

Date: 11th May, 2026

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

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

Sub: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Re: Notice of Meeting of Unsecured Creditors of Somany Ceramics Limited (“the Company”) pursuant to Order dated 9th April, 2026 of the Hon’ble National Company Law Tribunal, Kolkata Bench (“NCLT”), in the matter of Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited (“hereinafter collectively referred to as the “Transferor Companies”) with and into Somany Ceramics Limited (“Company”/ “Transferee Company”) and their respective shareholders and creditors (“Scheme”).

Dear Sir/Madam,

In continuation of our earlier intimation dated 11th April, 2026 regarding receipt of first motion order passed by Hon’ble National Company Law Tribunal, Kolkata Bench, Court- I and pursuant to Regulation 30 of the Listing Regulations, a meeting of the unsecured creditors of the Company is scheduled to be held on Saturday, 13th June, 2026 at 12:30 P.M. (IST) through video conferencing (“VC”)/ other audio visual means (“OAVM”) as per details mentioned hereunder (“Meeting”):

Sl. No.	Details	Particulars
1.	Day, Date and Time of NCLT Convened Meeting	Saturday, 13 th June, 2026 at 12:30 P.M. (IST)
2.	Mode of NCLT Convened Meeting	Video Conference (VC)/ Other Audio-Visual Means (OAVM)
3.	Cut-off Date for e-voting	Wednesday, 31 st December, 2025
4.	Cut-off date for determining eligible unsecured creditors for sending notice	Wednesday, 31 st December, 2025
5.	Remote e-voting start day, date and time	Wednesday, 10 th June, 2026 at 9:00 A.M. (IST)
6.	Remote e-voting end day, date and time	Friday, 12 th June, 2026 at 5:00 P.M. (IST)

In this regard, we enclose herewith the notice, explanatory statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the annexures thereto (“Notice”). A copy of this Notice is also placed on the website of the Company at <https://www.somanyceramics.com/investor-relation/amalgamation-with-wos> and will also be available on the websites of the Stock Exchanges where Equity Shares of the Company are listed, i.e. BSE at www.bseindia.com and NSE at www.nseindia.com and on the website of CDSL at www.evotingindia.com.

The dispatch of the Notice of the Meeting along with the Explanatory Statement and other relevant annexures is being done on 11th May, 2026 to all unsecured creditors of the Company as on the Cut-Off date, through registered post / speed post / courier or e-mail (whose e-mail IDs are registered with the Company) , as applicable.





In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, Secretarial Standards-2 on General Meeting, SEBI circulars, MCA circulars; the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (“CDSL”), on the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system before the Meeting as well as e-voting during the meeting will be provided by CDSL.

This is for your information & records.

Thanking you,

Yours Faithfully,

For Somany Ceramics Limited

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

Encl: as above





SOMANY CERAMICS LIMITED

CIN: L40200WB1968PLC224116; Phone: 033-2248 7406/5913;

Registered Office: 2, Red Cross Place, Kolkata-700 001 West Bengal, India;

Email: sclinvestors@somanyceramics.com/corporateaffairs@somanyceramics.com;

Website: www.somanyceramics.com

HON'BLE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF SOMANY CERAMICS LIMITED

NOTICE TO THE UNSECURED CREDITORS OF SOMANY CERAMICS LIMITED

(convened pursuant to the order dated 9th April, 2026 passed by the National Company Law Tribunal, Kolkata Bench)

DETAILS OF THE MEETING:

Day	Saturday
Date	13 th June, 2026
Time	12:30 P.M. (IST)
Mode of meeting	Through Video Conferencing (VC) or Other Audio-Visual Means(OAVM)

DETAILS OF REMOTE E-VOTING:

Cut-off date for determining eligible unsecured creditors for sending notice	Wednesday, 31 st December, 2025
Cut-off date for e-voting	Wednesday, 31 st December, 2025
Remote e-voting start day, date and time	Wednesday, 10 th June, 2026 at 9:00 A.M. (IST)
Remote e-voting end day, date and time	Friday, 12 th June, 2026 at 5:00 P.M. (IST)

INDEX:

Sl. No.	Contents	Page No.
1.	Notice of NCLT Convened Meeting of Unsecured Creditors of Somany Ceramics Limited (“ Transferee Company ”).	3-12
2.	Explanatory Statement under Sections 102, 230(3) to 232 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Securities Exchange Board of India (“ SEBI ”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with other applicable SEBI circulars.	13-36
3.	Scheme of Amalgamation of Somany Bathware Limited (“ SBL ”/ “ Transferor Company 1 ”), Somany Excel Vitrified Private Limited (“ SEVPL ” / “ Transferor Company 2 ”) and SR Continental Limited (“ SRCL ” / “ Transferor Company 3 ”) (hereinafter collectively referred to as the “ Transferor Companies ”) with and into the Somany Ceramics Limited (“ Transferee Company ”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013, enclosed herewith marked as Annexure 1 .	37-83

Sl. No.	Contents	Page No.
4.	Copies of Audited financial statements of all the Transferor Companies for the Financial Year ended on 31 st March, 2025 and copies of Unaudited financial results of all the Transferor Companies for the period ended on 31 st December, 2025, enclosed herewith marked as Annexure 2.	84-181
5.	Copy of Audited financial statements of the Transferee Company for the Financial Year ended on 31 st March, 2025 and copy of Unaudited financial results of the Transferee Company for the period ended on 31 st December, 2025, enclosed herewith marked as Annexure 3.	182-242
6.	Copy of Order dated 9 th April, 2026 passed by the National Company Law Tribunal, Kolkata Bench, enclosed herewith marked as Annexure 4.	243-258

The Notice of the Meeting, Statement under Sections 102, 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular on Scheme of Arrangement (SEBI/HO/CFD/POD-2/P/CIR/2023/93) dated June 20, 2023 ('SEBI Circular') and other applicable circulars and Annexure 1 to Annexure 4 of this Notice constitute a single and complete set of documents and should be read in conjunction with each other, as they form integral part of this document.

FORM NO. CAA. 2
IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026

In the matter of:
The Companies Act, 2013;

AND

In the matter of:
An application under Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013;

AND

IN THE MATTER OF SCHEME OF AMALGAMATION OF:

- 1) **SOMANY BATHWARE LIMITED**, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 1 /TRANSFEROR COMPANY NO. 1

AND

- 2) **SOMANY EXCEL VITRIFIED PRIVATE LIMITED**, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 2/ TRANSFEROR COMPANY NO. 2

AND

- 3) **SR CONTINENTAL LIMITED**, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 3/ TRANSFEROR COMPANY NO. 3

AND

- 4) **SOMANY CERAMICS LIMITED**, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 4/ TRANSFEREE COMPANY

AND

IN THE MATTER OF:

- 1) SOMANY BATHWARE LIMITED**
- 2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED**
- 3) SR CONTINENTAL LIMITED**
- 4) SOMANY CERAMICS LIMITED**

...Applicant Companies

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF SOMANY CERAMICS LIMITED PURSUANT TO THE ORDER DATED 9TH APRIL, 2026 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH.

To,

The Unsecured Creditor(s) of Somany Ceramics Limited ("Transferee Company")

NOTICE is hereby given that by an order dated 9th April, 2026 in the above mentioned Company Application (the "**Order / NCLT Order**"), the Hon'ble National Company Law Tribunal, Kolkata Bench, Court- I ("**Tribunal / NCLT / NCLT Kolkata Bench**") has directed, inter-alia, that a meeting of the Unsecured Creditors of the Transferee Company be convened and held through Video Conferencing or other audio-visual means ("**VC/OAVM**") on Saturday, 13th June, 2026 at 12:30 P.M. IST ("**NCLT Convened Meeting / Meeting**") for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed amalgamation embodied in the Scheme of Amalgamation of Somany Bathware Limited ("**SBL**" / "**Transferor Company 1**"), Somany Excel Vitrified Private Limited ("**SEVPL**" / "**Transferor Company 2**") and SR Continental Limited ("**SRCL**" / "**Transferor Company 3**") (hereinafter collectively referred to as the "**Transferor Companies**") with and into the Somany Ceramics Limited ("**Transferee Company**") and their respective shareholders and creditors ("**Scheme**").

TAKE FURTHER NOTICE that in compliance with the Order of the Hon'ble Tribunal, Section 108 and other applicable provisions of the Companies Act 2013 ("**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions of the SEBI Listing Regulations read with applicable circulars issued by SEBI, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and in accordance with the requirements prescribed by Ministry of Corporate Affairs ("**MCA**") for holding general meetings through VC/OAVM by following the operating procedures referred to in MCA General Circular Nos., 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10 / 2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (hereinafter collectively referred to as the "**MCA Circulars**"), and by Securities and Exchange Board of India to consider and if thought fit, pass, with or without modification(s),

the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and 230(6) read with Section 232(1) of the Act and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023, as amended and any other circular issued by the Securities and Exchange Board of India (SEBI) and in accordance with the Order passed by the NCLT Kolkata Bench. In the said meeting the following business will be transacted:

At the Meeting, the following resolution will be considered and if thought fit, with or without modification(s), be passed under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any of the Companies Act, 2013 (“**Act**”) and the rules, regulations, circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, circulars issued thereunder and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Somany Ceramics Limited, and subject to the approval of the Hon’ble National Company Law Tribunal, Kolkata Bench and such other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Kolkata Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Somany Ceramics Limited (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed amalgamation embodied in the Scheme of Amalgamation of the Transferor Companies with and into the Transferee Company and their respective shareholders and creditors (hereinafter referred to as the “**Scheme**”) as enclosed with the Notice of the NCLT convened meeting of the Unsecured Creditors, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper, desirable or expedient for giving effect to this resolution and for the purpose of implementing and giving effect to the Scheme and for any matters connected therewith or incidental thereto, including: (i) accepting such modifications and/or conditions, if any, which may be required and/or imposed by the Hon’ble Tribunal or its appellate authority(ies) and/or by any Regulatory / Governmental Authorities, while sanctioning the Scheme or otherwise; (ii) settling and resolving any questions, difficulties or doubts that may arise in this regard, including passing such accounting entries and making such adjustments in the books of accounts as considered necessary; and (iii) finalizing, signing, executing and filing all necessary applications, petitions, affidavits, documents and writings and doing all acts, deeds and things as may be necessary in connection therewith, without being required to seek any further consent/approval of the Unsecured Creditors of the Company and the Unsecured Creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution.”

TAKE FURTHER NOTICE THAT in compliance with the provisions of (i) Section 230(4) read with Section 108 of the Companies Act, 2013; (ii) Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; and (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Transferee Company has provided the facility of voting through remote e-voting and e-voting during the Meeting being convened so as to enable the Unsecured Creditors, to consider and approve the Scheme by way of the aforesaid resolution set forth in the notice. Accordingly, voting by Unsecured Creditors of the

Transferee Company to the Scheme shall be carried out through remote e-voting and e-voting during the Meeting.

TAKE FURTHER NOTICE THAT in pursuance of the said Order and as directed therein, Notice is hereby given that a meeting of Unsecured Creditors of the Transferee Company shall be convened and held through Video Conferencing or other audio-visual means **on Saturday, 13th June, 2026 at 12:30 P.M (IST)**. The Unsecured Creditors shall have the facility and option of voting on the Resolution for approval of the Scheme by casting their votes through remote e-Voting prior to the Meeting during the period commencing from 9.00 A.M. (IST) on Wednesday, 10th June, 2026 and ending at 05.00 P.M. (IST) on Friday, 12th June, 2026 and through e-Voting during the Meeting.

TAKE FURTHER NOTICE THAT Central Depository Services (India) Limited (“CDSL”) shall be providing the facility of remote e-voting and e-voting during the Meeting, and participation in the Meeting through VC/ OAVM.

TAKE FURTHER NOTICE THAT the facility of remote e-Voting module shall be disabled by Central Depository Services (India) Limited (“CDSL”) after 05:00 P.M. (IST) on Friday, June 12, 2026. The voting rights of the Unsecured Creditors shall be in proportion to the principal amount due for payment by the Company as on Wednesday, 31st December, 2025 (“**Cut-off Date**”). The Unsecured Creditors opting to cast their votes by Remote e-voting or e-Voting during the Meeting are requested to read the instructions in the Notes below carefully. Only Unsecured Creditors, whose names are recorded as on the Cut-off Date shall be entitled to exercise their voting rights on the resolution proposed in the Notice and attend the Meeting.

TAKE FURTHER NOTICE THAT since the Meeting is being held pursuant to the NCLT order and the MCA circulars through VC /OAVM, the physical attendance of Unsecured Creditors has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Unsecured Creditors will not be available for the Meeting and hence, the Proxy Form, Route map and Attendance Slip are not annexed to this Notice.

TAKE FURTHER NOTICE THAT pursuant to Section 113 of the Companies Act, 2013, Corporate / institutional Unsecured Creditors (i.e. other than Individuals, HUFs, NRIs, etc.) are required to send legible scanned certified true copy (in PDF Format) of the board resolution / power of attorney/ authority letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), by email to the company at sclinvestors@somanyceramics.com and to the Scrutinizer at Saptarshi2307@gmail.com. In compliance with the MCA Circulars and SEBI Circulars, the aforesaid Notice, the explanatory statement and the Annexures (including the Scheme) as indicated in the index, are being sent to all the Unsecured Creditors of the Company as on 31st December, 2025.

TAKE FURTHER NOTICE THAT the Tribunal has appointed Ms. Namrata Basu, Advocate to be the Chairperson of the said NCLT Convened Meeting of the Unsecured Creditors of the Transferee Company. The Hon’ble Tribunal has appointed Mr. Siddhartha Mukhopadhyay as Scrutinizer for the Meeting, including any adjournments thereof, to scrutinize the process of remote e-Voting prior to the Meeting as well as e-Voting during the Meeting, to ensure that it is conducted in a fair and transparent manner.

A copy of the Scheme, the Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the annexures as indicated in the Index, are enclosed herewith. A copy of this Notice and the accompanying documents will be placed on the website of the Company viz. www.somanyceramics.com and will also be available on the websites of the Stock Exchanges where Equity Shares of the Company are listed, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL (agency for providing the remote e-voting

facility and e-voting system during the Meeting) i.e. www.evotingindia.com. The Copies of this Notice which include Scheme of Amalgamation and Explanatory Statement and other documents under Section 102, 230 to 232 of the Companies Act, 2013 can be obtained free of charge from the Registered Office of the Company at 2, Red Cross Place, Kolkata-700001, India, on all working days except holidays, Saturdays and Sundays, between 11.00 AM to 1.00 PM, up to the date of Meeting, on a requisition being so made by the Unsecured Creditors along with details of your receivable/ dues in the Company, by sending an email request on sclinvestors@somanyceramics.com.

The Scheme of Amalgamation, if approved at the Meeting, will be subject to the subsequent approval of the NCLT and any other approval(s) as may be required. The votes cast shall be scrutinized by the Scrutinizer. The Scrutinizer shall prepare and submit the reports on the Meeting along with all papers relating to the voting to the Chairperson of the Meeting within 7 days of the conclusion of the Meeting. Then the Chairperson shall declare the results of the Meeting and the same shall be displayed on the website of the Company www.somanyceramics.com and will also be available on the websites of the Stock Exchanges where Equity Shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com, being the agency appointed by the Company to provide the remote e-voting and e-voting facility to the Unsecured Creditors, as aforesaid, as well as on the notice board of the Transferee Company at its Registered Office. In accordance with the provisions of Sections 230-232 of the Act read with SEBI Circular, the Scheme shall be acted upon only if majority in numbers representing three-fourths in value of the Unsecured Creditors of the Transferee Company, casting their vote through remote e-voting or by e-Voting system agree to the Scheme. The Chairperson to report to the Tribunal the results of the said meeting within four weeks from the date of the conclusion of the said meeting.

Place: Kolkata
Date: 23 April, 2026

Sd/-
Anuj Kalia
Company Secretary, Somany Ceramics Limited
Authorized by Adv. Namrata Basu
Chairperson appointed for the Meeting of the
Unsecured Creditors of Somany Ceramics
Limited

Registered Office: 2, Red Cross Place
Kolkata, West Bengal - 700001

NOTES:

1. Explanatory Statement under Section 102 and Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 is annexed to this Notice.
2. Pursuant to MCA Circulars and SEBI Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the NCLT Order, this Meeting is being held by VC/ OAVM without physical presence of the Unsecured Creditors at a common venue, as per applicable procedures mentioned in the MCA Circulars, for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation under the provisions of Sections 230 to 232 of the Companies Act, 2013 and rules made there under.
3. Pursuant to the NCLT Order, provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars the Company is providing facility of remote e-Voting to its Unsecured Creditors in respect of the business to be transacted at the Meeting. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by an Unsecured Creditor using remote e-Voting as well as the e-Voting system on the date of the Meeting will be provided by CDSL.
4. Facility to join the Meeting shall be open thirty minutes before the scheduled time of the Meeting.
5. The Notice convening the Meeting will be published through advertisement in the “Business Standard” in English and “Aajkal” in the Bengali language, having circulation in the State of West Bengal, indicating, *inter alia*, the day, date and time of the Meeting.
6. Since the Meeting is being held through VC/OAVM, the deemed venue for the Meeting shall be the registered office of the Company.
7. The Unsecured Creditors, whose names appear in the list of Unsecured Creditors as on Wednesday, 31st December, 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. This Notice of Meeting is being sent to all the Unsecured Creditors, whose names appear in the list of Unsecured Creditors as on Wednesday, 31st December, 2025 by email whose email addresses are registered with the Transferee Company. Physical copies of the Notice of the Meeting along with documents accompanying the same are being sent to all Unsecured Creditors who have not registered their email addresses or have requested a physical copy.
8. Pursuant to the MCA circulars and directions of NCLT meeting is being convened through VC / OAVM, therefore physical attendance of unsecured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the unsecured creditors will not be available for this Meeting and therefore the proxy form, route map and attendance slip are not annexed to this notice.
9. Unsecured Creditors entitled to attend and vote may vote through remote e-voting / e-voting facility made available during the Meeting and attend the Meeting through VC / OAVM. Corporate / institutional Unsecured Creditors (i.e. other than Individuals, HUFs, NRIs, etc.) are required to send legible scanned certified true copy (in PDF Format) of the board resolution / power of attorney/ authority letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), by email to the company at sclinvestors@somanyceramics.com and to the Scrutinizer at Saptarshi2307@gmail.com.

10. Voting rights of the unsecured creditors shall be in proportion to their outstanding amount as per records of the Company as on Cut-Off date i.e., Wednesday 31st December, 2025.
11. As directed by the NCLT, Kolkata Bench in its Order that the value of each Unsecured Creditor of the Transferee Company shall be in accordance with the books and records of the Transferee Company as applicable, where entries in the books are disputed, the chairperson shall determine the value for purposes of the said meeting.
12. The attendance of the Unsecured Creditors attending the meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum. In terms of the directions contained in the NCLT's Order, the quorum for the Meeting of the unsecured creditors has been fixed at 2 (Two) unsecured creditors present in person or by proxy in virtual mode. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (Thirty) minutes and thereafter the unsecured creditor present shall be deemed to constitute the quorum.
13. This Notice of the Meeting of the Unsecured Creditors of the Transferee Company is also displayed/uploaded on the website of the Transferee Company at www.somanyceramics.com and on the website of the CDSL at www.evotingindia.com and also on the websites of the stock exchanges where the equity shares of the Company are listed i.e., BSE at www.bseindia.com and NSE at www.nseindia.com.
14. The queries, if any, related to the Scheme should be sent to the Transferee Company in the name of Mr. Anuj Kalia, Company Secretary at registered office of the Transferee Company at least 7 (Seven) days before the meeting.
15. The Copies of this Notice which include Scheme of Amalgamation and Explanatory Statement and other documents under Section 102, 230 and, 232 of the Companies Act, 2013 can be obtained free of charge from the Registered Office of the Company at 2, Red Cross Place, Kolkata-700001, West Bengal, on all working days except Holidays, Saturdays and Sundays, between 11:00 AM to 1:00 PM, up to the date of Meeting, on a requisition being so made by the Unsecured Creditor along with their details by sending an email request on sclinvestors@somanyceramics.com.
16. The resolution for approval of the Scheme put to a meeting shall, if passed by a majority in number representing three-fourth in value of the Unsecured Creditors of the Transferee Company, casting their vote, as aforesaid, shall be deemed to have been duly passed on the date of such meeting(s) under Section 230(1) read with Section 232(1) of the Companies Act, 2013.

Mr. Siddhartha Mukhopadhyay has been appointed by the Hon'ble NCLT Kolkata Bench as the scrutinizer for scrutinizing the process of remote e-voting in a fair and transparent manner. The scrutinizer shall immediately after the conclusion of the meeting, count the votes cast at the meeting and thereafter, unblock the votes cast through remote e- voting. The Scrutinizer shall prepare and submit the reports on the meeting along with all papers relating to the voting to the Chairperson of the meeting within 7 days of the conclusion of the meeting. Thereafter, the Chairperson shall report to the Tribunal the results of the said meeting within four weeks of the date of the conclusion of the said meeting. The Result declared along with the Scrutinizer Report shall be placed on the website of the Transferee Company at www.somanyceramics.com and also be displayed on the Notice Board of the Transferee Company at the Registered Office at 2, Red Cross Place, Kolkata, West Bengal - 700001 and on the website of CDSL at www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the equity shares of the Transferee Company are listed.

17. The remote e-voting period begins on Wednesday, 10th June, 2026 at 9:00 A.M. (IST) and end on Friday, 12th June, 2026 at 5:00 P.M. (IST). During this period the Unsecured Creditors of the Transferee Company, as on the cut-off date i.e. 31st December, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

THE UNSECURED CREDITORS ARE REQUESTED TO CAREFULLY READ ALL THE NOTES SET OUT HEREIN AND IN PARTICULAR, INSTRUCTIONS FOR JOINING THE MEETING AND MANNER OF CASTING VOTE THROUGH REMOTE E-VOTING OR E-VOTING AT THE MEETING:

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE MEETING:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Master Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting facility provided by the Company to its Unsecured Creditors in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Unsecured Creditors using remote e-voting as well as the e-voting system on the date of the Meeting will be provided by CDSL.
2. The Unsecured Creditors can join the Meeting in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. The attendance of the Unsecured Creditors attending the Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. The Notice calling the Meeting has been uploaded on the website of the Company at www.somanyceramics.com. The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the Meeting) i.e. www.evotingindia.com.

The instructions for Unsecured Creditors for remote E-voting are as under:

- i. The remote e-voting period begins on 10th June, 2026 at 9:00 A.M. (IST) and ends on 12th June, 2026 at 5:00 P.M. (IST). The e-Voting module shall be disabled for voting thereafter.
- ii. Voters should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on Member
- iv. Enter your User ID as mentioned in your email.
- v. Next enter the Image Verification as displayed on the screen and Click on Login.
- vi. Enter your password mentioned in your email.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Select the EVSN of **SOMANY CERAMICS LIMITED**.
- ix. 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.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

INSTRUCTIONS FOR UNSECURED CREDITORS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Unsecured Creditors will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-Voting system. Unsecured Creditors may access the same using Remote voting credential & process mentioned above. The link for VC/OAVM will be available after successful login where the EVSN of Company will be displayed.
2. Unsecured Creditors are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Unsecured Creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Unsecured Creditors who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, email id, mobile number at sclinvestors@somanyceramics.com. The Unsecured Creditors who do not wish to speak during the Meeting but have queries may send their queries in advance 10 days prior to meeting mentioning their name, number, email id, mobile number at sclinvestors@somanyceramics.com. These queries will be replied to by the Company suitably by email.
6. Those Unsecured Creditors who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR UNSECURED CREDITORS FOR E-VOTING DURING THE MEETING ARE AS UNDER: -

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for Remote e-voting.
2. Only those Unsecured Creditors, who are present in the Meeting 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 Meeting.
3. If any Votes are cast by the Unsecured Creditors through the e-voting available during the Meeting and if the same Unsecured Creditors have not participated in the meeting through VC/OAVM facility, then the votes cast by such Unsecured Creditors shall be considered invalid as the facility of e-voting during the meeting is available only to the Unsecured Creditors attending the meeting.
4. Unsecured Creditors who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

The Unsecured Creditors, whose names appear in the list of Unsecured Creditors as on December 31, 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice.

This meeting Notice is being sent to all the Unsecured Creditors, whose names appear in the list of unsecured creditors as on December 31, 2025.

If you have any queries or issues regarding attending Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026**

In the matter of:
The Companies Act, 2013;

AND

In the matter of:
An application under Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013;

AND

**IN THE MATTER OF SCHEME OF
AMALGAMATION OF:**

- 1) **SOMANY BATHWARE LIMITED**, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.
**...APPLICANT NO. 1 /TRANSFEROR
COMPANY NO. 1**

AND

- 2) **SOMANY EXCEL VITRIFIED PRIVATE LIMITED**, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.
**...APPLICANT NO. 2/ TRANSFEROR
COMPANY NO. 2**

AND

- 3) **SR CONTINENTAL LIMITED**, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.
**...APPLICANT NO. 3/ TRANSFEROR
COMPANY NO. 3**

AND

- 4) **SOMANY CERAMICS LIMITED**, a Company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 4/ TRANSFEREE COMPANY

AND

IN THE MATTER OF:

- 1) SOMANY BATHWARE LIMITED**
- 2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED**
- 3) SR CONTINENTAL LIMITED**
- 4) SOMANY CERAMICS LIMITED**

...Applicant Companies

EXPLANATORY STATEMENT UNDER SECTIONS 230(3) to 232 AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 AND OTHER APPLICABLE PROVISIONS

1. Pursuant to an order dated 9th April, 2026, passed by the Kolkata Bench of the National Company Law Tribunal (“NCLT”) in the abovementioned Company Application Number C.A (CAA) NO. 35/KB/2026 (“Order”), a Meeting of the Unsecured Creditors of Somany Ceramics Limited (the “**Transferee Company**” or “**SCL**”) is being convened on Saturday, 13th June, 2026 at 12:30 P.M. IST (“**Tribunal Convened Meeting**” or “**Meeting**”) for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation of Somany Bathware Limited (“**SBL**”/ “**Transferor Company 1**”), Somany Excel Vitrified Private Limited (“**SEVPL**” / “**Transferor Company 2**”) and SR Continental Limited (“**SRCL**” / “**Transferor Company 3**”) (hereinafter collectively referred to as the “**Transferor Companies**”) with and into the Somany Ceramics Limited (“**Transferee Company**”) and their respective shareholders and creditors.
2. The Scheme of Amalgamation has been proposed and approved by the Board of Directors of the Applicant Companies at their respective Board Meeting(s) held on 7th November, 2025.
3. The other definitions contained in the Scheme of Amalgamation between the Transferor Companies and the Transferee Company and their respective shareholders and creditors (herein after referred to as the “**Scheme**” or “**Scheme of Amalgamation**”) will also apply to this statement under Sections 102, 230(3) and 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Explanatory Statement**”).
4. The Board of Directors of the Applicant Companies, at their respective meetings held on 7th November, 2025 took into account the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and noted that since the present Scheme of Amalgamation involves the amalgamation of wholly owned subsidiary companies into the Holding Company, the provisions of the said Master Circular is not applicable to the current Scheme. Accordingly, there will not be any issue of shares pursuant to this Scheme of Amalgamation. Accordingly, there is no requirement to obtain Valuation Report or Fairness Opinion under the provisions of the SEBI Circulars read with other applicable provisions. The Board of Directors of the Applicant Companies, upon due consideration and on the basis of their independent

judgment, has approved the Scheme, subject to the approval of the Equity Shareholders and Creditors of the Transferee Company and such other approvals as may be required.

5. A copy of the Scheme which has been, inter alia, approved by the Board of Directors of the Applicant Companies at their respective meeting(s) held on 7th November, 2025 is enclosed as **Annexure I**.
6. In terms of Section 230 to 232 of the Companies Act, 2013 read with the other applicable provisions of the Companies Act, 2013 and provisions of the SEBI Circulars, the Company is required to seek approval of its Unsecured Creditors by way of e-Voting for the purpose of approval of the Scheme of Amalgamation and accordingly this Notice is being issued along with the accompanying documents for approval of the resolution enumerated herein by way of e-Voting.
7. In terms of the said Order, the quorum for the Tribunal Convened Meeting of the unsecured creditors has been fixed at 2 (Two) unsecured creditors present in person or by proxy in virtual mode. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (Thirty) minutes and thereafter the unsecured creditor present shall be deemed to constitute the quorum. Further, in terms of the said Order, the NCLT has appointed Adv. Namrata Basu, to be the Chairperson of the Tribunal Convened Meeting and Mr. Siddhartha Mukhopadhyay as the Scrutinizer of the Tribunal Convened Meeting including any adjournments thereof.

In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be acted upon only if majority in numbers representing three- fourths in value of the Unsecured Creditors of the Transferee Company, casting their vote through remote e-voting or by e-voting system agree to the Scheme.

8. The Scheme of Amalgamation, if approved by the requisite majority of the Unsecured Creditors shall be operative from the Appointed Date i.e. 1st April, 2025.
9. **THE FOLLOWING ARE THE DETAILS OF THE APPLICANT COMPANIES AS REQUIRED UNDER RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016:**

PARTICULARS OF THE TRANSFEROR COMPANIES:

I. Somany Bathware Limited (“SBL”/ “Transferor Company 1”)

- (i) **Somany Bathware Limited** (hereinafter referred to as “**Transferor Company 1**”) (CIN: U51909WB2006PLC273565) a public limited company and a wholly owned subsidiary of Somany Ceramics Limited, was incorporated on December 26, 2006, with the Registrar of Companies, NCT Delhi & Haryana as “Somany Retail Limited” and received Certificate for Commencement of Business dated February 02, 2007. The name of the Transferor Company 1 was changed from “Somany Retail Limited” to “Somany Global Limited” on September 02, 2009 and from “Somany Global Limited” to “Somany Bathware Limited” (as its current name) on October 11, 2018. At present the registered office of Transferor Company 1 is located at 2, Red Cross Place, Kolkata – 700001 within the jurisdiction of the Hon'ble NCLT, Kolkata. As per the memorandum of association of Transferor Company 1, the Transferor Company 1 is engaged in the business of trading of ceramics tiles, sanitary ware and allied products.
- (ii) The PAN of Transferor Company 1 is AAKCS6685C. The Email id of its authorized representative is corporateaffairs@somanyceramics.com.
- (iii) The main object of the Transferor Company 1 is as follows:

Main objects as per the Memorandum of Association and main business carried on by the Transferor Company 1

- i. To carry on the business of retailer in India or elsewhere by opening outlets, shops, display centres to sell and display all kinds of tiles, ceramic ware, sanitary ware, bathroom accessories, glass, glassware, tableware, decorative ware and all types of building materials etc.*
 - ii. To carry on the business of importers and exporters of, traders and dealers in or otherwise engage generally in all types of tiles, sanitary goods and sanitary accessories, products of all classes, viz., fibre glass, glass wood, fireclay, refractories, insulations, cements of all types including H. A. cement, glass, china wares, porcelain wares, earthen wares, stone wares, terracotta, plastics moulding and extrusions and crockery wares, table wares, glass wares, figures and statues, artificial teeth, electrical insulators, sanitary wares, glazed or unglazed tiles, laboratory, hospital and industrial requisites, sparking plugs, drainage and water supply pipes, refractory and insulation cement, bricks and other shapes and linings and all types and kinds of any class of plastic, heavy clay and ceramic products.*
 - iii. To produce, refine, cure, process, prepare, import, export, purchase, sell and generally deal in all kinds of tiles, ceramic ware, glass and glass ware, insulators, asphalt, asbestos and asbestos products, cement and cement products, gypsum, building materials, plastic and plastic wares, polymetric, vinyl, vinyl asbestos and solid vinyl ware, adhesives, vinyl cover base, fire bricks, fire clay, fire cement, terracotta, blocks, lime, limestone, fibreglass and fibreglassware, refractories, hospital ware, including in particular but not limiting the generality of the forgoing wall tiles, floor tiles, roofing tiles, porcelain tiles, plastic and other synthetic tiles, earthenware tiles, vitreous sintered mosaic tiles, clinker tiles, refractory tiles, paving tiles, grey tiles, sanitary wares, crockery, pottery, tableware, hotel ware, decorative ware, garden ware, earthenware, pressed ware, porcelain bathroom accessories, and to provide, equip and maintain plants, laboratories, test houses, factories, and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of products.*
 - iv. To enter into franchise operations, tie-ups, collaborations, technology transfers within India and outside India for the items mentioned in clause 1 to 3 above.*
 - v. To act as consultant, retainers, contractors, decorators, planners, approvers, commission agents, mediators, brokers, factors, consultants, advisers or alike for various organisation dealing in items mentioned in 1 and 2 above.*
- (iv) Details of change of name during the last five years: There has been no change in the name of Transferor Company 1 during the last five years.
 - (v) Details of change of registered office during the last five years: The registered office of Transferor Company 1 was shifted from 82/19, Bhakerwara Road, Mundka, New Delhi-110041 to 2, Red Cross Place, Kolkata G.P.O, Kolkata, West Bengal-700001 w.e.f. 19th September 2024.
 - (vi) Details of change of objects of the Company during the last five years: There has been no change in the objects of Transferor Company 1 during the last five years.
 - (vii) The equity shares of Transferor Company 1 are not listed on any Stock Exchange whether in or outside India.

- (viii) Details of the capital structure of the Transferor Company 1 including Authorised, Issued, Subscribed and Paid-up Share Capital:

The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 1 as on 31st March, 2025 and as on the date of approval of the Scheme by its Board is as follows:

	(Amount in Rs.)
Authorised Share Capital	
10,00,000 Equity Shares of Rs. 10/- each	1,00,00,000/-
Issued, Subscribed and Paid-up Capital	
5,00,000 Equity Shares of Rs. 10/- each	50,00,000/-

The entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 is held by the Transferee Company, the holding Company of the Transferor Company 1, along with its 6 individual nominee shareholders. There has been no change in the issued, subscribed, paid-up capital of the Transferor Company 1 from April 01, 2025 to till date.

- (ix) The details of the Directors of the Transferor Company 1 as on the date of this Notice, along with their addresses, are mentioned below:

Sl. No.	Name	Designation	DIN	Address
1.	Mr. Shreekant Somany	Director	00021423	32, Friends Colony, New Delhi-110065
2.	Mr. Abhishek Somany	Director	00021448	32, Friends Colony, New Delhi-110065
3.	Mr. Ghanshyam Girdharbhai Trivedi	Director	00021470	4, Shashwat Bungalows, B/H Rajpath Club, S G Highway, Ahmedabad, Gujarat-380059
4.	Mr. Shrivatsa Somany	Director	10066060	32, Friends Colony, New Delhi-110065

- (x) Details of the Promoter of Transferor Company 1

The entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 is held by the Transferee Company, the holding Company of the Transferor Company 1, along with its 6 individual nominee shareholders. The registered office of the Transferee Company is situated at 2, Red Cross Place, Kolkata- 700001.

- (xi) The amount due to Unsecured Creditors:

As on 31st December, 2025 no amount is due to Unsecured Creditors.

II. Somany Excel Vitrified Private Limited (“SEVPL”/ “Transferor Company 2”)

- (i) **Somany Excel Vitrified Private Limited** (hereinafter referred to as “**Transferor Company 2**”) (CIN: U26955WB2015PTC274839) deemed to be public company and a wholly owned subsidiary of Somany Ceramics Limited, was incorporated on October 30, 2015, with the Registrar of Companies, Rajasthan. At present the registered office of Transferor Company 2 is located at 2, Red Cross Place, Kolkata -700001 within the jurisdiction of the Hon'ble NCLT, Kolkata. As per the memorandum of association of Transferor Company 2, the Transferor

Company 2 is engaged in the business of trading of sanitary ware and parts thereof.

(ii) The PAN of Transferor Company 2 is AAWCS4968A. The Email id of its authorized representative is sachin.jain@somanyceramics.com.

(iii) The main object of the Transferor Company 2 is as follows:

Main object as per the Memorandum of Association and main business carried on by the Transferor Company 2

To carry on in India or elsewhere the business to manufacture, produce, treat, process, design, develop, build, convert, cure, crush, distribute, display, exchange, barter, explore, extract, excavate, finish, formulate, grind, handle, fabricate, import, export, purchase, sell, jobwork, mix, modify, market, operate, prepare, and to act as brokers, agents, stockiests, consignors, franchisers, collaborators, distributors, dealers, suppliers, service provider, promoters, concessionaires, consultants, C and F agent, wholesalers, retailers, sales organizers, and to carry on trading and other operations of all shapes, sizes, varieties, specifications, descriptions, including applications and uses, of tiles, laying of tiles, including ceramic tiles, glazed tiles, mosaics tiles, floor tiles, marble tiles, cement tiles, wall tiles, granite tiles, porcelain tiles, roofing tiles, china tiles, Ceramic Products and by-products thereof, any kinds of metal products, sanitary wares, ceramics wares, earthenwares, crockeries, pressedwares, decorativewares, gardenwares, kitchenwares, potteries insulators, terracotta, porcelain ware, bathroom, accessories, pipes, bricks, building materials, asbestos sheets, poles, blocks, plumbing fixture including fitting, parts, accessories, consumable components and buy-products thereof and plumbing services.

(iv) Details of change of name during the last five years: There has been no change in the name of Transferor Company 2 during the last five years.

(v) Details of change of registered office during the last five years: The registered office of Transferor Company 2 was shifted from Dukya Complex, 1st Floor, Near Gandhi Nagar Railway Station, Tonk Road, Jaipur, Rajasthan-302018 to 2, Red Cross Place, Kolkata G.P.O, Kolkata, West Bengal-700001 w.e.f. 28th November 2024.

(vi) Details of change of objects of the Company during the last five years: There has been no change in the objects of Transferor Company 2 during the last five years.

(vii) The equity shares of Transferor Company 2 are not listed on any Stock Exchange whether in or outside India.

(viii) Details of the capital structure of the Transferor Company 2 including Authorised, Issued, Subscribed and Paid-up Share Capital:

The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 2 as on 31st March, 2025 and as on the date of approval of the Scheme by its Board is as follows:

	(Amount in Rs.)
Authorised Share Capital	
80,00,000 Equity Shares of Rs. 10/- each	8,00,00,000/-
20,00,000 Preference Shares of Rs. 10/- each	2,00,00,000/-
Total	10,00,00,000/-
Issued, Subscribed and Paid-up Capital	
35,10,000 Equity Shares of Rs. 10/- each	3,51,00,000/-

The entire issued, subscribed and paid-up equity share capital of the Transferor Company 2 is held by the Transferee Company, the holding Company of the Transferor Company 2, along with its 6 individual nominee shareholders. There has been no change in the issued, subscribed, paid-up capital of the Transferor Company 2 from April 01, 2025 to till date.

- (ix) The details of the Directors of the Transferor Company 2 as on the date of this Notice, along with their addresses, are mentioned below:

Sl. No.	Name	Designation	DIN	Address
1.	Mr. Jatin Gupta	Nominee Director	09392092	JD-8A, Pitampura, Ashiana Chowk, New Delhi-110034
2.	Mr. Ravi Kant	Nominee Director	06938074	Flat No. 302, Blue Beach S Plus Four Society, Near Emkay Hotel, Omaxe City, Sector-15, Bahadurgarh, Jhajjar, Haryana-124507
3.	Mr. Sachin Jain	Nominee Director	07708689	J 001, Greatvalue Sharanam, Sector-107, Noida-201301

- (x) Details of the Promoter of Transferor Company 2

The entire issued, subscribed and paid-up equity share capital of the Transferor Company 2 is held by the Transferee Company, the holding Company of the Transferor Company 2, along with its 6 individual nominee shareholders. The registered office of the Transferee Company is situated at 2, Red Cross Place, Kolkata- 700001.

- (xi) The amount due to Unsecured Creditors:

The amount due to Unsecured Creditors of the Transferor Company-2 as on December 31, 2025 is Rs. 195.51 Lakhs.

III. SR Continental Limited (“SRCL”/ “Transferor Company 3”)

- (i) **SR Continental Limited** (hereinafter referred to as “**Transferor Company 3**”) (CIN: U55101WB1979PLC282621) a public limited company and a wholly owned subsidiary of Somany Ceramics Limited, was incorporated on June 25, 1979, with the Registrar of Companies, West Bengal as “Special Refractories Limited” and received Certificate for Commencement of Business dated July 27, 1979. The name of the Transferor Company 3 was changed from “Special Refractories Limited” to “SR Continental Limited” on February 03, 2003. At present, the registered office of the Transferor Company 3 is located at 2, Red Cross Place, Kolkata -700001 within the jurisdiction of the Hon'ble NCLT, Kolkata. As per the memorandum of association of the Transferor Company 3, the Transferor Company 3 is engaged in the business of trading of ceramics tiles, sanitary ware and allied products.
- (ii) The PAN of Transferor Company 3 is AA ECS8727K. The Email id of its authorized representative is sachin.jain@somanyceramics.com.
- (iii) The main object of the Transferor Company 3 is as follows:

Main objects as per the Memorandum of Association and main business carried on by the Transferor Company 3:

- i. *To manufacture, compose, prepare, import, export, buy, sell and generally deal in refractories, fire-bricks, fire-clay insulation bricks, silica bricks and bricks of all kinds, mortars, lime cement, fire cement and refractories of all kinds.*
 - ii. *To make, compose, prepare, buy, sell and dispose of sewer pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds and building materials of all kinds.*
 - iii. *To buy, sell, get, work, shape, hew, carve, polish, crush and prepare for market or use stone of all kinds and to manufacture, pave and deal in artificial stone weather for building, paving or other purposes.*
 - iv. *To carry on business as quarry masters, stone merchants, road and pavement makers and repairers, builders and contractors for the execution of works and buildings of all kinds in the construction of which stone is required.*
 - v. *To manufacture, prepare, import, export, buy, sell and generally deal in all kinds of glass, glass-wares, glass-goods, mirrors, looking glass, scientific glasswares, bangles, false pearls, bottles, phials and all kinds of articles prepared of glass and to carry out the business of glass leveller, patent solverer, glass embosser, ecclesiastical lead workers, glass tablet, show card and show case manufactures.*
 - vi. *To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell and generally deal in all kinds of ceramics, ceramic wares, insulators, asphalt, asbestos, terakota, blocks, lime stone, fibreglass, fibreglassware, mortars, jigs, tools, dies, fixtures and bathroom accessories, and generally deal in or process any other products which may come out as by-products or which may be essential for fitting or fixing the above products or fittings for any of the products or by-products or may in any way be similar to the products.*
 - vii. *To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell and generally deal in all kinds of tiles including in particular but not limiting the generality of the foregoing wall tiles, floor tiles, roofing tiles, porcelain tiles, plastic and other synthetic tiles, earthen-ware tiles, paving tiles, gres tiles and to provide, equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sell and purchase of products and to manufacture, refine treat cure or subject to any process, prepare, import, export, purchase, sell, treat and generally deal in any other products which may come out as by-products or which may be essential for the fitting or fixing the above products or by-products or may in any way be similar to the products :-*
 - viii. *To render to any person or firm or body corporate whether in India or elsewhere technical information, know-how, consultancy services, processes, engineering, manufacturing and operating data, plans, lay-outs, and blue-prints useful for design, erection and operation of plant related to the production, manufacturing, designing, fabricating, assembling of refractories, glass and glasswares of all kinds, ceramic materials and tiles of all kinds.*
 - ix. *To manufacture, prepare, buy, sell, import, export and generally deal in Ceramic Colors, Pigments, stains, Enamels, Frits and Glazes of all kinds and any other raw materials required for use of ceramic products including in tiles industries and to develop bodies for tiles industries.*
- (iv) Details of change of name during the last five years: There has been no change in the name of Transferor Company 3 during the last five years.
- (v) Details of change of registered office during the last five years: The registered office of Transferor

Company 3 was shifted from 82/19, Bhakerwara Road, Mundka, New Delhi-110041 to 2, Red Cross Place, Kolkata G.P.O, Kolkata, West Bengal-700001 w.e.f. 4th September 2025.

