrowings	2.98	2.98	11.52	11.52
Trade payables	5,051.33	5,051.33	4,482.71	4,482.71
Other financial liabilities	83.06	83.06	65.30	65.30
	<b>5,137.37</b>	<b>5,137.37</b>	<b>4,559.53</b>	<b>4,559.53</b>

The Management assessed that fair value of cash and cash equivalents, trade receivables, investments in term deposits, loans, other financial assets (except derivative financial instruments), trade payables, and other financial liabilities (except derivative financial instruments) is considered to be equal to the carrying amount of these items due to their short-term nature.

There were no significant changes in classification and no significant movements between the fair value hierarchy classifications of financial assets and financial liabilities during the year.

**44 Income Tax****A. Components of Income tax Expense**

		(₹ in Lakhs)	
Particulars		Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
(a)	<b>Tax expense recognised in the Statement of Profit and Loss</b>		
	<b>i) Current tax</b>		
	Current year	901.11	923.64
	<b>Total current tax</b>	<b>901.11</b>	<b>923.64</b>
	<b>ii) Deferred tax</b>		
	Relating to origination and reversal of temporary difference	69.66	(144.19)
	<b>Total deferred income tax expense/(credit)</b>	<b>69.66</b>	<b>(144.19)</b>
	<b>Total i) + ii)</b>	<b>970.77</b>	<b>779.45</b>
(b)	<b>Tax on Other Comprehensive Income</b>		
	<b>i) Tax relating to items that will not be reclassified to profit or loss</b>		
	Tax on realized gain of equity instruments	484.82	215.02
	Tax on remeasurements of net defined benefit plans	(13.93)	(1.95)
	Tax on equity instrument through other comprehensive income	713.63	1,179.52
	Deferred Tax liability of earlier periods on equity instrument through other comprehensive income*	-	-
		<b>1,184.52</b>	<b>1,392.59</b>
	<b>ii) Income tax on items that will be reclassified to profit or loss</b>		
	Tax on debt instrument through other comprehensive income	62.30	(35.72)
	Deferred Tax liability of earlier periods debt instrument through other comprehensive income*	-	-
		<b>62.30</b>	<b>(35.72)</b>
	<b>Total i) + ii)</b>	<b>1,247.32</b>	<b>1,356.87</b>

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### B. Reconciliation of tax expenses and the accounting profit for the year

(₹ in Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :		
<b>Profit before tax</b>	<b>4,470.50</b>	<b>4,260.16</b>
Enacted income tax rate in India	29.12%	29.12%
<b>Expected income tax expense during the year at statutory rate</b>	<b>1,301.81</b>	<b>1,240.56</b>
Differences due to:		
Expenses not deductible for tax purposes	1.14	0.61
Exempt Income	(15.15)	(28.99)
Tax Rate Difference on account of Capital Gain / MAT Credit utilisation etc.	(317.02)	(432.72)
<b>Effective tax expenses</b>	<b>970.77</b>	<b>779.45</b>

### C. The movement in deferred tax assets and liabilities

(₹ in Lakhs)

Movement during the year ended March 31, 2024	As at 31 <sup>st</sup> March, 2023	Credit/(charge) in statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income*	As at 31 <sup>st</sup> March, 2024
<b>Deferred tax assets/(liabilities)</b>				
On expenses allowable for tax purposes when paid	34.07	16.63	-	50.70
On depreciation	(1,251.94)	(16.82)	-	(1,268.76)
On fair valuation of financial assets	(1,577.96)	-	(1,207.11)	(2,785.07)
	<b>(2,795.83)</b>	<b>(0.19)</b>	<b>(1,207.11)</b>	<b>(4,003.13)</b>
<b>Movement during the year ended March 31, 2025</b>	<b>As at 31<sup>st</sup> March, 2024</b>	<b>Credit/(charge) in statement of Profit and Loss</b>	<b>Credit/(charge) in Other Comprehensive Income</b>	<b>As at 31<sup>st</sup> March, 2025</b>
On expenses allowable for tax purposes when paid	50.70	(9.93)	-	40.77
On depreciation	(1,268.76)	(245.75)	-	(1,514.51)
On fair valuation of financial assets	(2,785.07)	-	(723.55)	(3,508.62)
<b>Total</b>	<b>(4,003.13)</b>	<b>(255.68)</b>	<b>(723.55)</b>	<b>(4,982.36)</b>

**Note:** As a matter of prudence minimum alternate tax credit available for ₹ 505.33 Lakhs (Previous Year ₹ 666.03 Lakhs) is not recognised in books of account.

### 45 Risk Management

#### Financial risk management objective and policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board. The risk management policies aims to mitigate the following risk arising from the financial instruments: (a) Market risk; (b) Liquidity risk and (c) Credit risk.

#### Financial risk factors

The Company's principal financial liabilities comprise borrowings, deposits from dealers and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to the following risk arising from the financial instruments: (a) Market risk; (b) Liquidity risk and (c) Credit risk

Risk	Exposure arising from	Measurement	Management
<b>Liquidity risk</b>	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities; working capital management
Credit risk	Cash and cash equivalents, trade receivables, Investments, loans and other financial assets measured at fair /amortised cost	Ageing analysis/ Credit ratings / Assets Coverage	Diversification in various class of assets, credit limits



NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Risk	Exposure arising from	Measurement	Management
Market Risk - Foreign exchange	Financial assets and liabilities denominated in INR	Cash flow forecasting Sensitivity analysis	Hedging Forex planning
Market Risk - Interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Interest rate swaps
Market Risk - Price risk	Investments in Equities, Bonds, debentures, funds	Sensitivity analysis; market fluctuations; credit rating	Continuous monitoring, Diversification

**(a) Liquidity risk**

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintain sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short-term and long-term liabilities as and when due. Anticipated future cash flows, undrawn committed credit facilities are expected to be sufficient to meet the liquidity requirements of the Company.

**(i) Financing arrangements**

The Company has access to the following undrawn borrowing facilities as at the end of the reporting period:

	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March 2025	As at 31 <sup>st</sup> March 2024
Secured working capital credit facility from Banks	1,500.00	1,500.00

**(ii) The following is the contractual maturities of the financial liabilities:**

	(₹ in Lakhs)					
	Carrying amount	Total	Payable on demand	Less than 1 month	1-12 months	More than 12 months
<b>As at 31<sup>st</sup> March, 2024</b>						
<b>Non-derivative liabilities</b>						
Borrowings	11.52	11.52	-	-	8.54	2.98
Trade payables	4,482.71	4,482.71	-	4,111.15	371.56	-
Other financial liabilities	65.30	65.30	36.63	28.67	-	-
<b>As at 31<sup>st</sup> March, 2025</b>						
<b>Non-derivative liabilities</b>						
Borrowings	2.98	2.98	-	2.98	-	-
Trade payables	5,051.33	5,051.33	-	5,051.33	-	-
Other financial liabilities	83.06	83.06	38.23	44.83	-	-

**(b) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investment, deposits, foreign currency receivables and payables. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Company's treasury team manages the Market risk, which evaluates and exercises independent control over the entire process of market risk management.

**(i) Foreign currency risk**

Foreign currency risk can only arise on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company's functional and presentation currency is INR. The Company does have transactions in currency other than functional currency i.e. in US Dollar (USD) for purchase of raw material from overseas supplier. However, those are not very significant considering the nature and size of the operations of the Company.

**Foreign currency Exposure**

Particulars	Currency	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Trade payable	USD	1.46	1.02
Trade receivables	EURO	0.21	-
<b>Net Exposure – [Receivable/(Payable)]</b>		<b>(1.25)</b>	<b>(1.02)</b>

The Company's exposure to the foreign currency risk is not significant considering the nature and size of the operations.

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### (ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's Long-term borrowings have fixed rate of interest and carried at amortized costs and short-term borrowings have variable rate of interest. The Company also has significant investments in Bonds i.e. Government securities; Debentures; Preference shares and Debt funds. These investments are subject to the Market risk - Interest rate risk.

#### Exposure to Interest rate risk - Financial liabilities

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Total borrowings	2.98	11.52
% of borrowings out of above bearing variable rate of interest and short-term in nature	100.00%	100.00%

Hence, the Company is not significantly exposed to the interest rate risk as working capital facility are, as per contractual terms, primarily of short term in nature.

#### Exposure to Interest rate risk - Financial assets - Investments in Government Bonds, Bonds, Debentures, Debt funds and Preference Shares

Market price risk for government bonds, debentures, Preference shares and other bonds is movement in the interest rate and impact thereof on the yield. The Company's major part of investments is in Bonds/Debentures, which exposes Company to a price risk and consequently impact on the profitability and value of instruments

#### Sensitivity

The table below summarises the impact of increase/decrease in the interest rate over the value of bonds/debentures. The analysis is based on the assumption that the Interest rate has increased by 100 bps or decrease by 100bps with all other variables held constant.

	Year ended March 31, 2025	Year ended March 31, 2024
<b>Impact on profit before tax</b>		
Increase of 100 bps - Gain/(loss)	343.02	1,732.56
Decrease of 100 bps - Gain/(loss)	(343.02)	(1,732.56)

### (iii) Price Risk

The Company's exposure to price risk arises from investments held by the Company and classified in the balance sheet either at fair value through OCI or at fair value through profit and loss. To manage its price risk arising from its investments, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company in accordance with the guidelines provided by the Board of directors of the Company.

	(₹ in Lakhs)			
Exposure	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	Amount	%	Amount	%
<b>Nature of Investments</b>				
Equity instruments	53,562.96	55.67%	44,213.93	50.69%
Preference Shares	524.61	0.55%	1,192.75	1.37%
Government Bonds	4,002.25	4.16%	4,519.50	5.18%
Debentures and bonds	30,299.34	31.49%	30,131.72	34.55%
Real estate and debt funds	6,486.13	6.74%	6,452.22	7.40%
Mutual fund	1,343.41	1.40%	706.95	0.81%
<b>Total</b>	<b>96,218.70</b>	<b>100.00%</b>	<b>87,217.07</b>	<b>100.00%</b>

#### Investments in Equity Instruments and Equity mutual funds (including investment through Private Equity funds)

The Company's quoted equity instruments are subject to the market price risk arising from the fluctuation in the market price of those instruments. This risk arises from instruments which are classified as Fair value through P&L or Fair value through OCI. The Company's investment in equity instruments mainly consists of Investments in certain of its group companies wherein the price fluctuations, based on the historical trends, are not very significant.

NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**Sensitivity**

The table below summarises the impact of Increase/decrease of the BSE index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5% or decrease by 5% with other variables held constant and that all the Company's equity instruments moved in line with the index.

Impact on total comprehensive income	(₹ in Lakhs)	
	Year ended March 31, 2025	Year ended March 31, 2024
BSE Sensex - Increase 5% - Gain/(loss)	2,678.15	1,876.10
BSE Sensex - Decrease 5% - Gain/(loss)	(2,678.15)	(1,876.10)

**(c) Credit risk**

Credit risk arises from the possibility that the counterparty may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of counterparty, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change increase in credit risk the Company compares the risks of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considers the reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
  - (ii) Actual or expected significant changes in the operating results of the counterparty.
  - (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
  - (iv) Significant increase in credit risk on other financial instruments of same counterparty
- (i) Expected credit loss for trade receivables under simplified approach ( Refer Note 9 for ageing of Trade Receivable)**

**Commodity Risk**

The Company is exposed to the risk of price fluctuation of raw materials proactively managed through forward booking, inventory management and proactive vendor development practices.

**46 Capital Risk Management****(a) The Company's objectives when managing capital are to:**

- ♦ safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which includes capital and other strategic investments. The Company's intention is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Total equity	108,660.08	98,873.63
Net Debt	(316.00)	(58.22)
<b>Total Capital (Borrowings and Equity)</b>	<b>108,344.08</b>	<b>98,815.41</b>
<b>Gearing Ratio</b>	<b>-0.29%</b>	<b>-0.06%</b>

- (i) Net debt represents total borrowings (non-current & current) as reduced by cash and cash equivalents.
- (ii) Equity comprises of all components including other comprehensive income.