- (vi) Details of change of objects of the Company during the last five years: There has been no change in the objects of Transferor Company 3 during the last five years.
- (vii) The equity shares of Transferor Company 3 are not listed on any Stock Exchange whether in or outside India.
- (viii) Details of the capital structure of the Transferor Company 3 including Authorised, Issued, Subscribed and Paid-up Share Capital:

The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Company 3 as on 31st March, 2025 and as on the date of approval of the Scheme by its Board is as follows:

	(Amount in Rs.)
Authorised Share Capital	
1,00,00,000 Equity shares of Rs. 10/- each	10,00,00,000/-
Issued, Subscribed and Paid-up Capital	
26,85,000 Equity shares of Rs. 10/- each	2,68,50,000/-

There has been no change in the issued, subscribed, paid-up capital of the Transferor Company 3 from April 01, 2025 to till date.

- (ix) The details of the Directors of the Transferor Company 3 as on the date of this Notice, along with their addresses, are mentioned below:

Sl. No.	Name	Designation	DIN	Address
1.	Mr. Sachin Jain	Additional Director	07708689	J 001, Greatvalue Sharanam, Sector-107, Noida-201301
2.	Mr. Ravi Kant	Director	06938074	Flat No. 302, Blue Beach S Plus Four Society, Near Emkay Hotel, Omaxe City, Sector-15, Bahadurgarh, Jhajjar, Haryana-124507
3.	Mr. Shreekant Somany	Director	00021423	32, Friends Colony (East), New Delhi-110065

- (x) Details of the Promoter of Transferor Company 3
The entire issued, subscribed and paid-up equity share capital of the Transferor Company 3 is held by the Transferee Company, the holding Company of the Transferor Company 3, along with its 6 individual nominee shareholders. The registered office of the Transferee Company is situated at 2, Red Cross Place, Kolkata- 700001.

- (xii) The amount due to Unsecured Creditors:

As on 31st December, 2025 no amount is due to Unsecured Creditors.

PARTICULARS OF THE TRANSFEREE COMPANY:

Somany Ceramics Limited (“Transferee Company”)

(i) **Somany Ceramics Limited** (hereinafter referred to as “**Transferee Company**”) (CIN: L40200WB1968PLC224116) was incorporated on January 20, 1968, with Registrar of Companies, West Bengal as “Somany-Pilkington’s Limited” and received Certificate for Commencement of Business dated February 7, 1968. The name of the Transferee Company was changed from “Somany-Pilkington’s Limited” to “SPL Limited” on October 18, 1995, and from “SPL Limited” to “Somany Ceramics Limited” (as its current name) on January 30, 2007. At present, the registered office of the Transferee Company is located at 2, Red Cross Place, Kolkata - 700001. Transferee Company is an internationally acclaimed organization that specializes in ceramic tiles, sanitary ware, bath fittings, tile laying solutions and allied products. Transferee Company has an access to tiles manufacturing capacity of ~75 million square meters(msm) annually through two owned units (Kadi, Gujarat and Kassar, Haryana) and five associate/subsidiary companies and also other outsource vendors. It has also access to the capacity of 0.48 million of sanitaryware and 1.30 million bath fittings each year through two subsidiary companies. Transferee Company is a complete décor solutions provider and its extensive range of products include- Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Glazed Vitrified Tiles, Sanitaryware and Bath Fittings as well as Tile Laying Solutions.

(ii) Transferee Company is listed public limited company whose equity shares are listed on BSE Limited (‘BSE’) and National Stock Exchange of India Ltd. (‘NSE’) and having permanent account number (‘PAN’) as AAEC50763K. The Email id of its authorized representative is corporateaffairs@somanyceramics.com.

(iii) The main object of the Transferee Company is as follows:

Main objects as per the Memorandum of Association and main business carried on by the Transferee Company:

- i. To produce, manufacture, refine, treat, cure, process prepare, Import, export, purchase, sell and generally deal in all kinds of tiles, ceramic ware, glass and glassware, insulators, asphalt, asbestos and asbestos products, cement and cement products, gypsum, building materials, plastic and plastic ware, polymerite, vinyl, vinyl-asbestos, and solid vinyl ware, adhesives, vinyl cove base, fire bricks, fire clay, fire cement, terracotta, blocks, lime, limestone, fibre glass and fibre glass ware, refractories, hospital ware, including in particular but not limiting the generality of the foregoing wall tiles, floor tiles, roofing tiles, porcelain tiles, plastic and other synthetic tiles, earthenware tiles, vitreous sintered mosaic tiles, clinker tiles, refractory tiles, paving tiles, gres tiles, sanitaryware, crockery, pottery, tableware, hotelware, decorative ware, garden ware, earthenware, stoneware, pressedware, porcelain ware, bathroom accessories and to provide, equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of products and to manufacture, refine, treat, cure or subject to any process, prepare, import, export, purchase, sell, treat and generally deal in any other products which may come out as by-products or which may be essential for fitting or fixing the above products or fittings for any of the above products or by-products or may in any way be similar to the products.*
- ii. To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, prospect for, take on lease, examine, explore, get, win, work, quarry, smelt, calcine, raise, manufacture, fabricate, design, assemble, refine, treat, crush, grind, dress, amalgamate, manipulate and prepare for market and generally deal in all kinds of clays minerals, ores, sands, coals, metals, stones, artificial stones, colours,*

ceramic colours, fritts, glazes, pigments, chemicals, opacifiers, oxides, kieselguhr and polishing wax and all products, by products and compounds thereof, and to provide equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of the above products and to manufacture, refine, treat, cure or subject to any process, prepare, Import, export, purchase, sell and generally deal in any other products and by-products.

- iii. To produce, manufacture, design, fabricate, assemble, prepare, import, export, purchase, sell and generally to deal in all kinds of kilns and components, ancillaries, auxillaries, accessories and parts thereof, ceramic machinery and other machinery and components and parts thereof for the manufacturing, processing etc. of the aforesaid objects and including their component parts, ancillaries, auxillaries, accessories and parts thereof.*
 - iv. To carry on the business of paviours, builders and contractors, decorators, hardware and other building materials and requisites, brickmakers, job masters and to enter in to contracts for laying, polishing and completing all sorts of floorings, walls and other jobs.*
 - v. To manufacture, print, export, import, buy and sell, transfers and stickers of all kinds printed on decalcomenia paper or other base materials and to act as printers, decorators and coaters of goods, sheets, papers and materials of all kinds and to prepare, manufacture, print, paint, use, import, export, design and device all kinds of articles of artistic objects for use and ornamentation of any articles and to manufacture or deal in colours, papers, coated papers or other material, films, fabrics, foils, screens, pens, brushes, adhesives, lacquars, oils, cleaners, thinners, developers, fixers, fillers, emulsions, decoraters, mediums, powers, concentrates and all other types of materials needed for printing, decorating, polishing, designing and artistic vocations.*
 - vi. To design, develop, fabricate and manufacture machinery, plants and equipment including kilns and furnaces for manufacture of transfers and stickers and for application thereof either by itself or through an outside designer or manufacturer or fabricator and to use, buy, sell, hire, acquire or land such machinery, plant and equipment with technology or process and application thereof.*
 - vii. To carry on the business of printers, decorators and coaters of tiles, sanitaryware, enamelware, potteries, bottles, tumblers, jars, dinnerware, tableware, holloware and other articles of glass, ceramics, clay, stone, metal, plastic, rubber, leather or any other material and for this purpose to buy, sell, import, export, hire, borrow or otherwise acquire any goods, technical know-how and processes equipment and services.*
- (iv) The Transferor Company 1, Transferor Company 2 and Transferor Company 3 (collectively hereinafter referred to as "**Transferor Companies**") are wholly owned subsidiaries of the Transferee Company, with nominal shares being held by individuals holding such shares as nominee of the Transferee Company in compliance with section 89 of the Act.
- (v) Details of change of name during the last five years: There has been no change in the name of Transferee Company during the last five years.
- (vi) Details of change of registered office during the last five years: There has been no change in the registered office of Transferee Company during the last five years.
- (vii) Details of change of objects of the Company during the last five years:
The following alterations were made in the objects of Memorandum of Association of the Transferee Company during the last five years:

S No.	Particulars	Details
1.	Amendment in the main objects of Memorandum of Association by alteration of the existing object Clause 3(a) pursuant to Scheme of Amalgamation approved by National Company Law Tribunal, Kolkata Bench vide Order dated December 20, 2021, made over to the Company on December 30, 2021	<p>(v) To manufacture, print, export, import, buy and sell, transfers and stickers of all kinds printed on decalcomenia paper or other base materials and to act as printers, decorators and coaters of goods, sheets, papers and materials of all kinds and to prepare, manufacture, print, paint, use, import, export, design and device all kinds of articles of artistic objects for use and ornamentation of any articles and to manufacture or deal in colours, papers, coated papers or other material, films, fabrics, foils, screens, pens, brushes, adhesives, lacquars, oils, cleaners, thinners, developers, fixers, fillers, emulsions, decorators, mediums, powers, concentrates and all other types of materials needed for printing, decorating, polishing, designing and artistic vocations.</p> <p>(vi) To design, develop, fabricate and manufacture machinery, plants and equipment including kilns and furnaces for manufacture of transfers and stickers and for application thereof either by itself or through an outside designer or manufacturer or fabricator and to use, buy, sell, hire, acquire or land such machinery, plant and equipment with technology or process and application thereof.</p> <p>(vii) To carry on the business of printers, decorators and coaters of tiles, sanitaryware, enamelware, potteries, bottles, tumblers, jars, dinnerware, tableware, holloware and other articles of glass, ceramics, clay, stone, metal, plastic, rubber, leather or any other material and for this purpose to buy, sell, import, export, hire, borrow or otherwise acquire any goods, technical know-how and processes equipment and services.</p>
2.	Amendment in the object incidental or ancillary to the main objects of Memorandum of Association pursuant to Special Resolution passed in the Annual General Meeting held on September 18, 2025 by alteration of the existing object Clause 3(b) of the Memorandum of Association by adding the new sub - clause after the existing sub - clauses.	(xxxiii) To develop, construct, operate, and maintain power plants and facilities, procure, sell, trade, consume and to deal in related equipment and services, production of the Power Generation from Renewable Energy and Non-Renewable Energy and power consumption from Renewable Energy and Non-Renewable Energy.

(viii) Details of the capital structure of the Transferee Company including Authorised, Issued, Subscribed and Paid-up Share Capital:

The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferee Company as on the date of approval of the Scheme by its Board is as follows:

	(Amount in Rs.)
Authorised Share Capital	
16,15,00,000 Equity Shares of Rs. 2/- each	32,30,00,000/-
Issued, Subscribed and Paid-up Capital	
4,10,12,806 Equity Shares of Rs. 2/- each	8,20,25,612/-

The equity shares of the Transferee Company are listed on BSE and NSE.

Note- Issued, Subscribed and Paid-up Share Capital of SCL may change from time to time during the process of amalgamation due to further issue of securities. The Transferee Company has outstanding employee stock options under its existing employee stock option scheme, the exercise of which may result in an increase in the issued and paid-up share capital of the Transferee Company from time to time.

- (ix) The total paid-up equity and voting share capital of the Transferee Company as on 31st March, 2025 was Rs. 8,20,19,210/- consisting of 4,10,09,605 equity shares of Rs. 2/- each. Subsequent to the approval of Nomination and Remuneration Committee in its meeting held on August 13, 2025, there has been change in the capital structure of the Transferee Company since March 31, 2025 pursuant to the exercise of employee stock options under its existing employee stock option scheme vide issue of 3,201 number of equity shares of Rs. 2/- each aggregating to Rs. 6,402/- from the date of last audited financial statement till the date of approval of this Scheme by the Board of Directors.
- (x) There has been no change in the Authorised, Issued or Paid-up Share Capital of the Transferee Company from the date of approval of the Scheme by its Board to till date.
- (xi) The details of the Directors of the Transferee Company as on the date of this Notice, along with their addresses, are mentioned below:

Sl. No.	Name	Designation	DIN	Address
1.	Mr. Shreekant Somany	Chairman & Managing Director	00021423	32, Friends Colony, New Delhi - 110065
2.	Mr. Abhishek Somany	Managing Director & CEO	00021448	32, Friends Colony, New Delhi - 110065
3.	Mr. Rameshwar Singh Thakur	Independent Director	00020126	Flat No 205 Burlington Hiranandani Estate Patlipada, Thane, Mumbai - 400607
4.	Mr. Vineet Agarwal	Independent Director	00380300	19 OLOF Palme Marg Vasant Vihar, New Delhi 110057
5.	Mrs. Rumjhum Chatterjee	Independent Director	00283824	E-2278, Palam Vihar, Gurgaon – 122017 Haryana
6.	Mr. Manit Rastogi	Independent Director	00370998	N-85, Panchsheel Park, New Delhi-110017
7.	Mr. Ghanshyam Girdharbhai Trivedi	Non-Executive Non-Independent Director	00021470	4, Shashwat Bungalows, B/H Rajpath Club, S G Highway Ahmedabad, Gujarat – 380059
8.	Mr. Zubair Ahmed	Independent Director	00182990	A-24/5 Qutub Enclave, DLF City Phase 1, Gurgaon Haryana - 122002

- (xii) Details of the Promoters of Transferee Company as on the date of this Notice, along with their addresses, are mentioned below:

Sl. No.	Name	Category	Address
1.	Mr. Shreekant Somany	Promoter	32, Friends Colony, New Delhi-110065
2.	Mr. Abhishek Somany	Promoter	32, Friends Colony, New Delhi-110065
3.	Mrs. Anjana Somany	Promoter	32, Friends Colony, New Delhi-110065
4.	Mrs. Minal Somany	Promoter	32, Friends Colony, New Delhi-110065
5.	Mrs. Anushree Chopra	Promoter	32, Friends Colony, New Delhi-110065
6.	Mr. Shrivatsa Somany	Promoter	32, Friends Colony, New Delhi-110065
7.	Ms. Aanvi Somany	Promoter	32, Friends Colony, New Delhi - 110065
8.	Mr. Ameya Somany	Promoter	32, Friends Colony, New Delhi-110065
9.	Abhishek Somany HUF (Karta: Abhishek Somany)	Promoter	32, Friends Colony, New Delhi - 110065
10.	Abhishek Somany- Trustee of Shakthi Family Trust	Promoter	32, Friends Colony, New Delhi-110065
11.	Shreekant Somany- Trustee of Srijan Family Trust	Promoter	32, Friends Colony, New Delhi-110065
12.	Shrivatsa Somany - Trustee of Sanrakshith Family Trust	Promoter	32, Friends Colony, New Delhi-110065

- (xiii) The amount due to Unsecured Creditors:

The amount due to Unsecured Creditors of the Transferee Company as on December 31, 2025 is Rs. 396.06 Crores.

1. RATIONALE AND SALIENT FEATURES OF THE SCHEME:

RATIONALE OF THE SCHEME

The Transferor Companies and Transferee Company are desirous of consolidating their businesses/operations into a single company by amalgamation of the Transferor Companies with the Transferee Company under this Scheme of Amalgamation.

The circumstances, which justify and/or necessitate the proposed Scheme of Amalgamation of the Transferor Companies with the Transferee Company; and benefits of the proposed amalgamation as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

- (i) Both the Transferor Companies and Transferee Company are under common control and it would be advantageous to combine the activities and operations in a single Company and to build strong capability to effectively meet future challenges in competitive business environment.

- (ii) The proposed Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.
- (iii) Presently, the Transferor Companies are engaged in the business of trading of ceramic tiles, sanitary ware and allied products and other related activities and Transferee Company is also engaged in the business of manufacturing and trading of ceramic tiles, polished vitrified tiles, glazed vitrified tiles, sanitaryware and bath fittings, tile laying solutions, other allied products and other related activities. The proposed amalgamation will enable the integration of the business activities of the Transferor Companies with the Transferee Company.
- (iv) The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- (v) The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferee Company as well as by the Transferor Companies.
- (vi) The proposed amalgamation would enhance the Shareholders' value of the Transferor Companies and the Transferee Company.
- (vii) The proposed Scheme of Amalgamation will have beneficial impact on the Transferor Companies and the Transferee Company, their Shareholders, employees and other stakeholders and all concerned.

In the view of the above advantages and benefits, the respective Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013. To give effect to the proposals contained herein, this Scheme of Amalgamation is presented for approval to the Hon'ble National Company Law Tribunal, Kolkata Bench.

Further, the respective Board of Directors of the Transferor Companies and the Transferee Company are of the opinion that the Scheme would be beneficial to and in the best interest of the shareholders, creditors, employees and other stakeholders of the Transferor Companies and Transferee Company along with general public at large.

SALIENT FEATURES / DETAILS / EXTRACT OF THE SCHEME OF AMALGAMATION

1. The salient features of the Scheme are *inter alia* as follows:-
 - A. In terms of the Scheme, the Appointed Date means April 1, 2025 or as the Hon'ble Tribunal Bench may direct.
 - B. In terms of the Scheme, the Effective Date (*as defined in the Scheme*) means the last of the dates on which certified copies of the order of the NCLT (as defined hereinafter) sanctioning the Scheme are filed by the Companies with the jurisdictional Registrar of Companies. Any references in this Scheme to the "upon this Scheme becoming effective" or "upon coming into effect of this Scheme" or "upon the Scheme coming into effect" or "effectiveness of the Scheme" shall be construed to be a reference to the Effective Date.

- C. The Scheme provides that upon the Scheme becoming effective and with effect from the Appointed Date (*as defined in the Scheme*), the Amalgamated Undertaking of the Transferor Companies as defined in Clause 1.1 of the Scheme shall, under the provisions of the Act and pursuant to the Order of the Hon'ble NCLT, without any further act, instrument, or deed, be and stand transferred to and vested in and be available to the Transferee Company as a going concern so as to become as and from the Appointed Date the estates, assets, rights, title, interests and authorities, etc. of the Transferee Company.
- D. The Scheme provides that upon the Scheme becoming effective and with effect from the Appointed Date:
- (i) All the debts, liabilities, duties, and obligations present and future of Transferor Companies (including contingent liabilities, if any) shall, without any further act, instruments or deed stand transferred to the Transferee Company pursuant to the provisions contained in Section 232 and other applicable provisions of the Act, so as to become the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies with effect from the Appointed Date. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement (including any creditor or shareholder) relating to such debts, liabilities, contingent liabilities, duties and obligations in order to give effect to the provisions of this Clause.
 - (ii) All the profits or income accruing or arising to the Transferor Companies or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses or taxes of the Transferee Company, as the case may be. It is clarified for the purpose of brevity that all assets and receivables, whether contingent or otherwise, of the Transferor Companies as on the Appointed Date, whether provided for or not, in the books of account and all other assets or receivables which may accrue or arise on or after the Appointed Date shall be deemed to be the assets and receivables or otherwise, as the case may be of the Transferee Company.
 - (iii) All the inter-se contracts solely between the Transferor Companies and the Transferee Company shall stand cancelled and cease to operate, and appropriate effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferee Company. For avoidance of doubt, it is hereby clarified that there will be no accrual of income or expense or interest or any other charges on account of any such inter-se transactions in the nature of sale or transfer of goods, material or services or deposits or balances between the Transferor Companies and the Transferee Company.
 - (iv) ***Consideration***: The Transferor Companies are wholly owned subsidiary companies of the Transferee Company and Transferee Company along with its nominee shareholders holds all the shares issued by the Transferor Companies. On amalgamation of Transferor Companies with Transferee Company, no shares shall be issued or allotted in respect of the holding of the shares by the Transferee Company and its nominee shareholders in the Transferor Companies.

2. If the scheme of compromise or arrangement relates to more than one Company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies

Transferor Company 1, Transferor Company 2 and Transferor Company 3 are the wholly-owned subsidiaries of the Transferee Companies.

3. Approvals and actions taken in relation to the Scheme

The Transferor Companies and the Transferee Company will obtain such necessary approvals/sanctions/no objection(s) from the regulatory or other governmental authorities, if so required.

4. Effect of the Scheme

i. Key Managerial Personnel and Directors

Pursuant to the Scheme, the Transferor Companies shall be dissolved without winding up and its Directors shall cease to hold office. The Directors and Key Managerial Personnel (KMPs) of the Transferor Companies and their respective relatives have no interest in the Scheme, financially or otherwise, except to the extent of their shareholding, if any, and their interests are not adversely affected by the Scheme.

The Directors and Key Managerial Personnel (KMPs) of the Transferee Company and their respective relatives have no interest in the Scheme, financially or otherwise, except to the extent of their shareholding, if any, and their interests are not adversely affected by the Scheme.

ii. Promoters and Non-Promoters

The Transferor Companies are the wholly owned subsidiary companies of the Transferee Company. The entire paid-up share capital of the Transferor Companies are held by the Transferee Company and its nominees and the same shall stand cancelled on the Scheme becoming effective and no shares will be issued by Transferee Company to Transferor Companies. Further, save as aforesaid, the rights and interest of the Promoters and Non-Promoter Shareholders of Companies involved in the Scheme will not be prejudicially affected by the Scheme.

iii. Depositors, Debenture Holders, Deposit Trustee or Debenture Trustee

The Transferor Companies and the Transferee Company have neither issued any debentures nor taken any public deposits. Hence, there are no debenture holders, debenture trustees, depositors and deposit trustees in the applicant companies. There will be no adverse effect on account of the Scheme on any of the aforesaid stakeholders. The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

iv. Creditors

Post sanction of the Scheme the rights and interests of the Unsecured Creditors of Transferor Company 2 and Transferee Company and Secured Creditors of Transferee Company and their interest will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner.

v. Employees: Upon the coming into effect of this Scheme:

The rights and interests of the employees, if any, of the Transferor Companies will not be prejudicially affected by the Scheme as such employees will become employees of Transferee Company at the agreed terms and conditions without any break or interruption in service.

vi. Disclosure about effect of the Scheme on material interests of Directors, Key Managerial Personnel (KMP), Debenture Trustee and other Stakeholders

Please refer to point no. 4 above for the effect of the Scheme on material interests of Directors, Key Managerial Personnel, Debenture Trustee and other Stakeholders.

vii. Investigations or proceedings, if any, pending against the Applicant Companies under the Act:

No investigation proceedings are pending under the provisions of Chapter XIV of the Act or under Sections 235 to 251 of the Companies Act, 1956 in respect of the Applicant Companies.

viii. Status of Step-down Subsidiary SRCL Buildwell Private Limited:

It is hereby clarified that SRCL Buildwell Private Limited, a Step-down Subsidiary ("SRCLBL"), which is currently a wholly-owned subsidiary of the Transferor Company 3, shall not form part of this Scheme of Amalgamation and shall continue to exist as a separate legal entity.

Upon the Scheme becoming effective, the entire shareholding of SRCLBL held by the Transferor Company 3 shall, by operation of law, be vested in and held by the Transferee Company, and SRCLBL shall become a direct subsidiary of the Transferee Company. The operations, assets, liabilities, contracts, and employees

of SRCLBL shall remain unaffected by this Scheme.

5. The proposed Scheme does not contemplate any corporate debt restructuring exercise.
6. The Pre-scheme shareholding of Transferor Company 1 as on December 31, 2025 is as detailed below:

Category of Shareholder	No. of Shares held	Total Shareholding as a % of total no. of Shares
Promoters and Promoter Group	5,00,000 Equity Shares of Rs. 10/- each	100%
TOTAL	5,00,000 Equity Shares of Rs. 10/- each	100%

7. The Pre-scheme shareholding of Transferor Company 2 as on December 31, 2025 is as detailed below:

Category of Shareholder	No. of Shares held	Total Shareholding as a % of total no. of Shares
Promoters and Promoter Group	35,10,000 Equity Shares of Rs. 10/- each	100%
TOTAL	35,10,000 Equity Shares of Rs. 10/- each	100%

8. The Pre-scheme shareholding of Transferor Company 3 as on December 31, 2025 is as detailed below:

Category of Shareholder	No. of Shares held	Total Shareholding as a % of total no. of Shares
Promoters and Promoter Group	26,85,000 Equity Shares of Rs. 10/- each	100%
TOTAL	26,85,000 Equity Shares of Rs. 10/- each	100%

9. The Pre and Post amalgamation shareholding of Somany Ceramics Limited shall be same as the scheme provides for the merger of Somany Bathware Limited (“SBL”/ “Transferor Company 1”), Somany Excel Vitrified Private Limited (“SEVPL” / “Transferor Company 2”) and SR Continental Limited (“SRCL” / “Transferor Company 3”) (“hereinafter collectively referred to as the “Transferor Companies”) with and into Somany Ceramics Limited (“Transferee Company”) and no shares are being issued as part of the consideration. The Pre-scheme shareholding of Somany Ceramics Limited based on December 31, 2025 and the Post-scheme shareholding would be as detailed below:

Particulars	Category of shareholder	No. of fully paid-up equity shares	Total Shareholding as a % of total no. of Shares	No. of fully paid-up equity shares	Total Shareholding as a % of total no. of Shares
Pre-Shareholding			Post-Shareholding		
(A)	Promoter & Promoter Group	2,25,58,791	55.00%	2,25,58,791	55.00%
(B)	Public	1,84,54,015	45.00%	1,84,54,015	45.00%
(C)	Non-Promoter-Non Public	0	0.00%	0	0.00%
	Total	4,10,12,806	100.00%	4,10,12,806	100.00%

You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the salient extracts thereof.

10. Details of Approval from regulatory authorities:

- (a) The Transferee Company vide its letter dated November 20, 2025 submitted the Scheme of Amalgamation with BSE Limited and National Stock Exchange of India Limited. In terms of SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, Transferor Companies being wholly owned subsidiaries of the Transferee Company, pursuant to Regulation 37(6) of the LODR Regulations, there is no requirement of obtaining any 'No-Objection Letter' or 'Observation Letter' to the Scheme from the Stock Exchanges on which the securities of the Company are listed.
 - (b) The Transferor Companies and the Transferee Company have jointly made an application before the Hon'ble National Company Law Tribunal, Kolkata Bench for the sanction of the Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
 - (c) A copy of the Scheme along with the necessary statement under Section 230 read with Rules 6 and 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, will be forwarded to the Registrar of Companies, in terms of the order dated April 09, 2026 (date of pronouncement), of the Hon'ble National Company Law Tribunal, Kolkata Bench.
 - (d) The Transferor Companies and the Transferee Company are required to seek approval / sanction / no objection from certain regulatory and governmental authorities for the Scheme such as a concerned Registrar of Companies, Regional Director, Official Liquidator, Income Tax department and will obtain the same at the relevant time.
11. The Directors of the Company may be deemed to be concerned and/ or interested in the Scheme only to the extent of their Shareholding in the Transferee Company or to the extent the said Directors are common Directors in the Transferor Companies/ Transferee Company, or to the extent the said Directors are the partners, directors, members of the Transferor Companies/ Transferee Company, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold Shares in Transferor Companies/ Transferee Company.
12. **The date of the Board Meeting of the Applicant Companies at which the Scheme was approved by the Board of Directors including the name of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

The Board Meetings of Applicant Companies at which the Scheme of Amalgamation was approved were held on 7th November, 2025. All the directors present at the respective Board Meeting(s), voted in favour of the Scheme. Details regarding the voting are given below:

Details of Directors of Transferor Company 1 who voted in favour/against/did not participate on resolution passed at the Meeting of the Board of Directors of Transferor Company 1 on November 07, 2025 are given below:

S. No.	Name of Directors	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1.	Mr. Shreekant Somany	Yes	-	-
2.	Mr. Abhishek Somany	Yes	-	-
3.	Mr. Ghanshyam Girdharbhai Trivedi	-	-	Absent
4.	Mr. Shrivatsa Somany	Yes	-	-

Details of Directors of Transferor Company 2 who voted in favour/against/did not participate on resolution passed at the Meeting of the Board of Directors of Transferor Company 2 on November 07, 2025 are given below:

S. No.	Name of Directors	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1.	Mr. Sachin Jain	Yes	-	-
2.	Mr. Jatin Gupta	Yes	-	-
3.	Mr. Ravi Kant	Yes	-	-

Details of Directors of Transferor Company 3 who voted in favour/against/did not participate on resolution passed at the Meeting of the Board of Directors of Transferor Company 3 on November 07, 2025 are given below:

S. No.	Name of Directors	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1.	Mr. Shreekant Somany	Yes	-	-
2.	Mr. Sachin Jain	Yes	-	-
3.	Mr. Ravi Kant	Yes	-	-

Details of Directors of Transferee Company who voted in favour/against/did not participate on resolution passed at the Meeting of the Board of Directors of Transferee Company on November 07, 2025 are given below:

S. No.	Name of Directors	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1.	Mr. Shreekant Somany	Yes	-	-
2.	Mr. Abhishek Somany	Yes	-	-
3.	Mr. Rameshwar Singh Thakur	Yes	-	-
4.	Mrs. Rumjhum Chatterjee	Yes	-	-
5.	Mr. Vineet Agarwal	Yes	-	-
6.	Mr. Manit Rastogi	-	-	Absent
7.	Mr. Zubair Ahmed	Yes	-	-
8.	Mr. Ghanshyam Girdharbhai Trivedi	Yes	-	-

The details of the current directors / and Key Managerial Personnel of the Transferor Company 1 and their shareholding in the Transferor Company 1 to 3 and Transferee Company as on December 31, 2025 are as follows:

S. No.	Name of Directors	Designation	Shares in Transferor Company 1	Shares in Transferor Company 2	Shares in Transferor Company 3	Shares in Transferee Company
1.	Mr. Abhishek Somany	Director	1*	1*	1*	#18,74,575
2.	Mr. Ghanshyam Girdharbhai Trivedi	Director	1*	-	-	2,000
3.	Mr. Shreekant Somany	Director	1*	1*	1*	1,15,887
4.	Mr. Shrivatsa Somany	Director	-	-	-	1,15,887

*Holding equity shares in the capacity of registered owner on behalf of Somany Ceramics Limited, being the beneficial owner of the Shares.

#Shareholding includes 18,942 shares held by Mr. Abhishek Somany and 18,55,633 shares held by Abhishek Somany HUF, wherein Mr. Abhishek Somany being the Karta of the said HUF.

The details of the current directors / and Key Managerial Personnel of the Transferor Company 2 and their shareholding in the Transferor Company 1 to 3 and Transferee Company as on December 31, 2025 are as follows:

S. No.	Name of Directors	Designation	Shares in Transferor Company 1	Shares in Transferor Company 2	Shares in Transferor Company 3	Shares in Transferee Company
1.	Mr. Jatin Gupta	Nominee Director	-	-	-	-
2.	Mr. Ravi Kant	Nominee Director	-	1*	1*	-
3.	Mr. Sachin Jain	Nominee Director	-	-	1*	1

*Holding equity shares in the capacity of registered owner on behalf of Somany Ceramics Limited, being the beneficial owner of the Shares.

The details of the current directors / and Key Managerial Personnel of the Transferor Company 3 and their shareholding in the Transferor Company 1 to 3 and Transferee Company as on December 31, 2025 are as follows:

S. No.	Name of Directors	Designation	Shares in Transferor Company 1	Shares in Transferor Company 2	Shares in Transferor Company 3	Shares in Transferee Company
1.	Mr. Sachin Jain	Additional Director	-	-	1*	1
2.	Mr. Ravi Kant	Director	-	1*	1*	-

3.	Mr. Shreekant Somany	Director	1*	1*	1*	1,15,887
----	----------------------	----------	----	----	----	----------

*Holding equity shares in the capacity of registered owner on behalf of Somany Ceramics Limited, being the beneficial owner of the Shares.

The details of the current directors / and Key Managerial Personnel of the Transferee Company and their shareholding in the Transferor Company 1 to 3 and Transferee Company as on December 31, 2025 are as follows:

S. No.	Name of Directors	Designation	Shares in Transferor Company 1	Shares in Transferor Company 2	Shares in Transferor Company 3	Shares in Transferee Company
1.	Mr. Shreekant Somany	Chairman & Managing Director	1*	1*	1*	1,15,887
2.	Mr. Abhishek Somany	Managing Director & CEO	1*	1*	1*	#18,74,575
3.	Mr. Rameshwar Singh Thakur	Independent Director	-	-	-	-
4.	Mrs. Rumjhum Chatterjee	Independent Director	-	-	-	-
5.	Mr. Vineet Agarwal	Independent Director	-	-	-	2,034
6.	Mr. Manit Rastogi	Independent Director	-	-	-	-
7.	Mr. Zubair Ahmed	Non-Executive Non Independent Director	-	-	-	-
8.	Mr. Ghanshyam Girdharbhai Trivedi	Independent Director	1*	-	-	2,000
9.	Mr. Amit Sahai	CEO – Tile Business	-	-	-	1,000
10.	Mr. Sailesh Raj Kedawat	Chief Financial Officer	-	-	-	541
11.	Mr. Anuj Kalia	Company Secretary	-	-	1*	-

*Holding equity shares in the capacity of registered owner on behalf of Somany Ceramics Limited, being the beneficial owner of the Shares.

#Shareholding includes 18,942 shares held by Mr. Abhishek Somany and 18,55,633 shares held by Abhishek Somany HUF, wherein Mr. Abhishek Somany being the Karta of the said HUF

13. None of the Directors, Promoters, Key Managerial Personnel, their relatives, Creditors and Employees of the Transferee Company respectively have any material interest, financial or otherwise, in the Scheme, save to the extent of shares held by them in the Transferee Company, if any.
14. This statement may also be treated as an Explanatory Statement under Section 102 and Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
15. On the Scheme being approved by the requisite majority of the Shareholders and Unsecured Creditors, the Applicant Companies shall file a joint petition with the Hon'ble National Company Law Tribunal, Kolkata Bench for sanction of the Scheme under Sections 230-232 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Act.

16. It is further provided that there are no other contracts or agreements that are material to the proposed scheme.
17. It is confirmed that the copy of the Scheme, as approved by Board, is being filed with the Registrar of Companies, Kolkata and other requisite authorities.
18. In compliance with the requirement of Section 230(5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, notice in the prescribed form and seeking approvals, sanctions or no-objections shall be served to the concerned regulatory and government authorities for the purpose of the proposed Scheme.
19. No other approvals from regulators or governmental authorities are required at this stage nor any have been received or are pending in respect of the proposed Scheme.
20. No winding up petition is pending against the Transferee Company and the Transferor Companies.
- 21. Other Matters:**
 - a. The accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013. The certificate issued by the statutory auditor of the respective applicant companies is open for inspection.
 - b. The Valuation Report is not required in connection with the scheme as there are no issuance of shares/securities and the entire share capital of the Transferor Companies are held by the Transferee Company which shall stand cancelled pursuant to the Scheme.
 - c. The Scheme is not prejudicial to the interest of any concerned shareholders or creditors or general public at large.
22. The Transferor Companies are wholly owned subsidiary companies of the Transferee Company and Transferee Company along with its nominee shareholders holds all the shares issued by the Transferor Companies. On amalgamation of Transferor Companies with Transferee Company, no shares shall be issued or allotted in respect of the holding of the shares by the Transferee Company and its nominee shareholders in the Transferor Companies.
23. Upon the Scheme coming into effect, the authorized share capital of the Transferee Company shall automatically stand increased by merging the authorized share capital of the Transferor Companies with the Transferee Company without any further act or deed on the part of the Transferee Company. On dissolution of Transferor Companies in accordance with Clause 12 of the Scheme, the stamp duty, or any other fees, if any, paid by the Transferor Companies on its authorized share capital shall be set-off against any fees payable by the Transferee Company on its combined authorized share capital subsequent to the amalgamation.
24. The Company is facilitating voting through both remote e-voting and e-voting options. Unsecured Creditors entitled to vote may exercise their right either through the remote e-voting platform provided by the Company through CDSL or by participating in the voting process during the meeting. Voting in case of body corporate, and voting by authorised representatives shall be permitted, provided the prescribed form/authorization is filed with the Transferee Company, no later than 48 hours before the commencement of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

25. The Company wishes to inform the creditors that the First Motion Order received from the Hon'ble National Company Law Tribunal ("NCLT") Kolkata Bench, Court- I, contains an inadvertent reference to a "Scheme of Arrangement" instead of "Scheme of Amalgamation." The Company has already initiated appropriate steps to seek rectification of the said Order. Creditors are further informed that the revised and corrected details of the Order, upon receipt from the Hon'ble NCLT, will be duly intimated to all concerned stakeholders in a timely manner.
26. The copies of the following documents will be available for inspection by the Unsecured Creditors at the Registered Office of Transferee Company on all working days (except Saturdays, Sundays and public holidays) up to the date of the meeting between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Meeting, for which Unsecured Creditors are required to send an e-mail to the Company Secretary at sclinvestors@somanyceramics.com.
- i) Resolution passed by the Board of Directors of the Transferor Companies and the Transferee Company approving the Scheme of Amalgamation.
 - ii) Copy of letters submitted to the Stock Exchanges for filing the Scheme of Amalgamation.
 - iii) Scheme of Amalgamation.
 - iv) Copy of the Order dated 9th April, 2026 passed in Company Application No. C.A (CAA) NO. 35/KB/2026 by the Hon'ble National Company Law Tribunal of Kolkata directing the convening and holding of the Meeting of the Equity Shareholders and Meeting of the Unsecured Creditors of the Transferee Company.
 - v) Memorandum and Articles of Association of the Transferor Companies and Transferee Company.
 - vi) Audited financial statements of the Transferee Company and Transferor Companies for the financial year ended 31st March, 2025.
 - vii) Un-audited Financial results of the Transferor Companies and the Transferee Company for the quarter ended 31st December, 2025.
 - viii) Register of Directors' shareholdings of the Transferee Company and Transferor Companies.
 - ix) Copy of the Auditors' certificate to the effect that the accounting treatment in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
27. This statement may be treated as an Explanatory Statement under Sections 102, 230 to 232 of the Act read with Rule 6 of the Rules. Hard copies of the Particulars as defined in this Notice can be obtained free of charge, from the registered office of the Company, on a requisition being so made by the unsecured creditors of the Company, along with their details by sending an email request on sclinvestors@somanyceramics.com.
28. After the Scheme is approved by the unsecured creditors of the Transferee Company, it will be subject to the approval sanction by NCLT or any other statutory or regulatory authorities as may be applicable.

Place: Kolkata
Date: 23.04.2026

Sd/-
Anuj Kalia
Company Secretary, Somany Ceramics Limited
Authorized by Adv. Namrata Basu
Chairperson appointed for the meeting of the
Unsecured Creditors of Somany Ceramics
Limited

SCHEME OF AMALGAMATION

BETWEEN

SOMANY BATHWARE LIMITED

(TRANSFEROR COMPANY 1)

AND

SOMANY EXCEL VITRIFIED PRIVATE LIMITED

(TRANSFEROR COMPANY 2)

AND

SR CONTINENTAL LIMITED

(TRANSFEROR COMPANY 3)

WITH

SOMANY CERAMICS LIMITED

(TRANSFEREE COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

UNDER SECTIONS 230-232 OF THE COMPANIES ACT, 2013



1



A. PREAMBLE

This Scheme of Amalgamation is presented under Sections 230-232 and other applicable provisions of the Act (*as defined in Part A below*) and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force and in compliance with provisions of Section 2(1B), Section 72A and other relevant provisions of the IT Act, for amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited with Somany Ceramics Limited as a going concern.

Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited are wholly owned subsidiaries of Somany Ceramics Limited. Accordingly, in consideration of the merger, Somany Ceramics Limited will not issue any shares under the Scheme of Amalgamation. The existing shareholding of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR Continental Limited will stand cancelled pursuant to the Scheme of Amalgamation.

In addition, this Scheme of Amalgamation also provides for various other matters consequential or otherwise integrally connected herewith.