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

**(b) Dividend**

(₹ in Lakhs)

	As at March 31, 2025	As at March 31, 2024
<b>Equity Shares</b>		
Final dividend for the year ended March 31, 2024 of ₹ 2.00 per share (March 31, 2023 - ₹ 2.00) per fully paid share	295.38	295.38

In addition to the above dividend, since year end the directors have recommended the payment of a final dividend of ₹ 2.00 fully paid equity share (31<sup>st</sup> March, 2024 – ₹ 2.00). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

**47 Related party disclosure with whom transactions have been entered during the year in the ordinary course of the business:**

**(A) Relationships:**

**(i) Joint ventures in which the entity is a joint venturer:**

Compo Advics (India) Pvt. Ltd.

**(ii) Key Management Personnel (KMP):**

Mr. P. K. Choudhary - Managing Director

Mr. Sunil Jindal - Chief Financial Officer (CFO)

Mr. Arvind Purohit - Company Secretary and Compliance Officer (Appointed w.e.f. 29<sup>th</sup> May, 2024)

Mr. Ravi Motilal Vaishnav - Company Secretary and Compliance Officer (resigned w.e.f. 5<sup>th</sup> April, 2024)

Mr. Pranabh Kapoor - Company Secretary and Compliance Officer (resigned w.e.f. 13<sup>th</sup> April, 2023)

**(iii) Non-Executive Directors:**

Mr. Raghu Mody - Non-Executive Chairman (Deceased on 8<sup>th</sup> February, 2024)

Mr. Deepak Sethi, Independent Director (Ceased w.e.f. 22<sup>nd</sup> April, 2025)

Mr. Vinay Raj Sarin, Non-Executive & Non-Independent Director

Mr. Lalit Kumar Bararia, Independent Director

Mr. Rajan Arvind Dalal, Independent Director (w.e.f. 21<sup>st</sup> February, 2024)

Mr. Snehal Natvarlal Muzoomdar, Independent Director (w.e.f. 1<sup>st</sup> October, 2024)

Mr. Ashok B. Vaidya, Independent Director (up to 31<sup>st</sup> March, 2024)

Mr. K. S. Brar, Independent Director (up to 31<sup>st</sup> March, 2024)

Mrs. Preeti Vimal Agrawal, Independent Director

**(iv) Other Related Parties: (promoter/promoter group and relative(s) of director(s))**

Rasoi Ltd.\*

Leaders Healthcare Pvt. Ltd.\* ( Formerly known as Leaders Healthcare Ltd.)

J.L. Morison (India) Ltd.

Pallawi Resources Pvt. Ltd. (Formerly known as Pallawi Resources Ltd.)

Rasoi Express Pvt. Ltd.

Mode Enterprises LLP

Alipore Consultants Pvt. Ltd.

Mr. Varunn Mody - President Treasury

Mrs. Shashi Mody

Mrs. Sakshi Mody

Mrs. Monica Sarin

\* Entities belonging to promoter/promoter group holding 10% or more shareholding in the company.

NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(B) Transactions carried out with related parties referred in (A) above, in ordinary course of business:

(₹ in Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>(i) Inter-Corporate Deposits Given</b>		
Pallawi Resources Pvt. Ltd.	380.00	-
Leaders Healthcare Pvt. Ltd.	-	200.00
<b>(ii) Inter-Corporate Deposits Refund Received</b>		
Pallawi Resources Pvt. Ltd.	80.00	225.00
Leaders Healthcare Pvt. Ltd.	-	200.00
<b>(iii) Rent Paid *</b>		
J.L. Morison (India) Ltd.	-	15.97
Mr. Varunn Mody	28.80	26.70
Pallawi Resources Pvt. Ltd.*	29.45	4.67
* Including GST		
<b>(iv) Income</b>		
<b>Royalty</b>		
- Compo Advics (India) Pvt. Ltd.	7.66	8.41
<b>Interest</b>		
- Pallawi Resources Pvt. Ltd.	15.22	6.16
- Leaders Healthcare Pvt. Ltd.	-	4.57
<b>(v) Purchase of Fixed Assets</b>		
Rasoi Ltd.	-	1,800.00
<b>(vi) Salary and other employee benefits to Whole-time Directors and KMP</b>		
Mr. P.K. Choudhary	102.76	107.78
Mr. Sunil Jindal	32.82	30.42
Mr. Arvind Purohit	16.50	-
Mr. Ravi Motilal Vaishnav	0.31	16.56
Mr. Pranabh Kapoor	-	0.70
<b>(vii) Salary and other employee benefits to relatives of Directors &amp; Key Managerial Personnel</b>		
Mrs. Shashi Mody	28.68	29.33
<b>(viii) Directors, sitting fees and commission to independent and non-executive directors</b>		
Mr. Raghu Mody	-	0.20
Mr. Ashok B. Vaidya	-	2.00
Mr. K. S. Brar	-	2.00
Mr. Deepak Sethi	0.80	3.30
Mr. Lalit Kumar Bararia	5.80	3.00
Mr. Vinay Raj Sarin	0.60	0.50
Mr. Rajan Arvind Dalal	5.40	-
Mr. Snehal Muzoomdar	2.60	-
Mrs. Preeti Vimal Agrawal	6.50	2.90
<b>(ix) Other Transactions</b>		



## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

**(B) Transactions carried out with related parties referred in (A) above, in ordinary course of business:**

(₹ in Lakhs)		
Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
Rasoi Express Pvt. Ltd. (Purchase of Air Tickets)*	-	44.69
Compo Advics (India) Pvt. Ltd.		
- Purchase of Raw Material*	20.01	5.55
- Sale of Raw Material*	44.35	54.87
- Reimbursement of Sales Promotion Expenses - Coupons	22.49	19.80
Mode Enterprises LLP (Service Charges)	18.55	18.95
Alipore Consultants Pvt. Ltd. (Consultancy charges)	5.00	-
J.L. Morison (India) Ltd. (Reimbursement of Expenses)	21.36	-
Mrs. Sakshi Mody (Professional Fees)	18.00	18.00
Mrs. Monica Sarin (Consultancy charges)	10.00	-
Mr. Varunn Mody (Salary)	102.40	96.29
* Including GST		

**(C) Balances outstanding with related parties referred in (A) above, in ordinary course of business:**

(₹ in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>(i) Receivable:</b>		
<b>– Inter Corporate Deposits:</b>		
Pallawi Resources Pvt. Ltd. (Secured)	300.00	-
<b>– Others Receivable:</b>		
Compo Advics (India) Pvt. Ltd. (Trade Receivable)	28.49	26.28
Mr. Varunn Mody (Rent Deposit Receivable)	6.60	6.60
<b>(ii) Payable:</b>		
<b>– Commission to independent directors</b>		
Mr. Rajan Arvind Dalal	4.50	-
Mr. Snehal Natvarlal Muzoomdar	2.25	-
Mr. Lalit Kumar Bararia	4.50	1.90
Mr. Deepak Sethi	-	1.90
Mrs. Preeti Vimal Agrawal	4.50	1.90
<b>(iii) Investment in: (at cost)</b>		
J.L. Morison (India) Ltd.	515.49	515.49
Rasoi Limited	1,876.23	1,876.23
Compo Advics (India) Pvt. Ltd. (Refer Note No. 50)	980.00	980.00

**Note:**

- a) No amount pertaining to related parties has been written off / provided for as doubtful debts except diminution in value of investment in Compo Advics (India) Pvt. Ltd. of ₹ 980 Lakhs (Previous year ₹ 980 Lakhs). Also no amount has been written off/back.
- b) Related party transactions have been disclosed on basis of value of transactions in terms of the respective contracts.
- c) Aforesaid transactions with the related parties are in the ordinary course of business based on normal commercial terms, conditions, market rates with the related parties.
- d) Managerial remuneration/KMP remuneration does not include post-employment benefits and other long-term benefits (Gratuity and Leave entitlement) based on actuarial valuation as these are done for the Company as a whole.

NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

## 48 (a) Loans and Advances in nature of loans: (₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans where there is no interest or at an interest rate below that specified in the Companies Act, 2013.		
<b>Amount Outstanding end of the year</b>		
Employees (as per general rules of the Company)	3.20	2.15
<b>Maximum amount Outstanding During the Year</b>		
Employees (as per general rules of the Company)	4.52	3.93
<b>(b) Details of Short-Term Inter-Corporate Deposits:*</b>		
Kashipur Holdings Ltd.	500.00	-
Kanco Tea & Industries Limited	200.00	-
Ajay Commercial Co. Pvt. Ltd.	375.00	375.00
<b>Total</b>	<b>1,075.00</b>	<b>375.00</b>
<b>(c) Details of Long-Term Inter-Corporate Deposits:*</b>		
Pallawi Resources Pvt. Ltd. *	300.00	-

\* Inter-corporate deposits (ICD) given for general corporate purpose of the borrowing company on interest in the range of 9% to 13% (Previous Year 9%).

\* Percentage to the total loans and advances in the nature of loans given to Pallawi Resources Pvt. Ltd. is 21.82% % (Previous Year Nil %).

## 49 Reconciliation between the opening and closing balances in the balance sheet for liabilities and financial assets arising from financing activities:

(₹ in Lakhs)							
Particulars	As at 31 <sup>st</sup> March, 2023	Cash Flow	Non-cash changes	As at 31 <sup>st</sup> March, 2024	Cash Flow	Non-cash changes	As at 31 <sup>st</sup> March, 2025
Long-Term Borrowing*	11.52	(8.54)	-	2.98	(2.98)	-	-
Short-Term Borrowing	89.22	(80.68)	-	8.54	(5.56)	-	2.98

\* Including current maturity of long-term borrowing.

## 50 The Company has investment of ₹ 980 Lakhs (Previous Year ₹ 980 Lakhs) in Compo Advics India Private Limited, a Joint Venture Company which has accumulated losses of ₹ 1,528.22 Lakhs (Previous Year ₹ 1,424.63 Lakhs), being Company's Share i.e. 49%. In view of the accumulated losses, there is diminution in the value of Company's investments in the Joint Venture company and hence full value of investment of ₹ 980 Lakhs has been marked down to Zero. However, considering the investment is of long term and strategic in nature no amount pertaining to this investment has been written off.

## 51 Accounting Ratios

(₹ in Lakhs)							
Sr. No.	Name of the Ratio	Numerator	Denominator	FY 2024-25	FY 2023-24	% Variance	Remarks
1	Current Ratio (in times)	Current assets	Current liabilities	2.45	2.24	9.38%	NA
2	Debt - Equity Ratio (in times)	Total debt	Equity	0.00	0.00	0.00%	NA
3	Debt Service coverage ratio (in times)	Earnings available for debt service (Net profit after taxes + depreciation & Amortization + Finance Cost)	Total debt service (Finance Cost + Principal repayment of long-term borrowing during the year)	399.02	251.58	58.61%	Due to utilization of borrowing

## NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)

Sr. No.	Name of the Ratio	Numerator	Denominator	FY 2024-25	FY 2023-24	% Variance	Remarks
4	Return on equity (in %)	Total Comprehensive Income for the year	Average shareholder equity	9.72%	7.19%	35.05%	Due to changes in fair valuation
5	Inventory Turnover Ratio (in times)	Sale of products	Average inventory	22	18.01	22.15%	NA
6	Trade receivables turnover ratio (in times)	Sale of products	Average Trade receivables	6.41	6.51	-1.54%	NA
7	Trade payables turnover ratio (in times)	Net purchases	Average trade payables	2.94	3.15	-6.67%	NA
8	Net capital turnover ratio (in times)	Revenue from operations	Working Capital	4.58	4.63	-1.08%	NA
9	Net profit ratio (in %)	Net profit	Revenue from operations	10.77%	11.56%	-6.87%	NA
10	Return on capital employed (in %)	Earning before interest and taxes	Capital employed	5.54%	4.47%	24.16%	NA
11	Return on investment (in %)	Investment Income Through P & L + Investment Income Through OCI	Average invested funds	12.86%	11.22%	14.64%	NA

### 52 Relationship with Struck-Off companies

Details of struck off companies with whom the Company has transaction during the year or outstanding balance:

Name of Struck off Company	Nature of Transactions with struck-off Company	Nature	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024	Relationship with the Struck Off Company
Bolshoi Investment Pvt Ltd	Shares held by Struck off Company	Unclaimed Dividend	0.00*	0.00*	NA
Electro Diesel Pvt Ltd**	Shares held by Struck off Company	Unclaimed Dividend	0.00*	0.00*	NA
Jermin Investments Pvt Ltd**	Shares held by Struck off Company	Unclaimed Dividend	0.00*	0.00*	NA
Kuber Bhandar (India) Limited**	Shares held by Struck off Company	Unclaimed Dividend	0.00*	0.00*	NA
Universial Asbestos Mfg Co P Ltd**	Shares held by Struck off Company	Unclaimed Dividend	0.00*	0.00*	NA
Wheelaway Motor Private Ltd**	Shares held by Struck off Company	Unclaimed Dividend	0.00*	0.00*	NA

\* Unclaimed dividend - Amounts are below ₹ 1 thousand and the percentage of shares held by the struck off Companies are less than 1 % of the total shareholding of the Company

\*\* Shares held by the struck off Company were transferred to IEPF during the financial year 2024-25.

### 53 Other Disclosures

- No proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder in the current or previous financial years.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the current and previous financial year.

**NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

- d) There were no transactions relating to previously unrecorded income that have been surrendered and disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 during the current and previous financial year.
- e) The Company has not advanced or loaned to or invested in funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f) 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:
- directly or indirectly lend to 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.
- g) The Company has not been declared wilful defaulter by any bank or financial Institution or other lender in the current and previous financial year.
- h) The Company does not have any subsidiary as defined in Section 2(87) of the Companies Act, 2013 in the current and previous financial years.
- I) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial years.
- J) There are no loans or advances in the nature of loan granted to promoters, directors, KMP and / or their relatives in the current or previous financial years which are repayable on demand or without specifying any term or period for repayment.

**54 Corporate Social Responsibility:**

(₹ in Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>(a) Amount required to be spent as per Section 135 of Companies Act, 2013</b>	91.60	80.61
<b>(b) Amount Spent during the year</b>		
i) Construction/Acquisition of assets	-	-
ii) On purpose other than above	96.28	85.00
<b>(c) Excess amount spent under section 135(5)</b>		
Carried forward Opening Balance Excess/(Short)	-	-
Amount required to be spent during the year	-	-
Actual amount spent/incurred during the year	96.28	85.00
Carried forward Closing Balance Excess/(Short)	-	-
<b>(d) Nature of CSR activities</b>	Contribution for Social economic development & relief, welfare of the schedule caste. tribes, other backward classes, minorities and women.	
<b>(e) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard</b>	-	-

**NOTES OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

- 55** The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The Company uses ERP accounting software 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 accounting software except for certain transactions, changes made through specific access and for direct database changes where no audit trail was enabled at the database level to log any direct data changes.
- 56** Previous year's figures have been regrouped/reclassified wherever necessary to conform to current year's classification.
- Signatures to Notes 1 to 56 which form an integral part of the financial statements.

**For and on behalf of the Board of Directors of  
Hindustan Composites Limited**

**P. K. Choudhary**  
Managing Director  
(DIN: 00535670)

**Lalit Kumar Bararia**  
Independent Director  
(DIN: 00204670)

**Sunil Jindal**  
Chief Financial Officer

**Arvind Purohit**  
Company Secretary  
Membership No. A33624

Place: Mumbai  
Date: 7<sup>th</sup> May, 2025



## Independent Auditors' Report

To The Members of Hindustan Composites Limited

### Opinion

#### Report on the Audit of Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Hindustan Composites Limited and its Joint Venture** (the Holding Company and its Joint Venture together referred to as "the Group"), which comprises of Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss, Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year then ended (Refer "Other Matters" section below), and notes to the consolidated financial statements, including 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 prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2025, its consolidated profits, consolidated other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit 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 ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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.

Key Audit Matters	How our audit addressed the key audit matters
<p><b>Classification, Valuation and Impairment of unquoted equity instruments /debt Investments:</b> (Refer note 3 &amp; 8 of the consolidated financial statements)</p> <p>The Group's -substantial assets are quoted and unquoted investments in equity/debt Instruments. Out of total investments held as on March 31, 2025, unquoted investments in equity/debt Instruments comprises of ₹ 43,748.25 Lakhs (representing 45.47%). These Investments are classified and measured at Fair value through profit or loss (FVTPL) /fair value through other comprehensive income (FVOCI).</p> <p>Due to their unique structure and terms which involve the use of judgemental assumptions in valuation/impairment and not on quoted prices in active markets. Therefore, there is significant measurement uncertainty involved in this valuation/impairment. As a result, the valuation/impairment of these instruments was significant to our audit.</p>	<p>We focused on valuation of these instruments/investments and have carried out the following key audit procedures: •</p> <ul style="list-style-type: none"> <li>- Understood the Group's process and procedures and tested controls to ensure proper classification and valuation/ impairment of investments.</li> <li>- Tested recording of investments on sample basis and verified classification of investments.</li> <li>- Assessed valuation of these investments to examine whether the same is in accordance with the Group's accounting policies.</li> <li>- Tested impairment/provision of investments (including reversal)</li> <li>- In respect of unquoted investments, we evaluated the Company's valuation methodology and assumptions and corroborated these with internal Investment policies including those related to impairment.</li> <li>- For any changes in ratings of the investee company, we examined the Group's assessment with the internal Investment policies for reclassification and valuation.</li> </ul>

Key Audit Matters	How our audit addressed the key audit matters
	<ul style="list-style-type: none"> <li>- Also obtained external evidence of existence of investment by getting holding statement from the custodian /statement from the fund houses as well through publicly available filings from time to time</li> <li>- We have also perused the relevant internal audit reports on investments.</li> </ul> <p>Based on the work carried out, we did not come across any significant matter which suggests that the investments were not properly classified or valued.</p>

## Information Other than the Consolidated Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The Other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to the Board report, Corporate Governance report and Shareholder's information, but does not include the consolidated financial statement 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.

The aforesaid other information is not made available to us as at the date of this auditor's report and therefore, we have nothing to report in this regard.

## Responsibilities of Management and those charged with Governance for the Consolidated 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including consolidated 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 accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the reporting process of the Group.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements 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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 entity'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 entity 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter :**

The financial statements of the joint venture included in the consolidated financial statements (whose losses have exceeded the Group's investments) and therefore, have not been considered in the consolidated financial statements in compliance with IND AS 28. (Refer note no 38 to the consolidated financial statements).

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books and records except for the matters stated in the paragraph 1(h)(vii) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 (as amended).
  - (c) The Consolidated Balance sheet, the Consolidated Statement of Profit & Loss (including consolidated other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025, taken on record by the Board of Directors of the Holding Company and its Joint Venture 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "A".
- (g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197(16) of the Act.
- (h) With respect to the matters to be included in the Auditor's report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements, wherever it is quantifiable. [Refer Note No. 33 to the Consolidated financial statements]
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any 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 Group.
  - iv.
    - a) The Managements of the Holding Company and its Joint Venture incorporated in India have represented that, to the best of their knowledge and belief, no funds other than disclosed in the consolidated financial statements (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its Joint Venture incorporated in India to or in any other person or entity, including foreign entity ("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 and its Joint Venture incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. [Refer note no 53 (e) to standalone financial statements].
    - b) The Managements of the Holding Company and its Joint Venture incorporated in India have represented, that, to the best of their knowledge and belief, no funds other than disclosed in the consolidated financial statements (which are material either individually or in the aggregate) have been received by the Holding Company and its Joint Venture incorporated in India from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its Joint Venture incorporated in India 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. [Refer note no 53 (f) to standalone financial statements].
    - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e) of The Companies (Audit and Auditors) Rules, 2014, as provided under (a) and (b) above, contains any material misstatement.
  - v.
    - a) The final dividend paid by the Holding Company during the year declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
    - b) The Board of Directors of the Holding Company has proposed final dividend for the financial year 2024-25 which is subject to the approval of the Members at the ensuing annual general meeting. The dividend recommended by the Board is in accordance with Section 123 of the Act to the extent it applies to the recommendation of dividend [Refer note no 46(b) to standalone financial statements].
  - vi. With respect to the matters specified in paragraph 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, based on the CARO reports issued of Holding Company and its Joint Venture incorporated in India, included in the consolidated financial statements to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the respective CARO reports of the Holding Company and its Joint Venture.

- vii. Based on our examination which included test checks, the Holding Company and its Joint Venture incorporated in India has used an accounting software 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 software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with except for the feature of recording audit trail (edit log) facility was not enabled at the database level for one accounting software to log any direct data changes for the accounting software used for maintaining the books of account. Additionally, the audit trail has been preserved by the Holding Company and its Joint Venture incorporated in India as per the statutory requirements for record retention. (Refer note 55 to the standalone financial statements).

For **Lodha & Co. LLP**  
**Firm Registration No. 301051E/E300284**  
Chartered Accountants

**R.P. Baradiya**  
**Partner**  
Membership No. 044101  
**UDIN: 25044101BMIVLK8264**

**Place:** Mumbai  
**Date:** May 7, 2025



**Annexure A****ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF HINDUSTAN COMPOSITES LIMITED FOR THE YEAR ENDED MARCH 31, 2025****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated Financial Statements of the Group for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of **Hindustan Composites Limited** ("the Holding Company") and its Joint Venture.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and a joint venture incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company and a joint venture incorporated in India 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 Group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial controls over financial reporting, 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 over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements and (4) also provide us reasonable assurance by the internal auditors through their internal audit reports given to the Group from time to time.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us the Group has broadly, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Lodha & Co. LLP**  
**Firm Registration No. 301051E/E300284**  
Chartered Accountants

**R.P. Baradiya**  
**Partner**  
Membership No. 044101  
**UDIN: 25044101BMIVLK8264**

**Place:** Mumbai  
**Date:** May 7, 2025

## CONSOLIDATED BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2025

		(₹ In Lakhs)	
Particulars	Note No.	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>I ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	1	13,294.73	13,652.26
(b) Capital Work in Progress	1.1	423.17	-
(c) Intangible assets	2	92.51	98.03
(d) Intangible assets under development	2.1	6.20	-
(e) Financial assets			
(i) Investments	3	91,678.91	83,313.00
(ii) Loans	4	300.00	-
(iii) Other financial assets	5	40.40	50.66
(f) Other non-current assets	6	63.33	52.39
<b>Total non-current assets</b>		<b>105,899.25</b>	<b>97,166.34</b>
<b>Current assets</b>			
(a) Inventories	7	1,150.85	1,427.44
(b) Financial assets			
(i) Investments	8	4,539.80	3,904.07
(ii) Trade receivables	9	5,099.25	3,698.80
(iii) Cash and cash equivalents	10	318.98	69.74
(iv) Bank Balances other than(iii) above	11	38.23	93.39
(v) Loans	12	1,077.47	375.00
(vi) Other financial assets	13	1,125.00	989.26
(c) Other current assets	14	358.55	376.41
<b>Total current assets</b>		<b>13,708.13</b>	<b>10,934.11</b>
<b>Total Assets</b>		<b>119,607.38</b>	<b>108,100.45</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	15	738.45	738.45
(b) Other Equity	16	107,714.02	97,927.56
<b>Total equity</b>		<b>108,452.47</b>	<b>98,666.01</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	-	2.98
(b) Provisions	18	290.57	254.83
(c) Deferred tax liabilities(Net)		4,982.36	4,003.13
(d) Other non current liabilities	19	96.23	109.69
<b>Total non-current liabilities</b>		<b>5,369.16</b>	<b>4,370.63</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	20	2.98	8.54
(ii) Trade payables	21		
- total outstanding dues of micro and small enterprises		370.58	740.33
- total outstanding dues of creditors other than micro and small enterprises		4,860.95	3,923.71
(iii) Other financial liabilities	22	83.06	65.30
(b) Other current liabilities	23	221.64	146.30
(c) Provisions	24	158.14	178.85
(d) Current tax liabilities(Net)	25	88.40	0.78
<b>Total current liabilities</b>		<b>5,785.75</b>	<b>5,063.81</b>
<b>Total Equity and Liabilities</b>		<b>119,607.38</b>	<b>108,100.45</b>
<b>Material accounting policies</b>	A		
<b>See accompanying notes to the consolidated financial statements</b>	B (1 - 39)		