B. BACKGROUND OF COMPANIES INVOLVED IN THE SCHEME

- (i) **Somany Bathware Limited** (hereinafter referred to as “**Transferor Company 1**”) (CIN: U51909WB2006PLC273565) is a company incorporated on December 26, 2006, with the Registrar of Companies, NCT Delhi & Haryana as “Somany Retail Limited” and received Certificate for Commencement of business dated February 02, 2007. The name of the Transferor Company 1 was changed from “Somany Retail Limited” to “Somany Global Limited” on September 02, 2009 and from “Somany Global Limited” to “Somany Bathware Limited” (as its current name) on October 11, 2018. At present the registered office of Transferor Company 1 is located at 2, Red Cross Place, Kolkata – 700001 within the jurisdiction of the Hon'ble NCLT, Kolkata. As per the memorandum of association of Transferor Company 1, the



Transferor Company 1 is engaged in the business of trading of ceramics tiles, sanitary ware and allied products. The main object of the Transferor Company 1 is as follows:

Main Object:

- i. *To carry on the business of retailer in India or elsewhere by opening outlets, shops, display centres to sell and display all kinds of tiles, ceramic ware, sanitary ware, bathroom accessories, glass, glassware, tableware, decorative ware and all types of building materials etc.*
- ii. *To carry on the business of importers and exporters of, traders and dealers in or otherwise engage generally in all types of tiles, sanitary goods and sanitary accessories, products of all classes, viz., fibre glass, glass wood, fireclay, refractories, insulations, cements of all types including H. A. cement, glass, china wares, porcelain wares, earthen wares, stone wares, terracotta, plastics moulding and extrusions and crockery wares, table wares, glass wares, figures and statues, artificial teeth, electrical insulators, sanitary wares, glazed or unglazed tiles, laboratory, hospital and industrial requisites, sparking plugs, drainage and water supply pipes, refractory and insulation cement, bricks and other shapes and linings and all types and kinds of any class of plastic, heavy clay and ceramic products.*
- iii. *To produce, refine, cure, process, prepare, import, export, purchase, sell and generally deal in all kinds of tiles, ceramic ware, glass and glass ware, insulators, asphalt, asbestos and asbestos products, cement and cement products, gypsum, building materials, plastic and plastic wares, polymetric, vinyl, vinyl asbestos and solid vinyl ware, adhesives, vinyl cover base, fire bricks, fire clay, fire cement, terracotta, blocks, lime, limestone, fibreglass and fibreglassware, refractories, hospital ware, including in particular but not limiting the generality of the forgoing wall tiles, floor tiles, roofing tiles, porcelain tiles, plastic and other synthetic tiles, earthenware tiles, vitreous sintered mosaic tiles, clinker tiles, refractory tiles, paying tiles, grey tiles, sanitary wares, crockery, pottery, tableware, hotel ware, decorative ware, garden ware, earthenware, pressed ware, porcelain bathroom accessories, and*



to provide, equip and maintain plants, laboratories, test houses, factories, and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of products.

iv. *To enter into franchise operations, tie-ups, collaborations, technology transfers within India and outside India for the items mentioned in clause 1 to 3 above.*

v. *To act as consultant, retainers, contractors, decorators, planners, approvers, commission agents, mediators, brokers, factors, consultants, advisers or alike for various organisation dealing in items mentioned in 1 and 2 above.*

(ii) **Somany Excel Vitrified Private Limited** (hereinafter referred to as “**Transferor Company 2**”) (CIN: U26955WB2015PTC274839) was incorporated on October 30, 2015, with the Registrar of Companies, Rajasthan. At present the registered office of Transferor Company 2 is located at 2, Red Cross Place, Kolkata -700001 within the jurisdiction of the Hon'ble NCLT, Kolkata. As per the memorandum of association of Transferor Company 2, the Transferor Company 2 is engaged in the business of trading of sanitary ware and parts thereof. The main object of the Transferor Company 2 is as follows:

Main Object:

To carry on in India or elsewhere the business to manufacture, produce, treat, process, design, develop, build, convert, cure, crush, distribute, display, exchange, barter, explore, extract, excavate, finish, formulate, grind, handle, fabricate, import, export, purchase, sell, jobwork, mix, modify, market, operate, prepare, and to act as brokers, agents, stockiests, consignors , franchisers, collaborators, distributors, dealers, suppliers, service provider, promoters, concessionaires, consultants, C and F agent, wholesalers, retailers, sales organizers, and to carry on trading and other operations of all shapes, sizes, varieties, specifications, descriptions, including applications and uses, of tiles, laying of tiles, including ceramic tiles, glazed tiles, mosaics tiles, floor tiles, marble tiles, cement tiles, wall tiles, granite tiles, porcelain tiles, roofing tiles, china tiles, Ceramic Products and by-products thereof, any kinds of metal products, sanitary wares, ceramics wares, earthenwares, crockeries,



4

40



pressedwares, decorativewares, gardenwares, kitchenwares, potteries insulators, terracotta, porcelain ware, bathroom, accessories, pipes, bricks, building materials, asbestos sheets, poles, blocks, plumbing fixture including fitting, parts, accessories, consumable components and buy-products thereof and plumbing services.

- (iii) **SR Continental Limited** (hereinafter referred to as “**Transferor Company 3**”) (CIN: U55101WB1979PLC282621) was incorporated on June 25, 1979, with the Registrar of Companies, West Bengal as “Special Refractories Limited” and received Certificate for Commencement of business dated July 27, 1979. The name of the Transferor Company 3 was changed from “Special Refractories Limited” to “SR Continental Limited” on February 03, 2003. At present the registered office of the Transferor Company 3 is located at 2, Red Cross Place, Kolkata -700001 within the jurisdiction of the Hon'ble NCLT, Kolkata. As per the memorandum of association of the Transferor Company 3, the Transferor Company 3 is engaged in the business of trading of ceramics tiles, sanitary ware and allied products. The main object of the Transferor Company 3 is as follows:

Main Object:

- i. *To manufacture, compose, prepare, import, export, buy, sell and generally deal in refractories, fire-bricks, fire-clay insulation bricks, silica bricks and bricks of all kinds, mortars, lime cement, fire cement and refractories of all kinds.*
- ii. *To make, compose, prepare, buy, sell and dispose of sewer pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds and building materials of all kinds.*
- iii. *To buy, sell, get, work, shape, hew, carve, polish, crush and prepare for market or use stone of all kinds and to manufacture, pave and deal in artificial stone weather for building, paving or other purposes.*
- iv. *To carry on business as quarry masters, stone merchants, road and pavement makers and repairers, builders and contractors for the execution of works and buildings of all kinds in the construction of which stone is required.*
- v. *To manufacture, prepare, import, export, buy, sell and generally deal in all kinds of glass, glass-wares, glass-goods, mirrors, looking glass, scientific glasswares, bangles, false pearls, bottles, phials and all kinds of articles*



prepared of glass and to carry out the business of glass leveller, patent solverer, glass embosser, ecclesiastical lead workers, glass tablet, show card and show case manufactures.

- vi. *To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell and generally deal in all kinds if ceramics, ceramic wares, insulators, asphalt, asbestos, terakota, blocks, lime stone, fibreglass, fibreglassware, mortals, jigs, tools, dies, fixtures and bathroom accessories, and generally deal in or process any other products which may come out as by products or which may be essential for filing or fixing the above products or fittings for any of the products or by products or may in any way be similar to the products.*
- vii. *To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell and generally deal in all kinds of tiles including in particular but not limiting the generality of the foregoing wall tiles, floor tiles, roofing tiles, porcelain tiles, plastic and other synthetic tiles, earthen-ware tiles, paving tiles, gres tils and to provide, equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sell and purchase of products and to manufacture, refine treat cure or subject to any process, prepare, import, export, purchase, sell, treat and generally deal in any other products which may come out as by-products or which may be essential for the fitting or fixing the above products or by-products or may in any way be similar to the products.-*
- viii. *To render to any person or firm or body corporate whether in India or elsewhere technical information, know-how, consultancy services, processes, engineering, manufacturing and operating data, plans, lay-outs, and blue-prints useful for design, erection and operation of plant related to the production, manufacturing, designing, fabricating, assembling of refractories, glass and glasswares of all kinds, ceramic materials and tiles of all kinds.*
- ix. *To manufacture, prepare, buy, sell, import, export and generally deal in Ceramic Colors, Pigments, stains, Enamels, Frits and Glazes of all kinds and any other raw materials required for use of ceramic products including in tiles industries and to develop bodies for tiles industries.*



(iv) **Somany Ceramics Limited** (hereinafter referred to as “**Transferee Company**”) (CIN: L40200WB1968PLC224116) was incorporated on January 20, 1968, with Registrar of Companies, West Bengal as “Somany-Pilkington’s Limited” and received Certificate for Commencement of business dated February 7, 1968. The name of the Transferee Company was changed from “Somany-Pilkington’s Limited” to “SPL Limited” on October 18, 1995, and from “SPL Limited” to “Somany Ceramics Limited” (as its current name) on January 30, 2007. At present, the registered office of the Transferee Company is located at 2, Red Cross Place, Kolkata - 700001. Transferee Company is an internationally acclaimed organization that specializes in ceramic tiles, sanitary ware, bath fittings, tile laying solutions and allied products. Transferee Company has an access to tiles manufacturing capacity of ~75 million square meters(msm) annually through two owned units (Kadi, Gujarat and Kassar, Haryana) and five associate/subsidiary companies and also other outsource vendors. It has also access to the capacity of 0.48 million of sanitaryware and 1.30 million bath fittings each year through two subsidiary companies. Transferee Company is a complete décor solutions provider and its extensive range of products include- Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Glazed Vitrified Tiles, Sanitaryware and Bath Fittings as well as Tile Laying Solutions. The equity shares of the Transferee Company are listed on BSE Limited (‘BSE’) and National Stock Exchange of India Ltd. (‘NSE’). The main object of the Transferee Company is as follows:

Main Object:

- i. *To produce, manufacture, refine, treat, cure, process prepare, Import, export, purchase, sell and generally deal in all kinds of tiles, ceramic ware, glass and glassware, insulators, asphalt, asbestos and asbestos products, cement and cement products, gypsum, building materials, plastic and plastic ware, polymerite, vinyl, vinyl-asbestos, and solid vinyl ware, adhesives, vinyl cove base, fire bricks, fire clay, fire cement, terracotta, blocks, lime, limestone, fibre glass and fibre glass ware, refractories, hospital ware, including in particular but not limiting the generality of the foregoing wall tiles, floor tiles, roofing tiles, porcelain tiles, plastic and other synthetic tiles, earthenware tiles,*



vitreous sintered mosaic tiles, clinker tiles, refractory tiles, paving tiles, gres tiles, sanitaryware, crockery, pottery, tableware, hotelware, decorative ware, garden ware, earthenware, stoneware, pressedware, porcelain ware, bathroom accessories and to provide, equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of products and to manufacture, refine, treat, cure or subject to any process, prepare, import, export, purchase, sell, treat and generally deal in any other products which may come out as by-products or which may be essential for fitting or fixing the above products or fittings for any of the above products or by-products or may in any way be similar to the products.

- ii. *To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, prospect for, take on lease, examine, explore, get, win, work, quarry, smelt, calcine, raise, manufacture, fabricate, design, assemble, refine, treat, crush, grind, dress, amalgamate, manipulate and prepare for market and generally deal in all kinds of clays minerals, ores, sands, coals, metals, stones, artificial stones, colours, ceramic colours, fritts, glazes, pigments, chemicals, opacifiers, oxides, kieselguhr and polishing wax and all products, by products and compounds thereof, and to provide equip and maintain plants, laboratories, test houses, factories and all other appliances and conveniences required for the manufacture, examination, storage, sale and purchase of the above products and to manufacture, refine, treat, cure or subject to any process, prepare, Import, export, purchase, sell and generally deal in any other products and by-products.*
- iii. *To produce, manufacture, design, fabricate, assemble, prepare, import, export, purchase, sell and generally to deal in all kinds of kilns and components, ancillaries, auxilliarities, accessories and parts thereof, ceramic machinery and other machinery and components and parts thereof for the manufacturing, processing etc. of the aforesaid objects and including their component parts, ancillaries, auxilliarities, accessories and parts thereof.*
- iv. *To carry on the business of paviours, builders and contractors, decorators, hardware and other building materials and requisites, brickmakers, job masters and to enter in to contracts for laying, polishing and completing all sorts of floorings, walls and other jobs.*

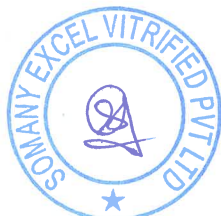


- v. **To manufacture, print, export, import, buy and sell, transfers and stickers of all kinds printed on decalcomania paper or other base materials and to act as printers, decorators and coaters of goods, sheets, papers and materials of all kinds and to prepare, manufacture, print, paint, use, import, export, design and device all kinds of articles of artistic objects for use and ornamentation of any articles and to manufacture or deal in colours, papers, coated papers or other material, films, fabrics, foils, screens, pens, brushes, adhesives, lacquars, oils, cleaners, thinners, developers, fixers, fillers, emulsions, decorators, mediums, powers, concentrates and all other types of materials needed for printing, decorating, polishing, designing and artistic vocations.*
- vi. **To design, develop, fabricate and manufacture machinery, plants and equipment including kilns and furnaces for manufacture of transfers and stickers and for application thereof either by itself or through an outside designer or manufacturer or fabricator and to use, buy, sell, hire, acquire or land such machinery, plant and equipment with technology or process and application thereof.*
- vii. **To carry on the business of printers, decorators and coaters of tiles, sanitaryware, enamelware, potteries, bottles, tumblers, jars, dinnerware, tableware, holloware and other articles of glass, ceramics, clay, stone, metal, plastic, rubber, leather or any other material and for this purpose to buy, sell, import, export, hire, borrow or otherwise acquire any goods, technical know-how and processes equipment and services.*
- *{Amended pursuant to Scheme of Amalgamation approved by National Company Law Tribunal, Kolkata Bench vide Order dated 20th December, 2021, made over to the Company on 30th December, 2021.}*

- (v) The Transferor Company 1, Transferor Company 2 and Transferor Company 3 (collectively hereinafter referred to as "**Transferor Companies**") are wholly owned subsidiaries of the Transferee Company, with nominal shares being held by individuals holding such shares as nominee of the Transferee Company in compliance with section 89 of the Act.

C. RATIONALE OF THE SCHEME

The Transferor Companies and Transferee Company are desirous of consolidating their businesses/operations into a single company by amalgamation of the Transferor Companies with the Transferee Company under this Scheme of Amalgamation.



The circumstances, which justify and/or necessitate the proposed Scheme of Amalgamation of the Transferor Companies with the Transferee Company; and benefits of the proposed amalgamation as perceived by the Board of Directors of these Companies, to the Shareholders and other stakeholders are, inter alia, as follows:

- (i) Both the Transferor Companies and Transferee Company are under common control and it would be advantageous to combine the activities and operations in a single Company and to build strong capability to effectively meet future challenges in competitive business environment.
- (ii) The proposed Amalgamation would result in business synergy, pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.
- (iii) Presently, the Transferor Companies are engaged in the business of trading of ceramic tiles, sanitary ware and allied products and other related activities and Transferee Company is also engaged in the business of manufacturing and trading of ceramic tiles, polished vitrified tiles, glazed vitrified tiles, sanitaryware and bath fittings, tile laying solutions, other allied products and other related activities. The proposed amalgamation will enable the integration of the business activities of the Transferor Companies with the Transferee Company.
- (iv) The proposed Scheme of Amalgamation will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.
- (v) The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferee Company as well as by the Transferor Companies.



10

46



- (vi) The proposed amalgamation would enhance the Shareholders' value of the Transferor Companies and the Transferee Company.
- (vii) The proposed Scheme of Amalgamation will have beneficial impact on the Transferor Companies and the Transferee Company, their Shareholders, employees and other stakeholders and all concerned.

In the view of the above advantages and benefits, the respective Board of Directors of the Transferor Companies and the Transferee Company have formulated this Scheme pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013. To give effect to the proposals contained herein, this Scheme of Amalgamation is presented for approval to the Hon'ble National Company Law Tribunal, Kolkata Bench.

Further, the respective Board of Directors of the Transferor Companies and the Transferee Company are of the opinion that the Scheme would be beneficial to and in the best interest of the Shareholders, creditors, employees and other stakeholders of the Transferor Companies and Transferee Company along with general public at large.



D. PARTS OF THE SCHEME

This Scheme is divided into the following parts:

PART A: Definitions and Share Capital of Transferor Companies and Transferee Company;

PART B: Amalgamation of Transferor Companies with and into the Transferee Company and the consideration thereof;

PART C: Accounting Treatment in the books of Transferor Companies and Transferee Company for the Scheme; and

PART D: General Terms and Conditions applicable to all the Parts of the Scheme.

The Scheme, in no way, is a Scheme of compromise or arrangement with the creditors of any of the Companies and the Scheme is not affecting the rights of the creditors as all the creditors will be paid/satisfied in full, as and when their respective amounts fall due in the usual course of business, by the Transferee Company.

The Scheme is not a Scheme of Corporate Debt Restructuring as envisaged under Section 230(2)(c) of the Act.



12



48

PART A

DEFINITIONS AND SHARE CAPITAL OF TRANSFEROR COMPANIES AND TRANSFEREE COMPANY

1.1. DEFINITIONS

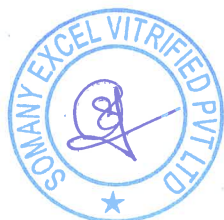
In this Scheme, unless repugnant to the context or meaning thereof, the following expressions shall have the following meanings:

- a) **"Act" or "the Act"** means the Companies Act, 2013 and the rules, regulations, notifications made thereunder including any statutory modifications, re-enactments or amendments thereof from time to time and for the time being in force;
- b) **"Amalgamated Undertaking(s)"** shall mean and include the whole of the businesses and undertakings of the Transferor Companies, as on the Appointed Date, being amalgamated with the Transferee Company and shall include (without limitation):
 - i. all the properties and assets, whether movable or immovable, whether freehold or leasehold, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent, deposits, investments of all kinds (including shares, scrips, stocks or pass through certificates), all cash balances with the banks, money at call and short notice, loans, advances, land and building leasehold or freehold, all fixed and movable plant and machinery, computers and accessories, software and related data & licenses, leasehold improvements, capital work-in progress, vehicles, furniture, fixtures, fittings, office equipment, telephone, facsimile and other communication facilities and equipment, electricals, appliances, accessories, deferred tax assets, contingent rights or benefits, lease and hire purchase contracts and assets, financial assets, benefit of insurance claims, receivables, cheques and other negotiable instruments (including post-dated cheques), benefit of assets or properties or other interest held in trust, benefit of any security arrangements, authorities, allotments, approvals, buildings and structures, office, residential



and other premises, tenancies, leases, licenses (including all assignments and grants thereof), reserves, provisions, funds, security deposit refunds, sales or purchase order, powers, consents, authorities, registrations, agreements, contracts, engagements, all non-compete covenants, arrangements of all kinds, rights, titles, interests, benefits, leasehold rights, import quotas, registrations whether under Central, State or other laws, regulatory approvals, lower withholding certificates, tax credits (including MODVAT or CENVAT, Service Tax credits, input of Goods and Services Tax), incentives or subsidies or schemes of central or state or local governments, certifications and approvals, tax holiday benefits, tax incentives & exemptions (including but not limited to tax credits), Minimum Alternate Tax Credit entitlement ("MAT Credit") (whether recorded in the books or not), unabsorbed depreciation (to extent available under law), tax losses (to extent available under law), advance tax payments (including self-assessment tax & TDS) under the IT Act, easements, privileges, liberties, grants and advantages of whatsoever nature as may be available to the Transferor Companies or in relation to any movable or immovable assets of the Transferor Companies and including right to use and avail of telephones, telex, facsimile, e- mail, web-connections, leased line connections and installations, utilities, electricity and other services;

- ii. investments in subsidiaries, joint ventures, associate companies, and other Persons in India or any jurisdiction outside India, subject to Applicable Law;
- iii. any license fee/security deposits with any Appropriate Authority that may have been paid by the Transferor Companies;
- iv. all records, files, papers, computer programs along with their licenses, manuals, data, back- up copies, catalogues, drawings, sales, and advertising materials, lists and other details of present and former customers and suppliers, customers credit information, pricing information and other records and data whether in physical or electronic form in connection with or relating to the Transferor Companies;



14



50



- v. all intellectual property rights including all trademarks, trademark applications, trade names, patents and patent applications, domain names, logo, websites, internet registrations, designs, copyrights, copyrights and other industrial designs and intellectual properties and rights of any nature whatsoever including know-how assignments and grants in respect thereof, trade secrets and all other interests exclusively relating to the Transferor Companies;
- vi. all applications made by the Transferor Companies for purpose of registration of any intellectual property;
- vii. all employees of the Transferor Companies immediately preceding the approval or sanction of the Scheme by the Hon'ble NCLT;
- viii. all the debts, liabilities, duties, and obligations present and future of the Transferor Companies including contingent liabilities, secured and unsecured payables, statutory liabilities (including but not limited to Service Tax, GST, income tax).

It is intended that the definition of Amalgamated Undertaking under this Clause would enable the transfer of all properties, assets, rights, duties, and liabilities of the Transferor Companies into the Transferee Company pursuant to this Scheme unless otherwise expressly provided in this Scheme.

- c) **"Applicable Laws"** mean any applicable statute, law, regulation, ordinance, rule, judgment, rule of law, orders, decree, ruling, bye-laws, approvals of any Appropriate Authority, directive, guideline, policy, clearance, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the matter in question, whether in effect as of the date of this Scheme or at any time thereafter;



15



51

- d) **"Appointed Date"** means the April 01, 2025 or as the Hon'ble National Company Law Tribunal, Kolkata Bench may direct;
- e) **"Appropriate Authority"** means:
- i. the Central Government (*as defined hereinafter*);
 - ii. the government of any jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, Tribunal, central bank, commission, or other authority thereof;
 - iii. any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi- governmental authority including (without limitation) any Stock Exchanges, the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs, the Registrar of Companies, the NCLT (as defined hereinafter) and the Competition Commission of India.

The term Appropriate Authorities shall be construed accordingly.

- f) **"Board of Directors" or "Board"** means board of directors of the respective Transferor Companies and/ or the Transferee Company, as the case may be, and include any committee (s) of the boards or any person(s) authorized by the board of directors of the respective companies for the purposes of matters pertaining to the Scheme and/or any other matter relating thereto;
- g) **"Central Government"** for the present Scheme means and include but not limited to the concerned Regional Director of Ministry of Corporate Affairs, Eastern Region and the Official Liquidator, Kolkata as appointed by the Central Government or such other authorities to whom powers under Sections 230 to 232 or under other applicable provisions (relevant to this Scheme) of the Act may be delegated from



16

52



time to time;

- h) **"Clause" and "Sub Clause"** means relevant clauses or sub clauses set out in the Scheme;
- i) **"Companies"** shall collectively mean the Transferor Companies and the Transferee Company.
- j) **"Effective Date"** means the last of the dates on which certified copies of the order of the NCLT (as defined hereinafter) sanctioning the Scheme are filed by the Companies with the jurisdictional Registrar of Companies. Any references in this Scheme to the "upon this Scheme becoming effective" or "upon coming into effect of this Scheme" or "upon the Scheme coming into effect" or "effectiveness of the Scheme" shall be construed to be a reference to the Effective Date.
- k) **"IND AS"** means the Indian Accounting Standards prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015;
- l) **"IT Act"** means the Income-tax Act, 1961 and the rules made there under, as may be amended or re-enacted from time to time;
- m) **"National Company Law Tribunal" or "NCLT" or "The Tribunal"** means the Hon'ble National Company Law Tribunal, Kolkata Bench having jurisdiction over the Transferring Companies and the Transferee Company or any other relevant bench of the Hon'ble National Company Law Tribunal constituted under Section 408 read with Section 419 of the Act having jurisdiction over the companies to sanction the Scheme, as and when the context may require;
- n) **"Permits"** means all consents, licenses, permits, permissions, authorisations, rights, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations, or filings from any Appropriate Authority;
- o) **"Proceedings"** include any suit, appeal or any legal proceeding of whatsoever nature, in any Court of law or tribunal or any judicial or quasi-judicial body or any



17

53



assessment proceeding before any authority under any law and also arbitration proceeding.

- p) **"Registrar of Companies"** means the Registrar of Companies, Kolkata;
- q) **"Scheme" or "Scheme of Amalgamation" or "this Scheme" or "the Scheme"** means and refers to this Scheme of Amalgamation involving amalgamation of the Transferor Companies into the Transferee Company, as set out herein in its present form or with any modification(s) made as per Clause 16 or directed by Shareholders/creditors of the respective Transferor Companies and Transferee Company, subject to such modifications as may be deemed fit by the Hon'ble NCLT or by any other Appropriate Authority;
- r) **"SEBI"** means the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;
- s) **"Shareholders"** with respect to the Transferor Companies and the Transferee Company, means respectively, the persons registered from time to time, as the holders of the equity shares of the Company concerned;
- t) **"Status of Step-down Subsidiary SRCL Buildwell Private Limited ("SRCLBL"):** It is hereby clarified that SRCL Buildwell Private Limited, a Step-down Subsidiary ("SRCLBL"), which is currently a wholly-owned subsidiary of the Transferor Company 3 , shall not form part of this Scheme of Amalgamation and shall continue to exist as a separate legal entity.

Upon the Scheme becoming effective, the entire shareholding of **SRCLBL** held by the Transferor Company 3 shall, by operation of law, be vested in and held by the Transferee Company, and **SRCLBL** shall become a direct subsidiary of the Transferee Company.

The operations, assets, liabilities, contracts, and employees of **SRCLBL** shall remain unaffected by this Scheme."



18

54



- u) **"Stock Exchanges"** means BSE and NSE;
- v) **"Tax"** means **"Tax" or "Taxes"** and includes any tax, whether direct or indirect, including buy back tax, charges, customs duty, duties (including stamp duties), excise duty, fees, foreign tax credit, goods and service tax ("GST"), income tax (including withholding tax ("TDS"), levies, local body taxes, octroi, service tax, tax collected at source ("TCS"), value added tax ("VAT"), or other similar assessments by or payable to any Appropriate Authority, including in relation to (a) assets, capital gains, employment, entry, expenditure, foreign trade policy, gift, gross receipts, immovable property, imports, income, interest, licensing, movable property, municipal, payroll and franchise taxes, premium, profession, sales, services, transfer, use, wealth, withholding, and (b) any assessments, fines, interest, penalties or additions to tax resulting from, attributable to or incurred in connection with any proceedings or late payments in respect thereof.

The expressions which are used in this Scheme and not defined in this Scheme, shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning as ascribed to them under the Act, IT Act, Indian Accounting Standard, as may be applicable and other Applicable Laws, rules, regulations, byelaws, as the case may be, or any statutory modification or re-enactment thereof from time to time. Wherever reference is made to the Hon'ble NCLT in the Scheme, the reference would include, if appropriate, reference to the concerned Bench of Hon'ble NCLT or such other forum or authority as may be vested with the powers of the Hon'ble NCLT under the Act.

1.2. DATE OF COMING INTO EFFECT

The various Parts of the Scheme as set out herein, in its present form or with any modification(s) and amendments (s) made under Clause 16 of the Scheme or as approved, imposed or directed by the Hon'ble NCLT, or any other Appropriate Authorities, as the case may be and applicable, shall come into effect from the Appointed Date, but shall be made operative from the Effective Date.



19

55



1.3. COMPLIANCE WITH TAX LAW

Apart from meeting the commercial and business interest of the Companies as specified hereinbefore, this Scheme, in so far as it relates to the Amalgamation, has been drawn-up to comply with the conditions relating to "Amalgamation" as specified under the IT Act, including Section 2(1B), Section 47, Section 2(42A), Section 49 and Section 72A and all other relevant provisions of the IT Act or any amendment or re-enactment thereto.

If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the IT Act at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of such law shall prevail, and the Scheme shall stand modified to the extent determined necessary to comply with the applicable provisions. Such modification will however not affect the other parts of the Scheme and the power to make any such amendments shall vest with the Board of Directors or any other Committee of the Board to which such power has been delegated by Transferor Companies and the Transferee Company.

1.4. UNLESS THE CONTEXT OTHERWISE REQUIRES

- a) The singular shall include the plural and vice versa; and references to one gender include all genders.
- b) Headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation.
- c) References to an article, clause, section, part, or paragraph is, unless indicated to the contrary, reference to an article, clause, section, part or paragraph of this Scheme.
- d) References to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, or partnership (whether or not having separate legal personality).



20



56



- e) Reference to any law or to any provision thereof or to any rule or regulation promulgated thereunder includes a reference to such law, provision, rule, or regulation as it may, from time to time, be amended, supplemented, or re-enacted, or to any law, provision, rule, or regulation that replaces it.
- f) Reference to a document includes amendment or supplement to, or replacement or novation of that document.

1.5. DATE OF APPROVAL OF SCHEME BY BOARD OF DIRECTORS AND SHARE CAPITAL

- a) This Scheme was approved unanimously by the respective Boards of Directors of the Transferor Companies and the Transferee Company at their respective meetings held on November 07, 2025.
- b) The authorized, issued, subscribed and paid-up share capital of the Transferor Companies and the Transferee Company as per the last audited financial statements as on March 31, 2025 is detailed herein below. There has been no change in the below capital structure of the Transferor Companies from the date of last audited financial statement till the date of approval of this Scheme by the Board of Directors. Subsequent to the approval of Nomination and Remuneration Committee in its meeting held on August 13, 2025, there has been change in the capital structure of the Transferee Company since March 31, 2025 pursuant to the exercise of employee stock options under its existing employee stock option scheme vide issue of 3,201 number of equity shares of Rs. 2/- each aggregating to Rs. 6,402/- from the date of last audited financial statement till the date of approval of this Scheme by the Board of Directors.

(i) Somany Bathware Limited:

The authorized, issued, subscribed and paid-up share capital of the Transferor Company 1 as on March 31, 2025 and as on the date of approval of this Scheme by the Board of Directors is as under:



21



57



Particulars	Amount (Rs.)
Authorized Share Capital	
10,00,000 Equity Shares of Rs.10/- each	Rs. 1,00,00,000/-
Total	Rs. 1,00,00,000/-
Issued, Subscribed and Paid-up Share Capital	
5,00,000 Equity Shares of Rs. 10/- each	Rs. 50,00,000/-
Total	Rs. 50,00,000/-

The entire issued, subscribed and paid-up equity share capital of the Transferor Company 1 is held by the Transferee Company, the holding Company of the Transferor Company 1, along with its 6 individual nominee Shareholders. There has been no change in the issued, subscribed, paid-up capital of the Transferor Company 1 from April 01, 2025 to till date.

(ii) **Somany Excel Vitrified Private Limited:**

The authorized, issued, subscribed and paid-up share capital of the Transferor Company 2 as on March 31, 2025 and as on the date of approval of this Scheme by the Board of Directors is as under:

Particulars	Amount (Rs.)
Authorized Share Capital	
80,00,000 Equity Shares of Rs.10/- each	Rs. 8,00,00,000/-
20,00,000 Preference Shares of Rs.10/- each	Rs. 2,00,00,000/-
Total	Rs. 10,00,00,000/-
Issued, Subscribed and Paid-up Share Capital	



22

58



35,10,000 Equity Shares of Rs. 10/- each	Rs. 3,51,00,000/-
Total	Rs. 3,51,00,000/-

The entire issued, subscribed and paid-up equity share capital of the Transferor Company 2 is held by the Transferee Company, the holding Company of the Transferor Company 3, along with its 6 individual nominee Shareholders. There has been no change in the issued, subscribed, paid-up capital of the Transferor Company 2 from April 01, 2025 to till date.

(iii) **SR Continental Limited:**

The authorized, issued, subscribed and paid-up share capital of the Transferor Company 3 as on March 31, 2025 and as on the date of approval of this Scheme by the Board of Directors is as under:

Particulars	Amount (Rs.)
Authorized Share Capital	
1,00,00,000 Equity Shares of Rs.10/- each	Rs. 10,00,00,000/-
Total	Rs. 10,00,00,000/-
Issued, Subscribed and Paid-up Share Capital	
26,85,000 Equity Shares of Rs. 10/- each	Rs. 2,68,50,000/-
Total	Rs. 2,68,50,000/-

The entire issued, subscribed and paid-up equity share capital of the Transferor Company 3 is held by the Transferee Company, the holding Company of the Transferor Company 3, along with its 6 individual nominee Shareholders. There has been no change in the issued, subscribed, paid-up capital of the Transferor Company 3 from April 01, 2025 to till date.



23



59

(iv) **Somany Ceramics Limited**

The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on the date of approval of this Scheme by the Board of Directors is as under:

Particulars	Amount (Rs.)
Authorized Share Capital	
16,15,00,000 Equity Shares of Rs.2/- each	32,30,00,000/-
Total	32,30,00,000/-
Issued, Subscribed and Paid-up Share Capital	
4,10,12,806 Equity Shares of Rs 2/- each	8,20,25,612/-
Total	8,20,25,612/-

The equity shares of the Transferee Company are listed on BSE and NSE.

Note- Issued, Subscribed and Paid-up Share Capital of SCL may change from time to time during the process of amalgamation due to further issue of securities. The Transferee Company has outstanding employee stock options under its existing employee stock option scheme, the exercise of which may result in an increase in the issued and paid-up share capital of the Transferee Company from time to time.



24



PART-B

AMALGAMATION OF THE TRANSFEROR COMPANIES WITH AND INTO THE TRANSFEREE COMPANY AND THE CONSIDERATION THEREOF

2. TRANSFER AND VESTING OF ASSETS AND LIABILITIES OF THE TRANSFEROR COMPANIES INTO AND WITH THE TRANSFEREE COMPANY

2.1 Upon coming into effect of the Scheme and with effect from the Appointed Date and subject to the terms of the Scheme:

2.1.1 The Amalgamated Undertaking of the Transferor Companies as defined in Clause 1.1 shall, under the provisions of the Act and pursuant to the Order of the Hon'ble NCLT, without any further act, instrument, or deed, be and stand transferred to and vested in and be available to the Transferee Company as a going concern so as to become as and from the Appointed Date the estates, assets, rights, title, interests and authorities, etc. of the Transferee Company. It is clarified that mutation of title to the immovable properties of the Transferor Companies, in favor of the Transferee Company shall be required to be made accordingly by the Appropriate Authorities upon the Scheme becoming effective in accordance with the terms hereof.

2.1.2 All the debts, liabilities, duties, and obligations present and future of Transferor Companies (including contingent liabilities, if any) shall, without any further act, instruments or deed stand transferred to the Transferee Company pursuant to the provisions contained in Section 232 and other applicable provisions of the Act, so as to become the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies with effect from the Appointed Date. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement (including any creditor or shareholder) relating to such debts, liabilities, contingent liabilities, duties and obligations in order to give effect to the provisions of this Clause.



2.1.3 All the profits or income accruing or arising to the Transferor Companies or expenditure or losses arising or incurred (including the effect of taxes, if any, thereon) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses or taxes of the Transferee Company, as the case may be. It is clarified for the purpose of brevity that all assets and receivables, whether contingent or otherwise, of the Transferor Companies as on the Appointed Date, whether provided for or not, in the books of account and all other assets or receivables which may accrue or arise on or after the Appointed Date shall be deemed to be the assets and receivables or otherwise, as the case may be of the Transferee Company.

2.1.4 All the inter-se contracts solely between the Transferor Companies and the Transferee Company shall stand cancelled and cease to operate, and appropriate effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferee Company. For avoidance of doubt, it is hereby clarified that there will be no accrual of income or expense or interest or any other charges on account of any such inter-se transactions in the nature of sale or transfer of goods, material or services or deposits or balances between the Transferor Companies and the Transferee Company.

2.2 Subject to forgoing clauses of the Scheme as stated above, in respect of such of the assets of the Transferor Companies, including cash and bank balances, as are movable in nature or are otherwise capable of transfer by manual delivery or by paying over or by endorsement and or delivery, the same shall be so transferred by the Transferor Companies with effect from the Appointed Date, after the Scheme is sanctioned by the Hon'ble NCLT without requiring any deed or instruments of conveyance for the same and shall, upon such transfer, become the property, estate, assets, rights, title, interest and authorities of the Transferee Company.

2.3 The transfer and vesting of the properties, assets, liabilities, and undertakings of the Transferor Companies to and in Transferee Company under Clause 2.1 of this Scheme shall be subject to the mortgages and charges, if any, affecting the same, as and to the extent hereinafter provided.



26



62

- 2.3.1 All the existing securities, mortgages, charges, encumbrances or liens ('Encumbrances'), if any, as on the Appointed Date or created by the Transferor Companies after the Appointed Date, over the properties, assets, undertakings or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such Encumbrances secure or relate to liabilities of such Transferor Companies, the same shall, after Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to Transferee Company, and such Encumbrances shall not be related or attach to any of the other assets of Transferee Company, provided however that no Encumbrances shall have been created by the Transferor Companies over its assets after the date of filing of the Scheme without the prior written consent of the Board of Directors of Transferee Company.
- 2.3.2 The existing Encumbrances over the assets and liabilities of Transferee Company or any part thereof which relate to the liabilities and obligations of Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme.
- 2.3.3 Any reference in any security documents or arrangements (to which the Transferor Companies are a party) to any assets of the Transferor Companies shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company. Without prejudice to the foregoing provisions, the Transferor Companies and Transferee Company may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge(s), with the Registrar of Companies to give formal effect to the above provisions, if required.



- 2.4 Subject to foregoing Clauses of the Scheme, all estates, assets, rights, title, control, enjoyment, benefits, interests and authorization accrued to and/ or acquired by the Transferor Companies after the Appointed Date and prior to the approval of the Scheme by the Hon'ble NCLT shall be deemed to have been accrued to and/ or acquired for and on behalf of the Transferee Company and shall, upon the coming into effect of this Scheme, pursuant to the provisions of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company to the extent and shall become the estates, assets, rights, title, interests and authorization of the Transferee Company which shall meet, discharge and satisfy the same.
- 2.5 Subject to the provisions of this Scheme, all the loans raised and utilized, all debts, duties, undertakings, obligations, and liabilities incurred or undertaken by the Transferor Companies after the Appointed Date and prior to the approval of the Scheme by the Hon'ble NCLT shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the Scheme coming into effect shall stand transferred or be deemed to be transferred, without any further act, instrument or deed to the Transferee Company so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same.
- 2.6 Loans, advances, and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of account and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations amongst the Transferor Companies and Transferee Company with effect from the Appointed Date.
- 2.7 The transfer and vesting of the Transferor Companies under above mentioned Clause(s) and the continuance of the proceedings by the Transferee Company shall not affect any transactions or proceedings, already concluded by the Transferor Companies in the ordinary course of business on and after the Appointed Date.



2.8 In respect of any other asset other than those referred to in sub-clause 2.1 of the Scheme above, the same shall without any further act, instrument, or deed, be transferred to and vest in and or be deemed to be transferred and vested in the Transferee Company on the Appointed Date pursuant to the provisions of the Sections 230-232 of the Act.

2.9 For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of bank accounts of the Transferor Companies, have been replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies in the name of Transferor Companies in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment, which are in the name of Transferor Companies, after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain bank accounts in the name of Transferor Companies for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of Transferor Companies. To the extent such collection is made in the name of Transferor Companies, it shall also without any further act or deed be and stand transferred to the Transferee Company. It is hereby expressly clarified that any legal proceedings by or against Transferor Companies, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment, which are in the name of Transferor Companies shall be instituted, or as the case may be, continued by or against the Transferee Company after the coming into effect of this Scheme.

2.10 Upon sanction of the Scheme, the Transferee Company may at any time in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation, in favour of the secured creditors, if any, of the Transferor Companies or in favour of any other party to any contract or arrangement to which of the Transferor Companies is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provision of the Scheme be deemed to be authorized to execute any such writings on behalf of the



Transferor Companies and to implement or carry out all such formalities or compliance referred to above on the part of the Transferor Companies as is to be carried out or performed.

2.11 It is clarified that all assets and liabilities, whether contingent or otherwise, of the Transferor Companies as on the start of business on the Appointed Date, whether provided for or not, in the books of account and all other assets or liabilities which may accrue or arise on or after the Appointed Date shall be the assets and liabilities or otherwise, as the case may be of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is party to any contract or arrangement by virtue of which such assets, debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this clause.

2.12 In case any of the liabilities and obligations pertaining to the Transferor Companies as on the Appointed Date deemed to be transferred to the Transferee Company have been discharged by the Transferor Companies after the Appointed Date and prior to the sanction of the Scheme by the Hon'ble NCLT, such discharge shall be deemed to have been for and on account of the Transferee Company.

3. CONSIDERATION

The Transferor Companies are wholly owned subsidiary companies of the Transferee Company and Transferee Company along with its nominee shareholders holds all the shares issued by the Transferor Companies. On amalgamation of Transferor Companies with Transferee Company, no shares shall be issued or allotted in respect of the holding of the shares by the Transferee Company and its nominee shareholders in the Transferor Companies.



30



4. CANCELLATION OF SHARE CAPITAL OF TRANSFEROR COMPANIES

Upon the date of coming into effect of this Scheme, the share certificates, if any and/ or the shares in electronic form representing the shares held by the Transferee Company along with nominee shareholders in the Transferor Companies shall stand cancelled and extinguished without any further application, act, or deed for cancellation thereof by Transferee Company. Accordingly, all such shares of the Transferor Companies held by the Transferee Company along with its nominee shareholders and investment of the Transferee Company in such shares as appearing in the books of the Transferee Company shall stand cancelled upon the Scheme becoming effective without issue or allotment of any new shares in lieu of such shares of the Transferor Companies.

Upon the Scheme becoming effective, the entire shareholding of **SRCLBL** held by the Transferor Company 3 shall, by operation of law, be vested in and held by the Transferee Company, and **SRCLBL** shall become a direct subsidiary of the Transferee Company



PART- C

ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANIES AND TRANSFEREE COMPANY

5. ACCOUNTING TREATMENT

Accounting treatment in the books of the Transferor Companies:

Upon the Scheme coming into effect and pursuant to the provisions of the Act and receipt of relevant approvals, the Transferor Companies will dissolve without winding up and no specific accounting is prescribed in the Indian Accounting Standards specified under Section 133 of the Act for such transfer.

Accounting treatment in the books of the Transferee Company:

- 5.1 On effectiveness of the Scheme, since the transaction involves entities which are ultimately controlled by the same party before and after the transaction, the Transferee Company shall account for amalgamation in its books of account in accordance with Appendix C 'Business combinations of entities under common control' of the Indian Accounting Standard (Ind AS) 103 for Business Combination prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, relevant clarifications issued by The Institute of Chartered Accountants of India (ICAI) and / or Ministry of Corporate Affairs and generally accepted accounting principles, as may be amended from time to time, as under:
- 5.2 The Transferee Company shall record the assets and liabilities of the Transferor Companies vested in it pursuant to this Scheme, at their respective carrying values.
- 5.3 The balance of the retained earnings appearing in the financial statements of the Transferor Companies shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company.