As per our attached report of even date

**For Lodha & Co LLP**  
 Chartered Accountants  
 Firm Registration No. - 301051E/E300284

**R.P. Baradiya**  
 Partner  
 Membership No. 44101

Place: Mumbai  
 Date: 7<sup>th</sup> May, 2025

**For and on behalf of the Board of Directors of  
 Hindustan Composites Limited**

**P. K. Choudhary**  
 Managing Director  
 (DIN 00535670)

**Sunil Jindal**  
 Chief Financial Officer

**Lalit Kumar Bararia**  
 Independent Director  
 (DIN 00204670)

**Arvind Purohit**  
 Company Secretary  
 Membership No. A33624

## CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2025

(₹ In Lakhs)

Particulars	Note No.	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>I</b> Revenue from operations	<b>26</b>	32,508.01	29,768.43
<b>II</b> Other income	<b>27</b>	905.30	92.59
<b>III Total Income ( I + II )</b>		<b>33,413.31</b>	<b>29,861.02</b>
<b>IV Expenses</b>			
Cost of materials consumed	<b>28</b>	14,326.37	13,077.62
Changes in inventories of finished goods and work-in-progress	<b>29</b>	(30.47)	78.05
Employee benefits expense	<b>30</b>	4,194.36	3,909.95
Finance costs	<b>31</b>	8.40	8.96
Depreciation and amortisation expense	<b>1 &amp; 2</b>	1,032.71	952.51
Other expenses	<b>32</b>	8,136.44	7,573.77
<b>Total Expenses</b>		<b>27,667.81</b>	<b>25,600.86</b>
<b>V Profit before exceptional item and tax ( III - IV )</b>		<b>5,745.50</b>	<b>4,260.16</b>
<b>VI Exceptional item:</b> Settlement of disputed claims of ex-workmen and related expenses		<b>1,275.00</b>	-
<b>VII Profit before share of (loss) of joint venture ( V - VI )</b>		<b>4,470.50</b>	4,260.16
<b>VIII Share of (loss) of joint venture</b>	<b>38</b>	-	-
<b>IX Profit before tax ( VII - VIII )</b>		<b>4,470.50</b>	4,260.16
<b>X Tax Expense:</b>			
Current tax		901.11	923.64
Deferred tax		69.66	(144.19)
Tax expense relating to earlier years		-	39.56
<b>Total Tax Expense</b>		<b>970.77</b>	<b>819.01</b>
<b>XI Profit for the year ( IX - X )</b>		<b>3,499.73</b>	<b>3,441.15</b>
<b>XII Other Comprehensive Income</b>			
<b>A. (i)</b> Items that will not be reclassified to profit or loss		7,677.03	5,223.48
(ii) Income tax relating to items that will not be reclassified to profit or loss		(1,184.52)	(1,392.59)
<b>B. (i)</b> Items that will be reclassified to profit or loss		151.90	(431.21)
(ii) Income tax relating to items that will be reclassified to profit or loss		(62.30)	35.72
<b>XIII Total Comprehensive Income for the year ( XI + XII )</b>		<b>10,081.84</b>	<b>6,876.55</b>
<b>Earnings per equity share of ₹ 5 each ( Basic and Diluted )</b>	<b>35</b>	<b>23.70</b>	<b>23.30</b>
<b>Material accounting policies</b>	<b>A</b>		
<b>See accompanying notes to the consolidated financial statements</b>	<b>B ( 1 - 39 )</b>		

As per our attached report of even date

**For Lodha & Co LLP**  
Chartered Accountants  
Firm Registration No. - 301051E/E300284

**R.P. Baradiya**  
Partner  
Membership No. 44101

Place: Mumbai  
Date: 7<sup>th</sup> May 2025

**For and on behalf of the Board of Directors of  
Hindustan Composites Limited**

**P. K. Choudhary**  
Managing Director  
(DIN 00535670)

**Sunil Jindal**  
Chief Financial Officer

**Lalit Kumar Bararia**  
Independent Director  
(DIN 00204670)

**Arvind Purohit**  
Company Secretary  
Membership No. A33624

## STATEMENT OF CONSOLIDATED CASH FLOW FOR THE YEAR ENDED 31st MARCH, 2025

Particulars	(₹ In Lakhs)	
	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>A Cash flow from operating activities:</b>		
<b>Net profit before tax</b>	<b>4,470.50</b>	<b>4,260.16</b>
<b>Adjustment to reconcile profit before tax to net cash flows</b>		
Depreciation and amortization expense	1,032.71	952.51
Fair valuation of investments through profit and loss	(192.35)	(410.58)
Profit on sale of investments carried at fair value through profit and loss (net)	(47.05)	(772.90)
Interest Income	(3,648.03)	(3,284.02)
Interest Income on Income Tax Refund	-	(22.72)
Dividend Income	(193.73)	(232.03)
Profit on Sale of Property, Plant and Equipment	(527.56)	(5.60)
Loss on Sale/discard of Property, Plant and Equipment	-	72.07
Remeasurements of defined benefit plans	(79.81)	(11.19)
Interest expenditure	8.41	8.96
<b>Operating profit before working capital changes</b>	<b>823.09</b>	<b>554.66</b>
<b>Adjustment for:</b>		
(Increase)/Decrease in trade receivable	(1,400.45)	240.73
(Increase)/Decrease in Other Financial Assets	10.25	6.17
(Increase)/Decrease in Other Non Current Assets	(10.94)	(17.17)
(Increase)/Decrease in trade payable	52.49	(9.47)
(Increase)/Decrease in Inventories	276.78	(76.98)
(Increase)/Decrease in Other Current Financial Assets	6.10	94.06
(Increase)/Decrease in Other Current Assets	17.87	(79.01)
(Decrease)/Increase in trade payables	567.77	566.92
(Decrease)/Increase in long term provisions	35.76	(51.15)
(Decrease)/Increase in short term provisions	(21.52)	(4.64)
(Decrease)/Increase in other current financial liabilities	17.77	(27.63)
(Decrease)/Increase in other current liabilities	76.13	(90.19)
(Decrease)/Increase in other non current liabilities	(13.61)	5.79
<b>Cash generated from/(used in) operations</b>	<b>437.49</b>	<b>1,112.09</b>
Add/(Deduct) :		
Dividend Received	193.73	232.03
Interest Received	3,506.21	3,422.32
<b>Net cash generated from operating activities before taxes</b>	<b>4,137.43</b>	<b>4,766.44</b>
Direct taxes paid (net)	(1,151.16)	(739.67)
<b>Net cash generated from/(used in) operating activities</b>	<b>2,986.27</b>	<b>4,026.77</b>
<b>B Cash flow from investing activities</b>		
Purchase of Property, Plant and Equipment	(2,068.99)	(3,645.12)
Proceeds on sale of Property, Plant and Equipment	1,497.54	10.25
Purchase of Investments	(14,058.77)	(14,456.70)
Proceeds on sale of Investments	13,839.49	14,080.13
Inter-Corporate Deposits Placed	(1,180.00)	(775.00)
Inter-Corporate Deposits Redeemed	180.00	1,300.00
<b>Net cash generated from/(used in) investing activities</b>	<b>(1,790.73)</b>	<b>(3,486.44)</b>
<b>C Cash flow from financing activities</b>		
Proceeds/(repayment) from long-term borrowings (net)	(2.98)	(8.54)
Proceeds/(repayment) from short-term borrowings (net)	(5.56)	(80.68)
Dividend paid	(295.38)	(295.38)
Interest paid	(8.41)	(8.96)
<b>Net Cash generated from/(used in) financing activities</b>	<b>(312.33)</b>	<b>(393.56)</b>
<b>D Net Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>	<b>883.21</b>	<b>146.77</b>
<b>Cash and Cash equivalents</b>		
At the beginning of the year	<b>775.70</b>	<b>628.93</b>
At the end of the year (Refer note below)	<b>1,658.91</b>	<b>775.70</b>

Note : The Closing Cash and Cash Equivalents include investment in Liquid Mutual fund units at cost of ₹ 1,339.93 lakhs (Previous Year ₹ 705.96 lakhs)

### Material accounting policies

See accompanying notes to the consolidated financial statements

A  
B (1 - 39)

As per our attached report of even date

### For Lodha & Co LLP

Chartered Accountants

Firm Registration No. - 301051E/E300284

### R.P. Baradiya

Partner

Membership No. 44101

Place: Mumbai

Date: 7<sup>th</sup> May 2025

### For and on behalf of the Board of Directors of

Hindustan Composites Limited

### P. K. Choudhary

Managing Director

(DIN 00535670)

### Sunil Jindal

Chief Financial Officer

### Lalit Kumar Bararia

Independent Director

(DIN 00204670)

### Arvind Purohit

Company Secretary

Membership No. A33624



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2025**
**(a) Equity Share Capital**

(₹ In Lakhs)

Particulars	Amount
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>738.45</b>
Changes in equity share capital due to prior period errors	-
Restated balance as at 31 <sup>st</sup> March, 2023	<b>738.45</b>
Changes in equity share capital during the year	-
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>738.45</b>
Changes in equity share capital due to prior period errors	-
Restated balance as at 31 <sup>st</sup> March, 2024	<b>738.45</b>
Changes in equity share capital during the year	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>738.45</b>

**(b) Other Equity**

(₹ In Lakhs)

Particulars	Reserves and surplus			Items of other comprehensive income			Total
	Capital redemption reserve	General reserve	Retained earnings	Debt instruments	Equity Instruments	Others - Actuarial gain/ (loss)	
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>57.70</b>	<b>66,050.13</b>	<b>10,800.75</b>	<b>294.84</b>	<b>14,512.46</b>	<b>(369.49)</b>	<b>91,346.39</b>
Profit for the year	-	-	3,441.15	-	-	-	3,441.15
Other comprehensive income for the year (Net)	-	-	-	(395.49)	3,840.12	-	3,444.63
Remeasurements of net defined benefit plans (Net)	-	-	-	-	-	(9.23)	(9.23)
Amount transferred in respect of realised gain (Net)	-	-	1,001.95	-	(1,001.95)	-	-
Dividend paid during the year	-	-	(295.38)	-	-	-	(295.38)
Transfer to General reserve	-	4,000.00	(4,000.00)	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>57.70</b>	<b>70,050.13</b>	<b>10,948.47</b>	<b>(100.65)</b>	<b>17,350.63</b>	<b>(378.72)</b>	<b>97,927.56</b>
Profit for the year	-	-	3,499.73	-	-	-	3,499.73
Other comprehensive income for the year (Net)	-	-	-	89.60	6,558.32	-	6,647.92
Remeasurements of net defined benefit plans (Net)	-	-	-	-	-	(65.81)	(65.81)
Amount transferred in respect of realised gain (Net)	-	-	2,290.03	-	(2,290.03)	-	-
Dividend paid during the year	-	-	(295.38)	-	-	-	(295.38)
Transfer to General reserve	-	10,000.00	(10,000.00)	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>57.70</b>	<b>80,050.13</b>	<b>6,442.85</b>	<b>(11.05)</b>	<b>21,618.92</b>	<b>(444.53)</b>	<b>107,714.02</b>

Refer note 16 for nature and purpose of the reserves.

**Material accounting policies**

A

**See accompanying notes to the consolidated financial statements**

B (1 - 39)

As per our attached report of even date

**For Lodha & Co LLP**

Chartered Accountants

Firm Registration No. - 301051E/E300284

**R.P. Baradiya**

Partner

Membership No. 44101

Place: Mumbai

 Date: 7<sup>th</sup> May 2025

**For and on behalf of the Board of Directors of**
**Hindustan Composites Limited**
**P. K. Choudhary**

Managing Director

(DIN 00535670)

**Sunil Jindal**

Chief Financial Officer

**Lalit Kumar Bararia**

Independent Director

(DIN 00204670)

**Arvind Purohit**

Company Secretary

Membership No. A33624

## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### CORPORATE OVERVIEW:

The consolidated financial statements comprise financial statements of Hindustan Composites Limited is a public limited company and its joint venture, namely Compo Advics (India) Pvt. Ltd., (collectively referred to as "the Group") for the year ended 31 March 2025. The Group's share in the Joint Venture is 49%.

Hindustan Composites Limited ("the Group") is a public limited company domiciled in India and is incorporated under the provision of the Companies Act, 2013 applicable in India. Its shares are listed on BSE Limited and National Stock Exchange of India Limited.

The registered office of the Company is located at Peninsula Business Park, A Tower, 8<sup>th</sup> Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 (Maharashtra).

The Group is engaged in the business of manufacturing and marketing of fibre based friction material, consisting of Brake Liners, Roll Lining, Brake Block, Clutch Facing etc and investments.

The Consolidated Financial Statements has been approved in the board meeting held on 7<sup>th</sup> May, 2025.

### A. MATERIAL ACCOUNTING POLICIES AND NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

#### a) Basis Of Preparation of Financial Statements:

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('the Act') read with rule 3 of the Companies (Indian Accounting standards) Rules, 2015 and amendment rules issued there after.

The consolidated financial statements of the Group are prepared on the accrual basis of accounting and Historical cost convention except for the following material items that have been measured at fair value as required by the relevant Ind AS:

- i) Certain financial assets and liabilities are measured at Fair value
- ii) Defined benefit employee plan

All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

#### b) Uses of estimates and judgments:

The preparation of the financial statements requires the Management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement,

classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the consolidated financial statements are continuously evaluated by the Group and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances. Actual results may differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

### Critical accounting judgements and key source of estimation uncertainty

The Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities 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. Actual results may differ from these estimates

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future periods.

#### (a) Depreciation / amortisation and useful lives of property plant and equipment and intangible assets

Property, plant and equipment and intangible assets are depreciated / amortised over their estimated useful lives, after taking into account its estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates. Depreciation on the fixed assets added / disposed off/ discarded during the year is provided on pro-rata basis with reference to the month of addition / disposal / discarding.

#### (b) Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**(c) Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized in the financial statements.

**(d) Measurement of defined benefit obligations**

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis. The assumptions used in determining the net interest cost/(income) for defined benefit plans include the discount rate. Any changes in these assumptions will impact the carrying amount of defined benefit obligations.

**c) Basis of Consolidation**

The consolidated financial statements comprise the financial statements of the Group as at 31 March 2025.

**Investment in joint venture:**

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting.

Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised

directly in equity as capital reserve in the period in which the investment is acquired.

After application of the equity method of accounting, the Group determines whether there is any objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate or a joint venture and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate or a joint venture.

Distributions received from an associate or a joint venture reduce the carrying amount of the investment. Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transactions provides evidence of an impairment of the assets transferred.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

**d) Property, plant and equipment and Intangible assets****Property, plant and equipment**

Freehold land is carried at cost. All other items of property, plant and equipment are measured at historical cost less accumulated depreciation and impairment losses, if any. Costs include freight, import duties, non-refundable purchase taxes and other expenses directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

The cost of property, plant and equipment which are not ready for their intended use before such date, are disclosed as capital work-in-progress.

The Group assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any, such indication exists, the carrying value of such asset is reduced to its recoverable amount and the impairment loss is charged to profit and loss account. If at the balance Sheet date there is any deduction that a previously assessed impairment loss no longer

## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

exists, then such loss is reversed and the asset is restated to that effect.

### **Intangible assets:**

Technical Know How and Computer software are stated at cost, less accumulated amortisation and impairments, if any.

### **Depreciation/ amortisation methods, estimated useful lives and residual value**

Depreciation is provided on a Straight Line Method, over the estimated useful lives of assets. Leasehold land is amortised over period of lease. Leasehold improvements are amortised over the period of lease or estimated useful lives which ever is lower.

The Group depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II of the Companies Act, 2013 and management believe that useful lives of assets are same as those prescribed in Schedule II of the Companies Act, 2013.

The Group amortizes computer software with a useful life using the straight-line method over the period of 6 years from the date of acquisition.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

### **Assets held for sale**

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met:

- (i) decision has been made to sell.
- (ii) the assets are available for immediate sale in its present condition.
- (iii) the assets are being actively marketed and
- (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

### **e) As a lessee**

#### **Operating Lease**

The Group, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made on or before the commencement date plus any initial direct costs incurred. The right-of-use assets

is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the lease term.

### **f) Cash and Cash Equivalents:**

Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value and have an original maturity of three months or less, including money market deposits, commercial paper and investments. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

### **g) Inventories:**

Inventories of Raw Materials, Work-in-Progress, Stores and spares and Finished Goods are stated 'at cost or net realisable value, whichever is lower'.

Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The Goods and Service Tax (GST) in respect of closing inventory of finished goods is included as part of finished goods. Cost formula used is 'Weighted Average cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Group.

### **h) Financial Instruments**

#### **Financial assets - Initial recognition**

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the statement of profit and loss.

#### **Subsequent measurement**

Financial assets are subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both

- (a) the entity's business model for managing the financial assets and
- (b) the contractual cash flow characteristics of the financial asset.

NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**(i) Measured at amortised cost:**

Financial assets are subsequently measured at amortised cost, if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Measured at fair value through other comprehensive income (FVTOCI):**

Financial assets are measured at FVTOCI, if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

**(iii) Measured at fair value through profit or loss (FVTPL):**

Financial assets other than equity instrument are measured at FVTPL unless it is measured at amortised cost or at FVTOCI on initial recognition. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

**Equity instruments:**

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Group's right to receive payments is established.

**Impairment**

The Group assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The impairment losses and reversals are recognised in Statement of Profit and Loss.

**De-recognition**

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has

neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

On de-recognition of equity instruments measured at FVTOCI, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from other equity to retain earnings as a reclassification adjustment.

**Financial Liabilities**

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss. "

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

**De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. 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 recognised in the statement of profit or loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Derivative financial instruments:**

Derivative financial instruments such as future contracts are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

**i) Fair Value Measurement**

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.



## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

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.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ✓ In the principal market for the asset or liability, or
- ✓ In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ✓ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ✓ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ✓ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### j) Borrowings:

Borrowings are initially recognised at net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the

Consolidated Statement of Profit and Loss over the period of the borrowings using the effective interest method.

### k) Borrowing costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

### l) Provisions and contingent liabilities:

Provisions for legal claims, volume discounts and returns are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. The carrying amounts of provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the future outcome cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

### m) Revenue recognition:

#### i) Sale of goods:

Revenue from the sale of goods is recognised when the control of the goods passes to the buyer either at the time of dispatch or delivery or when the risk of loss transfers. Export sales are recognized based on the shipped on board date as per bill of lading, which is when substantial risks and rewards of ownership are passed to the customers.

Revenue from sale of goods is net of taxes and recovery of charges collected from customers like transport, packing etc. Provision is made for returns when appropriate. Revenue is measured at the fair value of



## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

consideration received or receivable and is net of price discounts, allowance for volume rebates and similar items.

### ii) **Rendering of services:**

Revenue from sale of services are recognized when the services are rendered.

### iii) **Investment Income:**

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest. For all financial instruments measured at amortised cost, interest income is recorded using the Effective interest rate method to the net carrying amount of the financial assets.

### iv) **Other operating Income:**

Export incentives are accounted in the year of export.

### v) **Variable Consideration:**

If the consideration in a contract includes a variable amount, the company estimates the amount of consideration to which it will be entitled to in exchange for transferring goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant reversal of revenue will not occur once associated uncertainties are resolved. Some contracts with the customers provide them with a right to return and volume rebates. The right to return and volume rebates gives rise to variable consideration.

The amount of variable consideration is calculated by either using the expected value or the most likely amount depending on which is expected to better predict the amount of variable consideration. Consideration is also adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit either to the customer or the Company. If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation based on relative stand-alone selling prices. If stand-alone selling prices are not observable, the Company reasonably estimates those revenue is recognized for each performance obligation either at a point in time or over time.

### n) **Employee Benefits:**

The Group provides following post-employment plans:

- (i) Defined benefit plans such as gratuity and pension &
- (ii) Defined contribution plans such as Provident fund

### a) **Defined-benefit plan:**

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plan is the present value of defined benefit obligations at the end of the reporting period less fair value of the plan assets. The defined benefit obligations is calculated annually by actuaries using the projected unit credit method.

The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of the plan assets. This cost is included in employee benefit expenses in the consolidated statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from experience adjustment and changes in actuarial assumptions, the effect of asset excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

### b) **Defined-contribution plan:**

Under defined contribution plans, provident fund, the Group pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Group's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

### c) **Other employee benefit**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date based on an actuarial valuation.

### o) **Foreign Currency Transactions:**

The consolidated financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency.

## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

### p) **Income tax**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss except when they relate to items that are recognised in other comprehensive income or directly in equity, in such case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income-tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal income-tax during the specified period.

### q) **Segment Reporting:**

The Group has identified its Managing Director as the Chief Operating Decision Maker. Operating segments are reported in a manner consistent with the internal reporting provided to managing director of the Group. The Managing Director evaluates the Group's performance and allocates resources as a whole.

### r) **Research and Development:**

Research costs are expensed as incurred. Product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, further economic benefits are probable, the Group has an intention and ability to complete and use or sell the product and the costs can be measured reliably.

### s) **Earnings Per Share:**

Basic EPS is arrived at based on net profit or (loss) after taxation available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

### t) **Contract balances:**

#### i) **Trade Receivables:**

A receivable represents the Groups's right to an amount of consideration that is unconditional (i.e. only a passage of time is required to before payment of the consideration is due).

#### ii) **Contract liabilities:**

A contract liability is the obligation to transfer goods or services to a customer for which the company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the company transfer goods and services to the customer, a contract liability is recognised when the payment is made or the payment is due, whichever is earlier. Contract liabilities are recognised as revenue when the company performs under the contract.