- 5.4 Upon coming into effect of the Scheme, the shares held by Transferee Company in the Transferor Companies shall be cancelled as specified in Clause 4 and investment in Transferor Companies as appearing in the books of Transferee Company shall get de-recognised.
- 5.5 The difference, if any, between carrying amount of the assets and liabilities and reserves of the Transferor Companies as recorded under Clause 5.2 and 5.3 above, and the investment in Transferor Companies as de-recognised under Clause 5.4 above, shall be transferred to Capital Reserve.
- 5.6 If there are any loans, advances, or other obligations (including but not limited to any guarantees, letter of credit, letter of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form) that are due between the Transferor Companies and the Transferee Company, if any, shall, ipso facto, stand discharged and come to end and the same shall be eliminated by giving appropriate elimination effect in the books of account and records of the Transferee Company in the manner determined by the Board of Directors of the Transferee Company.
- 5.7 The financial information in the financial statements in respect of prior periods shall be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.
- 5.8 It is, however, clarified that the board of directors of the Transferee Company, in consultation with the Statutory Auditors, may account for the present amalgamation and other connected matters in such manner as to comply with the provisions of section 133 of the Companies Act, 2013, the applicable Accounting Standard(s), generally accepted accounting principles and other applicable provisions, if any.



PART- D

GENERAL TERMS AND CONDITIONS APPLICABLE TO ALL THE PARTS OF THE SCHEME

6. TRANSACTIONS BETWEEN APPOINTED DATE AND UPTO EFFECTIVE DATE

With effect from Appointed Date and up to and including the Effective Date:

- 6.1 The Transferor Companies shall carry on and be deemed to have carried on its activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of its business, properties, assets, and undertakings for and on account of and in trust for the Transferee Company.
- 6.2 Any income or profit accruing or arising to the Transferor Companies and all costs, charges, expenses and losses or taxes (including deferred tax balances, if any) incurred by the Transferor Companies shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes (including deferred tax balances, if any), as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed of in any manner as it thinks fit including declaration of dividend, issue of bonus shares by the Transferee Company. Any advance tax paid or TDS certificates received and self-assessment tax etc. paid by the Transferor Companies be treated and be deemed to be and accrue as taxes paid by the Transferee Company.
- 6.3 The Transferor Companies shall carry on its activities with reasonable diligence, prudence and shall not venture into or expand any new business, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business without the prior consent of the Transferee Company.
- 6.4 The Transferee Company and the Transferor Companies, unless expressly prohibited under this Scheme shall carry on its business in ordinary course and shall also be inter alia permitted to make a payment or distribution of dividend in any manner, alter its share



34

70



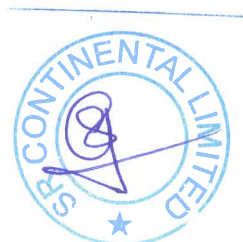
capital in any manner including any sub-division of shares, any conversion of convertible instruments, change in the constitutional documents including the registered office, objects or name of the company, any issue of shares or other securities, acquisition and/or restructuring with the approval of its Board or shareholders, as the case may be.

7. TREATMENT OF TAX

- 7.1 The amalgamation of the Transferor Companies with the Transferee Company shall take place in accordance with the Scheme as per the provisions of Section 2(1B) and Section 72A of the IT Act.
- 7.2 With effect from the Appointed Date and upon the effectiveness of the Scheme, all taxes, duties, cess, receivables/ payables by the Transferor Companies including all or any refunds/ credits/ claims/ tax losses/ unabsorbed depreciation/MAT credit relating thereto available subject to the extent of the applicable laws shall be treated as the assets/ liability or refund/ credit/ claims/ tax losses/ unabsorbed depreciation, as the case may be, of the Transferee Company.
- 7.3 Upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise its income tax returns (including tax deducted at source ('TDS') certificates/ returns) and other direct and indirect tax returns filed under the relevant tax laws and to claim refunds, prepaid taxes i.e., TDS, self-assessment tax, advance tax and withholding tax credits, etc., relating to Transferor Companies pursuant to the provisions of this Scheme. Such returns may be revised and filed notwithstanding that the statutory period for such revision and filing may have expired.
- 7.4 Any refund, under the IT Act, Goods & Service Tax, Services Tax laws, Excise Duty laws, Central Sales Tax, applicable State Value Added Tax laws or other applicable laws/ regulations dealing with taxes/ duties/ levies due to the Transferor Companies consequent to the assessment made on it and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company upon this Scheme becoming effective.



35



71

- 7.5 The tax payments (including, without limitation income tax, Goods & Service Tax, Service Tax, Excise Duty, Central Sales Tax, applicable State Value Added Tax, etc.) whether by way of tax deducted at source, advance tax, all earnest monies, security deposits provisional payments, payment under protest, or otherwise howsoever, by the Transferor Companies after the Appointed Date, shall be deemed to be paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly. Further, any tax deducted at source by any party with respect to the Transferor Companies, if any (from Appointed Date to Effective Date) shall be deemed to be advance tax paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.
- 7.6 Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Companies from the Appointed Date to the effective Date shall be made or deemed to have been made and duly complied with by the Transferee Company.
- 7.7 Upon the Scheme becoming effective, all un-availed credits and exemptions, benefit of lower withholding certificates, benefit of accumulated carried forward losses and unabsorbed depreciation, MAT credit (whether or not recorded in the books) and other statutory benefits, including in respect of income tax, Goods and Service Tax, Cenvat, Customs, VAT, Sales Tax, Service Tax etc. relating to any of the Transferor Companies, shall subject to the extent of the applicable laws, be available to and vest in the Transferee Company, without any further act or deed.
- 7.8 With effect from the Appointed Date and upon the effectiveness of the Scheme, accumulated loss and unabsorbed depreciation of Transferor Companies shall be set off or carried forward or allowed in the assessment of the Transferee Company on compliance with applicable provisions of Section 72A of the IT Act.

8. LEGAL PROCEEDINGS

- 8.1 All legal proceedings of whatsoever nature by or against the Transferor Companies pending and or arising at the Appointed Date and relating to any of its properties, assets, debts, rights, liabilities, duties and obligations referred above, shall be continued and or



36

72



enforced until the approval of the Scheme and as and from the approval of the Scheme shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against such Transferor Companies. On and from the approval of the Scheme, the Transferee Company shall and may, if required, initiate any legal proceedings in its name in relation to the Transferor Companies in the same manner and to the same extent as would or might have been initiated by the Transferor Companies.

9. PERMITS

9.1 With effect from the Appointed Date, all the Permits (including the licenses granted by any governmental, statutory or regulatory bodies) held or availed of by, and all right and benefits that have accrued to, the Transferor Companies, pursuant to the provisions of Section 232 of the Act, shall without any further act, instrument or deed, be transferred to, and vest in, or be deemed to have been transferred to, and vested in, and be available to the Transferee Company so as to become as and from the Appointed Date, the Permits, estates, assets, rights, title, interests and authorities of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in Applicable Laws. Upon the Effective Date and until the Permits are transferred, vested, recorded, effected, and/ or perfected, in the record of the Appropriate Authority, in favour of the Transferee Company, the Transferee Company is authorized to carry on business in the name and style of the Transferor Companies, and under the relevant license and/ or permit and/ or approval, as the case may be, and the Transferee Company shall keep a record and/ or account of such transactions.

10. CONTRACTS AND DEEDS

10.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, licenses, insurance policies and other instruments, if any, of whatsoever nature, including without limitation for the purpose of carrying on the business, to which the Transferor Companies is party and subsisting or having effect on the date of sanction of the Scheme shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and



37

73



effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto. Upon this Scheme becoming effective, the rights, benefits, privileges, duties, liabilities, obligations and interest whatsoever, arising from or pertaining to contracts, shall be deemed to have been entered into and stand assigned, vested and novated to the Transferee Company by operation of law and the Transferee Company shall be deemed to be the Transferor Companies' substituted party or beneficiary or obligor thereto, it being always understood that the Transferee Company shall be the successor in the interest of the Transferor Companies.

10.2 The Transferee Company shall be deemed to be authorized to execute any such deeds, writings, or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme. It is clarified that any inter-se contracts between and amongst the Transferor Companies and the Transferee Company as on the sanction of the Scheme shall stand cancelled and cease to operate, and appropriate effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferee Company.

10.3 All subsisting agreements or arrangements or licenses or permissions or registrations of the Transferor Companies relating to the use of patents, patent applications, trademarks (including logos), brands, designs, copyrights, domain names, payment gateways, websites, and or technology and all other intellectual property and rights, shall accrue to and for the benefit of the Transferee Company.

10.4 The Scheme shall not in any manner effect the rights of the creditors, if any, of the Transferor Companies, the Transferee Company, shall continue to enjoy and hold charge, if any, upon its securities.

11. SAVING OF CONCLUDED TRANSACTIONS

11.1 The transfer and vesting of the Transferor Companies with the Transferee Company and the continuance of all contracts or proceedings by or against the Transferor Companies shall not affect any contracts or proceedings already concluded by the Transferor



38

74



Companies on or after the Appointed Date and the Transferee Company accepts and adopts all acts, deeds, matters and things done and or executed by such Transferor Companies in regard thereto as having been done or executed on behalf of the Transferee Company.

12. DISSOLUTION OF TRANSFEROR COMPANIES WITHOUT PROCESS OF WINDING UP

12.1 On the Scheme coming into effect, the Transferor Companies shall, without any further act or deed, stand dissolved without the process of winding up. The name of the Transferor Companies shall be struck off from the records of the concerned Registrar of Companies and Transferor Companies and/or Transferee Company shall make necessary filings in this regard.

12.2 Upon the Scheme coming into effect, all the existing shares or share certificates pertaining to the shares of the Transferor Companies shall stand cancelled and will become invalid and shall cease to be transferable. The Board of Directors of the Transferee Company will not be required to approach the shareholders of the Transferor Companies to surrender their share certificates after the Scheme becoming effective.

13. STAFF, WORKMEN AND EMPLOYEES

13.1 On the coming into effect of the Scheme, all staff, workmen and employees of the Transferor Companies, in service on such date, shall become the staff and employees of Transferee Company without any interruption or break in their service and on the basis of continuity of service and the terms and conditions of their employment with Transferee Company shall not be less favourable than those applicable to them with reference to Transferor Companies.

13.2 Upon the Scheme coming into effect, all staff welfare schemes and/or any accumulated balances including the existing provident fund, gratuity fund and or schemes and trusts, including employee's welfare trust, if any, created by the Transferor Companies for its employees shall be transferred to the Transferee Company. All obligations of Transferor



39

75



Companies with regard to the said Fund or Funds as defined in the trust deed and rules shall be taken over by the Transferee Company from the Scheme coming into effect that all rights, duties, powers and obligations of Transferor Companies in relation to such Fund or Funds shall become those of Transferee Company and all the rights, duties and benefits of the employees employed in Transferor Companies under such Funds and Trusts shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of Transferor Companies will be treated as having been continuous for the purpose of the said Fund or Funds.

13.3 Pending the transfer as aforesaid, the provident fund, gratuity fund and superannuation fund dues of the employees of the Transferor Companies would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund of the Transferor Companies.

13.4 Upon transfer of the aforesaid funds to the respective funds of the Transferee Company, the existing trusts created for such funds by the Transferor Companies shall stand dissolved and no further act or deed shall be required to this effect.

13.5 Without prejudice to the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Laws, shall be entitled to retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Companies.

14. DIVIDENDS

14.1 The Transferor Companies and Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the period prior to the Effective Date in the ordinary course.

14.2 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any equity shareholder of Transferor Companies and Transferee Company to demand or claim any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the Board of Directors of respective companies, subject to such approval of the shareholders, as may be required.

40

76



15. APPLICATIONS TO THE HON'BLE NCLT

15.1 The Transferor Companies and the Transferee Company shall, file joint applications before the relevant Bench of the Hon'ble NCLT under whose jurisdiction, the registered offices of the Transferor Companies and the Transferee Company are situated for sanctioning of this Scheme under Sections 230-232 and other applicable provisions of the Act.

15.2 The Transferor Companies and the Transferee Company shall be entitled pending the sanction of this Scheme to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Transferee Company may require to own the assets and/or liabilities of the Transferor Companies and to carry on the business of the Transferor Companies.

16. MODIFICATIONS OR AMENDMENTS TO THE SCHEME

16.1 The Transferor Companies and the Transferee Company, through their respective Board of Directors, may mutually decide to make and / or consent to any modifications or amendments to the Scheme or to any conditions or limitations that the Hon'ble NCLT or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable, or appropriate by the Board of Directors of the respective Companies. The Transferor Companies and the Transferee Company through their respective Board of Directors shall be authorized to take all such steps as may be necessary, desirable, or proper to resolve any doubts, difficulties, or questions whether by reason of any directive or order of any other authority or otherwise however arising out of or under or by virtue of the Scheme and or any matter concerned or connected therewith.

16.2 The Transferee Company even after the Scheme coming into effect may approach the Hon'ble NCLT or other concerned or competent authority(ies) for any incidental orders to remove any deficiency or overcome any difficulty in implementation of the Scheme or clear any ambiguity or to comply with any statutory requirement which necessitates the order of the Hon'ble NCLT or other concerned or competent authority(ies).



41



77

16.3 Any error, mistake, omission, commission which is apparent and or absurd in the Scheme should be read in a manner which is appropriate to the intent and purpose of the Scheme and in line with the preamble as mentioned hereinabove.

16.4 In the event, any of the conditions that may be imposed by the NCLT or Appropriate Authority which the Transferee Company and the Transferor Companies may find unacceptable for any reason, the Transferee Company and/or the relevant Transferor Companies will be at liberty to withdraw the Scheme or any particular Part of this Scheme.

17. CONDITIONALITY OF SCHEME

17.1 The Scheme is conditional upon and subject to:

17.1.1 The Scheme being filed with Stock Exchanges for the purpose of disclosures under Regulation 37(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Since the Scheme provides for amalgamation of Transferor Companies who are wholly owned subsidiaries with their holding/parent Company, the Transferee Company, no-objection from SEBI and the Stock Exchanges is not required to be obtained. Only the intimation and submission of the scheme of arrangement is required;

17.1.2 The approval of the amalgamation of the Transferor Companies with the Transferee Company by the requisite majorities in number and value of such classes of persons including the members and/ or creditors (wherever applicable) of such Transferor Companies and the Transferee Company, either at a meeting or through consent or no-objection letters or otherwise, as may be directed by the Hon'ble NCLT;

17.1.3 The Scheme being sanctioned by the Hon'ble NCLT under Sections 230-232 read with other applicable provisions of the Act;

17.1.4 Such other sanctions and approvals including sanctions of the Appropriate



42

78



Authority as may be required by law or contract in respect of any particular part of the Scheme being obtained; and

17.1.5 The last of the dates on which the certified copies of the order(s) of the NCLT referred to in this Scheme is filed with the Registrar of Companies by the Transferee Company and the Transferor Companies. The last of such dates shall be the "**Effective Date**" for the purpose of this Scheme.

18. EFFECT OF NON-APPROVALS

18.1 In the event of any of the said sanctions and approvals referred in Clause 17 of the Scheme is not obtained or complied with or satisfied, or, if for any other reason, this Scheme cannot be implemented, this Scheme shall automatically stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder, or as to any rights and liabilities which might have arisen or accrued pursuant thereto, and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

18.2 The Board of Directors of the Transferor Companies and Transferee Company shall be entitled to withdraw this Scheme by mutual consultation, prior to the Effective Date.

19. COMBINATION OF AUTHORIZED SHARE CAPITAL

19.1 Upon the Scheme coming into effect, the authorized share capital of the Transferee Company shall automatically stand increased by merging the authorized share capital of the Transferor Companies with the Transferee Company without any further act or deed on the part of the Transferee Company. On dissolution of Transferor Companies in accordance with Clause 12 of the Scheme, the stamp duty, or any other fees, if any, paid by the Transferor Companies on its authorized share capital shall be set-off against any fees payable by the Transferee Company on its combined authorized share capital subsequent to the amalgamation.

19.2 It is hereby clarified that upon the Scheme coming into effect, the provisions of Sections



43

79



4, 5, 13, 14, 61, 62 and other applicable provisions, if any, of the Act read with Rules made thereunder in relation to increase in authorized share capital of the Transferee Company shall be deemed to have been complied with and the Transferee Company is not required to do any further acts, deeds, or things in this regard.

19.3 The Transferee Company shall make suitable alterations or amendments to the Memorandum & Articles of Association, if so required and necessary, for proper implementation of Scheme in compliance to the applicable provisions of the Act.

19.4 The capital clause of the Memorandum of Association of the Transferee Company shall, upon the coming into effect of this Scheme and without any further act or deed, be replaced by the following clause:

Memorandum of Association:

“The Authorised Share Capital of the Company is Rs. 53,30,00,000 (Rupees Fifty Three Crore Thirty Lacs only) divided into 25,65,00,000 (Twenty Five Crore Sixty Five Lacs) Equity Shares of Rs. 2/- each and 20,00,000 (Twenty Lacs) Preference Shares of Rs 10/- each, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in these presents and with power to the Company to increase or reduce the capital and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company.”

19.5 For the purpose of amendment in the Memorandum of Association and Articles of Association of the Transferee Company as provided in this Clause, the consent or approval given by the members of the Transferee Company to this Scheme pursuant to Sections 230 to 232 and any other applicable provision of the Act shall be deemed to be sufficient and no further resolution or approval of the member of the Transferee Company as required under the provisions of Section 13, Section 14 and Section 61 and



44

80



any other applicable provisions of the Act shall be required to be passed for making such changes or amendment in the Memorandum of Association and Articles of Association of the Transferee Company.

20. ALTERATION OF MAIN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF TRANSFEREE COMPANY

20.1 Upon the Scheme coming into effect, the main object clause of Memorandum of Association of Transferee Company shall be deemed to be altered and amended, without any further act or deed, to include following new sub-clauses immediately after the paragraph (vii) of sub - clause (a) of clause 3 of the Memorandum of Association of Transferee Company:

(viii) To manufacture, compose, prepare, import, export, buy, sell and generally deal in refractories, fire-bricks, fire-clay insulation bricks, silica bricks and bricks of all kinds, mortars, lime cement, fire cement and refractories of all kinds.

(ix) To make, compose, prepare, buy sell and dispose of sewer pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds and building materials of all kinds.

(x) To buy, sell, get, work, shape, hew, carve, polish, crush and prepare for market or use stone of all kinds and to manufacture, pave and deal in artificial stone weather for building, paving or other purposes.

(xi) To manufacture, prepare, import, export, buy, sell and generally deal in all kinds of glass, glass-wares; glass-goods, mirrors, looking glass, scientific glasswares, bangles, false pearls, bottles, phials and all kinds of articles prepared of glass and to carry out the business of glass leveller, patent solverer, glass embosser, ecclesiastical lead workers, glass tablet, show card and show case manufactures.

(xii) To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell and generally deal in all kinds of ceramics, ceramic wares, insulators, asphalt, asbestos, terakota, blocks, lime stone, fibreglass, fibre glassware, mortals, jigs,



45

81



tools, dies, fixtures and bathroom accessories and generally deal in or process any other products which may come out as by products or which may be essential for filing or fixing the above products or fittings for any of the products or by products or may in any way be similar to the products.

(xiii) To render to any person or firm or body corporate whether in India or elsewhere technical information, know-how, consultancy services, processes, engineering, manufacturing and operating data, plans, lay-outs, and blue-prints useful for design, erection and operation of plant related to the production, manufacturing, designing, fabricating, assembling, of refractories, glass and glasswares of all kinds, ceramic materials and tiles of all kinds.

(xiv) To enter into franchise operations, tie-ups, collaborations, technology transfers within India and outside India for the abovementioned clauses.

(xv) To act as consultant, retainers, contractors, decorators, planners, approvers, commission agents, mediators, brokers, factors, consultants, advisers or a alike for various organizations dealing in above mentioned clauses.

20.2 The above shall be effected as an integral part of the Scheme and shall be deemed to be in due compliance of the applicable provision of the Act. The consent of the members of the Transferee Company to the Scheme pursuant to Section 232 of the Act and any other applicable provisions of the Act shall be deemed to be sufficient compliance under the Act and for the purposes of effecting this amendment and no further resolution(s) under Section 13 or other applicable provisions of the Act shall be required to be separately passed.

20.3 The filing of the certified copy of this Scheme as sanctioned by the Tribunal, in terms of Sections 230-232 of the Act and any other applicable provisions of the Act, together with the copy of order of the Tribunal and a copy of the Memorandum of Association with Registrar of Companies shall be deemed to be sufficient compliance with the applicable provisions of the Act.



46



82

21. COSTS, CHARGES AND EXPENSES

21.1 All costs, charges, taxes including duties (including the stamp duty and or transfer charges, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferee Company and the Transferor Companies arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company.

22. SHAREHOLDERS' APPROVAL

22.1 It is hereby clarified that if pursuant to this Scheme any action is to be taken by the Transferor Companies or the Transferee Company, which requires the consent or approval of shareholders, then for such purposes, the consent or approval of the shareholders to the Scheme shall be deemed to be sufficient, and no further resolution of the shareholders would be required to be separately passed.

23. NO CAUSE OF ACTION

23.1 No third party claiming to have acted or changed its position in anticipation of this Scheme taking effect, shall get any cause of action against the Transferor Companies or the Transferee Company or their directors or officers, if the Scheme does not take effect or is withdrawn, amended or modified for any reason whatsoever.



INDEPENDENT AUDITOR'S REPORT
To the Members of Somany Bathware Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Somany Bathware Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (herein after referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the 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 financial statements, our responsibility is to read the other information identified when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



Regd. Office: 19, Esplanade Mansions, 14 Government Place East, Kolkata 700069, West Bengal, India.

Lodha & Co (ICAI Reg. No. 301051E) a Partnership Firm was converted into Lodha & Co LLP (Identification No. ACE-5752) a Limited Liability Partnership with effect from December 27, 2023

Kolkata Mumbai New Delhi Chennai Hyderabad Jaipur

For Somany Ceramics Limited


Authorized Signatory

When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibility of Management and Those Charged with Governance for the Financial Statements

The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position/state of affairs, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs specified under section 143(10) of the Act, we exercise professional judgment 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 controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Materiality is the magnitude of misstatements in the 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 financial statements. '

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us during the course of audit, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying financial statements.




- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on March 31, 2025 and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses unmodified an opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 17 to the 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 were no amounts which were 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 its knowledge and belief as disclosed in Note No. 22(e) of the financial statements, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b) The management has represented that to the best of its knowledge and belief, as disclosed in Note No. 22(f) of the financial statements, no funds (which are material either individually or in aggregate) have been received by the company from any



person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above as required by Rule 11(e) of Companies (Audit & Auditors) Rules, 2014, as amended, contain any material mis-statement.
 - v. The Company has not declared or paid dividend during the year, accordingly the provisions of section 123 of the Companies Act, 2013 are not applicable.
 - vi. Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2025 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's except that the feature of recording audit trail (edit log) facility at database level of an ERP accounting software used for maintaining general ledger and other accounting module was not enabled for a part of the year. During the course of performing procedures, we did not notice any instance of the audit trail feature tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per statutory requirements for records retention.
- h) The Company has not paid any managerial remuneration, accordingly, the provisions of Section 197 of the Act are not applicable on the Company.

For LODHA & CO LLP
Chartered Accountants
Firm's Registration No. 301051E/E300284


(Gaurav Lodha)
Partner
Membership No. 507462
UDIN: 25507462BMKJK05711



Place: New Delhi
Date: April 29, 2025

ANNEXURE "A" REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SOMANY BATHWARE LIMITED FOR THE YEAR ENDED MARCH 31, 2025.

- i (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As per the physical verification program, Property, Plant and Equipment were physically verified during the year by the Management which, in our opinion, provides for physical verification at reasonable intervals. Based on information and records provided, no material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable properties, accordingly, clause 3(i)(c) of the Order is not applicable.
- (d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year and as on March 31, 2025 there is no any Property, Plant and Equipment and Intangible assets in the Company.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under Prohibition of Benami Property transaction Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988) and rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has not been sanctioned any working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under Clause 3 (ii) (b) of the Order is not applicable to the Company.
- iii. (a) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) (a) and (b) of the Order are not applicable.
- (b) The Company has not granted loans and advances in the nature of loans to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii) (c), (d), (e) and (f) of the Order is not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any loans, guarantees, security and has not made any investment under the provisions of Sections 185 and 186 of the Companies Act, 2013.



- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public within the provision of Section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable). We have been informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.
- vi. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under Clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) According to the records of the Company, the Company is generally been regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues with the appropriate authorities to the extent applicable and there were no undisputed statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they become payable.
- (b) According to the records and information & explanations given to us, details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of The Statute	Nature of Dues	Amount (Rs. In lakhs)	Period to which amount relates to	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	0.35	2009-10	Assistant Commissioner of Income Tax, Delhi

- viii. According to the information and explanations given to us and the records of the Company examined by 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), that has not been recorded in the books of account
- ix. (a) On the basis of audit procedures and according to the information and explanations given to us, in our opinion, the Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us including representation received from the management of the Company and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.



- (d) The Company has not taken raised any funds during the year and hence, reporting under clause 3 (ix)(d) of the Order is not applicable.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) & (f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 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 material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) 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, a report under section 143(12) of the Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable.
- (c) No whistle blower complaints have been received by the Company during the year (and upto the date of this report). Hence, reporting under clause 3(xi) (c) of the Order is not applicable.
- 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.
- xiii. According to the information and explanations and records made available by the management of the Company and audit procedures performed, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv. The Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Companies Act, 2013. Therefore, the requirement to report under clause 3(xiv)(a) and (b) of the Order is not applicable to the Company.
- xv. On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.



- xvi. The Company is not required to be registered under section 45-1A 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. The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company and/ or certificate with respect to meeting financial obligations by the Company as and when they fall due. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- xxi. According to the information and explanation given to us, the Company does not have any subsidiaries, associates and joint ventures and hence reporting under clause 3(xxi) of the Order is not applicable.

For **LODHA & CO LLP**
Chartered Accountants
ICAI-FRN: 301051E/E300284



(Gaurav Lodha)
Partner
Membership No. 507462



Place: New Delhi
Date: April 29, 2025

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date on the financial statements of Somany Bathware Limited for the year ended March 31, 2025)

Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to the financial statements of **Somany Bathware Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the Ind AS 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 financial controls with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on Company’s internal financial controls with reference to the financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of such internal financial controls, 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 with reference to the financial statements.



Meaning of Internal Financial Controls With Reference To The Financial Statements

A Company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to the financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.


Inherent Limitations of Internal Financial Controls with reference to the financial statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For LODHA & CO LLP
Chartered Accountants
Firm's Registration No. 301051E/E300284


(Gaurav Lodha)
Partner
Membership No: 507462
Place: New Delhi
Date: April 29, 2025



Somany Bathware Limited**BALANCE SHEET AS AT MARCH 31, 2025**

(All amounts are in Rupees lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non Current Assets			
Property, Plant and Equipment (CY Nil, PY Rs 25)	3	-	-
Other Intangible Assets (CY Nil, PY Rs 7)	4	-	-
Deferred Tax Assets	5	5.35	5.65
Other Non-Current Assets	6	2.06	1.99
		7.41	7.64
Current Assets			
Financial Assets			
(i) Cash and Cash Equivalents	7	0.56	2.00
(ii) Bank Balances other than (i) above	8	97.13	92.46
(iii) Other Financial Assets	9	-	0.91
Current Tax Assets (Net)	10	2.03	1.94
		99.72	97.31
Total Assets		107.13	104.95
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	50.00	50.00
Other Equity	12	56.86	54.59
		106.86	104.59
Liabilities			
Current Liabilities			
Other Current Liabilities	13	0.27	0.36
		0.27	0.36
Total Equity and Liabilities		107.13	104.95

Material Accounting Policies and Notes forming integral part of Financials Statements 1 to 24

As per report of even date attached

For LODHA & CO LLP

Chartered Accountants

Firm Registration No. 301051E/E300284

Gaurav Lodha

Gaurav Lodha
Partner

M. No. 507462



Place : New Delhi

Date : April 29, 2025

For and on behalf of the Board of Directors

Shreekant Somany

Shreekant Somany
Director
DIN - 00021423

Place : Noida

Date : April 29, 2025

Mayank Sharma



Mayank Sharma
Director
DIN- 02632937

Somany Bathware Limited**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2025**

(All amounts are in Rupees lakhs, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue			
Other Income	14	6.41	5.93
Total Income		6.41	5.93
Expenses			
Other Expenses	15	3.39	2.61
Total Expenses		3.39	2.61
Profit/(Loss) Before and after Exceptional and Extraordinary Items		3.02	3.32
Tax Expense:			
(1) Current tax		0.47	0.52
(2) Deferred Tax Charge/(Credit)		0.30	(0.16)
(3) Income Tax for earlier years		-	(1.00)
Profit/ (Loss) for the year		2.25	3.96
Other Comprehensive Income			
(1) Items that will not be reclassified to profit & loss		-	-
(2) Items that will be reclassified to profit & loss		-	-
Total Comprehensive Income for the year		2.25	3.96
Basic & Diluted Earnings Per Equity Share (Per Share Value of Rs. 10 each)	16	0.45	0.79
Material Accounting Policies and Notes forming integral part of Financials Statements	1 to 24		

As per report of even date attached

For LODHA & CO LLP

Chartered Accountants

Firm Registration No. 301051E/E300284



Gaurav Lodha

Partner

M. No. 507462



Place : New Delhi

Date : April 29, 2025

For and on behalf of the Board of Directors


Shreekant Somany
Director
DIN - 00021423Mayank Sharma
Director
DIN - 02632937

Place : Noida

Date : April 29, 2025

Somany Bathware Limited**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025**

(All amounts are in Rupees lakhs, unless otherwise stated)

Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit/(Loss) before tax as per Statement of Profit & Loss		3.03	3.32
i. Adjustment for :			
Profit/Loss on the sale of fixed asset		(0.05)	-
Interest Income		(6.36)	(5.93)
Provision for doubtful debts / subsidy written back		0.91	-
Operating Profit/(Loss) before working capital changes		<u>(2.47)</u>	<u>(2.61)</u>
ii. Adjustment for :			
Trade and Other Payables		(0.07)	(0.06)
Trade and Other Receivables		(0.07)	(1.99)
Net Cash generated/(used in) operating activities		<u>(2.61)</u>	<u>(4.66)</u>
Taxes (Paid)/Refund		(0.57)	1.40
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES	(A)	<u>(3.18)</u>	<u>(3.26)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES			
Movement in fixed deposit		(4.67)	(2.07)
Sale of Fixed Assets		0.05	-
Interest received		6.36	5.93
NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES	(B)	<u>1.74</u>	<u>3.86</u>
C. Net increase/(decrease) in cash & cash equivalents	(A+B)	(1.44)	0.60
Cash and Cash Equivalents at the beginning of the year		2.00	1.40
Cash and Cash Equivalents at the end of the year		0.56	2.00

Notes :

- The above cash flow has been prepared under the Indirect Method set out in Indian Accounting Standards (Ind AS-7) - Statement of Cash Flow. Cash and cash equivalents includes cash in hand and bank balances.

As per report of even date attached

For LODHA & CO LLP

Chartered Accountants

Firm Registration No. 301051E/E300284



Gaurav Lodha

Partner

M. No. 507462



Place : New Delhi

Date : April 29, 2025

For and on behalf of the Board of Directors



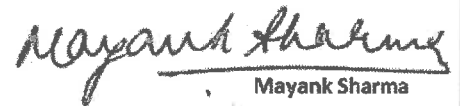
Shreekant Somany

Director

DIN - 00021423

Place : Noida

Date : April 29, 2025



Mayank Sharma

Director

DIN- 02632937



Somany Bathware Limited

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in Rupees lakhs, unless otherwise stated)

(a) Equity Share Capital

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	5,00,000	50.00	5,00,000	50.00
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting year	5,00,000	50.00	5,00,000	50.00

(b) Other Equity

	Reserves and Surplus		
	Retained earnings	Other Comprehensive Income	Total
Balance at April 1, 2023	50.63	-	50.63
Profit/(Loss) for the year	3.96	-	3.96
Other comprehensive income/ (loss) for the year	-	-	-
Total comprehensive income for the year	3.96	-	3.96
Balance at March 31, 2024	54.59	-	54.59
Profit/(Loss) for the year	2.25	-	2.25
Other comprehensive income/ (loss) for the year	-	-	-
Total comprehensive income for the year	2.25	-	2.25
Balance at March 31, 2025	56.84	-	56.84

As per report of even date attached

For LODHA & CO LLP

Chartered Accountants

Firm Registration No. 301051E/E300284

Gaurav Lodha

Gaurav Lodha

Partner

M. No. 507462

Place : New Delhi

Date : April 29, 2025



For and on behalf of the Board of Directors

Shreekant Somany

Shreekant Somany

Director

DIN - 00021423

Place : Noida

Date : April 29, 2025

Mayank Sharma

Mayank Sharma

Director

DIN- 02632937



Somany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

1 Corporate and General Information

Somany Bathware Limited referred to as "the Company" is domiciled and incorporated in India on December, 12 2006. The registered office of the Company w.e.f. 19th September 2024 is situated at 2, Red Cross Place, West Bengal, Kolkata - 700001, India (previously it was situated at 82/19, Bhakerwara Road, Mundka, New Delhi-110041 India till 18th September 2024).

The financial statements of the company for the year ended March 31, 2025 were authorized for issue in accordance with a resolution of the directors on April 29, 2025.

2 Material Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

2.1 Basis of preparation

The financial statements of Somany Bathware Limited ("the Company") comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention on accrual and going concern basis, further, financial assets and liabilities are remeasured at fair value at each reporting date, wherever applicable.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3. Functional and presentation currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency and presentation currency. All values rounded to the nearest lakhs (Rs. 00,000) and upto 2 decimal places, except when otherwise indicated.

2.4. Use of judgements and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

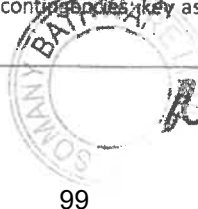
Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Classification of financial assets: assessment of business model within which the assets are held.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for every period ended is included below:

- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts.
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.



Rajank Sharma

Soman Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

2.5. Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:

- Expected to be realised/settled (liabilities) or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Deferred tax Assets/liabilities are classified as non-current liabilities.

2.6. Property, Plant and Equipment

Recognition and Measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred up to the date when the assets are ready to use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

Depreciation

Depreciation on fixed assets is calculated on Straight Line Method using the rates arrived at estimated useful lives given in Schedule II of the Companies Act, 2013.

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes, if any, are accounted for prospectively.

2.7. Intangible assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software is considered as 5 years.

2.8 Revenue Recognition

The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when;

- i) effective control of goods along with significant risks and rewards of ownership has been transferred to customer and in case of services, the year in which such services are rendered.
- ii) the amount of revenue can be measured reliably;
- iii) it is probable that the economic benefits associated with the transaction will flow to the Company; and
- iv) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Interest income are recognised on an accrual basis using the effective interest method.



Rayank Sharma

Somany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

2.9 Provisions, Contingent Liabilities and Contingent Assets

Bases on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is

2.10. Measurement of fair value

a) Financial instruments

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

2.11. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, cross currency interest rate swaps, interest rate swaps and currency options; and embedded derivatives in the host contract.

a) Financial Assets

Initial recognition and measurement

All financial assets and are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not fair value through profit and loss, are added to the fair value on initial recognition. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Classifications

The company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

b) Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. On initial recognition an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

-The rights to receive cash flows from the asset have expired, or

-The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.



Somany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Impairment of financial assets

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

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

c) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Gains or losses on liabilities held for trading are recognised in the profit

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Derecognition of financial liabilities

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in Other Comprehensive Income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

- a) Has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.



Mayank Sharma

Somany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

Minimum Alternative Tax (MAT)

Minimum Alternative Tax (MAT) is recognized 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 recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of credit to the consolidated statement of profit and loss and included in deferred tax assets. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities

2.13 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership are transferred from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

2.14 Earnings per Share

Basic Earnings Per Share is computed by dividing the net profit or loss after tax for the year (without taking impact of OCI) attributable to the equity shareholders' by weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted Earnings Per Share is computed using the adjusted net profit or loss after tax for the year (without taking impact of OCI) attributable to the equity shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.



Mayank Sharma

Somyany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025
(All amounts are in rupees lakhs, unless otherwise stated)

3. Property, plant and equipment

Particulars	Gross Block			Depreciation			Net Block		
	As at April 01, 2024	Additions	Deletions	As at March 31, 2025	As at April 01, 2024	Additions	Deletions	As at March 31, 2025	As at March 31, 2024
Tangible Assets*									
Furniture and fixtures (Rs. 10)	0.00	-	0.00	-	-	-	-	-	0.00
Office equipments (Rs. 15)	0.00	-	0.00	-	-	-	-	-	0.00
Total	0.00	-	0.00	-	-	-	-	-	0.00

Particulars	Gross Block			Depreciation			Net Block		
	As at April 01, 2023	Additions	Deletions	As at March 31, 2024	As at April 01, 2023	Additions	Deletions	As at March 31, 2024	As at March 31, 2023
Tangible Assets*									
Furniture and fixtures (Rs. 10)	0.00	-	-	0.00	-	-	-	0.00	0.00
Office equipments (Rs. 15)	0.00	-	-	0.00	-	-	-	0.00	0.00
Total	0.00	-	-	0.00	-	-	-	0.00	0.00

10

4. Other Intangible Assets

Particulars	Gross Block			Amortization			Net Block		
	As at April 01, 2024	Additions	Deletions	As at March 31, 2025	As at April 01, 2024	Additions	Deletions	As at March 31, 2025	As at March 31, 2024
Intangible Assets*									
Data Processing (Rs. 7)	0.00	-	0.00	-	-	-	-	-	0.00
Total	0.00	-	0.00	-	-	-	-	-	0.00

Particulars	Gross Block			Amortization			Net Block		
	As at April 01, 2023	Additions	Deletions	As at March 31, 2024	As at April 01, 2023	Additions	Deletions	As at March 31, 2024	As at March 31, 2023
Intangible Assets*									
Data Processing (Rs. 7)	0.00	-	-	0.00	-	-	-	0.00	0.00
Total	0.00	-	-	0.00	-	-	-	0.00	0.00

* At fair value as deemed cost as at 1st April 2015 on transition to IND-AS.

Rayant Sharma



Somany Bathware Limited
Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
5 <u>Deferred Tax Assets</u>		
MAT Credit	5.35	5.65
	<u>5.35</u>	<u>5.65</u>
6 <u>Other Non-Current Assets</u>		
Deposits with Government Departments (under Protest)	2.06	1.99
	<u>2.06</u>	<u>1.99</u>
7 <u>Cash and Cash Equivalents</u>		
<u>Balance with Scheduled banks:</u>		
-On Current Account	0.46	1.95
Cash in Hand	0.10	0.05
	<u>0.56</u>	<u>2.00</u>
8 <u>Other Bank Balances</u>		
<u>Balance with Scheduled banks:</u>		
Fixed Deposits (with remaining maturity less than 12 months)	97.13	92.46
	<u>97.13</u>	<u>92.46</u>
9 <u>Other Current Financial Assets</u>		
Accrued Interest on NSC	-	0.31
NSC (Pledge with Government Department)	-	0.60
	<u>-</u>	<u>0.91</u>
10 <u>Current Tax Assets (Net)</u>		
Advance Tax/Tax Deducted at Source (Net)	2.03	1.94
	<u>2.03</u>	<u>1.94</u>
11 <u>Equity Share Capital</u>		
<u>Authorised:</u>		
Equity Shares 10,00,000 (Previous year - 10,00,000) of Rs. 10/- each	100.00	100.00
<u>Issued, subscribed & fully paid up:</u>		
Equity Shares 5,00,000 (Previous year - 5,00,000) of Rs 10/- each fully paid up	50.00	50.00
	<u>50.00</u>	<u>50.00</u>
a. Terms and rights attached to equity shares		
The Company has only one class of Equity Shares having face value of Rs. 10/- each and each shareholder is entitled to one vote per share. Each shareholders have the right in profit / surplus in proportion to amount paid up with respect to share holder. In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets if any, in proportionate to their individual shareholding in the paid up equity capital of the company.		
b. Reconciliation of number of shares outstanding at the beginning and end of the year :		
	<u>Number of Shares</u>	<u>Number of Shares</u>
Share outstanding in the beginning of the year	5,00,000	5,00,000
Equity Shares issued during the year in consideration for cash	-	-
Share outstanding at	<u>5,00,000</u>	<u>5,00,000</u>
c. (i) Share Capital held by Holding Company		
Somany Ceramics Ltd.(with its nominees)	5,00,000	5,00,000
(ii) List of shareholders holding more than 5% of the Equity Share Capital of the Company (In numbers)		
Somany Ceramics Ltd. (Holding Company)(with its nominees)	5,00,000	5,00,000
	<u>5,00,000</u>	<u>5,00,000</u>



Mayank Sharma

Somany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

d. Shareholdings of Promoters at the end of March 31, 2025

Promoter Name	Numbers of Shares	% of total Shares	% Change during the year
Somany Ceramics Ltd. (with its nominees)	5,00,000	100%	-

Shareholdings of Promoters at the end of March 31, 2024

Promoter Name	Numbers of Shares	% of total Shares	% Change during the year
Somany Ceramics Ltd. (with its nominees)	5,00,000	100%	-

	As at March 31, 2025	As at March 31, 2024
12 Other Equity	0	
Retained earnings		
Balance at the beginning of the year	54.60	50.64
Transfer from Statement of Profit and Loss	2.26	3.96
Total of Reserves & Surplus	56.86	54.60
Nature and Purpose of Reserves		
(i) Retained Earnings- Retained earnings represents profit that the Company has earned till date.		
13 Other Current Liabilities		
Statutory dues	0.03	0.03
Others Payable	0.24	0.33
	0.27	0.36



Mayank Sharma



Somany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

	For the year ended March 31, 2025	For the year ended March 31, 2024
14 Other Income		
Interest income on Fixed Deposits	6.36	5.89
Profit on Sale of Fixed Assets	0.05	-
	<u>6.41</u>	<u>5.93</u>
15 Other Expenses		
Rent	0.18	0.28
Auditors Fees	0.24	0.24
Legal & Professional Expenses	1.90	1.88
Sundry Balance write off	0.91	-
Other Expenses	0.16	0.21
	<u>3.39</u>	<u>2.61</u>
16 Earning per share		
Total Profit/ (Loss) for the year	2.26	3.96
Weighted average number of equity shares of Rs. 10/- each	5,00,000	5,00,000
EPS - Basic and Diluted (Per share in Rs.)	0.45	0.79

Mayank Sharma

Somany Bathware Limited
Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
17 Contingent liabilities, contingent assets and commitments		
A. Contingent liabilities		
Contingent Liabilities not provided for Income tax matters (As certified by the management)	2.41	2.41
B. Commitments		
Estimated amount of Contracts remaining to be executed on Capital Account not provided for [Net of Advances]	NIL	NIL

18 Related Party Disclosure
A. Related parties and their relationships
i Holding Company

Somany Ceramics Limited

ii Fellow Subsidiary

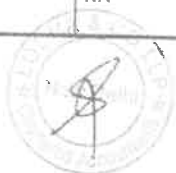
SR Continental Limited

B. Transactions with the above in the ordinary course of business

Nature of Transactions	As at March 31, 2025	As at March 31, 2024
i With Holding Company are as under		
-Somany Ceramics Limited		
Support Services Received	0.71	0.71
Rent Paid	0.11	-
Closing Balances		
Amount Payable/(Advance)	-	-
ii With Fellow Subsidiary are as under		
-SR Continental Limited		
Rent Paid		
Closing Balances	0.07	0.28
Rent Payable/(Advance)	-	-

19 Analytical Ratios

S. No.	Particular	Numerator (A)	Denominator (B)	March'25	March'24	% of variance	Reason for variance
i	Current Ratio	Current Assets	Current Liabilities	369.33	270.31	36.63%	Increase in FD during the year
ii	Debt-Equity Ratio	Total Debt	Net worth	NA	NA	-	-
iii	Debt Service Coverage Ratio	Earnings available for debt service	Debt service	NA	NA	-	-
iv	Return on Equity Ratio	Net Profits after	Average Net worth	2.13%	3.86%	-44.87%	NA
v	inventory turnover	Sales	Closing Inventory	NA	NA	-	-
vi	Trade Receivables turnover ratio	Credit Sales	Closing Trade Receivables	NA	NA	-	-
vii	Trade payables turnover ratio	Credit Purchases	Closing Trade Payable	NA	NA	-	-
viii	Net capital turnover	Sales	Working capital	NA	NA	-	-
ix	Net profit ratio	Net profit	Sales	NA	NA	-	-
x	Return on Capital employed	Earning before interest and taxes	Capital Employed	2.83%	3.17%	-10.97%	NA
xi	Return on investment	NA	NA		NA	-	-



Mayank Sharma

Somany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

20 Financial instruments – Fair values and risk management

I. Fair value measurements

A. Financial instruments by category

	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Cash and cash equivalents	-	0.56	-	2.00
Bank balances other than above	-	97.13	-	92.46
Other Current financial assets	-	-	-	0.91
	-	97.69	-	95.37

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

C. Financial assets and liabilities measured at amortised cost

	As at March 31, 2025		As at March 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Cash and cash equivalents	0.56	0.56	2.00	2.00
Bank balances other than above	97.13	97.13	92.46	92.46
Other Current Financial Assets	-	-	0.91	0.91
	97.69	97.69	95.37	95.37

The carrying amounts of cash and cash equivalents, other bank balances and other current financial assets are considered to be the same as their fair values, due to their short-term nature.