## 1 Property, Plant and Equipment

Particulars	Land		Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Total
	Freehold	Leasehold						
Gross Carrying Amount :								
Balance as at 31 <sup>st</sup> March, 2023	282.11	1.56	9,346.59	5,284.23	894.89	437.36	199.92	16,446.66
Additions	-	-	1,994.24	1,334.38	40.19	245.12	17.61	3,631.54
Adjustments / Disposals	-	-	18.50	879.57	52.88	4.41	58.46	1,013.82
Assets held for sale	-	-	-	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	282.11	1.56	11,322.33	5,739.04	882.20	678.07	159.07	19,064.38
Additions	-	-	156.93	1,207.69	117.19	116.75	22.25	1,620.81
Adjustments / Disposals	-	-	1,118.46	177.51	35.05	96.18	6.07	1,433.27
Assets held for sale	-	-	-	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	282.11	1.56	10,360.80	6,769.22	964.34	698.64	175.25	19,251.92
Accumulated Depreciation :								
Balance as at 31 <sup>st</sup> March, 2023	-	0.16	1,348.05	3,112.03	545.48	272.93	136.42	5,415.07
Depreciation charge for the year	-	0.02	214.71	595.43	57.08	42.75	24.05	934.04
Adjustments / Disposals	-	-	14.41	819.04	47.44	1.63	54.47	936.99
Assets held for sale	-	-	-	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	-	0.18	1,548.35	2,888.42	555.12	314.05	106.00	5,412.12
Depreciation charge for the year	-	0.02	209.90	655.38	54.54	65.61	22.88	1,008.33
Adjustments / Disposals	-	-	168.64	165.60	33.03	90.26	5.73	463.26
Assets held for sale	-	-	-	-	-	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	-	0.20	1,589.61	3,378.20	576.63	289.40	123.15	5,957.19
Net Carrying Amount :								
As at 31 <sup>st</sup> March, 2024	282.11	1.38	9,773.98	2,850.62	327.08	364.02	53.07	13,652.26
As at 31 <sup>st</sup> March, 2025	282.11	1.36	8,771.19	3,391.02	387.71	409.24	52.10	13,294.73

## Notes:

- Lease period in respect of Leasehold Land having cost of ₹ 0.80 lakhs is valid till 31/01/2079 and having cost of ₹ 0.76 lakhs is valid till 30/04/2081.
- Buildings include five flats, the titles of which are evidenced by fully paid shares in respective Co-operative Housing Societies.
- Refer Note No. 34(a) for Capital Commitment and Note No. 35(i) for assets given as security.
- The Company has not revalued any of its Property, Plant and Equipment during the current and previous financial year.
- The title deeds of all immovable properties are in the name of Company.
- All lease agreements are duly executed in favour of the Company.

## 1.1 Capital Work in Progress

Description	Capital Work in Progress ageing for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(₹ in Lakhs)					
As at 31 <sup>st</sup> March , 2025					
Projects in progress - Office premises	423.17	-	-	-	423.17
Projects temporarily suspended	-	-	-	-	-
Total	423.17	-	-	-	423.17
As at 31 <sup>st</sup> March , 2024					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

## Notes:

There are no capital work in progress where completion is overdue against original planned timelines or where estimated cost exceeds its original planned cost as on 31<sup>st</sup> March 2025 and 31<sup>st</sup> March 2024.

## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### 2 Intangible assets

(₹ In Lakhs)

Particulars	Computer Software	Total
<b>Gross Carrying Amount :</b>		
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>103.61</b>	<b>103.61</b>
Additions	43.92	43.92
Adjustments / Disposals	9.12	9.12
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>138.41</b>	<b>138.41</b>
Additions	18.86	18.86
Adjustments / Disposals	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>157.27</b>	<b>157.27</b>
<b>Accumulated Depreciation :</b>		
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>29.62</b>	<b>29.62</b>
Amortisation for the year	18.47	18.47
Adjustments / Disposals	7.71	7.71
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>40.38</b>	<b>40.38</b>
Amortisation for the year	24.38	24.38
Adjustments / Disposals	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>64.76</b>	<b>64.76</b>
<b>Net Carrying Amount :</b>		
<b>Balance as at 31<sup>st</sup> March, 2024</b>	<b>98.03</b>	<b>98.03</b>
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>92.51</b>	<b>92.51</b>

### 2.1 Ageing of Intangible assets under development

(₹ in Lakhs)

Description	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31<sup>st</sup> March , 2025</b>					
Projects in progress - Computer Software	6.20	-	-	-	6.20
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>6.20</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6.20</b>
<b>As at 31<sup>st</sup> March , 2024</b>					
Projects in progress - Computer Software	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### Notes:

- (i) The Company has not revalued its intangible assets during the current year and previous year.
- (ii) There are no intangible assets under development, where completion is overdue or has exceeds its cost compared to its original plan.

NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

## B. NOTES ON ACCOUNTS :

		(₹ in Lakhs)	
Particulars		As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>3</b>	<b>Non Current Investments</b>		
	<b>Equities</b>		
	<b>Equity instruments</b>		
	Investment in Joint venture	980.00	980.00
	Less: Share of accumulated Loss	(980.00)	(980.00)
	Interest in Joint venture	-	-
	Other Equity instruments	53,562.96	44,213.93
	<b>Debt</b>		
	Preference shares	524.61	-
	Government securities	4,002.25	4,519.50
	Debentures and bonds	27,102.96	28,127.35
	Real estate and debt funds	6,486.13	6,452.22
	<b>Total</b>	<b>91,678.91</b>	<b>83,313.00</b>
<b>4</b>	<b>Non Current Loans</b>		
	<b>Unsecured, considered good</b>		
	Inter corporate deposits to related party	300.00	-
	<b>Total</b>	<b>300.00</b>	<b>-</b>
<b>5</b>	<b>Non Current Other Financial Assets</b>		
	Electricity deposits	6.79	21.40
	Rent deposits	9.88	9.13
	Other deposits*	18.86	18.63
	Fixed Deposit with Banks having original maturity for more than twelve months	4.87	1.50
	<b>Total</b>	<b>40.40</b>	<b>50.66</b>
* Includes water deposits, telephone deposits, gas deposits, MIDC and other deposits etc.			
<b>6</b>	<b>Other Non Current Assets</b>		
	Capital advance	46.40	33.05
	Prepaid expenses	16.93	19.34
	<b>Total</b>	<b>63.33</b>	<b>52.39</b>
<b>7</b>	<b>Inventories (Refer note no. A (g) for accounting policy on inventory)</b>		
	Raw materials	694.98	974.02
	Raw materials - Goods in transit	2.64	2.06
	Work-in-progress	206.94	151.91
	Finished goods	176.53	201.09
	Stores and spares	69.76	98.36
	<b>Total</b>	<b>1,150.85</b>	<b>1,427.44</b>
<b>8</b>	<b>Current Investments</b>		
	<b>Debt</b>		
	Preference shares	-	1,192.75
	Debentures and bonds	738.31	2,004.37
	Real estate and debt funds	2,458.08	-
	Mutual funds units	1,343.41	706.95
	<b>Total</b>	<b>4,539.80</b>	<b>3,904.07</b>



## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>9 Trade Receivables</b>		
<b>Unsecured, considered good</b>		
Due from a Related Party	-	-
Other Trade Receivables	5,099.25	3,698.80
<b>Total</b>	<b>5,099.25</b>	<b>3,698.80</b>

### Information about major customers

Revenue from Composite Products to largest customers (greater than 10% of total sales) is ₹ 21,467.40 Lakhs from 12 customers (Previous Year ₹ 18,830.11 Lakhs from 12 customers)

### Ageing for trade receivables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2025<sup>#</sup>

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables considered good	3,895.15	1,162.76	34.55	6.79	-	-	5,099.25
Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-	-
Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>3,895.15</b>	<b>1,162.76</b>	<b>34.55</b>	<b>6.79</b>	<b>-</b>	<b>-</b>	<b>5,099.25</b>
Less: Provision for doubtful debts	-	-	-	-	-	-	-
<b>Total</b>	<b>3,895.15</b>	<b>1,162.76</b>	<b>34.55</b>	<b>6.79</b>	<b>-</b>	<b>-</b>	<b>5,099.25</b>

### Ageing for trade receivables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2024<sup>#</sup>

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables considered good	2,889.21	792.18	12.29	5.12	-	-	3,698.80
Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-	-
Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>2,889.21</b>	<b>792.18</b>	<b>12.29</b>	<b>5.12</b>	<b>-</b>	<b>-</b>	<b>3,698.80</b>
Less: Provision for doubtful debts	-	-	-	-	-	-	-
<b>Total</b>	<b>2,889.21</b>	<b>792.18</b>	<b>12.29</b>	<b>5.12</b>	<b>-</b>	<b>-</b>	<b>3,698.80</b>

<sup>#</sup>There are no unbilled dues

NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>10</b>	<b>Cash and Cash Equivalents</b>		
	Balances with Banks	315.56	66.97
	Cash on hand	3.42	2.77
	<b>Total</b>	<b>318.98</b>	<b>69.74</b>
<b>11</b>	<b>Other Bank Balances</b>		
	Fixed deposit with bank	-	56.76
	<b>Other Balances</b>		
	In Dividend Accounts	38.23	36.63
	<b>Total</b>	<b>38.23</b>	<b>93.39</b>
<b>12</b>	<b>Current Loans</b>		
	<b>Unsecured, considered good</b>		
	Inter corporate deposits	1,075.00	375.00
	Loans and advance to employees	2.47	-
	<b>Total</b>	<b>1,077.47</b>	<b>375.00</b>
<b>13</b>	<b>Other Current Financial Assets</b>		
	Interest accrued on investments	929.37	801.15
	Interest accrued on inter corporate / other deposits	15.38	1.78
	Receivable on sale / redemptions of current investments	168.30	167.06
	Earnest Money Deposits	7.69	11.82
	Other receivables*	4.26	7.45
	<b>Total</b>	<b>1,125.00</b>	<b>989.26</b>
	* Includes Export Incentive, ECGC Premium etc.		
<b>14</b>	<b>Other Current Assets</b>		
	Balance with Government authorities	1.24	2.56
	Advance to suppliers	260.29	295.66
	Prepaid expenses	97.02	78.19
	<b>Total</b>	<b>358.55</b>	<b>376.41</b>
<b>15</b>	<b>Equity Share Capital</b>		
	<b>AUTHORISED</b>		
	16,000,000 Equity Shares of ₹ 5 each	800.00	800.00
	<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
	14,769,000 Equity Shares of ₹ 5 each, fully paid-up	738.45	738.45
	<b>Total</b>	<b>738.45</b>	<b>738.45</b>

## (i) Details of shareholding more than 5%

Particulars	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	No. of Shares	%	No. of Shares	%
Rasoi Ltd.	6,151,722	41.65%	6,151,722	41.65%
Leaders Healthcare Pvt. Ltd. ( Formerly known as Leaders Healthcare Ltd.)	2,475,582	16.76%	2,475,582	16.76%
J L Morison (India) Ltd.	1,107,702	7.50%	1,107,702	7.50%

## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

**(ii) Details of shares held by promoters**

Particulars	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024		% Change during the year
	No. of Shares	%	No. of Shares	%	
(Class of Shares - Equity Shares)					
Rasoi Ltd.	6,151,722	41.65%	6,151,722	41.65%	-
Leaders Healthcare Pvt. Ltd. (Formerly known as Leaders Healthcare Ltd.)	2,475,582	16.76%	2,475,582	16.76%	-
J L Morison (India) Ltd.	1,107,702	7.50%	1,107,702	7.50%	-
Surdas Trading & Mfg Co Limited	252,000	1.71%	252,000	1.71%	-
Goodpoint Advisory Services LLP	198,000	1.34%	198,000	1.34%	-
Lotus Udyog LLP	189,720	1.28%	189,720	1.28%	-
Pallawi Resources Private Limited (Formerly known as Pallawi Resources Limited)	180,000	1.22%	180,000	1.22%	-
Pallawi Trading And Mfg Co Limited	174,000	1.18%	174,000	1.18%	-
Axon Trading & Mfg Co Limited	108,000	0.73%	108,000	0.73%	-
Looklink Advisory Services LLP	96,000	0.65%	96,000	0.65%	-
Silver Trading And Services Limited	84,000	0.57%	84,000	0.57%	-
Noble Business Solutions Limited	56,304	0.38%	56,304	0.38%	-
Shashi Mody	10	0.00%	-	-	0.00%
Varunn Mody	10	0.00%	-	-	0.00%
Sakshi Mody	10	0.00%	-	-	0.00%

**(iii) Rights attached to equity shares:**

The Company has only one class of equity shares having a par value of ₹ 5 each (Previous Year ₹ 5 each). Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after payments to secured and unsecured creditors, in proportion to their shareholding.

**(iv) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:**

Particulars	(No. of Shares)	
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Balance at the beginning of the year	14,769,000	14,769,000
Increase on account of share split	-	-
Bonus shares issued during the year	-	-
Balance at the end of the year	14,769,000	14,769,000

**(v) For a period of 5 years immediately preceding the balance sheet date, the Company has:**

Particulars	As at 31 <sup>st</sup> March				
	2025	2024	2023	2022	2021
Allotted shares on account of split in face value from ₹ 10 per share to ₹ 5 per share.	-	-	-	-	-
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Bonus shares issued during the year	-	-	-	-	-
Bought back any shares issued	-	-	-	-	-

NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**16 Other Equity**

Refer Statement of Changes in Equity for detailed movement in Equity balance.