Somany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

ii. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of property defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt. The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely. The Management impact analysis shows credit risk and impact assessment as low.

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due.

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency Risk

The Company uses derivatives like forward contracts to manage market risks on account of foreign exchange and various debt instruments on account of interest rates. All such transactions are carried out within the guidelines set by the Risk Management Committee. Generally, the Company seeks to apply hedge accounting to manage volatility in profit or loss.

Interest Rate Risk

The company currently is not exposed to variable interest rate risk.

21 Payments to Auditors :

	As at March 31, 2025	As at March 31, 2024
Statutory Audit Fee (Inclusive of GST)	0.24	0.24
Other Services (Inclusive of GST)	0.18	0.18
Total	0.42	0.42



Mayank Sharma

Somany Bathware Limited

Notes to Financial Statements as at and for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

- 22 a) The Company does not have any benami property, and no proceeding has been initiated or pending against the Company for holding any benami property.
- b) The Company does not have any transactions with companies struck off.
- c) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- d) The Company have not traded or invested in crypto currency or virtual currency during the financial year.
- e) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (i). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
- (ii). Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries.
- f) The Company have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (i). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
- (ii). Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.
- g) The company has not been sanctioned working capital limit in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from bank on the basis of security of current assets.
- h) The Company has no such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- i) The Company have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the financial year.
- j) 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.

23 Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one broad business segment viz. "Ceramic Tiles and Allied products" and substantially sale of the product is within the country. Since during the current year, the Company has not carried out any operations, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

- 24 The figures for the previous periods have been regrouped/ rearranged, wherever considered necessary, to conform current period classifications.

The accompanying notes are an integral part of these financial statements.

As per report of even date attached

For and on behalf of the Board of Directors

For LODHA & CO LLP

Chartered Accountants

Firm Registration No. 301051E/E300284


Gaurav Lodha
Partner
M. No. 507462




Shreekant Somany
Director
DIN - 00021423


Mayank Sharma
Director
DIN- 02632937



Place : New Delhi
Date : April 29, 2025

Place : Noida
Date : April 29, 2025

INDEPENDENT AUDITOR'S REPORT
To the Members of Somany Excel Vitrified Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Somany Excel Vitrified Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (herein after referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the 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 financial statements, our responsibility is to read the other information identified when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibility of Management and Those Charged with Governance for the Financial Statements

The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position/state of affairs, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs specified under section 143(10) of the Act, we exercise professional judgment 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 controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Materiality is the magnitude of misstatements in the 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 financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us during the course of audit, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying financial statements.



- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on March 31, 2025 and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses unmodified an opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 22 to the 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 were no amounts which were 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 its knowledge and belief as disclosed in Note No. 33 (e) of the financial statements, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b) The management has represented that to the best of its knowledge and belief, as disclosed in Note No. 33 (f) of the financial statements, no funds (which are material either individually or in aggregate) have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any



manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above as required by Rule 11(e) of Companies (Audit & Auditors) Rules, 2014, as amended, contain any material mis-statement.
- v. The Company has not declared or paid dividend during the year, accordingly the provisions of section 123 of the Companies Act, 2013 are not applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2025 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's except that the feature of recording audit trail (edit log) facility at database level of an ERP accounting software used for maintaining general ledger and other accounting module was not enabled for a part of the year. During the course of performing procedures, we did not notice any instance of the audit trail feature tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per statutory requirements for records retention.
- h) The Company has not paid any managerial remuneration, accordingly, the provisions of Section 197 of the Act are not applicable on the Company.

For LODHA & CO LLP
Chartered Accountants
Firm's Registration No. 301051E/E300284



(Gaurav Lodha)
Partner
Membership No. 507462
UDIN: 25507462 BMKNKP0302



Place: New Delhi
Date: April 28, 2025

ANNEXURE "A" REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SOMANY EXCEL VITRIFIED PRIVATE LIMITED FOR THE YEAR ENDED MARCH 31, 2025.

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and records examined by us in the normal course of audit, we state that:

- i. The Company does not have any property, plant and equipment or intangible assets and hence reporting under Clause 3 (i) of the Order is not applicable to the Company.
- ii. (a) As per the physical verification program, the inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) The Company has not been sanctioned any working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under Clause 3 (ii) (b) of the Order is not applicable to the Company.
- iii. (a) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) (a) and (b) of the Order are not applicable.

(b) The Company has not granted loans and advances on the nature of loans to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c), (d), (e) and (f) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any loans, guarantees, security and has not made any investment under the provisions of Sections 185 and 186 of the Companies Act, 2013.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year from public within the provision of section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable). We have been informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.
- vi. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under Clause 3(vi) of the Order is not applicable to the Company.



- vii. (a) According to the records of the Company, the Company is generally been regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable as at March 31, 2025 for a period of more than six months from the date they become payable.
- (b) According to the records and information & explanations given to us, there are no disputed dues which have remained unpaid as on March 31, 2025 on account of statutory dues referred to in sub-clause (a) above.
- viii. According to the information and explanations given to us and the records of the Company examined by 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), that has not been recorded in the books of account.
- ix. (a) On the basis of audit procedures and according to the information and explanations given to us, in our opinion, the Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us including representation received from the management of the Company and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) The Company has not taken raised any funds during the year and hence, reporting under clause 3 (ix)(d) of the Order is not applicable.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) & (f) of the Order is not applicable.
- x. (a) The Company has not raised any money, during the year, by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) During the course of our examination of the books and records of the Company, 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 material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.



(b) 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, a report under section 143(12) of the Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable.

(c) No whistle blower complaints have been received by the Company during the year (and upto the date of this report). Hence, reporting under clause 3(xi) (c) of the Order is not applicable.

- 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.
- xiii. According to the information and explanations and records made available by the management of the Company and audit procedures performed, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv. The Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Companies Act, 2013. Therefore, the requirement to report under clause 3(xiv) (a) and (b) of the order is not applicable to the Company.
- xv. On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with its directors. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. 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. As per the information and representation provided by the management, the Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give



any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- xxi. According to the information and explanation given to us, the Company does not have any subsidiaries, associates and joint ventures and hence reporting under clause 3(xxi) of the Order is not applicable.

For **LODHA & CO LLP**
Chartered Accountants
Firm's Registration No. 301051E/E300284



(Gaurav Lodha)
Partner
Membership No. 507462



Place: New Delhi
Date: April 28, 2025

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date on the financial statements of Somany Excel Vitrified Private Limited for the year ended March 31, 2025)

Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to the financial statements of **Somany Excel Vitrified Private Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the Ind AS 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 financial controls with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on Company’s internal financial controls with reference to the financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of such internal financial controls, 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 with reference to the financial statements.



Meaning of Internal Financial Controls With Reference To The Financial Statements

A Company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to the financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the financial statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For LODHA & CO LLP
Chartered Accountants
Firm's Registration No. 301051E/E300284



(Gaurav Lodha)

Partner

Membership No: 507462

Place: New Delhi

Date: April 28, 2025



SOMANY EXCEL VITRIFIED PRIVATE LIMITED
CIN: U26955WB2015PTC274839
BALANCE SHEET AS AT MARCH 31, 2025

(Rs. in Lakhs)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current Assets			
(a) Other Non-Current Assets	3	326.50	376.50
		326.50	376.50
Current Assets			
(a) Inventories	4	46.48	7.24
(b) Financial Assets			
(i) Trade Receivables	5	121.44	31.28
(ii) Cash and Cash Equivalents	6	11.39	19.03
(c) Current Tax Assets (net)	7	0.30	-
(d) Other Current Assets	8	10.42	2.54
		190.03	60.09
		516.53	436.59
Total Assets			
EQUITY AND LIABILITIES			
Equity			
(a) Share Capital	9	351.00	351.00
(b) Other Equity	10	73.98	49.34
		424.98	400.34
Liabilities			
Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	11		
Outstanding dues of Micro Enterprises and Small Enterprises		90.86	35.68
Outstanding dues other than Micro Enterprises and Small Enterprises		0.27	-
(ii) Other Financial Liabilities	12	-	0.46
(b) Other Current Liabilities	13	0.42	0.05
(c) Current tax Liabilities (net)	14	-	0.06
		91.55	36.25
		516.53	436.59
Total Equity and Liabilities			

Material Accounting Policies and Notes forming Integral part of Financials Statements

1 to 33

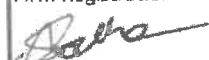
As per report of even date attached

For and on behalf of Board of Directors

For LODHA & CO LLP

Chartered Accountants

Firm Registration No. 301051E/E300284



GAURAV LODHA

Partner

M. No. 507462

Place : New Delhi

Date : April 28, 2025




Sachin Jain

Director

DIN : 07708689

Place : Noida

Date : April 28, 2025





Ravi Kant

Director

DIN : 06938074

SOMANY EXCEL VITRIFIED PRIVATE LIMITED
CIN: U26955WB2015PTC274839
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025


(Rs. in Lakhs)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from Operations	15	409.89	65.81
Other Income	16	0.77	0.70
Total Income		410.66	66.51
Expenditure			
Purchases of Stock-in-Trade		408.82	65.68
Change in Inventories of Finished Goods , Work-in-progress and Stock-in-Trade	17	(39.24)	(7.24)
Finance Costs	18	0.01	-
Other Expenses	19	8.14	2.35
Total Expenditure		377.73	60.79
Profit/(Loss) before tax		32.93	5.72
Tax Expense:			
(1) Current Tax		8.29	1.08
(2) Deferred Tax Charge/(Credit)		-	0.38
Profit/(Loss) for the year		24.64	4.26
Other Comprehensive Income			
(1) Items that will not be reclassified to profit & loss		-	-
(2) Items that will be reclassified to profit & loss		-	-
Total Comprehensive Income for the period		24.64	4.26
Basic & Diluted Earnings Per Equity Share (Per Share Value of Rs. 10 each)	20	0.70	0.12
Material Accounting Policies and Notes forming integral part of Financials Statements	1 to 33		

As per report of even date attached

For and on behalf of Board of Directors

For LODHA & CO LLP
Chartered Accountants
Firm Registration No. 301051E/E300284


GAURAV LODHA
Partner
M. No. 507462




Sachin Jain
Director
DIN : 07708689


Ravi Kant
Director
DIN : 06938074



Place : New Delhi
Date : April 28, 2025

Place : Noida
Date : April 28, 2025

SOMANY EXCEL VITRIFIED PRIVATE LIMITED
CIN: U26955WB2015PTC274839
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025


(Rs. in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before tax as per Statement of Profit & Loss	32.93	5.72
i. Adjustment for :		
Interest and Finance Charges		-
Interest Income	(0.77)	(0.70)
Operating Profit/(Loss) before working capital changes	32.16	5.02
ii. Adjustment for :		
Trade and Other Receivables	(98.04)	(40.77)
Change in Inventories	(39.24)	-
Trade and Other payable	55.36	35.91
Net Cash generated/(used in) operating activities	(49.76)	0.16
Taxes (Paid)/Refund	(8.65)	(1.01)
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES (A)	(58.41)	(0.85)
B CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from Capital advance received back	50.00	-
Interest received	0.77	4.48
Movement in Fixed Deposit	-	15.00
NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES (B)	50.77	19.48
C CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Loans Borrowings (net)	-	-
Interest Paid	-	-
NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES (C)	-	-
D Net increase/(decrease) in cash & cash equivalents (A+B+C)	(7.64)	18.63
Cash & Cash Equivalent at the beginning of the year	19.03	0.40
Cash & Cash Equivalent at the end of the year	11.39	19.03
Notes :		
1. The above cash flow has been prepared under the Indirect Method set out in Indian Accounting Standards (Ind AS-7) - Statement of Cash Flows		
2. Additional Disclosure required under Ind AS 7, (Refer note no. 31.)		

As per report of even date attached

For and on behalf of Board of Directors

For LODHA & CO LLP
Chartered Accountants
Firm Registration No. 301051E/E300284

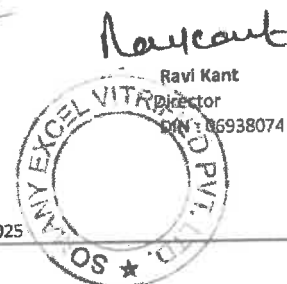

GAURAV LODHA
Partner
M. No. 507462



Place : New Delhi
Date : April 28, 2025


Sachin Jain
Director
DIN : 07708689

Place : Noida
Date : April 28, 2025



SOMANY EXCEL VITRIFIED PRIVATE LIMITED
 CIN: U26955WB2015PTC274839
 STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(Rs. in Lakhs)

(a) Share Capital

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	35,10,000	351.00	35,10,000	351.00
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting year	35,10,000	351.00	35,10,000	351.00


(b) Other Equity

	Reserves and Surplus		
	Retained Earnings	Other Comprehensive Income	Total
Balance at 1 April 2023	45.08	-	45.08
Profit/(Loss) for the year	4.26	-	4.26
Other comprehensive income/(loss) for the year	-	-	-
Total comprehensive income/(loss) for the year	4.26	-	4.26
Balance at March 31, 2024	49.34	-	49.34
Profit/(Loss) for the year	24.65	-	24.65
Other comprehensive income/(loss) for the year	-	-	-
Total comprehensive income/(loss) for the year	24.65	-	24.65
Balance at March 31, 2025	73.99	-	73.99

As per report of even date attached

For and on behalf of Board of Directors

For LODHA & CO LLP
 Chartered Accountants
 Firm Registration No. 301051E/E300284


GAURAV LODHA
 Partner
 M. No. 507462




Sachin Jain
 Director
 DIN : 07708689


Ravi Kant
 Director
 DIN : 06938074



Place : New Delhi
 Date : April 28, 2025

Place : Noida
 Date : April 28, 2025

SOMANY EXCEL VITRIFIED PRIVATE LIMITED

CIN: U26955WB2015PTC274839

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2025

1.1 Corporate and General Information

Somany Excel Vitrified Private Limited referred to as "the Company" is domiciled and incorporated in India on October 30, 2015. The registered office of the Company w.e.f. 28th November 2024 is situated at 2, Red Cross Place, West Bengal, Kolkata -700001, India (previously it was situated at Dukya Complex, 1st Floor Near Gandhi Nagar Railway station, Tonk road, Jaipur Rajasthan-302018, India).

The financial statements of the company for the year ended March 31, 2025 were authorized for issue in accordance with a resolution of the directors on April 28, 2025.

2 Material Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

2.1 Basis of Preparation

The financial statements of Somany Excel Vitrified Private Limited ("the Company") comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other accounting principles generally accepted in India.

2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention on accrual and going concern basis, further, financial assets and liabilities are remeasured at fair value at each reporting date, wherever applicable.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Functional and presentation currency

These financial statements are presented in Indian National Rupee ("INR"), which is the Company's functional and presentation currency. All Amounts have been rounded to the nearest Lakhs (Rs. 00,000), and upto two decimal places , except when otherwise indicated.

2.4 Use of judgements and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

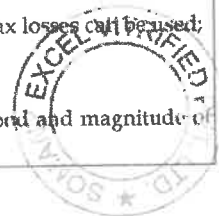
Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Classification of financial assets: assessment of business model within which the assets are held.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts.
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources



2.5 Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:

- Expected to be realised/settled (liabilities) or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.6 Revenue Recognition

The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when;

- i) Effective control of goods alongwith significant risks and rewards of ownership has been transferred to customer and in case of services, the year in which such services are rendered.
- ii) The amount of revenue can be measured reliably.
- iii) It is probable that the economic benefits associated with the transaction will flow to the Company; and
- iv) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Interest income are recognised on an accrual basis using the effective interest method.

2.7 Provisions, Contingent Liabilities

Bases on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

2.8 Measurement of fair value

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

2.9 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, cross currency interest rate swaps, interest rate swaps and currency options; and embedded derivatives in the host contract.

(a) Financial Assets

Initial recognition and measurement

All financial assets and are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not fair value through profit and loss, are added to the fair value on initial recognition. However, trade receivables that do not contain a significant financing component are measured at transaction price.

SOMANY EXCEL VITRIFIED PRIVATE LIMITED

CIN: U26955WB2015PTC274839

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2025

Classifications

The company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Impairment of financial assets

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

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, *Financial Instruments*, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.



[Handwritten signature]

[Handwritten signature]



SOMANY EXCEL VITRIFIED PRIVATE LIMITED

CIN: U26955WB2015PTC274839

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2025

Gains or losses on liabilities held for trading are recognised in the profit

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Derecognition of financial liabilities

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

2.10 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in Other Comprehensive Income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

- a) Has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

2.11 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.



Now



SOMANY EXCEL VITRIFIED PRIVATE LIMITED

CIN: U26955WB2015PTC274839

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2025

2.12 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

2.13 Earnings per Share

Basic Earnings Per Share is computed by dividing the net profit or loss after tax for the year (without taking impact of OCI) attributable to the equity shareholders' by weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted Earnings Per Share is computed using the adjusted net profit or loss after tax for the year (without taking impact of OCI) attributable to the equity shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.



(Signature) New



SOMANY EXCEL VITRIFIED PRIVATE LIMITED

CIN: U26955WB2015PTC274839

Notes to financial statements as at and for the year ended March 31, 2025

	As At March 31, 2025	As At March 31, 2024					
3 Other Non Current Assets							
(Unsecured, Considered Good Unless Stated Otherwise)							
Capital Advances *	326.50	376.50					
	<u>326.50</u>	<u>376.50</u>					
<p>* Represents payment made to parties for purchase of parcel of land in Rajsathan, where the Company is in the process of finalising the terms and conditions. The company is confident of either completing the process of acquisition in near future or getting the refund in case the land acquisition does not materialize. In this regard, during the year company has received refund of Rs. 50 lakhs and balance amount has been considered good.</p>							
4 Inventories							
(Valued at Lower of Cost and Net Realisable Value)							
Stock-in-trade	46.48	7.24					
	<u>46.48</u>	<u>7.24</u>					
5 Trade Receivables							
Unsecured, Considered good							
-Receivable from Related Party	82.24	11.30					
-Receivable from others	39.20	19.98					
Total	<u>121.44</u>	<u>31.28</u>					
Trade Receivables ageing schedule for the period ended March 31, 2025							
Outstanding for following periods from due date of payment							
Particulars	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	86.88	34.56	-	-	-	-	121.44
Trade Receivables ageing schedule for the period ended March 31, 2024							
Outstanding for following periods from due date of payment							
Particulars	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	11.30	19.98	-	-	-	-	31.28
6 Cash and cash equivalents							
<u>Balance with banks:</u>							
-On Current Account				11.39		19.03	
				<u>11.39</u>		<u>19.03</u>	
7 Current Tax Assets (net)							
Advance Tax (Net of provision for tax of Rs. 8.29 lakhs)				0.30			
				<u>0.30</u>			
8 Other Current Assets							
Balance with Govt. Authorities (GST)				10.42		2.54	
				<u>10.42</u>		<u>2.54</u>	



[Handwritten signature]

[Handwritten signature]



SOMANY EXCEL VITRIFIED PRIVATE LIMITED

CIN: U26955WB2015PTC274839

Notes to financial statements as at and for the year ended March 31, 2025

	As At March 31, 2025	As At March 31, 2024
9 Share Capital		
<u>Authorised</u>		
Equity Shares 80,00,000 (March 31, 2024 - 80,00,000) of Rs. 10/- each	800.00	800.00
Preference Shares 20,00,000 (March 31, 2024 - 20,00,000) of Rs. 10/- each	200.00	200.00
	1,000.00	1,000.00
<u>Issued, Subscribed and Paid up</u>		
Equity Shares 35,10,000 (March 31, 2024 - 35,10,000) of Rs 10/- each fully paid up	351.00	351.00
	351.00	351.00

a. Terms and rights attached to equity shares

The Company has only one class of Equity Shares having face value of Rs. 10/- each and each shareholder is entitled to one vote per share. Each shareholders have the right in profit / surplus in proportion to amount paid up with respect to share holder. In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets if any, in proportionate to their individual shareholding in the paid up equity capital of the company.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

	Number of Shares
Share outstanding in the beginning of the year	35,10,000
Equity Shares issued during the year in consideration for cash	-
Equity Shares bought back during the year	-
Share outstanding at the end of the year	35,10,000

c. (i) Share Capital held by Holding Company

Somany Ceramics Ltd. (with its nominees) 35,10,000

(ii) List of shareholders holding more than 5% of the Equity

Share Capital of the Company (In numbers)
Somany Ceramics Ltd. (Holding Company) (with its nominees) 35,10,000
35,10,000

d. Shareholdings of Promotors at the end of March 31, 2025

S. No.	Promoter Name	Numbers of Shares	% of total Shares	% Change during the year
i)	Somany Ceramics Ltd. (with its nominees)	35,10,000	100.00	-

Shareholdings of Promotors at the end of March 31, 2024

S. No.	Promoter Name	Numbers of Shares	% of total Shares	% Change during the year
i)	Somany Ceramics Ltd. (with its nominees)	35,10,000	100.00	-

10 Other Equity

Retained earnings		
Balance at the beginning of the year	49.34	45.08
Transfer from Statement of Profit and Loss	24.65	4.26
Closing Balance	73.99	49.34
Total of Reserves & Surplus	73.99	49.34

Nature and Purpose of Reserves

(i) Retained Earnings- Retained Earnings represents profit that the Company has earned till date.



(Handwritten signature)

Now



SOMANY EXCEL VITRIFIED PRIVATE LIMITED

CIN: U26955WB2015PTC274839

Notes to financial statements as at and for the year ended March 31, 2025

	As At March 31, 2025	As At March 31, 2024
11 Trade Payables		
Outstanding dues of Micro Enterprises and Small Enterprises	90.86	35.68
Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	0.27	-
	91.13	35.68

Trade Payables ageing schedule for the period ended March 31, 2025

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME*	-	90.86	-	-	-	-	90.86
(ii) Others	-	0.27	-	-	-	-	0.27

Trade Payables ageing schedule for the period ended March 31, 2024

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME*	-	35.68	-	-	-	-	35.68
(ii) Others	-	-	-	-	-	-	-

* Refer Note No. 26

12 Other Financial Liabilities (Current)

Other Payables	-	0.46
	-	0.46

13 Other Current Liabilities

Statutory Dues	0.42	0.05
	0.42	0.05

14 Current Tax Liabilities (net)

Provision for income Tax (PY Net of provision of tax of Rs. 1.08 lakhs)	-	0.06
	-	0.06



Handwritten signature and name 'New'



SOMANY EXCEL VITRIFIED PRIVATE LIMITED

CIN: U26955WB2015PTC274839

Notes to financial statements for the year ended March 31, 2025

	For the year ended March 31, 2025	For the year ended March 31, 2024
15 Revenue from Operations		
Sale of traded goods	409.89	65.81
	<u>409.89</u>	<u>65.81</u>
16 Other Income		
Interest Income on Fixed Deposits	0.77	0.70
	<u>0.77</u>	<u>0.70</u>
17 Change in Inventories of Stock-in- Trade		
<u>Closing Stock</u>		
Stock-in-Trade	46.48	7.24
	<u>46.48</u>	<u>7.24</u>
<u>Less: Opening Stock</u>		
Stock-In-Trade	7.24	-
	<u>-</u>	<u>-</u>
(Increase)/ Decrease in Stock	<u>(39.24)</u>	<u>(7.24)</u>
18 Finance Cost		
Interest Expense on self assessment tax	0.01	-
	<u>0.01</u>	<u>-</u>
19 Other Expenses		
Rent	0.26	0.24
Bank Charges (Rs. 472)	0.00	-
Insurance	0.49	-
Legal & Professional Expenses	6.79	1.52
Auditors Fees- Statutory Audit	0.25	0.25
Auditors Fees- Other Certification	0.15	0.15
Other Expenses	0.19	0.19
	<u>8.13</u>	<u>2.35</u>
20 Earning per share		
Total Profit/(Loss) for the period	24.64	4.26
Weighted average number of equity shares of Rs. 10/- each	35,10,000	35,10,000
EPS - Basic and Diluted (Per share in Rs.)	0.70	0.12



New



SOMANY EXCEL VITRIFIED PRIVATE LIMITED

CIN: U26955WB2015PTC274839

Notes to financial statements as at and for the year ended March 31, 2025

(Rs. in Lakhs)

As at
March 31, 2025

As at
March 31, 2024

21 Contingent liabilities, contingent assets and commitments

A. Contingent liabilities

Contingent Liabilities not provided for (As certified by the management)

NIL

NIL

B. Commitments

Estimated amount of contracts remaining to be executed on Capital Account not provided for [Net of Advances]

-

-

22 The Company is not covered under The Payment of Gratuity Act, 1972 and The Employees' Provident Funds And Miscellaneous Provisions Act, 1952, as there are no employees in the company.

23 Related Party Disclosure:

A. Related parties and their relationships

i Holding Company

Somany Ceramics Limited

ii Subsidiary of Holding Company

Somany Sanitary Ware Private Limited

iii Director of the Company

Mr. Sachin Jain

Mr. Sundarrajan Lakshmanan

Mr. Ravi kant

B. Transactions with the above in the ordinary course of business

As at
March 31, 2025

As at
March 31, 2024

a) Details of transactions with Related Parties

Somany Ceramics Limited

Support Services Received

6.00

0.75

Rent Received

0.12

-

Somany Sanitary Ware Private Limited

Sales during the year

210.36

36.43

Outstanding at the year end

Trade Receivable

82.24

11.30

24 Analytical Ratios

S. No.	Particular	Numerator (A)	Denominator (B)	March'25	March'24	% of variance	Reason for variance
i	Current Ratio	Current Assets	Current Liabilities	2.08	1.66	25.30%	Due to Increase in Trade Receivables
ii	Debt-Equity Ratio	Total Debt	Net worth	-	-	-	-
iii	Debt Service Coverage Ratio	Earnings available for debt service	Debt service	NA	NA	-	-
iv	Return on Equity Ratio	Net Profits after taxes	Average Net worth	5.97%	1.07%	457.64%	Due to increase in profit during the year
v	Inventory turnover ratio	Sales	Closing Inventory	8.82	9.09	-2.96%	-
vi	Trade Receivables turnover ratio	Credit Sales	Closing Trade Receivables	3.38	2.10	60.43%	Increase in Sales made in current year
vii	Trade payables turnover ratio	Credit Purchases	Closing Trade Payable	4.50	1.84	144.42%	Increase in Purchases made in current year
viii	Net capital turnover ratio	Sales	Working capital	0.67	2.76	-75.80%	Increase in Sales made in current year
ix	Net profit ratio	Net profit	Sales	6.01%	6.48%	-7.22%	Increase in sales
x	Return on Capital employed	Earning before interest and taxes	Capital Employed	7.75%	1.43%	442.56%	Due to Increase in profit during the year
xi	Return on investment	NA	NA	-	-	-	-



Handwritten signature and name 'Ravi'



25 Revenue recognised under contracts

Revenue from Operations

	2024-2025	2023-2024
a) The disaggregation of revenue earned under contracts as per Ind AS-115 is as follows :		
Revenue recognised at the point of time		
Sale of Traded Goods	409.89	65.81
b) Revenue-related receivables at the year end:	As at March 31, 2025	As at March 31, 2024
Trade receivables (Refer Note No.5)	121.44	31.28
c) Revenue-related payables at the year end:	-	-
d) Reconciling the amount of revenue recognised during the year in the statement of profit and loss at the contracted price :	2024-2025	2023-2024
Revenue as per contracted price	409.89	65.81
Less: Reductions towards variable consideration components	-	-
Revenue from operations as per statement of profit and loss	<u>409.89</u>	<u>65.81</u>
e) Impairment in Trade receivables are disclosed as 'Allowance for expected credit loss' amounting ` Nil (Previous year ` Nil)		

26 Disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Amount payable to suppliers under MSMED as at the end of the accounting year		
- Principal	90.86	35.68
- Interest due thereon	-	-
b) Payment made to suppliers beyond the appointed day during the year		
- Principal	-	-
- Interest due thereon	-	-
c) Amount of interest due and payable for delay in payment (which have been paid but beyond the appointed day during the year) but without adding the interest under MSMED	-	-
d) Amount of interest accrued and remaining unpaid as at the end of the accounting year	-	-
e) Amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Note: Dues to Micro, Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.



Handwritten signature and the word 'New' in cursive.



27 Financial Instruments – Fair values and risk management

i. Fair value measurements

A. Financial instruments by category

	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Trade receivables	-	121.44	-	31.28
Cash and cash equivalents	-	11.39	-	19.03
	-	132.83	-	50.31
Financial Liabilities				
Trade payables	-	91.13	-	35.68
Other current financial liabilities	-	-	-	0.46
	-	91.13	-	36.14

B. Financial assets and liabilities measured at amortised cost

	As at March 31, 2025		As at March 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Trade receivables	121.44	121.44	31.28	31.28
Cash and cash equivalents	11.39	11.39	19.03	19.03
	132.83	132.83	50.31	50.31
Financial Liabilities				
Trade payables	91.13	91.13	35.68	35.68
Other current financial liabilities	-	-	0.46	0.46
	91.13	91.13	36.14	36.14

The carrying amounts of trade receivable, cash and cash equivalents, other current financial assets & other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

ii. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely. The Management impact analysis shows credit risk and impact assessment as low.



Signature
New



iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due.

(a) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

	Carrying Amounts March 31, 2025	On demand	Contractual cash flows		
			Less Than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Trade payables	91.13	-	91.13	-	-
Other current financial liabilities	-	-	-	-	-
Total non-derivative liabilities	91.13	-	91.13	-	-

	Carrying Amounts March 31, 2024	On demand	Contractual cash flows		
			Less Than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Trade payables	35.68	-	35.68	-	-
Other current financial liabilities	0.46	-	0.46	-	-
Total non-derivative liabilities	36.14	-	36.14	-	-

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency Risk

The Company uses derivatives like forward contracts to manage market risks on account of foreign exchange and various debt instruments on account of interest rates. All such transactions are carried out within the guidelines set by the Risk Management Committee. Generally, the Company seeks to apply hedge accounting to manage volatility in profit or loss.

Interest Rate Risk

The company currently is not exposed to interest rate risk as the Company does not have any borrowings on reporting dates.

	For the year ended March 31, 2025	For the year ended March 31, 2024
28 Payments to Auditors :		
Statutory audit fee	0.25	0.25
Certification / Limited Review Fees	0.15	0.15
Total	0.40	0.40

29 Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) which is the Board of Directors of the company approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within single operating segment viz. Trading of Goods and substantially sale of the product is within the country. The Gross income and profit from the other segment is below the norms prescribed in Ind AS 108. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

Revenue from operations is entirely to domestic customers

Customer contributing more than 10% of Revenue:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
SOMANY SANITARY WARE PVT. LTD.	210.36	36.43
RESA SANITARYWARE LLP	68.45	10.63
META BATHWARE LLP	58.25	6.94



Handwritten signature



30 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The following table summarises the capital of the Company

Particulars	31.03.2025	31.03.2024
Equity Share Capital	351.00	351.00
Other Equity	49.34	45.08
Total Equity	400.34	396.08
Current Borrowings	-	-
Total Debts	-	-

31 Changes in Liabilities and Asset from Financing Activities are as under:

Particulars	31.03.2025	Cash Flow	Non- Cash Changes		31.03.2024
			Foreign Exchange Movement	Others	
Short-term borrowings	-	-	-	-	-
Share Capital	351.00	-	-	-	351.00
Total liabilities from financing activities	351.00	-	-	-	351.00

- 32** a) The Company does not have any benami property, and no proceeding has been initiated or pending against the Company for holding any benami property.
b) The Company does not have any transactions with companies struck off.
c) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
d) The Company have not traded or invested in crypto currency or virtual currency during the financial year.
e) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(i). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
(ii). Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries.
f) The Company have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(i). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
(ii). Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.
g) The company has not been sanctioned working capital limit in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from bank on the basis of security of current assets.
h) The Company has no such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
i) The Company have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the financial year.
j) 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.

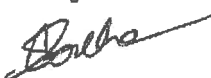
- 33** The figures for the previous periods have been regrouped/ rearranged, wherever considered necessary, to conform current period classifications.

The accompanying notes form an integral part of these financial statements

As per report of even date attached

For and on behalf of Board of Directors

For LODHA & CO LLP
Chartered Accountants
Firm Registration No. 301051E/E300284



GAURAV LODHA
Partner
M. No. 507462

Place : New Delhi
Date : April 28, 2025



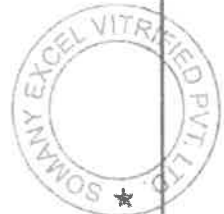


Sachin Jain
Director
DIN : 07708689

Place : Noida
Date : April 28, 2025



Ravi Kant
Director
DIN : 06938074





Anuj Jindal & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of SR Continental Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of SR Continental Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, the Statement of Change in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting standards prescribed u/s 133 of the Act and read with companies (Indian Accounting standards) Rules, 2015, as amended, ("Ind AS") and the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its Profit and loss, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence, we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information other than Financial Statements Auditor's report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

For Somany Exports Limited, Ltd.



For Somany Ceramics Limited

Anuj Jindal
Authorised Signatory

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management for the Financial Statements

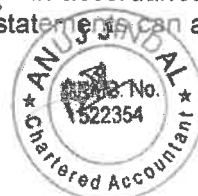
The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it 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 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 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 Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the 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 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 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 period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter



should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.


Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"/"CARO"), 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 of the aforesaid financial statement;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss, changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the financial statement;
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards referred in 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 as on March 31, 2025, taken on record by the Board of Directors, none of directors who submitted written representation, is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
 - (g) The Company has not paid any remuneration to its Directors, therefore, provisions of section 197 of the Act are not applicable; and
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company does not have any pending litigation which would impact its financial position.
 - b. The Company did not have any long-term contracts including derivative contracts on which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



- d.
- i. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - ii. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- e. Based on such audit procedures, we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause d(i) and d(ii) contain any material mis-statement.
- f. The Company has not declared any dividend during the year, hence reporting for compliance u/s 123 of Companies Act 2013 is not applicable.
- g. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2024. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software, also the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Anuj Jindal & Co.
Chartered Accountant
Firm Reg. No. – 034302N


Anuj Jindal
Memb. No. – 522354

UDIN: 25522354BMTSSA9445

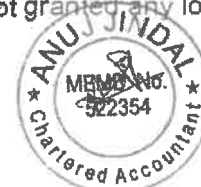


Place: Noida

Date: 25 Apr 2025

Annexure 'A' to Independent Auditor's Report of even date to members of SR Continental Limited on the financial statements as of and for the year ended March 31, 2025 (Referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements)

- (i) (a)
- (A) The Company has generally maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company does not have any intangible assets. Therefore, the provisions of Clause 3(i)(a)(B) of the Order are not applicable to the Company.
- (b) Property, Plant and Equipment were physically verified by the management at the year end and no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties included in property, plant and equipment, if any, are held in the name of the Company.
- (d) On the basis of our examination of records of the Company, the Company has not revalued any of its property, plant and equipment during the year. The Company has no right of use assets and intangible assets during the year. Therefore, provisions of clause 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or is pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder. Therefore, provisions of clause 3(i)(e) of the Order are not applicable to the Company.
- (ii)
- (a) According to the information and explanations given to us & records examined by us, the inventory, as available during the year has been physically verified by the management and in our opinion, coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compares to the book records.
 - (b) According to the information and explanations given to us, no working capital limit was sanctioned during the period by any bank or financial institution on the basis of security of current assets. Therefore, provisions of clause 3 (ii)(b) of the Order are not applicable to the Company.
- (iii) Based on the books of account examined by us and according to information and explanation given to us, during the year the Company has not granted any loan



covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of clause 3(iii) of the Order are not applicable to the Company.

- (iv) According to information and explanations given by the management and as per books of accounts examined by us, during the period, the company has not granted any loan, and provided no guarantee and security covered under section 185 and 186 of the Companies Act, 2013 and made no investments under Section 186 of the Act. Therefore, provisions of clause 3 (iv) of Order are not applicable to the Company.
- (v) The Company has not accepted any deposit or amount which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the period. Therefore, provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act read with Companies (Cost Records and Audit) Rules, 2014 for the business carried out by the Company. Therefore, provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii)(a) According to the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State insurance, Income-tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value Added tax, cess and any other statutory dues where applicable to it, with the appropriate authorities. There were no undisputed outstanding statutory dues as at the year-end for a period of more than six months from the date they become payable, if any.
- (b) According to the information and explanation given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) on account of any dispute. Therefore, the provisions of clause 3(vii)(b) of the Order are not applicable to the Company.
- (viii) According to the information and explanations given to us, there are no transactions which have not been recorded in the books of account but have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
- (ix)(a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (ix)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) Based on the books of account examined by us, no term loans were taken by the company during the year. Accordingly, this clause is not applicable on the Company.
- (d) The Company has not raised any funds on short term basis. Hence reporting under Clause (ix)(d) of the order is not applicable.

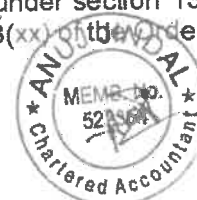


- (e) On overall examination of the financial statement of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligation of its subsidiaries.
- (f) The company has not raised any loans during the year, hence reporting on clause (ix)(f) of the order is not applicable.
- (x) (a) During the year, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Therefore, provisions of clause 3(x)(a) of the order are not applicable to the Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
- (xi)
- (a) Based upon the audit procedures performed and considering the principles of materiality outlined in Standards on Auditing for the purpose of reporting the true and fair view on the financial statements and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year nor we have been informed of any such case by the management during the course of the audit.
- (b) No report under sub-section 12 of section 143 of the Companies Act, 2013 has been filed by auditors in Form ADT- 4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, no whistle blower complaints were received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and therefore, the provisions of clause 3(xii) of the order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details for the same have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv) According to the information and explanations given to us, internal audit under section 138 of the Companies Act 2013 is not applicable to the Company. Therefore, provisions of clause 3(xiv) of order are not applicable to the Company.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with its directors.



persons connected with them as referred to in section 192 of the Companies Act, 2013. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.

- (xvi) (a) According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Therefore, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.
- (b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.
- (c) In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.
- (d) According to the representations given by the management, there is no CIC as part of the Group. Accordingly, the provisions of clause 3(xvi)(d) of the order are not applicable.
- (xvii) The Company has not incurred earned cash losses in the current financial year and in the immediately preceding financial year. Therefore, the provisions of clause 3(xvii) of the order are not applicable to the Company.
- (xviii) There has been no resignation of the statutory auditor during the year. Therefore, the provisions of clause 3(xviii) of the order are not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report, that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company is not required to make CSR expense under section 135 of the Companies Act, 2013. Therefore, provisions of clause 3(xx) of the Order are not applicable to the company.



- (xxi) The company has not consolidated financial statement of its wholly owned subsidiary in view of para 4 of Ind AS 110 and hence reporting under clause xxi of the order is not applicable.

For Anuj Jindal & Co.
Chartered Accountant
Firm Reg. No. – 030402N



Anuj Jindal
Memb. No. – 522354

UDIN: 25522354BMISSA 9445



Place: Noida

Date: 25 Apr 2025

ANNEXURE B

Annexure B to Independent Auditor's Report of even date to the members of SR Continental Limited on the Financial Statements as of and for the year ended on March 31, 2025 (refer to in paragraph 2(F) of our report on other legal and regulatory requirements)

We have audited the internal financial controls over financial reporting of SR Continental Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal



financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statement

A Company's internal financial control over financial reporting with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company ; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statement

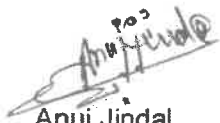
Because of the inherent limitations of Internal Financial Controls over Financial Reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial controls over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Opinion

In our opinion the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to these financial statements were operating effectively as at March 31, 2025, based on the internal control over the financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Anuj Jindal & Co.
Chartered Accountant
Firm Reg. No. – 034302N



Anuj Jindal

Memb. No. – 522354

UDIN: 25522354BMISSA9445



Place: Noida

Date: 25 Apr 2025

SR Continental Limited
CIN : U55101DL1979PLC317439
Balance sheet as at March 31, 2025

(Rs in Lakhs)

	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	7.63	7.89
Financial assets			
(i) Investments	4	251.00	251.00
(ii) Other financial assets	5	0.15	0.15
Deferred tax assets (net)	6	-	8.17
		<u>258.78</u>	<u>267.21</u>
Current assets			
Financial assets			
(i) Trade receivables	7	29.00	440.63
(ii) Cash and cash equivalents	8	6.21	124.41
(iii) Bank balances other than (ii) above	9	253.17	108.56
(iv) Other current financial assets	10	0.12	-
Current tax assets (net)	11	0.18	0.82
Other current assets	12	3.95	3.04
		<u>292.63</u>	<u>677.46</u>
Total assets		<u><u>551.41</u></u>	<u><u>944.66</u></u>
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	268.50	268.50
Other equity	14	199.32	162.27
		<u>467.82</u>	<u>430.77</u>
Liabilities			
Current liabilities			
Financial liabilities			
(i) Trade payables	15	-	-
Outstanding dues of Micro Enterprises and Small Enterprises		-	-
Outstanding dues other than Micro Enterprises and Small Enterprises		77.92	500.16
Other current liabilities	16	5.67	13.73
		<u>83.59</u>	<u>513.89</u>
Total liabilities		<u>83.59</u>	<u>513.89</u>
Total equity and liabilities		<u><u>551.41</u></u>	<u><u>944.66</u></u>

Material Accounting Policies and Notes forming integral part of Financials Statements 1 to 30

As per report of even date attached

For and on behalf of the Board of Directors

For Anuj Jindal & Co.
Chartered Accountants
(Firm Regn. No. - 034302N)

Anuj Jindal
Partner
Membership No. :- 522354



Kumar Sunit
Director
DIN: 08110182

Ravi Kant
Director
DIN : 06938074

Place : Noida

Date : April 25, 2025

VIN :- 25522354BMTSSA9445

SR Continental Limited
CIN : U55101DL1979PLC317439

Statement of Profit and Loss for the year ended March 31, 2025

(Rs in Lakhs)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue			
Revenue from operations	17	290.37	475.53
Other income	18	11.93	8.08
Total Revenue		302.30	483.61
Expenses			
Purchase of Stock in Trade		247.71	422.33
Depreciation and Amortization expense	3	0.26	0.28
Other expenses	19	4.81	5.24
Total Expenses		252.78	427.85
Profit/(Loss) Before Exceptional and Extraordinary Items and Tax		49.52	55.76
Exceptional Items		-	-
Profit/(Loss) before tax		49.52	55.76
Tax expense:			
(1) Current tax		4.30	-
(2) Deferred Tax		8.17	(2.45)
Profit/ (loss) for the period		37.05	58.21
Other Comprehensive Income			
(1) Items that will not be reclassified to profit & loss		-	-
(2) Items that will be reclassified to profit & loss		-	-
Total comprehensive income for the period		37.05	58.21
Basic & Diluted Earnings Per Equity Share (Per Share Value of Rs. 10 each)	20	1.38	2.17
Material Accounting Policies and Notes forming integral part of Financials Statements	1 to 30		

As per report of even date attached

For and on behalf of the Board of Directors

For Anuj Jindal & Co.
Chartered Accountants
(Firm Regn. No. - 034302N)

Anuj Jindal
Partner
Membership No. :- 522354



Kumar Sunit
Director
DIN: 08110182

Ravi Kant
Director
DIN : 06938074

Place : Noida

Date : April 25, 2025

UDIN :- 25522354 BmJscA 9445

Statement of Cash Flows for the year ended March 31, 2025

(Rs in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash Flow from Operating Activities		
Net Profit/(Loss) before tax as per Statement of Profit & Loss	49.52	55.76
i. Adjustment for :-		
Depreciation	0.26	0.28
Sundry balance written back	-	(0.27)
Interest received	(11.15)	(6.85)
Operating Profit/(Loss) Before Working Capital Changes	38.63	48.92
ii. Movements in working capital :-		
Increase / (Decrease) in Trade Payables	(422.24)	498.85
Increase / (Decrease) in Other Current Liabilities	(8.07)	8.02
(Increase)/ Decrease in Trade Receivables	411.62	(440.63)
(Increase)/ Decrease in Other Current Assets	(0.91)	(1.51)
Net Cash generated/(used in) operating activities	19.03	113.65
Less : Income Tax Paid (net of refunds)	(3.66)	(0.27)
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES	(A) 15.37	113.38
B. Cash Flow from Investment Activities		
Movement In fixed deposit	(144.62)	(0.87)
Interest received	11.03	6.85
NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES	(B) (133.58)	5.97
Net Increase/(Decrease) in Cash and Cash Equivalents	(A+B) (118.21)	119.35
Cash and Cash Equivalents at the beginning of the year	124.41	5.06
Cash and Cash Equivalents at the end of the year	6.21	124.41

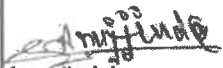
Notes :

- a) The above cash flow has been prepared under the Indirect Method set out in Indian Accounting Standards (Ind AS-7) -Statement of Cash Flows.
b) Cash & Cash Equivalents represents cash and bank balances (Refer note no.8).
c) Additional Disclosure required under Ind AS 7, (Refer note no.28)



As per report of even date attached

For and on behalf of the Board of Directors

For Anuj Jindal & Co.
Chartered Accountants
(Firm Regn. No. - 034302N)


Anuj Jindal
Partner
Membership No. :- 522354



 
Kumar Sunit
Director
DIN: 08110182
Ravi Kant
Director
DIN : 06938074

Place : Noida
Date : April 25, 2025

UDIN :- 25523354AMTSSA91145

SR Continental Limited

CIN : U55101DL1979PLC317439

Statement of Changes in Equity for the year ended March 31, 2025

(a) Equity share capital

(Rs in Lakhs)

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	26,85,000	268.50	26,85,000	268.50
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting year	26,85,000	268.50	26,85,000	268.50

(b) Other equity

	Reserves and Surplus			
	General reserve	Retained earnings	Other Comprehensive Income	Total
Balance at March 31, 2023	79.05	25.01	-	104.06
Profit/(Loss) for the year	-	58.21	-	58.21
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	79.05	83.22	-	162.27
Balance at March 31, 2024	79.05	83.22	-	162.27
Profit/(Loss) for the year	-	37.06	-	37.06
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	79.05	120.28	-	199.32
Balance at Mar 31, 2025	79.05	120.28	-	199.32

Material Accounting Policies and Notes forming integral part of Financials Statements

As per report of even date attached

For and on behalf of the Board of Directors

For Anuj Jindal & Co.

Chartered Accountants

(Firm Regn. No. 034302N)

MEMB. No. 522354

Anuj Jindal

Partner

Membership No. :- 522354

Place : Noida

Date : April 25, 2025

UDIN :- 255223548MISSA 9445

Kumar Sunit
Director
DIN: 08110182

Ravi Kant
Director
DIN : 06938074

1 Corporate and General Information

SR Continental Limited referred to as "the Company" is domiciled in India. The registered office of the Company is at 82/19, Bhakerwara Road, Mundka, New Delhi.

The financial statements of the Company for the year ended March 31, 2025 were approved for issue in accordance with a resolution of the directors on April 25, 2025.

2 Material Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

2.1 Basis of Preparation

The financial statements of SR Continental Limited ("the Company") comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention on accrual basis. Further, financial assets and liabilities are remeasured at fair value at each reporting date, wherever applicable.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Functional and presentation currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional and presentation currency. All amounts have been rounded to the nearest Lakhs, unless otherwise indicated.

2.4 Use of judgements and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Classification of leases into finance and operating lease
- Classification of financial assets: assessment of business model within which the assets are held.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts.
- Useful life and residual value of Property, Plant and Equipments.
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources



WA

Kou



2.5 Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash and Cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

The Company has ascertained the operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.6 Property, Plant and Equipment

Recognition and Measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready for intended use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that there is an increase in the future economic benefits associated with the expenditure will flow to the company.

Depreciation

Depreciation on fixed assets is calculated on WDV Method using the rates arrived at estimated useful lives given in Schedule II of the Companies Act, 2013.

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

Individual assets costing below Rs. 5000 are fully depreciated in the year of purchase.

Capital work-in-progress

Capital work-in-progress comprises of assets in the course of construction for production or/and supply of goods or services or administrative purposes, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised where the asset is available for use and commissioning has been completed.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

2.7 Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the recoverable amount of assets is estimated.



JA . New

SR Continental Limited

CIN : U55101DL1979PLC317439

Notes to Financial Statements for the year ended March 31, 2025

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Unit (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised in prior years. A reversal of impairment loss is recognised immediately in the Statement of Profit & Loss.

2.8 Revenue Recognition

The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolescence and loss pass to the customer and the Company has the present right to payment, all of which occurs at a point in time upon shipment or delivery of the product. The Company considers shipping and handling activities as costs to fulfill the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc.

Interest income are recognised on an accrual basis using the effective Interest method.

2.9 Provisions, Contingent Liabilities

Bases on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

2.10 Measurement of fair value

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.



Handwritten initials

Handwritten signature



2.11 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, cross currency interest rate swaps, interest rate swaps and currency options; and embedded derivatives in the host contract.

(a) Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classifications

The company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Derecognition of financial assets

A financial asset or a part of a financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

- (a) the company has transferred substantially all the risks and rewards of the asset, or
- (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

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

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised cost, as appropriate. In the case of amortised cost, financial liabilities are recognised net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Derecognition of financial liabilities

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

2.12 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in Other Comprehensive Income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

- a) Has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.



DA .
Now

SR Continental Limited

CIN : U55101DL1979PLC317439

Notes to Financial Statements for the year ended March 31, 2025

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

2.13 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership are transferred from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.



A handwritten signature in black ink, appearing to be "Anuj".

Anuj

SR Continental Limited CIN : U55101DL1979PLC317439 3. Property, Plant and Equipment (2024-25)											
Particulars	Gross Block						Depreciation			Net Block	
	As at March 31, 2024	Additions	Deletions	As at Mar 31, 2025	As at March 31, 2024	For the year	Deletions	As at Mar 31, 2025	As at Mar 31, 2025	As at March 31, 2024	
Tangible Assets											
Freehold land	1.00	-	-	1.00	-	-	-	-	1.00	1.00	
Building	9.54	-	-	9.54	2.65	0.26	-	2.91	6.63	6.89	
Total	10.54	-	-	10.54	2.65	0.26	-	2.91	7.63	7.89	
3. Property, Plant and Equipment (2023-24)											
Particulars	Gross Block						Depreciation			Net Block	
	As at March 31, 2023	Additions	Deletions	As at Mar 31, 2024	As at March 31, 2023	For the year	Deletions	As at Mar 31, 2024	As at Mar 31, 2024	As at March 31, 2023	
Tangible Assets											
Freehold land	1.00	-	-	1.00	-	-	-	-	1.00	1.00	
Building	9.54	-	-	9.54	2.37	0.28	-	2.65	6.89	7.17	
Assets under Finance Lease											
Total	10.54	-	-	10.54	2.37	0.28	-	2.65	7.89	8.17	



[Handwritten signature]

New



SR Continental Limited CIN : U55101DL1979PLC317439 Notes to Financial Statements for the year ended Mar 31, 2025		(Rs in Lakhs)	
	As at Mar 31, 2025	As at March 31, 2024	
4 Investments			
A. Investment in equity instruments (fully paid-up)			
Unquoted Equity Shares			
25,10,000 Equity Shares (Previous year - 25,10,000 Equity Shares) of Rs.10/- each of SRCL Buildwell Private Limited	251.00	251.00	
	<u>251.00</u>	<u>251.00</u>	
Aggregate cost of Unquoted investments	251.00	251.00	
5 Other non-current financial assets (Unsecured, Considered Good Unless Stated Otherwise)			
Security Deposits (With Government Departments)	0.15	0.15	
	<u>0.15</u>	<u>0.15</u>	
6 Deferred tax Assets (net)			
Deferred Tax Assets			
Brought forward losses		8.17	
MAT Credit Entitlement	-	-	
Sub- Total (a)	<u>-</u>	<u>8.17</u>	
Deferred Tax Liabilities	-	-	
Sub- Total (b)	<u>-</u>	<u>-</u>	
Net Deferred Tax Asset (a)-(b)	<u>-</u>	<u>8.17</u>	
7 Trade Receivables (Unsecured)			
Considered Good	29.00	440.63	
Considered Doubtful-Credit Impaired	-	-	
	<u>29.00</u>	<u>440.63</u>	
Less: Allowances for credit losses	-	-	
Total	<u>29.00</u>	<u>440.63</u>	
Trade Receivables ageing schedule for the period ended Mar 31, 2025			
Outstanding for following periods from due date of payment			
Particulars	Not Due	Less than 6 months 6 months - 1 year	1-2 Years 2-3 years More than 3 years Total
(i) Undisputed Trade receivables – considered good	29.00		29.00
Trade Receivables ageing schedule for the period ended March 31, 2024			
Outstanding for following periods from due date of payment			
Particulars	Not Due	Less than 6 months 6 months - 1 year	1-2 Years 2-3 years More than 3 years Total
(i) Undisputed Trade receivables – considered good	397.53	43.10	440.63



SR Continental Limited

CIN : U55101DL1979PLC317439

Notes to Financial Statements for the year ended Mar 31, 2025

(Rs in Lakhs)

	As at Mar 31, 2025	As at March 31, 2024
8 Cash and cash equivalents		
Balance with banks:		
-On Current Account	6.14	124.34
Cash in hand	0.07	0.07
	<u>6.21</u>	<u>124.41</u>
9 Other bank balances		
Fixed Deposits	253.17	108.56
	<u>253.17</u>	<u>108.56</u>
10 Other current financial assets		
Accrued Interest	0.12	-
	<u>0.12</u>	<u>-</u>
11 Current tax assets (net)		
Advance Tax/Tax Deducted at Source (Net of Provision of Rs. 4.30 Lakhs , PY Nil)	0.18	0.82
	<u>0.18</u>	<u>0.82</u>
12 Other current assets		
Prepaid Expenses	2.25	2.52
GST Receivable	1.70	0.52
	<u>3.95</u>	<u>3.04</u>



W.



New

SR Continental Limited

CIN : U55101DL1979PLC317439

Notes to Financial Statements for the year ended Mar 31, 2025

(Rs in Lakhs)

	As at Mar 31, 2025		As at March 31, 2024	
13 Share capital				
Authorised:				
1,00,00,000 (As at March 31,2024 - 1,00,00,000) equity shares of Rs.10/- each		1000.00		1,000.00
Issued, subscribed & fully paid up:				
26,85,000 (As at March 31,2024 - 26,85,000) Equity Shares of Rs 10/- each		268.50		268.50
		268.50		268.50
a. Terms and rights attached to equity shares	The Company has only one class of Equity Shares having face value of Rs. 10/- each and each shareholder is entitled to one vote per share. Each shareholders have the right in profit / surplus in proportion to amount paid up with respect to share holder. In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets if any, in proportionate to their individual shareholding in the paid up equity capital of the company.			
b. Reconciliation of number of shares outstanding at the beginning and end of the year :		Number of Shares		Amount
Outstanding at the March 31,2023		26,85,000		268.50
Equity Shares issued during the year in consideration for cash		-		-
Outstanding at the March 31,2024		26,85,000		268.50
Equity Shares issued during the year in consideration for cash		-		-
Outstanding at the March 31,2025		26,85,000		268.50
c. Shareholders holding more than 5% shares in the company				
	As at Mar 31, 2025		As at March 31, 2024	
	No. of Shares	Percentage	No. of Shares	Percentage
Somany Ceramics Limited the holding company (with its nominees)	26,85,000	100	26,85,000	100
d. Shareholdings of Promoters at the end of Mar 31, 2025				
S. No. Promoter Name	Numbers of Shares	% of total Shares	% Change during the year	
i Somany Ceramics Ltd	26,85,000	100.00	-	
Shareholdings of Promoters at the end of March 31, 2024				
S. No. Promoter Name	Numbers of Shares	% of total Shares	% Change during the year	
i Somany Ceramics Ltd	26,85,000	100.00	-	
14 Other equity				
a. General reserve				
Balance at the beginning of the year			79.05	79.05
Add: Transfer from retained earnings			-	-
Balance at the end of the year			79.05	79.05
b. Retained earnings				
Balance at the beginning of the year			83.22	25.01
Add: Net profit for the year			37.06	58.21
			120.28	83.22
c. Other Comprehensive Income				
Other Comprehensive Income			-	-
Total of Reserve & Surplus (a+b+c)			199.33	162.27



Handwritten signature/initials.

SR Continental Limited

CIN : U55101DL1979PLC317439

Notes to Financial Statements for the year ended Mar 31, 2025

(Rs in Lakhs)

	As at Mar 31, 2025	As at March 31, 2024
15 Trade Payables		
Outstanding dues of Micro Enterprises and Small Enterprises #	-	-
Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	77.92	500.16
	77.92	500.16

The Company has not received the information from vendors regarding their status as micro & small enterprise under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act); hence, details are provided to the extent available.

Trade Payables ageing schedule for the period ended Mar 31, 2025

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME*	-	-	-	-	-	-	-
(ii) Others	-	77.92	-	-	-	-	77.92

Trade Payables ageing schedule for the period ended March 31, 2024

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME*	-	-	-	-	-	-	-
(ii) Others	-	498.63	0.30	-	1.23	-	500.16

*Outstanding dues of Micro Enterprises & Small Enterprises.

16 Other current liabilities

Statutory dues	0.10	7.89
Security Deposit	3.85	3.85
Advance from Customers	0.18	-
Other Liabilities	1.55	1.99
	5.68	13.73



DA



Now

SR Continental Limited

CIN : U55101DL1979PLC317439

Notes to the statement of Profit and Loss

(Rs in Lakhs)

	For the year ended Mar 31, 2025	For the year ended March 31, 2024
17 Revenue from operations		
Sales of traded goods	290.14	475.53
Other operating revenue		
Insurance claim received	0.23	-
	<u>290.37</u>	<u>475.53</u>
Significant changes in contract assets and liabilities		
There has been no significant changes in contract assets. Further, the Company had no contract liability balance at the beginning and end of the period and therefore no disclosure has been made towards Revenue recognised in relation to contract liabilities.		
Disaggregation of Revenue		
Revenue arises from Trading of Tiles & Allied products.		
Assets and Liabilities related to contracts with customers is as below:		
Contract assets related to sale of goods		
Trade Receivables	29.00	440.63
Contract liabilities related to sale of goods		
Advance from customers	0.18	-
18 Other Income		
Interest Received	11.16	6.85
Rent Received	0.78	0.96
Sundry balance written back	-	0.27
	<u>11.94</u>	<u>8.08</u>
19 Other expenses		
Insurance (net)	1.07	1.70
Rates and Taxes	0.39	0.38
Bank Charges	0.01	0.01
Legal & Professional Charges	1.61	1.89
Statutory Audit Fees	0.35	0.35
Auditor out of Pocket Expenses	0.01	0.02
Audit Certification Charges	0.15	0.15
Miscellaneous expenses	1.22	0.74
	<u>4.81</u>	<u>5.24</u>
20 Earning per share		
Total profit/ (loss) for the year	37.06	58.21
Weighted average number of equity shares of Rs. 10/- each	26,85,000	26,85,000
EPS - Basic and Diluted (in Rs.)	<u>1.38</u>	<u>2.17</u>



SA

New

SR Continental Limited
 CIN : U55101DL1979PLC317439
 Notes to financial statements for the year ended March 31, 2025

	As at March 31, 2025	(Rs in Lakhs) As at March 31, 2024
21 Contingent liabilities, contingent assets and commitments		
A. Contingent liabilities (not provided for)	-	-
B. Commitments		
Estimated amount of Contracts remaining to be executed on Capital Account not provided for [Net of Advances]	NIL	NIL
22 RELATED PARTIES DISCLOSURES IN ACCORDANCE WITH IND AS 24 "RELATED PARTY DISCLOSURES"		
A. Related parties and their relationships as per Ind AS 24		
i Holding Company Somany Ceramics Limited		
ii Wholly Owned Subsidiary SRCL Buildwell Private Limited		
iii Fellow Subsidiary Somany Bathware Limited Sudha Somany Ceramics Limited Somany Piastrelle Private Limited Amora Tiles Private Limited (Upto Nov'30, 2024) Vicon Ceramic Private Limited Vintage Tiles Private Limited Acer Granito Private Limited (Upto Nov'30, 2024)		
iv Enterprises over which Key Management Personnel and their relatives exercise significant influence and with whom transactions have taken place during the year H.L. Somany Foundation		
B. Transactions with the above in the ordinary course of business		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Nature of Transactions		
a) With wholly Owned Subsidiary -SRCL Buildwell Private Limited		
i Payment made on behalf	0.18	-
a) With Holding Company are as under -Somany Ceramics Limited		
i. Rent Received	0.24	0.24
ii Support service received	1.20	0.60
iii Reimbursement of Expenses to Holding Company	1.05	0.72
Closing balance		
Receivable	0.03	-
Payable	0.06	0.20
b) With Fellow Subsidiary are as under -Somany Bathware Limited		
i. Rent Received	0.07	0.24
Closing balance		
i. Receivable	-	0.07
-Sudha Somany Ceramics Limited		
i. Purchase of Goods	74.17	159.20
Closing balance		
i. Payable	41.05	188.14



SR Continental Limited

CIN : U55101DL1979PLC317439

Notes to financial statements for the year ended March 31, 2025

(Rs in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
-Somany Piastrelle Private Limited		
i. Rent Received	0.24	0.24
Purchase of Goods	13.80	57.76
Closing balance		
i. Receivable	0.07	0.07
ii. Payable	-	68.16
-Amora Tiles Private Limited		
i. Purchase of Goods	8.00	9.98
Closing balance		
i. Payable	-	11.77
-Vicon Ceramic Private Limited		
i. Purchase of Goods	18.19	18.72
Closing balance		
i. Payable	-	22.09
-Vintage Tiles Private Limited		
i. Purchase of Goods	17.50	66.54
Closing balance		
i. Payable	-	78.52
-Acer Granito Private Limited		
i. Purchase of Goods	21.88	47.19
Closing balance		
i. Payable	-	55.68
c) With Other Related Parties are as under:-		
-H.L.Somany Foundation		
i. Rent Received	0.24	0.24

23 Analytical Ratios

S. No.	Particular	Numerator (A)	Denominator (B)	March'25	March'24	% of variance	Reason for variance
i	Current Ratio	Current Assets	Current Liabilities	3.50	1.32	165.22%	Decrease in Trade payables & increase in other bank balances
ii	Return on Equity Ratio	Net Profits after taxes	Average Net worth	8.25%	14.49%	-43.09%	Decrease in Sales
iii	Inventory turnover ratio	Sales	Closing Inventory	NA	NA		
iv	Trade Receivables turnover ratio	Credit Sales	Closing Trade Receivables	10.00	1.08	100.00%	Decrease in trade receivables
v	Trade payables turnover ratio	Credit Purchases	Closing Trade Payable	3.18	0.84	276.49%	Decrease in purchases.
vi	Net capital turnover	Sales	Working capital	1.43	12.15	-88.22%	Decrease in sales.
vii	Net profit ratio	Net profit	Sales	12.76%	12.34%	3.40%	
viii	Return on Capital employed	Earning before total taxes	Capital Employed	10.59%	12.94%	-18.20%	



24 Financial instruments – Fair values and risk management

I. Fair value measurements

A. Financial instruments by category

Particulars	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised Cost (Rs. In Lakhs)	FVTPL	Amortised Cost (Rs. In Lakhs)
Financial assets				
Non Current investment	-	251.00	-	251.00
Trade receivables	-	29.00	-	440.63
Cash and cash equivalents	-	6.21	-	124.41
Bank balances other than above	-	253.17	-	108.56
Other current financial assets	-	0.12	-	-
-Non Current	-	0.15	-	0.15
	-	539.77	-	924.74
Financial liabilities				
Trade payables	-	77.92	-	500.16
	-	77.92	-	500.16

B. Financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Non-Current investment	251.00	251.00	251.00	251.00
Loans				
-Current	-	-	-	-
Trade receivables	29.00	29.00	440.63	440.63
Cash and cash equivalents	6.21	6.21	124.41	124.41
Bank balances other than above	253.17	253.17	108.56	108.56
Others				
Non Current	0.15	0.15	0.15	0.15
Current	0.12	0.12	-	-
	539.65	539.65	924.75	924.75
Financial liabilities				
Trade payables	77.92	77.92	500.16	500.16
	77.92	77.92	500.16	500.16

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents and other bank balances are considered to be the same as their fair values, due to their short-term nature.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

I. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that risks are controlled through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all concerned understand their roles and obligations.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitors credit risk very closely. The Management impact analysis shows credit risk and impact assessment as low.

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation

iv. Market risk

Market risk is the risk that changes in market prices – such as interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.



Notes to financial statements for the year ended March 31, 2025

	March 31, 2025	March 31, 2024
25 Payments to Auditors :		
Statutory audit fee	0.35	0.35
Reimbursement of Expenses	0.01	0.02
Certification Charges	0.15	0.15
Total	0.51	0.52

26 Based on the information available, as identified by the management there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

Sr. No	Particulars	As at March 31, 2025	As at March 31, 2024
a)	i) Principal amount remaining unpaid at the end of the accounting year	-	-
	ii) Interest due on above	-	-
b)	i) Interest paid by the Company in terms of Section 16 of MSMED Act.	-	-
	ii) Payment made to supplier beyond the appointed day during the year.	-	-
c)	The amount of interest due and payable for the period of delay in making payment (which	-	-
d)	The amount of interest accrued and remaining unpaid at the end of financial year.	-	-
e)	The amount of further interest remaining due and payable even in succeeding years, until such	-	-

27 Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one broad business segment viz. "Ceramic Tiles and Allied products" and substantially sale of the product is within the country. The Gross income and profit from the other segment is below the norms prescribed in Ind AS 108. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

28 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Particulars	As at March 31, 2025	As at March 31, 2024
Equity Share Capital	268.50	268.50
Other Equity	199.32	162.27
Total Equity	467.82	430.77
Non-Current Borrowings	-	-
Current Borrowings	-	-
Total Debts	-	-

29 Changes in Liabilities and Asset from Financing Activities are as under:

Particulars	March 31, 2025	Cash Flow	Non- Cash Changes		March 31, 2024
			Foreign Exchange	Others	
Short-term borrowings	-	-	-	-	-
Issue of Share Capital	268.50	-	-	-	268.50
Total liabilities from financing	268.50	-	-	-	268.50

Changes in Liabilities and Asset from Financing Activities are as under:

Particulars	March 31, 2024	Cash Flow	Non- Cash Changes		March 31, 2023
			Foreign Exchange	Others	
Short-term borrowings	-	-	-	-	-
Issue of Share Capital	268.50	-	-	-	268.50
Total liabilities from financing	268.50	-	-	-	268.50

30 (i) The Company has invested a sum of Rs.251.00 Lacs (Previous Year Rs.251.00 Lacs) in the equity share capital of SRCL Buildwell Private Ltd. (SBPL), its wholly owned subsidiary, to expand its business activities. SBPL has so far utilized 50 Lakhs for the purpose the funds were so raised and balance 200 Lakhs has been temporarily parked in fixed deposit with the bank.

(ii) The company has not prepared consolidated financial statement in view of para 4 (a) of Ind AS 110 - "Consolidated Financial Statements".

(iii) The Company does not have any benami property, and no proceeding has been initiated or pending against the Company for holding any benami property.

(iv) The Company does not have any transactions with companies struck off.

(v) The Company does not have any charges.

(vi) The Company has not traded or invested in crypto currency or virtual currency during the financial year.

(vii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or

(b) Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries.

(viii) The company has not borrowed from any bank or financial institutions.



SR Continental Limited
CIN : U55101DL1979PLC317439

Notes to financial statements for the year ended March 31, 2025

(ix) The Company has no such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(x) The Company has not been declared willful defaulter by any Banks or any other Financial Institution at any time during the financial year.

(xi) The provisions of section 135 of Corporate Social Responsibility are not applicable to the Company hence no related disclosures required.

(xii) There are no exceptional items requiring disclosure.

(xiii) Clause 87 of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, is not applicable to the Company as the Company has only one subsidiary company.

Material Accounting Policies and Notes forming integral part of Financials Statements

As per report of even date attached

For and on behalf of the Board of Directors

For Anuj Jindal & Co.
Chartered Accountants
(Firm Regn. No. - 034302N)

Anuj Jindal
Partner
Membership No. : 522354



Kumar Sunit
Director
DIN: 08110182

Ravi Kant
Director
DIN : 06938074

Place : Noida
Date : April 25, 2025

UDIN : 25522354RMJSSA9445

Independent Auditor's Review Report

To

**The Board of Directors of
Somany Bathware Limited**

1. We have reviewed the accompanying Statement of unaudited financial results of Somany Bathware Limited ('the Company') for the quarter ended 31st December 2025 and year to date results for the period from 1st April 2025 to 31st December 2025 ("the Statement") attached herewith being submitted for the reason stated in para 4 below. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Ind AS-34, Interim Financial Reporting prescribed u/s 133 of the Companies Act, 2013 read with relevant rules issued thereunder (as amended) and other accounting principles generally accepted in India, is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to issue a conclusion on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated in para 2 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') prescribed u/s 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India,



has not disclosed the information required to be disclosed, or that it contains any material misstatement.

Other Matter

4. Holding company M/s Somany Ceramics Ltd is a listed company and pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") is required to publish consolidated quarterly financial results. This report is being issued on an understanding that the statement is not required to be published under any statute being the results of an unlisted Company and are for the limited purpose of consolidation with the Holding Company.

For LODHA & CO LLP

Chartered Accountants

Firm Registration No. 301051E/E300284

Lodha

(Gaurav Lodha)

Partner

Membership No: 507462

UDIN : 26507462UXRKBM2152

Place: New Delhi

Date: 22nd January 2026



Somany Bathware Limited

CIN: U51909WB2006PLC273565

Reg. Address: 2, Red Cross Place, West Bengal, Kolkata- 700001, India

Statement of Unaudited Financial Results for the Quarter and Nine Months ended December 31, 2025

(Rs. In Lakhs)

Particulars	Quarter Ended			Nine Months Ended		Year Ended
	31.12.2025	30.09.2025	31.12.2024	31.12.2025	31.12.2024	31.03.2025
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1. Revenue from operations	-	-	-	-	-	-
2. Other Income	1.63	1.66	1.61	4.92	4.74	6.41
Total Income	1.63	1.66	1.61	4.92	4.74	6.41
3. Expenses						
(a) Cost of Materials consumed	-	-	-	-	-	-
(b) Purchases of stock- in -trade	-	-	-	-	-	-
(c) Changes in inventories of finished goods, work-in progress and stock-in trade	-	-	-	-	-	-
(d) Employees benefit expense	-	-	-	-	-	-
(e) Finance Cost	-	-	-	-	-	-
(f) Depreciation & amortization expense	-	-	-	-	-	-
(g) Other expenses	0.53	0.55	0.60	1.41	2.07	3.39
Total expenses (a to g)	0.53	0.55	0.60	1.41	2.07	3.39
4. Profit/(loss) before exceptional items and tax	1.10	1.11	1.01	3.51	2.67	3.02
5. Exceptional Items (Net)	-	-	-	-	-	-
6. Profit before Tax	1.10	1.11	1.01	3.51	2.67	3.02
7. Tax expense						
- Current Tax	0.17	0.18	0.16	0.55	0.42	0.47
- Deferred Tax	0.12	0.11	(0.01)	0.37	(0.06)	0.30
- Tax for earlier years	-	-	-	-	-	-
8. Net Profit for the period	0.81	0.82	0.86	2.59	2.31	2.25
9. Other Comprehensive Income (OCI)						
a. Items that will not be reclassified to profit or loss (net of tax)	-	-	-	-	-	-
b. Items that will be reclassified to profit or loss (net of tax)	-	-	-	-	-	-
10. Other Comprehensive Income for the period	-	-	-	-	-	-
11. Total Comprehensive Income	0.81	0.82	0.86	2.59	2.31	2.25
12. Paid up Equity Share Capital	50.00	50.00	50.00	50.00	50.00	50.00
13. Other Equity						56.86
14. Earning Per share- In Rs. (face value of Rs. 10/-each)						
Basic (In Rs.)	0.16	0.17	0.17	0.52	0.46	0.45
Diluted (In Rs.)	0.16	0.17	0.17	0.52	0.46	0.45

Notes :

1. The above results were reviewed and approved by the Board of Directors in their meeting held on January 22, 2026 and are prepared for the purpose of consolidation with Somany Ceramics Limited (The Holding Company). Limited Review of these results has been carried out by the Auditors.

2. During the period, the Company has not carried out any operations.

3. The Board of Directors of the Company at its Board Meeting held on 07th November 2025, subject to requisite approvals/consents, approved the proposed Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR continental Limited with and into Somany Ceramics Limited ("Scheme") in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

For and on behalf of Board of Directors
of SOMANY BATHWARE LIMITED

DIRECTOR
DIN :-10066060

Handwritten Signature



Place : Noida
Date : January 22, 2026



Independent Auditor's Review Report

To

The Board of Directors of

Somany Excel Vitrified Private Limited

1. We have reviewed the accompanying Statement of unaudited financial results of Somany Excel Vitrified Private Limited ('the Company') for the quarter ended December 31, 2025 and year to date results for the period from April 01, 2025 to December 31, 2025 ("the Statement") attached herewith being submitted for the reason stated in para 4 below. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Ind AS-34, Interim Financial Reporting prescribed u/s 133 of the Companies Act, 2013 read with relevant rules issued thereunder (as amended) and other accounting principles generally accepted in India, is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to issue a conclusion on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated in para 2 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') prescribed u/s 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India,



has not disclosed the information required to be disclosed, or that it contains any material misstatement.

Other Matter

4. Holding company M/s Somany Ceramics Ltd is a listed company and pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") is required to publish consolidated quarterly financial results. This report is being issued on an understanding that the statement is not required to be published under any statute being the results of an unlisted Company and are for the limited purpose of consolidation with the Holding Company.

For LODHA & CO LLP

Chartered Accountants

Firm Registration No. 301051E/E300284

Lodha

(Gaurav Lodha)

Partner

Membership No: 507462

UDIN : *26507462TxqT5I3947*

Place: New Delhi

Date: 22nd January 2026



Somany Excel Vitrified Private Limited
CIN: U26955WB2015PTC274839
Reg. Address: 2 Red Cross Place, Kolkata 700001

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2025

Particulars	(Rs. in Lakhs)					
	Quarter ended			Nine Month Ended		Year ended
	31.12.2025	30.09.2025	31.12.2024	31.12.2025	31.12.2024	31.03.2025
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1. Revenue from operations						
(a) Gross Sales	209.58	198.34	115.86	533.90	280.13	409.89
2. Other Income	0.27	0.96	0.01	1.65	0.67	0.77
Total Income	209.85	199.30	115.87	535.55	280.80	410.66
3. Expenses						
(a) Cost of Materials consumed	-	-	-	-	-	-
(b) Purchases of stock-in-trade	221.40	189.75	105.46	506.58	276.95	408.82
(c) Changes in inventories of finished goods, work-in progress and stock-in trade	(33.16)	(12.59)	(0.57)	(28.06)	(24.29)	(39.24)
(d) Employees benefit expense	-	-	-	-	-	-
(e) Finance Cost	0.02	0.01	0.01	0.07	0.01	0.01
(f) Depreciation & amortization expense	-	-	-	-	-	-
(g) Other expenses	2.65	2.41	2.12	7.19	6.12	8.14
Total expenses (a to g)	190.91	179.58	107.02	485.78	258.79	377.73
4. Profit/(loss) before exceptional items and tax	18.94	19.72	8.85	49.77	22.01	32.93
5. Exceptional Items (Net)						
6. Profit before Tax	18.94	19.72	8.85	49.77	22.01	32.93
7. Tax expense						
- Current Tax	4.77	4.96	2.23	12.53	5.54	8.29
- Deferred Tax	-	-	-	-	-	-
- Tax for earlier years	-	-	-	-	-	-
8. Net Profit for the period	14.17	14.76	6.62	37.24	16.47	24.64
9. Other Comprehensive Income (OCI)						
a. Items that will not be reclassified to profit or loss (net of tax)	-	-	-	-	-	-
b. Items that will be reclassified to profit or loss (net of tax)	-	-	-	-	-	-
10. Other Comprehensive Income for the period						
11. Total Comprehensive Income	14.17	14.76	6.62	37.24	16.47	24.64
12. Paid up Equity Share Capital	351.00	351.00	351.00	351.00	351.00	351.00
13. Other Equity						73.98
14. Earning Per share- In Rs. (face value of Rs. 10/-each)						
Basic (In Rs.)- Not annualised	0.40	0.42	0.19	1.06	0.47	0.70
Diluted (In Rs.)- Not annualised	0.40	0.42	0.19	1.06	0.47	0.70

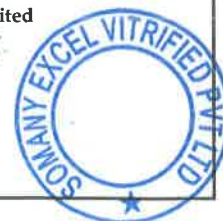
Notes:-

1. 'The Company has only one business segment namely 'Trading of goods'.
2. The above results were reviewed and approved by the Board of Directors in their meeting held on January 22, 2026 and are prepared for the purpose of consolidation with Somany Ceramics Limited (The Holding Company). Limited Review of these results has been carried out by the Auditors.
3. The Board of Directors of the Company at its Board Meeting held on 07th November 2025, subject to requisite approvals/consents, approved the proposed Scheme of Amalgamation of Somany Bathware Limited, Somany Excel Vitrified Private Limited and SR continental Limited with and into Somany Ceramics Limited ("Scheme") in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

For Somany Excel Vitrified Private Limited

Date : January 22, 2026
Place : Noida

Sachin Jain
Director
DIN- 07708689





Anuj Jindal & Co.

CHARTERED ACCOUNTANTS

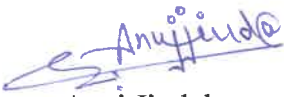
Limited Review Report

Review Report on quarterly and Nine months unaudited financial results Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended

To the Board of Directors of **SR Continental Limited**.

1. We have reviewed the accompanying statement of unaudited standalone financial results ("the Statement") of **SR Continental Limited** ("the Company") for the quarter and nine month ended December 31, 2025. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results read with notes therein, prepared in all material respects in accordance with the applicable accounting standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. This report is furnished solely for use of parent company, Somany Ceramics Limited, for the purpose of preparation of consolidated financial results for the quarter and nine month ended December 31, 2025 as required under Regulation 33 of SEBI (Listing Obligation & Disclosure Requirements) 2015 as amended. It is not to be used for any other purpose, or referred to in any other document, or distributed to anyone other than towards the purpose stated above.

For Anuj Jindal & CO.
Firm Regn. No. 034302N
Chartered Accountants



Anuj Jindal
Membership No. 522354



Date: 17/Jan/2025
Place: New Delhi
UDIN: 26522354ECAPAF6254

SR Continental Ltd
CIN : U55101DL1979PLC317439
(Regd. Office : 82/19, Bhakerwara Road, Mundka, New Delhi - 110041)
STATEMENT OF UNAUDITED RESULTS FOR QUARTER ENDED 31.12.2025

Particulars	Quarter ended			Nine Month ended		Year ended
	31.12.2025	30.09.2025	31.12.2024	31.12.2025	31.12.2024	31.03.2025
	Audited	Unaudited	Audited	Audited	Audited	Audited
1. Revenue from operations						
(a) Gross Sales	-	37.70	79.72	59.25	205.23	290.37
(b) Other Operating Income	-	-	(0.17)	-	-	-
2. Other Income	3.52	3.63	3.41	10.87	8.41	11.93
Total Income	3.52	41.33	82.96	70.12	213.64	302.30
3. Expenses						
(a) Cost of Materials consumed	-	-	-	-	-	-
(b) Purchases of stock- in -trade	-	30.07	66.78	47.26	176.47	247.71
(c) Changes in inventories of finished goods, work-in progress and stock-in trade	-	-	-	-	-	-
(d) Employees benefit expense	-	-	-	-	-	-
(e) Finance Cost	-	-	-	-	-	-
(f) Depreciation & amortization expense	0.07	0.06	0.07	0.19	0.20	0.26
(g) Other expenses	0.87	0.81	0.88	2.47	3.63	4.81
Total expenses (a to g)	0.94	30.94	67.73	49.92	180.30	252.78
4. Profit/(loss) before exceptional items and tax	2.58	10.39	15.23	20.20	33.34	49.52
5. Exceptional Items (Net)	-	-	-	-	-	-
6. Profit before Tax	2.58	10.39	15.23	20.20	33.34	49.52
7. Tax expense						
- Current Tax	0.65	2.64	0.23	5.09	0.23	4.30
- Deferred Tax	-	(0.88)	3.61	-	8.17	8.17
8. Net Profit for the period	1.93	8.63	11.39	15.11	24.94	37.05
9. Other Comprehensive Income (OCI)						
a. Items that will not be reclassified to profit or loss (net of tax)	-	-	-	-	-	-
b. Items that will be reclassified to profit or loss (net of tax)	-	-	-	-	-	-
10. Other Comprehensive Income for the period	-	-	-	-	-	-
11. Total Comprehensive Income	1.93	8.63	11.39	15.11	24.94	37.05
12. Paid up Equity Share Capital	268.50	268.50	268.50	268.50	268.50	268.50
13. Other Equity						199.30
14. Earning Per share- In Rs. (face value of Rs. 10/-each)						-
Weighted Average number of shares	26,85,000	26,85,000	26,85,000	26,85,000	26,85,000	26,85,000
Basic (In Rs.)- Not annualised	0.07	0.32	0.42	0.56	0.93	1.38
Diluted (In Rs.)- Not annualised	0.07	0.32	0.42	0.56	0.93	1.38

Notes:

1. The Business activity of the company falls within the single operating segment viz. 'Ceramic Tiles and Allied products' and hence there is no reportable segment as per Ind AS- 108 operating segments.