**A. Summary of Other Equity balance**

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Capital Redemption Reserve	57.70	57.70
General Reserve	80,050.13	70,050.13
Retained Earnings	6,442.85	10,948.47
Items of Other Comprehensive Income		
- Fair value of Debt instruments through OCI	(11.05)	(100.65)
- Fair value of Equity instruments through OCI	21,618.92	17,350.63
- Remeasurements of defined benefit plans	(444.53)	(378.72)
<b>Total</b>	<b>107,714.02</b>	<b>97,927.56</b>

**B. Nature and purpose of reserves**

- (a) **Capital Redemption Reserve:** The Company has recognised Capital Redemption Reserve on buyback of equity shares from its General Reserve. The Capital Redemption Reserve can be utilised for issue of bonus shares.
- (b) **General Reserve:** The Company has transferred a portion of the net profit before declaring dividend to general reserve.
- (c) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders and realised gain on equity instrument transferred from Other Comprehensive Income.
- (d) **Debt Instruments through Other Comprehensive Income:** The fair value change of the debt instruments measured at fair value through other comprehensive income is recognised in Debt instruments through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are reclassified to the Statement of Profit and Loss.
- (e) **Equity Instruments through Other Comprehensive Income:** This represents the cumulative gains and losses arising on fair valuation of equity instruments measured at fair value through other comprehensive income and subsequently not reclassified to the Statement of Profit and Loss, net of amount reclassified to retained earnings when such assets are disposed off.
- (f) **Re-measurements of Net Defined Benefit Plans:** Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised subsequently not reclassified to the Statement of Profit and Loss.

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>17 Non Current Borrowings</b>		
<b>Term Loans</b>		
Secured		
From Banks - Vehicle Loan	-	2.98
<b>Total</b>	<b>-</b>	<b>2.98</b>
<b>18 Non Current Provisions</b>		
Provision for compensated absences	228.38	206.87
Provision for defined benefit plan - gratuity	62.19	47.96
<b>Total</b>	<b>290.57</b>	<b>254.83</b>
<b>19 Other Non Current Liabilities</b>		
Security Deposits	96.23	109.69
<b>Total</b>	<b>96.23</b>	<b>109.69</b>
<b>20 Current Borrowings</b>		
<b>Term Loans</b>		
Secured		
From Banks		
- Vehicle Loan	2.98	8.54
<b>Total</b>	<b>2.98</b>	<b>8.54</b>

## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>21 Trade Payables</b>		
Total Outstanding Dues of Micro and small enterprises	370.58	740.33
Total Outstanding Dues of Creditors other than Micro and small enterprises	4,860.95	3,923.71
<b>Total</b>	<b>5,231.53</b>	<b>4,664.04</b>

### Dues to Micro, Small and Medium Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows :

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
(a) Principal amount remaining unpaid to any supplier at the end of accounting year;	721.53	1,099.36
(b) Interest accrued and due to any supplier at the end of accounting year;	Nil	Nil
(c) Amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during accounting year;	Nil	1.67
(d) Amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
(e) Amount of interest accrued and remaining unpaid at the end of the accounting year;	Nil	Nil
(f) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

Note : The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small enterprises" on the basis of information available with Company.

### Ageing for trade payables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2025<sup>#</sup>

(₹ in Lakhs)						
Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues- MSME	721.53	-	-	-	-	721.53
Undisputed dues - Others	4,117.46	303.75	0.33	80.90	7.55	4,509.99
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>4,838.99</b>	<b>303.75</b>	<b>0.33</b>	<b>80.90</b>	<b>7.55</b>	<b>5,231.52</b>

### Ageing for trade payables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2024<sup>#</sup>

(₹ in Lakhs)						
Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues- MSME	1,099.36	-	-	-	-	1,099.36
Undisputed dues - Others	3,193.12	279.52	92.04	-	-	3,564.68
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>4,292.48</b>	<b>279.52</b>	<b>92.04</b>	<b>-</b>	<b>-</b>	<b>4,664.04</b>

<sup>#</sup> There are no unbilled dues.

NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>22 Other Financial Liabilities</b>		
Unclaimed / Unpaid dividends	38.23	36.63
Capital Creditors	44.83	28.67
<b>Total</b>	<b>83.06</b>	<b>65.30</b>
<b>23 Other Current Liabilities</b>		
Statutory Dues	221.64	146.30
<b>Total</b>	<b>221.64</b>	<b>146.30</b>
<b>24 Current Provisions</b>		
Provision for compensated absences	39.93	40.86
Provision for defined benefit plan - gratuity	118.21	137.99
<b>Total</b>	<b>158.14</b>	<b>178.85</b>
<b>25 Current tax liabilities (Net)</b>		
Provision for income Tax (Net of Advance Tax ₹ 1,151.24 lakhs (Previous Year ₹ 1,175.05 lakhs))	88.40	0.78
<b>Total</b>	<b>88.40</b>	<b>0.78</b>
(₹ in Lakhs)		
Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>26 Revenue From Operations</b>		
<b>Sale of Products</b>		
Manufactured goods	28,356.45	25,016.21
<b>Investment Income</b>		
Dividend	193.73	232.03
Interest	3,648.03	3,284.02
Net gain on sale / Fair valuation of investments through profit/(loss) *	239.40	1,183.48
	<b>4,081.16</b>	<b>4,699.53</b>
<b>Other Operating Income</b>		
Export Incentives	10.68	17.33
Marketing Fees & Royalty Income	7.66	8.41
Insurance Claim - Marine	13.70	0.13
Scrap Sale	37.89	24.09
Others	0.47	2.73
	<b>70.40</b>	<b>52.69</b>
<b>Total</b>	<b>32,508.01</b>	<b>29,768.43</b>
* Includes fair value gain for the year ended 31 <sup>st</sup> March, 2025 amounting to ₹ 192.35 lakhs, (Previous Year ₹ 410.58 lakhs)		
<b>27 Other Income</b>		
Foreign Exchange Gain (Net)	2.32	2.39
Profit on sale of Property, Plant and Equipment (Net)	527.56	5.60
Insurance Claim - Fire	375.42	-
Interest on Income Tax Refund	-	22.72
Excise refund relating to earlier year		61.88
<b>Total</b>	<b>905.30</b>	<b>92.59</b>



## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in Lakhs)		
Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>28 Cost of Materials Consumed</b>		
<b>Raw materials and Components</b>		
Opening Stock	974.02	809.75
Purchases	13,633.40	12,873.24
Less: Closing Stock	694.98	974.02
	13,912.44	12,708.97
<b>Stores and Spare parts consumed</b>		
Opening Stock	98.36	108.53
Purchases	385.33	358.48
Less: Closing Stock	69.76	98.36
	413.93	368.65
<b>Total</b>	<b>14,326.37</b>	<b>13,077.62</b>
<b>29 Changes in Inventories of Finished Goods and Work-In-Progress</b>		
<b>Opening Stock :-</b>		
Work-in-progress	151.91	213.08
Finished goods	201.09	217.97
<b>Total</b>	<b>353.00</b>	<b>431.05</b>
<b>Closing Stock :-</b>		
Work-in-progress	206.94	151.91
Finished goods	176.53	201.09
<b>Total</b>	<b>383.47</b>	<b>353.00</b>
<b>Changes in inventories</b>	<b>(30.47)</b>	<b>78.05</b>
(₹ in Lakhs)		
Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>30 Employee Benefits Expense</b>		
Salaries, wages and incentives	3,823.01	3,517.10
Contributions to provident and other funds	234.94	228.95
Staff welfare expenses	136.41	163.90
<b>Total</b>	<b>4,194.36</b>	<b>3,909.95</b>
<b>31 Finance Cost</b>		
Interest expense	5.51	6.48
Other borrowing costs	2.89	2.48
<b>Total</b>	<b>8.40</b>	<b>8.96</b>
<b>32 Other Expenses</b>		
Packing materials consumed	570.46	542.53
Power and Fuel	1,414.15	1,277.27
Rent	83.17	59.91
Rates and taxes	27.16	34.09
Insurance (including transit insurance)	101.52	74.84
Freight and Forwarding	1,120.23	999.16
Repairs & Maintenance:		
Plant & Machinery	284.50	347.59
Buildings	121.53	109.23
Others	82.76	99.53
Job work charges	2,148.63	1,963.67
Travelling & Conveyance	373.08	387.88
Sales Promotion Expenses	179.24	136.40
Postage, Printing & Stationery	37.40	32.13
Communication Expenses	21.45	20.30

NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Particulars	(₹ in Lakhs)	
	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
Loss on sale/discarding / fire of property, plant and equipment	-	72.07
Investment management and other expenses	307.35	251.30
Legal & Professional Expenses	512.51	470.75
Remuneration to Auditors:		
Audit fees (including limited review fees)	13.00	11.00
Certification fees	0.20	-
Reimbursement of out of pocket expenses	0.37	0.35
Contribution towards Corporate Social Responsibility (CSR)	96.28	85.00
Charity and donations	444.76	370.97
Miscellaneous Expenses	196.69	227.80
<b>Total</b>	<b>8,136.44</b>	<b>7,573.77</b>

**33 Contingent Liabilities:**

The Company's litigations comprises of claims related to property disputes and proceedings pending with Tax and other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required.

**34 Commitments:**

- (a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance, unsecured considered good), as at 31<sup>st</sup> March 2025 for ₹ 279.45 Lakhs (net of advance of ₹ 46.31 Lakhs); Previous Year (₹ 269.20 Lakhs (net of advance of ₹ 30.05 Lakhs)).
- (b) In respect of investments made with private equity funds / debt funds, the Company is further committed to invest as at 31<sup>st</sup> March, 2025 for ₹ 5547.81 Lakhs; Previous Year (₹ 2,567.15 Lakhs).

**35 Earnings Per Share**

Particulars	(₹ in lakhs except EPS and No. of equity shares)	
	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
Net Profit as per Profit & Loss Account	3,499.73	3,441.15
Weighted average number of equity shares outstanding	14,769,000	14,769,000
Basic and Diluted EPS (Face value of ₹ 5 each)	23.70	23.30

**36 Related party disclosure with whom transactions have been entered during the year in the ordinary course of the business :****(A) Relationships:****(i) Joint ventures in which the entity is a joint venturer:**

Compo Advics (India) Pvt. Ltd.

**(ii) Key Management Personnel (KMP):**

Mr. P. K. Choudhary - Managing Director

Mr. Sunil Jindal - Chief Financial Officer (CFO)

Mr. Arvind Purohit - Company Secretary and Compliance Officer (Appointed w.e.f. 29<sup>th</sup> May, 2024)

Mr. Ravi Motilal Vaishnav - Company Secretary and Compliance Officer (resigned w.e.f. 5<sup>th</sup> April, 2024)

Mr. Pranabh Kapoor - Company Secretary and Compliance Officer (resigned w.e.f. 13<sup>th</sup> April, 2023)

**(iii) Non Executive Directors:**

Mr. Raghu Mody - Non Executive Chairman (Deceased on 8<sup>th</sup> February, 2024)

Mr. Deepak Sethi, Independent Director (Ceased w.e.f. 22<sup>nd</sup> April, 2025)

Mr. Vinay Raj Sarin, Non Executive & Non Independent Director

Mr. Lalit Kumar Bararia, Independent Director

Mr. Rajan Arvind Dalal, Independent Director (w.e.f. 21<sup>st</sup> February, 2024)

Mr. Snehal Natvarlal Muzoomdar, Independent Director (w.e.f. 1<sup>st</sup> October, 2024)

Mr. Ashok B Vaidya, Independent Director (up to 31<sup>st</sup> March, 2024)

## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Mr. K. S. Brar, Independent Director (up to 31<sup>st</sup> March, 2024)

Mrs. Preeti Vimal Agrawal, Independent Director

**(iv) Other Related Parties:** (promoter/promoter group and relative(s) of director(s))

Rasoi Ltd.,\*

Leaders Healthcare Pvt. Ltd.\* ( Formerly known as Leaders Healthcare Ltd.)