2. The above results were reviewed and approved by the Board of Directors in their meeting held on January 17, 2026 and are prepared for the purpose of consolidation with Somany Ceramics Limited (The Holding Company).

Place : Noida
Date : January 17, 2026



For SR Continental Limited

(Signature)
Sachin Jain
Director
DIN :- 07708689

INDEPENDENT AUDITOR'S REPORT

To the Members of Somany Ceramics Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Somany Ceramics Limited ("the Company"), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by The Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



For Somany Ceramics Limited
[Signature]
Authorised Signatory

S.N.	Key Audit Matter	Auditor's Response
1.	<p>Valuation of trade receivables, loans and other financial assets</p> <p>The carrying amount of trade receivables, loans and other financial assets of the Company was Rs. 42,984.53 Lakhs as at March 31, 2025. (Refer Note no. 2.16, 5, 6, 10, 13 and 14 to the standalone financial statements.)</p> <p>The Company assesses periodically and at each financial year end, the expected credit loss associated with its trade receivables, loans and other financial assets. When there is expected credit loss impairment, the amount and timing of future cash flows are estimated based on historical, current and forward-looking loss experience for assets with similar credit risk characteristics.</p> <p>We focused on this area because of its significance and the degree of judgment required to estimate the expected credit loss and determining the carrying amount of trade receivables, loans and other financial assets as at the reporting date. Accordingly, due to complexity/ judgement involved in identification of expected credit loss, valuation of trade receivables, loans and other financial assets were determined to be a key audit matter in our audit of the standalone financial statements.</p>	<p>How our audit addressed the key audit matter.</p> <p>We obtained an understanding of the Company's credit policy for trade receivables, process of approvals and terms and conditions for granting inter corporate deposits (ICD) and business exigencies for other financial assets and evaluated the processes for identifying impairment indicators. We have reviewed and tested the ageing of trade receivables and other financial assets and management's assessment on the credit worthiness of selected customers for trade receivables and recoverability of other receivables.</p> <p>We have obtained year-end balance confirmations for inter corporate deposits and obtained confirmation from selected customers as on date determined by us. In case of confirmations not received from the customers, we have verified the subsequent realization, wherever received. We further discussed with the key management on the adequacy of the allowance for credit losses recorded by the Company and reviewed the supporting documents provided by management in relation to their assessment.</p> <p>We have also reviewed adequacy and appropriateness of allowance for credit losses based on available information. Based on our audit procedures performed, we found management's assessment of the recoverability of trade receivables, loans and other financial assets to be reasonable.</p>
2.	<p>Valuation of inventories</p> <p>As at March 31, 2025, the total carrying amount of inventories was Rs. 19,089.04 Lakhs (Refer Note 2.13 and 8 to the standalone financial statements)</p> <p>The assessment of impairment of inventories involves significant estimation uncertainty, subjective assumptions and the application of significant judgment.</p> <p>Reviews are made periodically by management on inventories for obsolescence and decline in net realizable value below cost. Allowances are recorded against the inventories for any such declines based on historical obsolescence and slow-moving history. Key factors considered include the nature of the stock,</p>	<p>How our audit addressed the key audit matter.</p> <p>We have analyzed the ageing of the inventories, reviewed the historical trend on whether there were significant inventories written off or reversal of the allowances for inventory obsolescence. We conducted a detailed discussion with the key management and considered their views on the adequacy of allowances for inventory obsolescence considering the current economic environment. We have also reviewed the subsequent selling prices in the ordinary course of business and compared against the carrying amounts of the inventories on a sample basis at the reporting date. We found management's assessment of the allowance for inventory obsolescence to be reasonable based on available evidence.</p>



S.N.	Key Audit Matter	Auditor's Response
	its ageing and turnover rate. Accordingly, due to complexity/ judgement involved in inventory valuation, inventory valuation was determined to be a key audit matter in our audit of the standalone financial statements.	

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the, consolidated financial statements, standalone financial statements and our auditor's reports thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.



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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.;
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Change in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - (a) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 37 to the standalone financial statements;
 - (b) The Company did not have any material foreseeable losses in long term contracts including derivative contracts;
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (d)
 - i. The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 59(vii)(a) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- ii. The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 59(vii)(b) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - iii. Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) above contain any material mis-statement.
- (e) As stated in Note 49 to the standalone financial statements
- i. The dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - ii. The Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.
- (f) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) and that has operated throughout the year for all relevant transactions recorded in the softwares, except that:
- i. the feature of recording audit trail (edit log) facility at database level in SAP, the ERP accounting software used for maintaining general ledger and other accounting module was not enabled for a part of the year.
 - ii. the feature of recording audit trail (edit log) facility at database level of a software provided by a third party which is used by the Company for maintaining payroll was not enabled throughout the year. We were informed by the management that audit trail (edit log) facility at database level in respect of this software has been enabled on April 05, 2025.

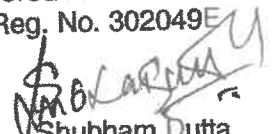
During the course of performing procedures, we did not notice any instance of the audit trail feature tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per statutory requirements for records retention.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.



For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E


Shubham Dutta

Partner

Membership No. 500580

UDIN: 25500580BMOYZE8873

Place: Noida (Delhi-NCR)

Date: May 07, 2025

Annexure A to Independent Auditor's Report of even date to the members of Somany Ceramics Limited on the Standalone Financial Statements as of and for the year ended on March 31, 2025 (refer to in paragraph 1 of our report on other legal and regulatory requirements)

- i)
- (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in every three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its property, plant and equipment. In accordance with this programme, certain property, plant and equipment were physically verified during the year and no material discrepancies were noticed.
 - (c) Based on the records examined by us, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements, are held in the name of the Company.
 - (d) On the basis of our examination of records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Therefore, provisions of clause 3(i)(d) of the Order are not applicable to the Company.
 - (e) According to the information and explanations given to us, no proceeding has been initiated or is pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder. Therefore, provisions of clause 3(i)(e) of the Order are not applicable to the Company.
- ii)
- (a) According to the information and explanations given to us and records examined by us, the inventories have been physically verified by the management during the year and in our opinion, coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and nature of its business. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to the book records.
 - (b) According to the information and explanations given to us and records examined by us, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate, from banks on the basis of security of current assets. There is no difference between books of account of the respective quarters and quarterly returns/ statements or revised returns/statements filed by the Company with the banks.



- iii) (a) Based on the books of account examined by us and according to information and explanation given to us, the Company has granted unsecured loans or provided advances in the nature of loans, or stood guarantee, or provided security during the year to the followings:

Particulars (in Rs. Lakhs)	Guarantees	Security	Loans	Advances in nature of Loans
Aggregate amount granted/provided during the year:				
-Subsidiaries*	-	-	3,220.00	-
-Associates	-	-	-	-
-Joint Ventures	-	-	-	-
-Others	-	-	135.00	-
Balance outstanding as at balance sheet date in respect of above cases:				
-Subsidiaries*	-	-	3,220.00	-
-Associates	-	-	-	-
-Joint Ventures	-	-	-	-
-Others	-	-	135.00	-

*Subsidiaries as per Indian Accounting Standards.

- (b) In our opinion and according to the information and explanations given to us, the investments made during the year and the terms and conditions of the grant of loans are, prima facie, not prejudicial to the Company's interest.
- (c) The schedule of repayment of principal and payment of interest with respect to loans have been stipulated and repayments or receipts of interest have been regular during the year.
- (d) Based on the books of account and other relevant records examined by us, there is no amount overdue for more than 90 days as at March 31, 2025.
- (e) According to the information and explanations given to us and records examined by us, we have not come across any case where the loans granted which have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) According to the information and explanations given to us and records examined by us, no loans have been granted during the year which are either repayable on demand or without specifying any terms or period of repayment. Therefore, provisions of the clause 3(iii)(f) of the Order are not applicable to the Company.
- iv) According to information and explanations given to us and based on audit procedures performed by us, the Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of loan granted and investments made during the year. The Company has not given any guarantee or security during the year. There is no loan granted or guarantee or security provided under section 185 of the Companies Act, 2013.
- v) The Company has not accepted any deposit or amounts during the year which are deemed to be deposits within the meaning of section 73 to 76 of the Companies Act, 2013. Therefore, provisions of clause 3(v) of the Order are not applicable to the Company.

- vi) The maintenance of cost records has not been prescribed by the Central Government under the section 148 (1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 for the product manufactured by the Company. Therefore, provisions of clause 3(vi) of the Order are not applicable to the Company.
- vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value Added tax, Cess and other statutory dues, to the extent applicable, has been generally regularly deposited with the appropriate authorities by the Company. There were no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable. Please refer note 37(B) to the standalone financial statements regarding management's assessment on certain matter related to provident fund.
- b. According to the information and explanation given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) on account of any dispute except the followings:

Name of Statute	Nature of Dues	Period to which it relates	Amount (Rs. in Lakhs) #	Forum where dispute is pending
The Sales Tax Act / The Value Added Tax	Entry Tax	Financial Year 2012-13 to 2016-17	33.83	Hon'ble High Court of Kolkata
	Turnover Tax	Financial Year 2011-12	27.77	The Gujarat Value Added Tax Tribunal, Ahmedabad
The Central Excise Act, 1944 and the Finance Act, 1994	Reversal of Cenvat credit	Financial Year 2016-17 to 2017-18	287.87	CESTAT Chandigarh
	Cenvat credit	Financial Year 2016-17	19.94	CESTAT Ahmedabad
Goods and Service Tax Act, 2017	Reversal of ITC	Financial Year 2018-19	70.72	Commissioner (A), Appellate Authority Delhi
		Financial Year 2019-20	87.80	Commissioner (A), Appellate Authority Delhi
		Financial Year 2019-20	1,452.00	Additional Commissioner CGST, Rohtak, Haryana
		Financial Year 2019-20	12.33	'Assistant Commissioner, State GST, Chennai
The Income Tax Act, 1961	Income Tax	Assessment Year 2012-13 and 2014-15 to 2017-18, 2020-21 to 2022-23	38.79	Commissioner of Income Tax (Appeal), Kolkata
The E.S.I Act, 1948	ESI	Financial Year 2014-15	15.41	Employee State insurance Court, RO-Ahmedabad

Name of Statute	Nature of Dues	Period to which it relates	Amount (Rs. in Lakhs) #	Forum where dispute is pending
Local Area Development Tax	Entry Tax	Financial Year 2002-03, 2006-07 and April 2017 to June 2017	810.78	Hon'ble Punjab and Haryana High Court

Above amounts are excluding of penalty and interest (if any) and are net of amount paid under protest.

- viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix)
- The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon during the year.
 - According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or Government or any Government authority.
 - Based on the books of account examined by us, term loans were applied for the purpose for which the loans were obtained during the year.
 - According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis during the year have been used for long-term purposes by the Company.
 - According to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate. The Company has no joint venture. Therefore, the provisions of clause 3(ix)(e) of the Order are not applicable to the Company.
 - According to the information and explanations given to us, the Company has not raised loan during the year on the pledge of securities held in its subsidiaries or associate. The Company has no joint venture.
- x)
- During the year, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Therefore, provisions of clause 3(x)(a) of the Order are not applicable to the Company.
 - The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
- xi)
- Based upon the audit procedures performed and considering the principles of materiality outlined in Standards on Auditing, for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year nor have we been informed of any such case by the management during the course of the audit.

- b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year
- c. According to the information and explanations given to us, no whistle blower complaints were received by the Company during the year.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details for the same have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- xiv) a. In our opinion and according to information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
b. We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Companies Act, 2013. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi) a. In our opinion, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.
b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.
c. In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.
d. According to the representations given to us, there group does not have any core investment company (CIC), which are part of the Group.
- xvii) The Company has not incurred cash loss in the current financial year and in the immediately preceding financial year. Therefore, the provisions of clause 3(xvii) of the Order are not applicable to the Company.
- xviii) There has been no resignation of statutory auditor during the year. Therefore, the provisions of clause 3(xviii) of the Order are not applicable to the Company.



- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) The Company has given funds to a Trust registered for carrying out the CSR activities as specified in the Note 57 to the standalone financial statements. The Trust has furnished certificate for fully utilization of such funds as on March 31, 2025 for CSR activities as advised by the Company. Accordingly, the Company has no unspent amount relating to CSR activities which is required to be transferred to a fund specified in Schedule VII to the Companies Act 2013. Therefore, the provisions of clause 3(xx) of the Order are not applicable to the Company.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E



Shubham Dutta
Shubham Dutta

Partner

Membership No. 500580

UDIN: 25500580BMOYZE8873

Place: Noida (Delhi-NCR)
Date: May 07, 2025

Annexure B to Independent Auditor's Report of even date to the members of Somany Ceramics Limited on the Standalone Financial Statements as of and for the year ended on March 31, 2025 (refer to in paragraph 2A(g) of our report on other legal and regulatory requirements)

We have audited the internal financial controls with reference to standalone financial statements of Somany Ceramics Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to the standalone financial statement based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "guidance Note") and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to as audit of internal financial controls with reference to standalone financial statements, Those Standards and the Guidance Note require that we comply with ethical requirements of and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.



Meaning of Internal Financial controls with reference to standalone financial statements

A Company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the criteria for internal control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India



For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

A handwritten signature in black ink, appearing to read "Shubham Dutta".

Shubham Dutta
Partner

Membership No. 500580
UDIN: 25500580BMOYZE8873

Place: Noida (Delhi-NCR)
Date: May 07, 2025

Somany-Ceramics Limited
CIN :- L40200WB1968PLC224116
Standalone Balance Sheet as at March 31, 2025
 (All amounts in rupees lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
Assets			
Non-current Assets			
Property, Plant and Equipment	3 (i)	42,207.87	41,081.00
Capital work-in-progress	3 (ii)	1,456.88	804.09
Right of use Assets	3 (iii)	5,342.56	3,835.66
Other Intangible Assets	3 (iv)	107.89	14.87
Financial Assets			
(i) Investments	4	32,557.99	30,716.34
(ii) Loans	5	5,345.68	5,353.50
(iii) Other Financial Assets	6	1,388.84	1,231.89
Other Non-Current Assets	7	335.30	205.17
		88,743.01	83,242.52
Current Assets			
Inventories	8	19,089.04	19,176.96
Financial Assets			
(i) Investments	9	1,264.78	1,304.93
(ii) Trade Receivables	10	35,628.06	31,056.42
(iii) Cash and Cash Equivalents	11	5,536.35	5,062.75
(iv) Bank Balances other than (iii) above	12	28.11	32.65
(v) Loans	13	-	135.00
(vi) Other Financial Assets	14	621.95	678.23
Current Tax Assets (net)	15	162.89	549.35
Other Current Assets	16	3,422.13	2,576.68
		65,753.31	60,572.97
Total Assets		1,54,496.32	1,43,815.49
Equity and Liabilities			
Equity			
Equity Share Capital	17	820.19	820.07
Other Equity	18	79,208.17	71,496.76
		80,028.36	72,316.83
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	19	915.25	403.45
(ii) Lease Liabilities		4,807.87	3,412.71
(iii) Others Financial Liabilities	20	3,434.66	3,185.94
Provisions	21	1,130.28	980.52
Deferred Tax Liabilities (Net)	22	2,745.14	2,511.69
Other Non-Current Liabilities	23	913.90	867.18
		13,947.10	11,361.49
Current Liabilities			
Financial Liabilities			
(i) Borrowings	24	452.36	997.94
(ii) Lease Liabilities		1,025.30	828.28
(iii) Trade Payables	25	4,676.75	4,660.70
Outstanding dues of Micro Enterprises & Small Enterprises		22,748.63	16,317.69
Outstanding dues other than Micro Enterprises & Small Enterprises	26	23,823.74	30,322.57
(iv) Other Financial Liabilities	27	7,407.53	6,560.84
Other Current Liabilities	28	386.55	449.15
Provisions		60,520.86	60,137.17
		1,54,496.32	1,43,815.49

Material Accounting Policies and other Notes to Standalone Financial Statements 1 to 63.
 The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached

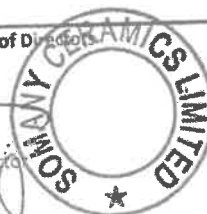
For and on behalf of Board of Directors

For Singh & Co.
 Chartered Accountants
 Firm Registration No. 301049E
 Shubham Dutta
 Partner
 M. No. 500580
 Place: Noida
 Date: May 7, 2025



Shreekant Somany
 Chairman & Managing Director
 DIN: 00021423

Sailesh Raj Kesawat
 Chief Financial Officer
 ICAI M.No. 77330



Amit Sahai
 CEO-Tiles Business
 PAN: AHOPS1790C

Ambish Julka
 Sr. GM - Legal and Company
 M. No: F4484

Somany Ceramics Limited
CIN :- L40200WB1968PLC224116
Standalone Statement of Profit and Loss for the Year Ended March 31, 2025
(All amounts in rupees lakhs, unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I. Income			
Revenue from Operations	29	2,56,942.13	2,53,448.07
Other Income	30	2,470.90	2,812.07
Total Income (I)		2,59,413.03	2,56,260.14
II. Expenses			
Cost of Materials Consumed	31	24,153.23	26,211.34
Purchases of Stock-in-Trade		1,47,574.89	1,35,831.92
Change in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	32	487.12	2,282.28
Employee Benefits Expense	33	26,197.77	24,238.84
Finance Costs	34	755.81	777.26
Depreciation and Amortization Expenses	3	5,311.83	4,662.74
Other Expenses	35	44,607.31	47,971.82
Total Expenses (II)		2,49,087.96	2,41,976.20
III. Profit Before Exceptional Items and Tax (I-II)		10,325.07	14,283.94
IV. Exceptional Items - (Gain)/Loss	47	(942.10)	(119.85)
V. Profit before tax (III-IV)		11,267.17	14,403.79
VI. Tax Expense:			
(1) Current year	22	2,717.78	3,756.89
(2) Deferred Tax Charge/(Credit)	22	74.70	269.81
(3) Tax for earlier years	22	(94.07)	-
VII. Profit for the year (V-VI)		8,568.76	10,377.09
VIII. Other Comprehensive Income (OCI)			
(1) Items that will not be reclassified to profit & loss		(96.58)	10.30
Income Tax relating to above	22	24.31	(2.59)
(2) Items that will be reclassified to profit & loss		-	-
IX. Total Comprehensive Income for the year (VII+VIII)		8,496.49	10,384.80
Earnings Per Equity Share (Per Share Value of Rs. 2 each)	36		
Basic (in Rs.)		20.89	24.64
Diluted (in Rs.)		20.89	24.61

Material Accounting Policies and other Notes to Standalone Financial Statements 1 to 63.
The accompanying Notes are an integral part of the Standalone Financial Statements.

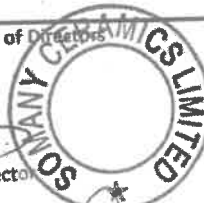
As per our report of even date attached

For and on behalf of Board of Directors

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302019E
Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: May 7, 2025



Shreekant Somany
Chairman & Managing Director
DIN: 00021423



Amit Sahai
CEO-Tiles Business
PAN: AHOPS1790C

Sailesh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330

Ambrish Julka
Sr. GM - Legal and Company
M. No: F4484

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
(a) Equity Share Capital & Reconciliation of number of shares outstanding at the beginning and end of the year :				
Balance at the beginning of the year*	4,24,74,208	820.07	4,24,74,208	849.48
Issued on exercise of employee share option	5,985	0.12	(14,70,588)	(29.41)
Buyback of equity shares			4,10,03,620	820.07
Balance at the end of the year	4,10,09,605	820.19		

Particulars	Reserves and Surplus					Total		
	Capital Redemption Reserve	Capital Reserve	Share options outstanding account	Security Premium	General Reserve		Retained earnings	OCI
Balance at March 31, 2024*	107.84	(4,377.31)	687.43	1,478.36	6,082.55	67,609.50	(91.61)	71,496.76
Profit/(Loss) for the year	-	-	409.32	-	-	8,568.76	-	8,568.76
Recognition of share based payments	-	-	(56.76)	20.73	36.03	-	-	409.32
share options Exercised/ Lapsed/ Forfeited	-	-	-	35.71	-	-	-	35.71
Shares issued on exercise of employee share option	-	-	-	-	-	-	(72.27)	(72.27)
Other Comprehensive Income for the year	-	-	352.56	56.44	36.03	8,568.76	-	8,941.52
Total comprehensive Income for the year	-	-	1,039.99	1,534.80	6,118.58	74,948.15	-	1,230.11
Dividend Paid	-	-	259.15	16,991.77	6,111.96	10,377.09	-	79,208.17
Balance at March 31, 2025	107.84	(4,377.31)	687.43	1,478.36	6,082.55	67,609.50	(91.61)	71,496.76
Balance at March 31, 2023*	78.43	(4,377.31)	428.28	(15,375.73)	(29.41)	58,506.64	(99.32)	77,471.32
Profit/(Loss) for the year	-	-	428.28	(137.68)	-	10,377.09	-	10,377.09
Recognition of share based payments	-	-	-	-	-	-	-	428.28
Buyback of equity shares, including tax thereon	29.41	-	-	-	-	-	-	(15,375.73)
Transaction cost related to buyback of equity shares	-	-	-	-	-	-	7.71	(137.68)
Other Comprehensive Income for the year	-	-	428.28	15,513.41	(29.41)	10,377.09	-	(4,700.33)
Total comprehensive Income for the year	29.41	-	428.28	1,478.36	6,082.55	67,609.50	(91.61)	71,496.76
Dividend Paid	-	-	687.43	-	-	-	-	1,274.23
Balance at March 31, 2024	107.84	(4,377.31)	687.43	1,478.36	6,082.55	67,609.50	(91.61)	71,496.76

*There are no changes in Equity share capital and other equity due to prior period errors.
 Capital Redemption Reserve: This Reserve has been created by an appropriation from one component of equity (free reserves) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.
 Securities Premium: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.
 Share options outstanding account: This Reserve relates to stock options granted by the Company to employees under Somany Employee Stock Option Scheme (ESOP) 2021 and ESOP 2023. This Reserve is transferred to Securities Premium on exercise of vested options and to General Reserve on lapse/forfeit of vested options.
 General Reserve: This Reserve has been created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.
 Retained Earnings: This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.
 Capital Reserve : it comprises of difference between consideration and value of net assets, pursuant to the scheme of amalgamation in earlier years, amalgamation Reserve and others, which can be utilized in accordance with the provisions of Companies Act, 2013.



The accompanying Notes are an integral part of the Standalone Financial Statements
 as per our report of even date attached
 For Singhi & Co.
 Chartered Accountants
 Firm Registration No. 0049E
 Partner
 Shubham Dugga
 M. No. 500580
 Place: Noida
 Date: May 7, 2025

for and on behalf of Board of Directors
 Amit Sahai
 CEO-Tiles Business
 PAN: AHOPS1790C

Shreekant Somany
 Chairman & Managing Director
 DIN: 00021423

Sailesh Raj Kedawat
 Chief Financial Officer
 ICAM.No. 77330

Amrisha Julka
 Sr. GM - Legal and Company Secretary
 M. No. F4484

Somany Ceramics Limited
 CIN :- L40200WB1968PLC224116
 Standalone Statement of Cash Flows for the Year ended March 31, 2025
 (All amounts in rupees lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash Flow From Operating Activities	11,267.17	14,403.79
Profit before Tax as per Statement of Profit & Loss		
I. Adjusted For :	5,311.83	4,662.74
Depreciation and Amortisation Expenses	755.81	777.26
Finance Costs	(1,981.63)	(2,482.83)
Interest Income	-	1,171.59
(Profit)/Loss on Sales of Investments (Net)*	(0.11)	(2.87)
Unrealized Foreign Exchange (Gain)/Loss (Net)	65.87	(1,680.15)
Net Movement on Fair Value of Current Investments*	167.84	214.76
Provision for Credit Losses/ doubtful advances	4.13	3.13
Bad Debts	(942.10)	336.60
(Gain)/Loss on divestment in a subsidiaries*	409.32	428.28
Provision for Employee stock option plan	0.01	0.09
Sundry Balances Written Off	(184.66)	(226.31)
Sundry Balances Written Back	(159.09)	(112.49)
(Profit)/Loss on sale of Property Plant and Equipment (Net)	78.20	114.40
Property, Plant and Equipments Discarded /Written off	14,792.59	17,607.99
Operating Profit Before Working Capital Changes		
II. Adjusted For :	(5,069.17)	(5,006.11)
Trade and Other Receivables	87.92	2,948.37
Inventories	1,048.50	18,987.68
Trade and Other Payables	10,859.84	34,537.93
Cash Generated from Operation	(2,054.18)	(3,298.58)
Income Taxes Refund /(Paid)	8,805.66	31,239.35
Net Cash Inflow/(Outflow) from Operating Activities (A)		
B. Cash Flow from Investing Activities	(6,380.64)	(3,913.32)
Purchase of Property, Plant and Equipment and Intangible Assets	343.80	399.63
Sale of Property, Plant and Equipment	1,039.20	428.40
Consideration received from divestment in a Subsidiary	(1,785.71)	(17,535.49)
Investments in Subsidiaries and Associate	76.35	1,839.21
Sale of Current Investments	1,102.03	2,864.29
Interest Received	(3,355.00)	(2,910.00)
Inter-Corporate Deposits Given	3,479.50	16,243.60
Inter-Corporate Deposits Received Back	(5,480.47)	(2,583.68)
Net Cash Inflow/(OutFlow) in Investing Activities (B)		
C. Cash Flow from Financing Activities	537.36	744.54
Proceeds from Non Current Borrowings	(571.14)	(1,585.21)
Repayment of Non Current Borrowings	-	(15,370.84)
Proceeds/(Repayment) of Current Borrowings (net)	4,923.31	15,463.21
Proceeds from Short Term Loans	(4,923.31)	(15,463.21)
Repayment of Short Term Loans	-	(15,542.82)
Buyback of equity shares, including tax and expenses thereon	35.83	-
Issue of shares	(867.73)	(754.37)
Payment of Lease Liabilities	(755.80)	(777.34)
Interest Paid	(1,230.11)	(1,274.23)
Dividend Paid	(2,851.59)	(34,560.27)
Net Cash Inflow/(OutFlow) from Financing Activities (C)	473.60	(5,904.60)
Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)		
Cash And Cash Equivalents	5,062.75	10,967.35
At the beginning of the year	5,536.35	5,062.75
At the year end		

Notes :

- The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows"
- Cash & Cash Equivalents represents cash and bank balances (Refer note no.11).
- Additional Disclosure required under Ind AS - 7, (Refer note no. 54.)
- *Includes Item disclosed under Exceptional items in Statement of Profit & Loss (Refer Note No. 47)
- The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached

For Singhi & Co.
 Chartered Accountants
 Firm Registration No. 301449E
 Subham Datta
 Partner
 M. No. 500580
 Place: Noida
 Date: May 7, 2025



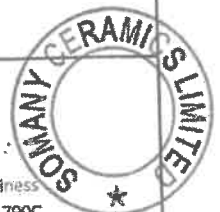
For and on behalf of Board of Directors

Shreekant Somany
 Chairman & Managing Director
 DIN: 00021423

Sailesh Raj Kedawat
 Chief Financial Officer
 ICAI M.No. 77330

Amit Sahai
 CEO-Tiles Business
 PAN: AHOPS1790C

Ambrish Julka
 Sr. GM - Legal and Company
 Secretary
 M. No: F4484



1 Reporting Entity

Somany Ceramics Limited referred to as "the Company" is domiciled in India. The registered office of the Company is at 2, Red Cross Place, Kolkata – 700001 India. Equity shares of the Company are listed in India on the BSE Limited and the National Stock Exchange Limited.

The Company has own manufacturing plants in Kadi (Gujarat) and Kassar (Haryana), India. The Company is a manufacturer and trader of a complete decor solutions and its extensive range of products include Ceramic Wall and Floor Tiles, Polished Vitrified Tiles, Glazed Vitrified Tiles, Sanitaryware, Bath Fittings and allied products.

The financial statements of the Company for the year ended March 31, 2025 were approved for issue by the board of directors on May 7, 2025. However, the shareholders of the Company have the power to amend the Financial Statements after the issue.

2 Material Accounting Policies

Accounting Policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

2.1 Statement of compliance

The standalone financial statements of Somany Ceramics Limited ("the Company") comply with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

2.2 Basis of preparation and measurement

The financial statements have been prepared under the historical cost convention on accrual basis except for the followings :

- Non-current borrowings are initially measured at amortized cost.
- Current investments are measured at fair value at each reporting date.
- Defined benefit plans and other long-term employee benefits are measured at fair value net off fair valuation of plan assets at each reporting date.
- Share based payments are initially measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Functional and presentation currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been rounded to the nearest lakhs, unless otherwise indicated.

2.4 Use of judgements and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

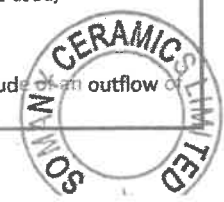
Information about the judgements made in applying accounting policies that have the most material effects on the amounts recognised in the financial statements have been given below:

- assessing the lease term (including anticipated renewals) and the applicable discount rate.
- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial assets are solely payments of principal and interest on the principal amount outstanding.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amount;
- Useful life and residual value of Property, Plant and Equipment, Intangible assets and Right of Use assets;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;



- Assessment of recoverability of receivables and advances which requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.
- Assessment of reliability of inputs considered for fair valuation of financial assets and liabilities falls under hierarchy Level 3.
- Assessment of appropriate inputs to the Black Scholes Model for valuation of share based payments including the expected life of the share option, volatility and dividend yield and making assumptions about them.

2.5 Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash and Cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

An liability is treated as current when it is:

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current.

The Company has ascertained the operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.6 Property, Plant and Equipment

Recognition and Measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Cost includes deemed cost which represents the carrying value of property, plant and equipment as at April 1, 2016 measured as per the previous Generally Accepted Accounting Principles (GAAP). The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready for intended use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed on qualifying assets less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that there is a future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation is calculated on Straight Line Method using the rates arrived at on the basis of estimated useful lives given in Schedule II of the Companies Act, 2013 except for the following which has been determined on the basis of technical evaluation.

Particulars	Useful Life
Plant and Machinery	5 - 25 Years
Vehicles	5 Years
Dies & Punches	8 Years

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Individual assets costing below Rs. 5,000 are fully depreciated in the year of purchase.

Leasehold improvements are depreciated over the lease period or estimated useful life of assets in line with schedule II of the Companies Act, 2013, whichever is lower.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Capital work-in-progress

Capital work-in-progress comprises of assets in the course of construction for production or/and supply of goods or services or administrative purposes, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised where the asset is available for use and commissioning has been completed.



De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the Statement of Profit & Loss.

2.7 Intangible assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Cost includes deemed cost which represents the carrying value of property, plant and equipment as at April 1, 2016 measured as per the previous Generally Accepted Accounting Principles (GAAP). Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software and designs is considered as 5 years.

Amortisation methods, useful lives and residual values are reviewed at each financial year end and changes, if any, are accounted for prospectively.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit & Loss when the asset is derecognised.

2.8 Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the recoverable amount of assets is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Unit (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised in prior years. A reversal of impairment loss is recognised immediately in the Statement of Profit & Loss.

2.9 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction of qualifying assets are capitalised as part of the cost of such assets upto the assets are substantially ready for their intended use.

The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised on the basis of the Effective Interest Rate (EIR) method over the term of the loan.

All other borrowing costs are recognised in the Statement of Profit & Loss in the period in which they are incurred.

2.10 Foreign currency transactions

Transactions in foreign currencies are recorded by the Company at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit & Loss with the exception of the following:

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measure at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.11 Employee benefits

Short term employee benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Employee benefits in the form of Provident Fund are defined as contribution plan and charged as expenses during the period in which the employees perform the services.

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields available on government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in OCI and such re-measurement gain / loss are not reclassified to the Statement of Profit and Loss in the subsequent periods. They are included in retained earnings in the statement of changes in equity.

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit & Loss in the line item employee benefits expense.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

The Company has long term employment benefit plans i.e. accumulated leave. Accumulated leave is encashed to eligible employees at the time of retirement/termination of services. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

Share Based Payments

The Company recognises compensation expense relating to share-based payment in statement of profit and loss using fair value in accordance with Ind AS 102, "Share-based Payment".

The Company initially measures the cost of equity-settled transactions with employees using Black Scholes model to determine the fair value of the liability incurred which has been considered most appropriate model. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note no. 48.

2.12 Revenue Recognition

The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. This is achieved when control of the product has been transferred to the customer, which is generally determined when title, ownership, risk of obsolescence and loss pass to the customer and the Company has the present right to payment, all of which occurs at a point in time upon shipment and delivery of the product. The Company considers shipping and handling activities as costs to fulfill the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Claim on insurance companies and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Transaction price represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc.

For incentives offered to customers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

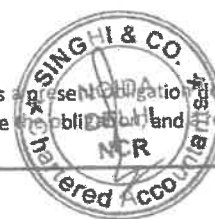
Interest income are recognised on an accrual basis using the effective interest method.

2.13 Inventories

Inventories are valued at lower of cost and net realisable value. Cost of manufactured finished goods and work in progress is determined by taking cost of material consumed, labour and related overheads. Finished goods, raw materials and packing materials, stock in trade and stores & spares are valued at weighted average cost method. Purchases cost of raw materials and packing materials, finished goods, stock in trade and stores & spares are net of input tax credits, rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Provision for cost of obsolescence and other anticipated losses, wherever considered necessary, are recognised in the books of account.

2.14 Provisions, Contingent Liabilities

Based on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation and a reliable estimate can be made of the amount of the obligation at reporting date.



A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

2.15 Measurement of fair value

a) Financial instruments

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

b) Marketable and non-marketable equity securities

Fair value for quoted securities is based on quoted market prices as of the reporting date. Fair value for unquoted securities is calculated based on commonly accepted valuation techniques utilizing significant unobservable data. If fair value cannot be measured reliably unlisted shares are recognized at cost.

2.16 Financial instruments

A Financial Assets

i) Initial recognition and measurement

Financial assets (except trade receivables) are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price.

ii) Classifications and Subsequent measurement

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

a) Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.

- the contractual terms of the financial assets represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the Statement of Profit & Loss. The losses arising from impairment are recognised in the Statement of Profit & Loss.

b) Financial assets at fair value through Profit & Loss (FVTPL)

Financial assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, are classified as at FVTPL.

In addition, the Company may elect to classify a Financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

All other Financial Instruments are classified as measured at FVTPL except investment in equity instruments of subsidiaries and associates which are carried at cost less provision for impairment, if any.

iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised is recognised in the Statement of Profit & Loss.

v) Impairment of financial assets

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

With regard to trade receivable and loans given, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables and loans given.

B Financial liabilities

i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

ii) Classifications and subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit & Loss.

iii) Derecognition of financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

2.17 Income tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit & Loss except to the extent that it relates to items recognised directly in Equity or in Other Comprehensive Income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

- a) Has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

2.18 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets, wherein, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

Lease Liability

The lease payments that are not paid at the commencement date, are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value and conditions. Lease payments included in the measurement of the lease liability comprise



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term or useful life of the underlying asset. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are presented as a separate line in the Balance Sheet and details of assets are given ROU note under "Notes forming part of the Financial Statement".

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

2.19 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Statement of Cash Flows, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.20 Government Grants

Government grants are recognised at its fair value, where there is a reasonable assurance that such grants will be received and compliance with the conditions attached therewith have been met. Grants such accrued are credited to the statement of profit and loss. Government grants related to expenditure on property, plant and equipment are credited to the statement of profit and loss over the useful lives of qualifying assets or other systematic basis representative of the pattern of fulfilment of obligations associated with the grant received.

2.21 Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.



3. (i) Property, Plant and Equipment (2024-25)

Particulars	Gross Block			Depreciation			Net Block	
	As at March 31, 2024	Additions	Deletions/ Adjustment	As at March 31, 2025	For the year	Deletions/ Adjustment	As at March 31, 2024	As at March 31, 2025
Tangible Assets	315.58	-	-	315.58	-	-	315.58	315.58
Freehold land	10,960.32	785.19	-	11,745.51	387.59	-	8,089.85	8,487.45
Buildings	38,684.12	2,961.67	386.29	41,259.50	2,495.73	316.04	27,998.40	28,394.10
Plant and equipments	2,140.29	389.91	116.90	2,413.30	254.10	101.77	598.65	719.33
Office equipments	3,369.20	360.89	259.65	3,470.44	332.15	299.17	1,338.62	1,346.88
Furniture and fixtures	4,263.58	1,234.38	589.61	4,908.35	840.58	400.45	2,739.89	2,944.53
Vehicles	59,733.09	5,732.04	1,352.45	64,112.68	4,310.15	1,057.43	41,081.00	42,207.87
Total								

3. (ii) Capital Work in Progress (2024-25)

Capital work-in-progress as at March 31, 2025 is Rs. 1,456.88 lakhs.

Rs. 4,838.66 lakhs is addition to Capital works in progress during the year ended March 31, 2025.

Rs. 4,185.87 lakhs has been capitalised and transferred to property, plant and equipment during the year ended March 31, 2025.

For CWIP ageing, Refer note no. 45

3. (iii) Right of Use Assets (2024-25)

Particulars	Gross Block			Amortization			Net Block	
	As at March 31, 2024	Additions	Deletions/ Adjustment	As at March 31, 2025	For the year	Deletions/ Adjustment	As at March 31, 2024	As at March 31, 2025
Right of use Assets	343.97	-	-	343.97	4.09	-	319.49	315.40
Residential lands	7,200.09	2,561.76	1,903.87	7,857.98	981.05	1,834.15	3,516.17	5,027.16
Buildings	7,544.06	2,561.76	1,903.87	8,201.95	985.14	1,834.15	3,835.66	5,342.56
Total								

3. (iv) Other Intangible Assets (2024-25)

Particulars	Gross Block			Amortization			Net Block	
	As at March 31, 2024	Additions	Deletions/ Adjustment	As at March 31, 2025	For the year	Deletions/ Adjustment	As at March 31, 2024	As at March 31, 2025
Intangible Assets	1,071.97	109.56	112.27	1,069.26	15.54	112.27	14.87	107.89
Computer Softwares and Designs	1,071.97	109.56	112.27	1,069.26	16.54	112.27	14.87	107.89
Total								



3. (i) Property, Plant and Equipment (2023-24)

Particulars	Gross Block			Depreciation			Net Block	
	As at March 31, 2023	Additions	As at March 31, 2024	For the year	Deletions/ Adjustment	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024
Tangible Assets								
Freehold land	315.58	-	315.58	-	-	-	315.58	315.58
Buildings	10,881.07	79.25	10,960.32	381.57	-	2,870.47	8,392.17	8,089.85
Plant and equipments	39,704.32	1,038.02	38,684.12	2,190.08	1,363.54	10,685.71	29,345.15	27,998.40
Office equipments	1,937.64	303.35	2,402.29	218.44	89.24	1,541.64	525.20	598.65
Furniture and fixtures	3,166.74	725.05	3,369.20	340.53	57.66	2,030.58	1,419.03	1,338.62
Vehicles	3,257.94	1,720.86	4,265.58	654.72	535.11	1,523.69	1,853.86	2,739.89
Total	58,763.29	3,416.53	59,733.09	3,785.34	2,045.55	18,652.09	41,850.99	41,081.00

3. (ii) Capital Work in Progress (2023-24)

Capital work-in-progress as at March 31, 2024 is Rs. 804.09 lakhs.

Rs. 2,164.44 lakhs is addition to Capital works in progress during the year ended March 31, 2024.

Rs. 1,450.97 lakhs has been capitalised and transferred to property, plant and equipment during the year ended March 31, 2024.