J.L. Morison (India) Ltd.

Pallawi Resources Pvt. Ltd. (Formerly known as Pallawi Resources Ltd.)

Rasoi Express Pvt. Ltd.

Mode Enterprises LLP

Alipore Consultants Pvt. Ltd

Mr. Varunn Mody - President Treasury

Mrs. Shashi Mody

Mrs. Sakshi Mody

Mrs. Monica Sarin

\*Entities belonging to promoter/promoter group holding 10% or more shareholding in the Company.

**(B) Transactions carried out with related parties referred in (A) above, in ordinary course of business:**

		(₹ in Lakhs)	
Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024	
<b>(i) Inter Corporate Deposits Given</b>			
Pallawi Resources Pvt. Ltd.	380.00	-	
Leaders Healthcare Pvt. Ltd.	-	200.00	
<b>(ii) Inter Corporate Deposits Refund Received</b>			
Pallawi Resources Pvt. Ltd.	80.00	225.00	
Leaders Healthcare Pvt. Ltd.	-	200.00	
<b>(iii) Rent Paid *</b>			
J.L. Morison (India) Ltd.	-	15.97	
Mr. Varunn Mody	28.80	26.70	
Pallawi Resources Pvt. Ltd.*	29.45	4.67	
* Including GST			
<b>(iv) Income</b>			
<b>Royalty</b>			
- Compo Advics (India) Pvt. Ltd.	7.66	8.41	
<b>Interest</b>			
- Pallawi Resources Pvt. Ltd.	15.22	6.16	
- Leaders Healthcare Pvt. Ltd.	-	4.57	
<b>(v) Purchase of Fixed Assets</b>			
Rasoi Ltd.	-	1,800.00	
<b>(vi) Salary and other employee benefits to Whole Time Directors and KMP</b>			
Mr. P.K. Choudhary	102.76	107.78	
Mr. Sunil Jindal	32.82	30.42	
Mr. Arvind Purohit	16.50	-	
Mr. Ravi Motilal Vaishnav	0.31	16.56	
Mr. Pranabh Kapoor	-	0.70	
<b>(vii) Salary and other employee benefits to relatives of Directors &amp; Key Managerial Personnel</b>			
Mrs. Shashi Mody	28.68	29.33	

NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Particulars	(₹ in Lakhs)	
	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>(viii) Directors sitting fees and commission to independent and non executive directors</b>		
Mr. Raghu Mody	-	0.20
Mr. Ashok B Vaidya	-	2.00
Mr. K. S. Brar	-	2.00
Mr. Deepak Sethi	0.80	3.30
Mr. Lalit Kumar Bararia	5.80	3.00
Mr. Vinay Raj Sarin	0.60	0.50
Mr. Rajan Arvind Dalal	5.40	-
Mr. Snehal Muzoomdar	2.60	-
Mrs. Preeti Vimal Agrawal	6.50	2.90
<b>(ix) Other Transactions</b>		
Rasoi Express Pvt. Ltd. (Purchase of Air Tickets)*	-	44.69
Compo Advics (India) Pvt. Ltd. (Purchase of Raw Material)*	20.01	5.55
Compo Advics (India) Pvt. Ltd. (Sale of Raw Material)*	44.35	54.87
Compo Advics (India) Pvt. Ltd. (Reimbursement of Sales Promotion Expenses - Coupons)	22.49	19.80
Mode Enterprises LLP (Service Charges)	18.55	18.95
Alipore Consultants Pvt. Ltd. (Consultancy charges)	5.00	-
J.L. Morison (India) Ltd. (Reimbursement of Expenses)	21.36	-
Mrs. Sakshi Mody (Professional Fees)	18.00	18.00
Mrs. Monica Sarin	10.00	-
Mr. Varunn Mody (Salary)	102.40	96.29
* Including GST		

**(C) Balances outstanding with related parties referred in (A) above, in ordinary course of business:**

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>(i) Receivable:</b>		
<b>- Inter Corporate Deposits:</b>		
Pallawi Resources Pvt. Ltd.	300.00	-
<b>- Others Receivable:</b>		
Mr. Varunn Mody (Rent Deposit Receivable)	6.60	6.60
<b>(ii) Payable:</b>		
<b>- Commission to independent directors</b>		
Mr. Rajan Arvind Dalal	4.50	-
Mr. Snehal Natvarlal Muzoomdar	2.25	-
Mr. Lalit Kumar Bararia	4.50	1.90
Mr. Deepak Sethi	-	1.90
Mrs. Preeti Vimal Agrawal	4.50	1.90
<b>- Others</b>		
Compo Advics (India) Pvt. Ltd. (Trade Payable)	179.81	180.94
<b>(iii) Investment in: (at cost)</b>		
J.L. Morison (India) Ltd.	515.49	515.49
Rasoi Limited	1,876.23	1,876.23

Note:

- Related party transactions have been disclosed on basis of value of transactions in terms of the respective contracts.
- Aforesaid transactions with the related parties are in the ordinary course of business based on normal commercial terms, conditions, market rates with the related parties.
- Managerial remuneration/KMP remuneration does not include post-employment benefits and other long-term benefits (Gratuity and Leave entitlement) based on actuarial valuation as these are done for the Company as a whole.

## NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### 37 Investment in other entities:

#### Details and financial information of material joint venture

(₹ in Lakhs)				
Name of associate	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest / voting rights held by the Group	
			As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Compo Advics (India) Pvt. Ltd.	Manufacturing of Disc Brake Pads	Place of incorporation - Mumbai, Principal place of business - Bhalgaon Dist. Aurangabad	49.00%	49.00%

The above joint venture is accounted for using the equity method in these consolidated financial statements.

#### Summarised financial information of material joint ventures

Summarised financial information in respect of each of the Group's material joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with Ind AS adjusted by the Group for equity accounting purposes.

(₹ in Lakhs)				
Particulars	As % of consolidated net assets	Net Assets, i.e., total assets minus total liabilities As at 31 <sup>st</sup> March, 2025	As % of consolidated net assets	Net Assets, i.e., total assets minus total liabilities As at 31 <sup>st</sup> March, 2024
<b>Non-current assets</b>	49%	<b>401.12</b>	49%	<b>412.98</b>
<b>Current assets</b>				
Cash & Cash equivalents		0.11		4.45
Others		236.95		196.85
<b>Total Assets [A]</b>	49%	<b>638.18</b>	49%	<b>614.28</b>
<b>Non-current liabilities</b>		945.41		897.77
<b>Current liabilities</b>				
Current financial liabilities		212.14		149.17
Others		28.86		11.94
<b>Total Liabilities [B]</b>	49%	<b>1,186.41</b>	49%	<b>1,058.88</b>
<b>Net Assets [A-B]</b>	49%	(548.23)	49%	(444.60)

Particulars	As % of consolidated profit or loss	Share in profit or loss Year ended 31 <sup>st</sup> March, 2025	As % of consolidated profit or loss	Share in profit or loss Year ended 31 <sup>st</sup> March, 2024
Revenue	49%	542.75	49%	649.62
(Loss) for the year		(103.02)		(53.59)
Other comprehensive income for the year		(0.58)		(0.18)
Total comprehensive income for the year	49%	(103.60)	49%	(53.77)
Dividends received from the associate during the year		-		-

The above profit/(loss) for the year include the followings:

NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025

Particulars	As % of consolidated profit or loss	Share in profit or loss Year ended 31 <sup>st</sup> March, 2025	As % of consolidated profit or loss	Share in profit or loss Year ended 31 <sup>st</sup> March, 2024
Depreciation and amortisation	49%	45.08	49%	46.31
Interest income		-		-
Interest expenses	49%	49.45	49%	50.72
Income tax expenses		-		-

Reconciliation of the above summarised financial information to the carrying amount of the interest in recognised in the consolidated financial statements:

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Net assets of the joint venture	(548.23)	(444.60)
<b>Add/(Less) Consolidation Adjustments</b>		
Impact of gain on downstream transactions	(548.23)	(444.60)
<b>Proportion of the Group's ownership interest in</b>	49.00%	49.00%
Carrying amount of the Group's interest in Joint venture	-	-
Obligation towards Joint venture	<b>179.81</b>	<b>180.94</b>

- 38** (a) The Company's share of losses in the Joint Venture Company i.e. Compo Advics (India) Pvt. Ltd. has exceeded its investment value and therefore, in compliance with IND AS 28, the Company has discontinued recognizing its share of further losses in the consolidated financial statements from 1<sup>st</sup> April 2021 onwards.
- (b) The aforesaid Joint venture with no significant material transactions. Notes to accounts as required in accordance with Schedule III and Companies (Indian accounting standards) Rules 2015 being similar to that disclosed of holding company in their standalone financial statements, have not been disclosed here-in-above.
- 39** Previous years' figures have been regrouped/reclassified where ever necessary to conform to current years' classification.

Signatures to Notes 1 to 39 which form an integral part of the financial statements.

**For and on behalf of the Board of Directors of  
Hindustan Composites Limited**

Sd/-

**P. K. Choudhary**  
**Managing Director**  
**(DIN 00535670)**

Sd/-

**Sunil Jindal**  
**Chief Financial Officer**

Sd/-

**Lalit Kumar Bararia**  
**Independent Director**  
**(DIN 00204670)**

Sd/-

**Arvind Purohit**  
**Company Secretary**  
**Membership No. A33624**

Place: Mumbai  
 Date: 7<sup>th</sup> May, 2025



## Form AOC-I

(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/associate companies/joint ventures

### Part "A": Subsidiaries

Not Applicable as the Company does not have any subsidiaries

### Part "B": Associates and Joint Ventures

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

(₹ in Lakhs)

Sr. No.	Name of Joint Ventures	Compo Advics (India) Private Limited
1	Latest audited Balance Sheet Date	31-03-2025
2	Shares of Associate/Joint Ventures held by the company on the year end	
	i) No. of shares held as on 31 <sup>st</sup> March, 2025	4,900,000
	ii) No. of compulsory convertible preference shares held as on 31 <sup>st</sup> March, 2025	4,900,000
	iii) Amount of Investment in Joint Venture	980
	iv) Extend of Holding %	49%
3	Description of how there is significant influence	Holding 49% voting powers and as per Joint Venture Agreement
4	Reason why the joint venture is not consolidated	N.A.
5	Net Worth attributable to Shareholding as per latest audited Balance Sheet	(548.23)
6	Profit / Loss for the year	
	i) Considered in Consolidation	Nil
	ii) Not Considered in Consolidation (Unaudited)	Nil
1.	Names of associates or joint ventures which are yet to commence operations: <b>None</b>	
2.	Names of associates or joint ventures which have been liquidated or sold during the year: <b>None</b>	
3.	The Company's share of losses in the Joint Venture Company has exceeded its investment value and therefore, in compliance with IND AS 28, the Company has discontinued recognizing its share of further losses in the consolidated account from 1 <sup>st</sup> April 2021 onwards.	

For and on behalf of the Board of Directors of  
 Hindustan Composites Limited

Sd/-

P. K. Choudhary  
 Managing Director  
 (DIN 00535670)

Sd/-

Sunil Jindal  
 Chief Financial Officer

Sd/-

Lalit Kumar Bararia  
 Independent Director  
 (DIN 00204670)

Sd/-

Arvind Purohit  
 Company Secretary  
 Membership No. A33624

Place: Mumbai  
 Date: 7<sup>th</sup> May, 2025

[illegible]

[illegible]

[illegible]



**THE INAUGURATION OF RAWMATERIAL WAREHOUSE AT PAITHAN PLANT**



If undelivered, please return to:



Peninsula Business Park, 'A' Tower,  
8th Floor, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400013.