For CWIP ageing, Refer note no. 45

3. (iii) Right of Use Assets (2023-24)

Particulars	Gross Block			Amortization			Net Block	
	As at March 31, 2023	Additions	As at March 31, 2024	For the year	Deletions/ Adjustment	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024
Right of use Assets								
Leasehold lands	343.97	-	343.97	4.09	-	24.48	323.58	319.49
Buildings	6,816.75	409.56	7,200.09	865.53	25.86	3,683.92	3,970.50	3,516.17
Total	7,160.72	409.56	7,544.96	867.62	25.86	3,708.40	4,294.08	3,835.66

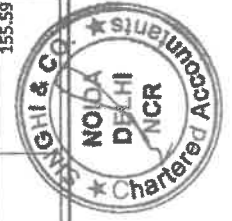
3. (iv) Other Intangible Assets (2023-24)

Particulars	Gross Block			Amortization			Net Block	
	As at March 31, 2023	Additions	As at March 31, 2024	For the year	Deletions/ Adjustment	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024
Intangible Assets								
Computer Softwares and Designs	1,059.42	12.55	1,071.97	9.78	-	1,057.10	12.10	14.87
Total	1,059.42	12.55	1,071.97	9.78	-	1,057.10	12.10	14.87

Note:

- Assets pledged and Hypothecated against borrowings: Refer note no. 19 & 24.
- Title deeds of all the immovable property held by the Company are in the name of the Company as at March 31, 2025.
- Details of Title deeds of Immovable Properties not held in name of the Company as at March 31, 2024 are as follows :-

Relevant line item in the Balance Sheet	Description of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
Property, Plant and Equipment	Land	9.53	Estherhills Schablonia India Limited (Amalgamating Company)	No	April 01, 2019 i.e. the appointed date as per Scheme of Amalgamation approved by Hon'ble National Company Law Tribunal.	Property acquired pursuant to scheme of amalgamation, effect of the same has not been given in the title deed by respective Government authorities.
Property, Plant and Equipment	Building	155.59		No		



Somany Ceramics Limited
CIN :- LAD200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025
(All amounts in rupees lakhs, unless otherwise stated)

Particulars	As At March 31, 2025	As At March 31, 2024
4 Non-current investments		
Investment in Equity Instruments (Unquoted, fully paid up)		
i Subsidiary Companies (measured at cost)		
a) 26,85,000 Equity Shares (Previous Year - 26,85,000) of Rs.10/- each of SR Continental Ltd.*	268.50	268.50
b) 5,00,000 Equity Shares (Previous Year - 5,00,000) of Rs.10/- each of Somany Bathware Ltd.*	50.00	50.00
c) NIL Equity Shares (Previous year - 53,04,000) of Rs.10/- each of Amora Tiles Pvt. Ltd.	-	530.40
d) 35,10,000 Equity Shares (Previous year - 35,10,000) of Rs.10/- each of Somany Excel Vitrified Pvt. Ltd.*	351.00	351.00
e) 50,49,000 Equity Shares (Previous year - 50,49,000) of Rs.10/- each of Somany Sanitaryware Pvt. Ltd.	550.01	550.01
f) 45,00,000 Equity Shares (Previous year - 45,00,000) of Rs.10/- each of Vintage Tiles Pvt. Ltd. §	1,399.50	1,399.50
g) 5,00,00,000 Equity Shares (Previous year - 5,00,00,000) of Rs.10/- each of Somany Piasterelle Pvt. Ltd.*	5,000.00	5,000.00
h) 25,35,000 Equity Shares (Previous year - 25,35,000) of Rs.10/- each of Vicon Ceramic Pvt. Ltd. §	253.50	253.50
i) 3,75,75,000 Equity Shares (Previous year - 3,36,75,000) of Rs. 10/- each of Sudha Somany Ceramics Pvt. Ltd.	3,757.50	3,367.50
j) Nil Equity Shares (Previous year - 14,60,000) of Rs.10/- each of Acer Granito Pvt. Ltd. §	-	511.00
k) 18,59,100 Equity Share (Previous Year - 18,59,100) of Rs. 10/- each of Somany Bath Fittings Pvt. Ltd.*	1,348.37	1,348.37
l) 6,00,00,000 Equity Share (Previous Year - 6,00,00,000) of Rs. 10/- each of Somany Max Pvt. Ltd.*	6,000.00	6,000.00
ii Associate Company (measured at cost)		
a) NIL (Previous year - 4,900) Equity shares of Rs.10/- each of Clean Max Ananta Pvt. Ltd.(Refer note c below)	-	0.49
iii Others (Measured at FVTPL)		
a) 36,340 Equity Shares (Previous year - Nil) of Rs.10/- each of Clean Max Ananta Pvt. Ltd.(Refer note c below)	376.20	-
Investment in Redeemable Preference Shares		
Subsidiary Companies (measured at amortised cost)		
a) 2,80,00,000 (Previous year - 2,80,00,000) 11% Cumulative Non-Convertible Redeemable Preference shares of Rs. 10/- each of Somany Max Pvt. Ltd.	3,360.46	3,052.46
b) 7,50,00,000 (Previous year - 7,50,00,000) 10.5% Cumulative Non-Convertible Redeemable Preference shares of Rs. 10/- each of Somany Piasterelle Pvt. Ltd.	8,821.11	8,033.61
c) 1,02,00,000 (Previous year - Nil) 10.5% Cumulative Non-Convertible Redeemable Preference shares of Rs. 10/- each of Sudha Somany Ceramics Pvt. Ltd.	1,021.84	-
	<u>32,557.99</u>	<u>30,716.34</u>
* including share held by the nominee share holders. § Considered as subsidiary under Ind-AS.		
a. Aggregate amount of investments are given below: Aggregate cost of unquoted investments	30,674.58	29,930.27
b. None of the above investments are listed on any stock exchange in India or outside India. There is no accumulated impairment as at current and previous year end.		
c. The Company has made investment in 49% equity shares of Clean Max Ananta Pvt. Ltd("CMAPL") on March 7, 2024 and it became associate of the Company. Subsequently, during the year,the Company has made further investment and has entered into various agreements with the other shareholder of CMAPL which restrict the Company to participate in the financial and operating policy decisions of the CMAPL. Therefore, the CMAPL cease to be an associate under IND AS, however, CMAPL continue as associate under the Companies act, 2013.		
S Loans (Unsecured, Considered Good Unless Stated Otherwise)		
Inter Corporate Deposits (ICD)		
- With Related Parties #	4,974.00	5,353.50
- With Others	390.00	-
	<u>5,364.00</u>	<u>5,353.50</u>
Less Allowance for Losses	18.32	-
	<u>5,345.68</u>	<u>5,353.50</u>

For detail of loans to related parties, Refer note no. 42, Related Party Transactions.



Somany Ceramics Limited
CIN :- L40200WB1968PLC224116
Notes to Standalone Financial Statements for the year ended March 31, 2025
(All amounts in rupees lakhs, unless otherwise stated)

Particulars	As At March 31, 2025	As At March 31, 2024
6 Other Non Current Financial Assets		
(Unsecured, Considered Good Unless Stated Otherwise)		
Bank Deposit (Pledged with Government Departments)	0.25	0.25
Bank Deposits held as Margin Money	316.45	186.10
Security Deposits		
- With Related Party#	105.00	105.00
- With Others	967.14	940.54
	<u>1,388.84</u>	<u>1,231.89</u>
# For detail of security deposits to related parties, Refer note no. 42, Related Party Transactions.		
7 Other Non-Current Assets		
Capital Advances	27.00	82.83
Prepaid Expenses	11.55	17.14
Deposits with Government Departments (under Protest)	296.75	105.20
	<u>335.30</u>	<u>205.17</u>
8 Inventories		
(Valued at Lower of Cost and Net Realisable Value)		
Raw Materials and Packing Materials	2,349.19	2,091.68
Work-in-Progress	621.81	781.87
Finished Goods	9,749.39	10,204.60
Stock in Trade	4,337.52	4,209.37
Stores and Spares	2,031.13	1,889.44
	<u>19,089.04</u>	<u>19,176.96</u>
a. Inventories are hypothecated to secured borrowings. Refer note no. 19 & 24.		
b. Stock in trade is net off write down provisions for slow moving inventories amounting to Rs 348.94 lakhs (previous year Rs. 383.24 lakhs).		
c. Goods in transit of Rs. 160.41 lakhs (Previous year nil) and Rs. 152.48 lakhs (Previous year nil) is included in Finished Goods and Raw material respectively.		
9 Current Investments		
A) Investments in Non Convertible Debentures (Quoted) (valued at fair value through profit & loss - fully paid up)		
a) 400 Units (Previous Year - 400 Units) 9.70% U P Power Corporation Ltd Bonds (NCD)	260.00	300.00
b) 103 Units (Previous Year - 103 Units) 9.00% Shriram Transport Finance Co. Ltd. (NCD)	1,004.25	1,004.25
B) Investments in Equity Instruments (Quoted) (valued at fair value through Profit & Loss - fully paid up)		
550 Equity Shares (Previous Year - 550 Equity Shares) of Rs. 2/- each of Punjab National Bank Ltd.	0.53	0.68
	<u>1,264.78</u>	<u>1,304.93</u>
Aggregate Cost of Quoted Investment	1,278.61	1,320.54
Aggregate Market Value of Quoted Investment	1,264.78	1,304.93
10 Trade Receivables		
Secured*		
Considered Good	1,189.00	1,114.56
Unsecured		
Considered Good	34,357.92	29,731.16
Have Significant increase in Credit Risk	260.14	1,026.76
Considered Doubtful - Credit Impaired	2,139.96	1,514.28
	37,947.02	33,386.76
	2,318.96	2,330.34
Less: Allowance for losses	<u>35,628.06</u>	<u>31,056.42</u>
a. For details of receivable from related parties, Refer note no. 42, Related Party Transactions.		
b. Trade Receivables are hypothecated to secured borrowings. Refer note no. 19 & 24.		
c. Refer note no. 52 (A) - Trade Receivables ageing. *secured against security deposits received from customers.		
11 Cash and Cash Equivalents		
Balance with Banks	2,526.01	2,557.09
- In Current Accounts	2.20	2.92
Cash on Hand	3,008.14	2,502.74
Bank Deposits with original maturity of 3 months or less	<u>5,536.35</u>	<u>5,062.75</u>



Somany Ceramics Limited
CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025
(All amounts in rupees lakhs, unless otherwise stated)

Particulars	As At	
	March 31, 2025	March 31, 2024
12 Other Bank Balances		
Bank Deposits (Pledged with Government Departments)	0.25	0.92
Less:- Maturity more than 12 months Shown Under "Other Non Current Financial Assets"	0.25	0.25
	<u>316.45</u>	<u>186.10</u>
Bank Deposits held as Margin Money	316.45	186.10
Less:- Maturity more than 12 months Shown Under "Other Non Current Financial Assets"	316.45	186.10
Earmarked Balances with Banks		
Unclaimed Dividend Accounts	28.11	31.98
	<u>28.11</u>	<u>32.65</u>
13 Loans		
(Unsecured, Considered Good Unless Stated Otherwise)		
Inter Corporate Deposits		
- to Related Parties#	-	135.00
		<u>135.00</u>
# For detail of loans to related parties, refer Note No. 42, Related Party Transactions.		
14 Other Current Financial Assets		
Accrued Interest	125.22	342.96
Deposit with others	-	2.66
Insurance Claims receivable	271.65	5.47
Other Receivable#	225.08	327.14
	<u>621.95</u>	<u>678.23</u>
# Refer Note no. 62.		
15 Current Tax Assets (net)		
Advance Income Tax / Tax Deducted at Source (Net of Income Tax Provision of Rs 9,315.01 lakhs) (Previous year Rs. Rs 9,931.27 lakhs)	162.89	549.35
	<u>162.89</u>	<u>549.35</u>
16 Other Current Assets		
Prepaid Expenses	537.31	427.40
Export Incentive Receivable	69.54	62.98
Properties held in Trust (Refer note no. 61)	363.77	657.75
Vendor Advances**	1,195.27	1,150.21
Other Receivables*§	1,067.87	129.71
Indirect Tax Recoverable/adjustable	328.33	246.21
	<u>3,562.09</u>	<u>2,674.26</u>
*Less: Provision for Doubtful	139.96	97.58
	<u>3,422.13</u>	<u>2,576.68</u>
§ Includes receivable towards sale of Investment in a Subsidiary Company, advance to staff and workers against salary and expenses etc.		
# For detail of advances to related parties, Refer note no. 42, Related Party Transactions.		
17 Equity Share Capital		
Authorised		
Equity Shares 16,15,00,000 (Previous Year - 16,15,00,000) of Rs. 2/- each	3,230.00	3,230.00
Issued, Subscribed and Paid up		
Equity Shares 4,10,09,605 (Previous Year - 4,10,03,620) of Rs 2/- each fully paid up	820.19	820.07
	<u>820.19</u>	<u>820.07</u>
a. Terms and rights attached to equity shares		
The Company has one class of equity shares having a par value of Rs. 2 each. Each shareholder is eligible for one vote per share held and carry a right to dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		
b. Reconciliation of number of shares outstanding at the beginning and end of the year :		
	Number of Shares	Amount
	Issued	Issued
Outstanding as on April 1, 2023	4,24,74,208	849.48
Shares extinguished on buy-back	(14,70,588)	(29.41)
Outstanding at the March 31, 2024	4,10,03,620	820.07
Equity Shares issued/bought back during the year	5,985	0.12
Outstanding at the March 31, 2025	4,10,09,605	820.19



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in rupees lakhs, unless otherwise stated)

Particulars	As At March 31, 2025	As At March 31, 2024
c. Shareholdings of Promoters at the end of March 31, 2025		
S. No. Promoter Name	Numbers of Shares	% of total Shares
		% Change during the year
i) Mr. Abhishek Somany - in capacity of Trustee of Shakthi Family Trust	97,72,190	23.83%
ii) Mr. Shrivatsa Somany - in capacity of Trustee of Sanrakshith Family Trust	42,05,385	10.25%
iii) Mr. Shreekant Somany - in capacity of Trustee of Srijan Family Trust	42,05,385	10.25%
iv) Abhishek Somany (HUF)	18,55,633	4.52%
v) Ms. Anjana Somany	10,51,346	2.56%
vi) Ms. Minal Somany	6,69,030	1.63%
vii) Ms. Aanvi Somany	2,90,837	0.71%
viii) Ms. Anushree Chopra	1,95,255	0.48%
ix) Mr. Shrivatsa Somany	1,15,887	0.28%
x) Mr. Shreekant Somany	1,15,887	0.28%
xi) Mr. Ameya Somany	63,014	0.15%
xii) Mr. Abhishek Somany	18,942	0.05%
Shareholdings of Promoters at the end of March 31, 2024		
S. No. Promoter Name	Numbers of Shares	% of total Shares
		% Change during the year
i) Mr. Abhishek Somany - in capacity of Trustee of Shakthi Family Trust	97,72,190	23.83%
ii) Mr. Shrivatsa Somany - in capacity of Trustee of Sanrakshith Family Trust	42,05,385	10.26%
iii) Mr. Shreekant Somany - in capacity of Trustee of Srijan Family Trust	42,05,385	10.26%
iv) Abhishek Somany (HUF)	18,55,633	4.53%
v) Ms. Anjana Somany	10,51,346	2.56%
vi) Ms. Minal Somany	6,69,030	1.63%
vii) Ms. Aanvi Somany	2,90,837	0.71%
viii) Ms. Anushree Chopra	1,95,255	0.48%
ix) Mr. Shrivatsa Somany	1,15,887	0.28%
x) Mr. Shreekant Somany	1,15,887	0.28%
xi) Mr. Ameya Somany	63,014	0.15%
xii) Mr. Abhishek Somany	18,942	0.05%
d. List of shareholders holding more than 5% of the Equity Share Capital of the Company (In numbers)		
i) Mr. Abhishek Somany - in capacity of Trustee of Shakthi Family Trust	97,72,190	97,72,190
ii) Mr. Shrivatsa Somany - in capacity of Trustee of Sanrakshith Family Trust	42,05,385	42,05,385
iii) Mr. Shreekant Somany - in capacity of Trustee of Srijan Family Trust	42,05,385	42,05,385
iv) Franklin Build India Fund #	21,45,441	-
v) Kotak Small CAP Fund	28,28,824	28,28,824
	<u>2,31,57,225</u>	<u>2,10,11,784</u>
# Holding as on March 31, 2024 was not more than 5%.		
e. Equity shares movement during five years preceding March 31, 2025		
(i) Aggregate number of shares issued for consideration other than cash		
Particulars		
Equity shares issued pursuant to Scheme of Amalgamation (in FY 2021-22)	94,782	94,782
Equity shares issued pursuant to Scheme of Amalgamation (in FY 2019-20)	1,90,87,200	1,90,87,200
(ii) Equity shares extinguished on buy-back		
The shareholders of the Company vide postal ballot notice dated October 26, 2023 approved the proposal of buyback 14,70,588 fully paid-up Equity Shares of the Company on a proportionate basis, through the tender offer route, at a price of Rs. 850/- per Equity Share payable in cash for an aggregate amount not exceeding Rs. 12,500 Lakhs (excluding transaction cost and taxes) on December 2, 2023. The Company bought back 14,70,588 fully paid-up Equity Shares and settled all valid bids and extinguished equity shares bought back during year ended March 31, 2024.		
g. shares reserved for issue under options		
Information relating to Somany Ceramics Employee Stock Option Plan 2021 (ESOP 2021) and Somany Ceramics Employee Stock Option Plan 2023 (ESOP 2023), including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note 48.		
18 Other Equity		
Share options outstanding account		
Balance at the beginning of the year	687.43	259.15
Employee stock option expenses	409.32	428.28
Transferred to General Reserve (share options Lapsed/ Forfeited)	(36.03)	-
Transferred to Security Premium (share options Exercised)	(20.73)	-
Closing balance	<u>1,039.99</u>	<u>687.43</u>



Somany Ceramics Limited
CIN :- L40200WB1968PLC224116
Notes to Standalone Financial Statements for the year ended March 31, 2025
(All amounts in rupees lakhs, unless otherwise stated)

Particulars	As At March 31, 2025	As At March 31, 2024
Capital Reserve		
Balance at the beginning of the year	(4,377.31)	(4,377.31)
Addition/ (Transfer) during the year	-	-
Closing balance	<u>(4,377.31)</u>	<u>(4,377.31)</u>
Capital Redemption Reserve		
Balance at the beginning of the year	107.84	78.43
Transferred from General Reserve on buyback of equity shares	-	29.41
Closing balance	<u>107.84</u>	<u>107.84</u>
Security Premium		
Balance at the beginning of the year	1,478.36	16,991.77
Buyback of equity shares, including tax thereon*	-	(15,375.73)
Transaction cost related to buyback of equity shares(net of taxes)*	-	(137.68)
Exercise of Share options (including transfer from Share options Outstanding account)	56.44	-
Closing balance	<u>1,534.80</u>	<u>1,478.36</u>
General Reserve		
Balance at the beginning of the year	6,082.55	6,111.96
Addition/ (Transfer) during the year	36.03	-
Transferred to Capital Redemption reserve on buyback of equity shares	-	(29.41)
Closing balance	<u>6,118.58</u>	<u>6,082.55</u>
Retained earnings		
Balance at the beginning of the year	67,609.50	58,506.64
Profit for the year	8,568.76	10,377.09
Amount available for appropriation	76,178.26	68,883.73
Dividend Distributed	1,230.11	1,274.23
Closing Balance	<u>74,948.15</u>	<u>67,609.50</u>
Remeasurement of defined benefit plans		
Balance at the beginning of the year	(91.61)	(99.32)
Other Comprehensive income for the year	(72.27)	7.71
Closing Balance	<u>(163.88)</u>	<u>(91.61)</u>
Total Retained Earnings	<u>74,784.27</u>	<u>67,517.89</u>
Total Other Equity	<u>79,208.17</u>	<u>71,496.76</u>
*Refer Note no. 17(e)(ii)		
19 Borrowings		
Secured		
Car Loan		
- from Banks	1,367.61	1,401.39
	<u>1,367.61</u>	<u>1,401.39</u>
Less: Current Maturities of Non Current Borrowings		
Car Loan		
- from Banks	452.36	997.94
	<u>452.36</u>	<u>997.94</u>
	<u>915.25</u>	<u>403.45</u>
Notes		
a Car loan from Banks are secured by hypothecation of cars purchased there under and are repayable in monthly instalments over the period of loan having maturity period upto 5 years.		
b As at March 31, 2025 rate of interest is variable and linked with MCLR ranging between 8.50% to 9.6% and few car loans which are at fixed interest rate ranging between 8% to 9% .		
20 Other Non Current Financial Liabilities		
Trade Deposits	3,434.66	3,185.94
	<u>3,434.66</u>	<u>3,185.94</u>
21 Provisions (Non Current)		
Employees Benefits		
Compensated absences	1,130.28	980.52
	<u>1,130.28</u>	<u>980.52</u>



22. Current Tax and Deferred tax liabilities (net)**A. Movement in deferred tax balances**

Particulars	As at March 31, 2024	Recognized in P&L	Recognized in OCI	As at March 31, 2025
Deferred Tax Assets				
Accrued expenses	1,164.46	233.70	-	1,398.16
Others	1,127.44	340.65	-	1,468.09
Sub- Total (a)	2,291.90	574.35	-	2,866.25
Deferred Tax Liabilities				
Property, plant and equipment, Right of use assets & Intangible assets	4,743.51	336.97	-	5,080.48
Others	60.08	470.83	-	530.91
Sub- Total (b)	4,803.59	807.80	-	5,611.39
Net Deferred Tax Liability (b)-(a)	2,511.69	233.45	-	2,745.14

Particulars	As at March 31, 2023	Recognized in P&L	Recognized in OCI	As at March 31, 2024
Deferred Tax Assets				
Accrued expenses	1,404.95	(240.49)	-	1,164.46
Others	1,154.15	(26.71)	-	1,127.44
Sub- Total (a)	2,559.10	(267.20)	-	2,291.90
Deferred Tax Liabilities				
Property, plant and equipment, Right of use assets & Intangible assets	4,800.98	(57.47)	-	4,743.51
Others	-	60.08	-	60.08
Sub- Total (b)	4,800.98	2.61	-	4,803.59
Net Deferred Tax Liability (b)-(a)	2,241.88	269.81	-	2,511.69

B. Amounts recognised in statement of profit and loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax expense		
Current year	2,717.78	3,756.89
Income tax for earlier year	(252.82)	-
	2,464.96	3,756.89
Deferred Tax Charge/(Credit)		
Origination and reversal of temporary differences	74.70	269.81
Relating to earlier year	158.75	-
	233.45	269.81
Total Tax Expense	2,698.41	4,026.70

C. Amounts recognised in Other Comprehensive Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax expense		
Current year	24.31	(2.59)

D. Reconciliation of effective tax expense

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Rate	Amount	Rate	Amount
Accounting profit before tax		11,267.17		14,403.79
Tax using the Company's domestic tax rate	25.168%	2,835.72	25.168%	3,625.14
Tax effect of:				
Non-deductible expenses/ (Exempted income) (net)		65.10		37.21
Changes in estimates related to prior years		(94.07)		-
Lower tax rate on (Gain)/Loss on investment		(49.16)		(39.19)
Tax impact on capital gain arised on sale of investment		(58.94)		401.06
Others		(0.24)		2.48
		2,698.41		4,026.70



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts in rupees lakhs, unless otherwise stated)

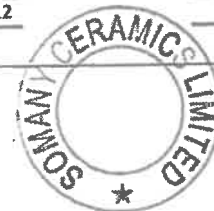
Particulars	As At March 31, 2025	As At March 31, 2024
23 Other Non-Current Liabilities		
Security Deposits	1,173.66	966.24
Less: Current Maturities	259.76	99.06
	<u>913.90</u>	<u>867.18</u>
24 Borrowings		
Secured Loans:		
Working Capital Facilities from Banks*	-	-
Current Maturities of Long term Borrowings (Refer note no. 19)	452.36	997.94
	<u>452.36</u>	<u>997.94</u>
<p>*Working Capital Facilities from Banks are secured by:</p> <p>a First charge by way of hypothecation of current assets including stocks of raw materials, finished goods, stock in trade and inventory work in progress, stores & spares and book debts and ranking pari-passu; and</p> <p>b Second and subservient charge by way of hypothecation of all movable fixed assets & ranking pari-passu, excluding assets exclusively charged.</p> <p>c Rate of interest is variable and linked with MCLR as at March 31, 2025 ranging between 9.15 % to 9.70%(previous year 9.55% to 9.70%).</p>		
25 Trade Payables		
Outstanding dues of Micro Enterprises and Small Enterprises*	4,676.75	4,660.70
Outstanding dues other than Micro Enterprises and Small Enterprises#	22,748.63	16,317.69
	<u>27,425.38</u>	<u>20,978.39</u>
<p>a.* For MSME disclosure, Refer note no. 51.</p> <p>b. # For details of payables to related parties, Refer note no. 42, Related Party Transactions.</p> <p>c. Refer note no. 52 (B) - Trade Payables ageing.</p>		
26 Other Current Financial Liabilities		
Interest Accrued	0.01	-
Capital Creditors*	364.49	306.59
Unclaimed Dividends	28.11	31.98
Employees related Payable\$	3,168.12	2,604.78
Others#	20,263.01	27,379.22
	<u>23,823.74</u>	<u>30,322.57</u>
<p>*Includes Outstanding dues of Micro Enterprises and Small Enterprises of Rs. 21.34 lakhs (Previous Year Rs 31.40 lakhs) Refer note no. 51.</p> <p>\$ For details of payables to related parties, Refer note no. 42, Related Party Transactions.</p> <p>#Includes liability towards paying agent arrangement of Rs 20,080.73 lakhs (Previous year Rs. 27,274.52 lakhs) etc.</p>		
27 Other Current Liabilities		
Statutory Dues	1,969.50	1,837.15
Security Deposits - Current maturities of Other Non Current Liabilities	259.76	99.06
Advance from Customers	662.08	623.24
Sales Incentive	3,583.87	3,021.86
Liability under Defalcation Suit (Refer note no. 61)	639.73	665.42
others#	292.59	314.11
	<u>7,407.53</u>	<u>6,560.84</u>
<p># includes claim payables etc.</p>		
28 Provisions (Current)		
Employee Benefits		
Gratuity (Refer note no. 41)	184.20	245.90
Compensated absences	202.35	203.25
	<u>386.55</u>	<u>449.15</u>



Somany Ceramics Limited
CIN :- L40200WB1968PLC224116

Notes to the Standalone Statement of Profit and Loss
(All amounts in rupees lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
29 Revenue from Operations		
Sales of Goods	2,56,042.95	2,52,515.55
	<u>2,56,042.95</u>	<u>2,52,515.55</u>
Other operating revenue		
Export incentives	142.06	144.03
Scrap Sales	353.03	331.54
Insurance Claims and Other Incomes	180.41	399.11
Income From Services	223.68	57.84
	<u>899.18</u>	<u>932.52</u>
	<u>2,56,942.13</u>	<u>2,53,448.07</u>
a) Unsatisfied performance obligation (Contract Liabilities- Advance from Customers) Refer note no.27.		
b) Reconciliation of contract price vis a vis revenue recognised in the statement of profit and loss is as follows:		
Contract Price		
(i) Sales of goods		
Tiles	2,26,154.98	2,28,282.53
Others	<u>39,643.02</u>	<u>33,812.65</u>
(ii) Sales of services	223.68	57.84
(iii) other operating revenue	675.50	874.68
Adjustments:		
Discount/rebate/ Sales incentives	<u>(9,755.05)</u>	<u>(9,579.63)</u>
Revenue recognised in statement of profit and loss	<u>2,56,942.13</u>	<u>2,53,448.07</u>
c) The above revenues have been recognised at point of time.		
d) Payment terms with customers generally ranges between 0 to 60 days from the completion of performance obligation. Considering the same, the Company elects to use practical expedient as given in IND AS 115 "Revenue from contracts with customers", hence there are no significant financing component in any transaction with the customers.		
e) Sale of the products and services within India Rs. 2,47,712.37 lakhs (Previous Year Rs. 2,43,020.17 lakhs) and outside India Rs. 8,330.58 lakhs (Previous Year Rs. 9,495.38 lakhs).		
f) For contract assets-Trade Receivables and balances Refer note no. 10.		
30 Other Income		
Interest Income	1,981.63	2,482.83
Dividend Income	0.01	0.01
Other non-operating revenue:		
Net Profit on Sale of Property, Plant and Equipment	159.09	112.49
Profit on Sale of Current Investments measured at FVTPL	-	216.69
Less:- Reversal of Fair Value of Current Investments measured at FVTPL	-	<u>165.01</u>
Net Gain on Fair Value of Current Investments measured at FVTPL	-	0.43
Net Gain on Foreign Currency Translations and Transactions	68.54	53.97
Miscellaneous Income	<u>261.63</u>	<u>110.66</u>
	<u>2,470.90</u>	<u>2,812.07</u>
31 Cost of Materials Consumed		
Raw Materials Consumed	20,109.83	22,119.21
Packing Materials Consumed	<u>4,043.40</u>	<u>4,092.13</u>
	<u>24,153.23</u>	<u>26,211.34</u>
32 Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		
Opening Stock		
Finished Goods	10,204.60	11,014.22
Stock-in-Trade	<u>4,209.37</u>	<u>5,749.90</u>
Total Finished Goods	<u>14,413.97</u>	<u>16,764.12</u>
Work-in-Progress	<u>781.87</u>	<u>714.00</u>
	<u>15,195.84</u>	<u>17,478.12</u>
Less: Closing Stock		
Finished Goods	9,749.39	10,204.60
Stock-in-Trade	<u>4,337.52</u>	<u>4,209.37</u>
Total Finished Goods	<u>14,086.91</u>	<u>14,413.97</u>
Work-in-Progress	<u>621.81</u>	<u>781.87</u>
	<u>14,708.72</u>	<u>15,195.84</u>
(Increase)/ Decrease in Stock	<u>487.12</u>	<u>2,282.28</u>



Somany Ceramics Limited
CIN :- L40200WB1968PLC224116

Notes to the Standalone Statement of Profit and Loss
(All amounts in rupees lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
33 Employee Benefits Expense		
Salary, Wages, Bonus etc.*	24,284.96	22,364.72
Contribution towards Provident Fund and Gratuity Fund (refer note no. 41)	1,090.96	1,065.71
Staff Welfare expenses	821.85	808.41
	<u>26,197.77</u>	<u>24,238.84</u>
* includes Rs 409.32 lakhs (Previous Year Rs. 428.28 lakhs) towards share based payments refer note no. 48.		
34 Finance Costs		
Interest	289.74	365.95
Interest expense on lease liabilities	425.03	363.40
Other Borrowing Costs	41.04	47.91
	<u>755.81</u>	<u>777.26</u>
35 Other Expenses		
Stores and Spare Parts Consumed	3,291.71	3,844.59
Power & Fuel	20,556.63	24,127.73
Repairs and Maintenance:		
Buildings	174.33	154.98
Plant & Machinery	482.97	507.77
Others	118.09	122.65
Rent	277.86	271.18
Rates & Taxes	77.18	82.47
Insurance	1,364.08	1,135.15
Travelling and Conveyance	2,953.03	2,866.88
Loss on Sale of Current Investments	1.94	-
Less:- Reversal of Fair Value of Current Investments measured at FVTPL	<u>1.94</u>	-
Freight Outward and Handling Charges	4,260.41	4,100.02
Advertisement and Sales Promotion	5,242.61	5,924.62
Commission to Agents	813.39	668.04
CSR Expenses (Refer note no. 57)	254.40	225.68
Provision for Credit Losses / doubtful advances	167.84	214.76
Bad Debts	122.65	125.11
Less: Provision for Credit Losses	<u>118.52</u>	<u>121.98</u>
Sundry Balances Written Off	0.01	0.09
Property, Plant and Equipment Discarded /Written off	78.20	114.40
Net Loss on Fair Value of Current Investments	65.87	-
Others*	4,424.57	3,607.68
	<u>44,607.31</u>	<u>47,971.82</u>
* For Payment to Statutory Auditor, Refer note no. 46.		
36 Earning per share (EPS)		
Profit for the year (a)	8,568.76	10,377.09
Weighted average numbers of equity shares for calculation of EPS		
Weighted average number of equity shares for basic EPS (b)	4,10,05,619	4,21,20,624
Effect of potential Ordinary shares on Employee Stock Options outstanding (c)	3,185	43,571
Weighted average number of Ordinary shares in computing diluted earnings per share d = [(b) + (c)]	4,10,08,804	4,21,64,195
EPS - Basic (Per share in Rs.) [(a)/(b)]	20.89	24.64
EPS - Diluted (Per share in Rs.) [(a)/(d)]	20.89	24.61



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
37 Contingent liabilities, contingent assets and commitments as identified by the Company		
A. Contingent liabilities (not provided for) in respect of:		
1. Claim and other demands against the Company not acknowledged as debts. #	407.73	397.74
2. Sales Tax demands against which the Company has preferred appeals.	27.77	27.77
3. Goods and Service Tax (excluding interest and penalty), Excise duty (excluding interest and penalty), service tax demands and show-cause notices issued against which the Company/Department has preferred appeals/filed replies.	2,147.40	338.64
4. Income tax demand disputed by the Company which excludes penalty, if any, as same can not be measured at this stage	65.50	60.02
5. a) Local Area Development Tax imposed by the State of Haryana disputed by the Company.	810.78	810.78
b) Entry Tax matter pending before Hon'ble High Court of Calcutta.	38.88	38.88
6. Demand from ESIC disputed by the Company.	15.41	15.41
# Company has some subjudice labour dispute matters impact of which cannot be ascertained at this stage. Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgments/ decisions pending with various forums/ authorities. However, the Company has reviewed all its pending litigation and proceeding and has adequately provided for where provision required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceeding to have a materially adverse effect on its financial position. The Company does not expects any payment in respect of the above contingent liabilities.		
B. Others		
In light of judgment of Honorable Supreme Court dated February 28, 2019 on the definition of "Basic Wages" under the Employees Provident Funds & Misc. Provisions Act, 1952 and based on Company's evaluation, there are significant uncertainties and numerous interpretative issues relating to the judgement and hence, it is unclear as to whether the clarified definition of Basic Wages would be applicable prospectively or retrospectively. The amount of the obligation therefore cannot be measured with sufficient reliability for past periods and hence has currently been considered to be a contingent liability.		
C. Commitments		
(i) Estimated amount of Contracts remaining to be executed on Capital Account not provided for (Net of Advances)	294.84	294.36
(ii) The Company, in terms of the Share Subscription cum Shareholders Agreements with subsidiary companies, may contribute funds (loan / equity) in the proportion of its shareholding for the purpose of meeting repayment obligation to banks, financial institutions or other lenders, any statutory liability, liabilities towards fuel suppliers or such other similar liabilities, fund requirement for expansion/ diversification, etc. The Company shall not withdraw the funds so infused, if any, till the money remain due to bank.		

38 Loans and Advances pursuant to Regulation 34(3) and 53(f) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

Particulars	Outstanding as at March 31, 2025	Maximum Amount Outstanding during the year ended March 31, 2025	Outstanding as at March 31, 2024	Maximum Amount Outstanding during the year ended March 31, 2024
Inter Corporate Deposits				
Sudha Somany Ceramics Pvt. Ltd.	1,004.00	2,024.00	2,024.00	3,249.50
Somany Sanitaryware Pvt. Ltd.	500.00	510.00	510.00	880.00
Vintage Tiles Pvt. Ltd.	500.00	500.00	250.00	250.00
Somany Piasterelle Pvt. Ltd.	-	1,200.00	1,200.00	13,100.00
Vicon Ceramic Pvt. Ltd.	70.00	164.50	164.50	164.50
Somany Bath Fittings Pvt. Ltd.	-	200.00	200.00	200.00
Amora Tiles Pvt. Ltd. (Refer note no.42)	-	390.00	390.00	390.00
Somany Max Pvt. Ltd.	2,900.00	2,900.00	750.00	2,051.00
Somany Fine Vitrifid Pvt. Ltd.	-	-	-	357.00
Creanza Tiles Pvt. Ltd. (Formerly known as Amora Ceramics Pvt. Ltd)	-	-	-	260.10
Security Deposit Given				
Sudha Somany Ceramics Pvt. Ltd.	105.00	105.00	105.00	105.00

39 Foreign exchange exposures outstanding at the year-end:

Particulars	Amount (Foreign Currency in lakhs)	Amount (Equivalent Rs. in lakhs)	Amount (Foreign Currency in lakhs)		Amount (Equivalent Rs. in lakhs)	
			March 31, 2025		March 31, 2024	
Open Exposures						
Receivables	USD	7.15	610.27	8.51	706.87	-
Receivables	EURO	0.01	0.11	-	-	-
Receivables	NPR	86.42	54.01	18.13	11.33	11.33
Payables	USD	0.06	4.75	0.43	35.52	35.52
Payables	CNY	0.10	1.13	0.06	0.73	0.73
Payables	EURO	0.11	10.08	0.03	3.07	3.07
Payables	NPR	5.72	3.57	5.66	3.54	3.54



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

40 Details of Investment made, Loan and Guarantee given covered under section 186(4) of the Companies Act, 2013

a) Loan given for business purposes

Name	Terms of repayments	For the year ended		Outstanding as at	
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Sudha Somany Ceramics Pvt. Ltd.	After one year	-	825.00	1,004.00	2,024.00
Vintage Tiles Pvt. Ltd.	After one year	500.00	-	500.00	250.00
Somany Sanitaryware Pvt. Ltd.	After one year	500.00	-	500.00	510.00
Vicon Ceramic Pvt. Ltd.	After one year	70.00	-	70.00	164.50
Somany Piasterelle Pvt. Ltd.	After one year	-	1,200.00	-	1,200.00
Somany Bath Fittings Pvt. Ltd.	After one year	-	-	-	200.00
Amora Tiles Pvt. Ltd. (Refer note no.42)	With in one year	-	135.00	-	135.00
Amora Tiles Pvt. Ltd. (Refer note no.42)	After one year	135.00	-	390.00	255.00
Somany Max Pvt. Ltd.	After one year	2,150.00	750.00	2,900.00	750.00

The above unsecured loans carries interest rate 11.00% (Previous Year 9.00% to 12.00%)

b) Details of investments made is given in Note No. 4 and 9.

c) Also refer Note No. 37(C) (ii).

41 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Contribution to Provident Funds	855.24	787.04

Above amounts have been included in Contributions to Provident and Gratuity Fund (Refer note no. 33) of the Statement of Profit and Loss.

(ii) Defined Benefit Plan:

The Company made provision for gratuity as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. Gratuity liability is being contributed to the gratuity fund formed by the company.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, was measured using the Projected Unit Credit Method.

A. Movement in net defined benefit (asset)/liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/liability and its components:

Particulars	March 31, 2025			March 31, 2024		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Opening Balance	2,752.55	2,506.65	245.90	2,442.33	2,124.80	317.53
Included in profit & loss						
Current service cost	217.95	-	217.95	209.75	-	209.75
Interest cost / (income)	199.01	(181.24)	17.77	180.24	(156.81)	23.43
Other Adjustment						
Past Service Cost including curtailment	-	-	-	45.48	-	45.48
Gains/(Losses)	416.96	(181.24)	235.72	435.47	(156.81)	278.66
Included in OCI						
Remeasurements loss / (gain)						
Actuarial loss / (gain) arising from:						
- demographic assumptions	-	-	-	-	-	-
- financial assumptions	68.69	-	68.69	31.50	-	31.50
- experience adjustment	60.88	-	60.88	83.25	-	83.25
- on plan assets	-	(32.99)	(32.99)	-	(125.04)	(125.04)
	129.57	(32.99)	96.58	114.75	(125.04)	(10.29)
Other						
Contributions paid by the employer	-	394.00	(394.00)	-	100.00	(100.00)
Benefits paid	(229.38)	(229.38)	-	(240.00)	-	(240.00)
	(229.38)	164.62	(394.00)	(240.00)	100.00	(340.00)
Closing Balance	3,069.70	2,885.50	184.20	2,752.55	2,506.65	245.90



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

B. Plan assets	March 31, 2025	March 31, 2024
Particulars		
Fund managed by insurer	100%	100%
	100%	100%

Above amounts have been included in Contributions to Provident and Gratuity Fund (note no. 33) of the Statement of Profit and Loss and Other Comprehensive income.

In the absence of detailed information regarding plan assets which is funded with Insurance Company, the composition of each major category of plan assets, the percentage or amount for each category to the fair value of plan assets has not been disclosed.

C. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Economic Assumptions	March 31, 2025	March 31, 2024
Discount rate	6.93%	7.23%
Expected rate of future salary increase	5.00%	5.00%

Demographic Assumption

Attrition rates are the company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company, business plan, HR Policy etc as provided in the relevant accounting standard. Attrition rates as given below have been received as input from the company.

Mortality	March 31, 2025	March 31, 2024
	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
	58	58
Retirement Age (Years)	58	58
Attrition at Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
Up to 30 Years	3	3
From 31 to 44 years	2	2
Above 44 years	1	1

Assumptions regarding future mortality have been based on published statistics and mortality tables.

The company expects to contribute Rs. 286.03 lakhs (Previous Year Rs. 259.58 lakhs) in plan assets in the next year.

D. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(114.09)	121.76	(103.54)	110.48
Expected rate of future salary increase (0.5% movement)	114.71	(108.73)	105.12	(99.65)

Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

E. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

- Salary Increases- Higher than expected increase in salary will increase the defined benefit obligation.
- Investment Risk – Assets / liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability / Assets.
- Discount Rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

F. Maturity Profile of Defined Benefit Obligation

Particulars	March 31, 2025	March 31, 2024
Within 1 year	273.65	266.63
From 1 year to 2 Year	123.05	119.04
From 2 year to 3 Year	156.95	119.58
From 3 year to 4 Year	141.54	137.46
From 4 year to 5 Year	647.91	119.34
From 5 year to 6 Year	168.59	585.28
6 Year onwards	1558.01	1405.22
Total	3069.70	2752.55



42 Related parties disclosures in accordance with Ind AS 24 "Related party disclosures"**A. Related parties and their relationships as per Ind AS 24****i Key Managerial Personnel (KMP) and their relatives**

Name	Relationship
Mr. Shreekant Somany	Chairman & Managing Director (CMD)
Mr. Abhishek Somany	Managing Director & CEO
Mr. Amit Sahai [^]	CEO - Tile Business w.e.f May 23, 2023
Mr. Sailesh Raj Kedawat [^]	Chief Financial Officer (CFO)
Mr. Ambrish Julka [^]	Sr. GM (Legal) & Company Secretary
Mrs. Anjana Somany	Wife of Mr. Shreekant Somany
Mrs. Minal Somany	Wife of Mr. Abhishek Somany
Mr. Shrivatsa Somany	Son of Mr. Shreekant Somany
Mr. Ameya Somany	Son of Mr. Abhishek Somany
Mr. G.G. Trivedi #	Non- Executive Director
Mr. Siddharath Bindra*	Non - Executive Director (till May 25, 2024)
Mr. Ravinder Nath*	Non - Executive Director (till August 12, 2024)
Mr. Salil Singhal*	Non - Executive Director (till August 12, 2024)
Mr. Rameshwar Singh Thakur*	Non - Executive Director
Mrs. Rumjhum Chatterjee*	Non - Executive Director
Mr. Vineet Agarwal*	Non - Executive Director
Mr. Mani Rastogi*	Non - Executive Director (w.e.f. May 15, 2024)
Mr. Zuber Ahmed*	Non - Executive Director (w.e.f. October 01, 2024)

[^] KMP under the Companies Act, 2013

Non Independent Directors

* Independent Directors

ii Subsidiary Company

SR Continental Ltd.
 Somany Bathware Ltd.
 Amora Tiles Pvt. Ltd. (ceases to be subsidiary w.e.f. December 1, 2024) (Refer note no. 47)
 Somany Fine Vitrified Pvt. Ltd. (ceases to be subsidiary w.e.f. July 1, 2023)
 Somany Sanitaryware Pvt. Ltd.
 Somany Excel Vitrified Pvt. Ltd.
 Vintage Tiles Pvt. Ltd.
 Somany Plastrelle Pvt. Ltd.
 Vicon Ceramic Pvt. Ltd.
 Acer Granito Pvt. Ltd. (ceases to be subsidiary w.e.f. December 1, 2024) (Refer note no. 47)
 Sudha Somany Ceramics Pvt. Ltd.
 Somany Bath Fittings Pvt. Ltd.
 Somany Max Pvt. Ltd.
 SRCL Buildwell Pvt. Ltd. (subsidiary of SR Continental Ltd.)

iii. Associate Company

Clean Max Ananta Pvt. Ltd. (w.e.f March 7, 2024) (In the current year ceases to be associate under IND-AS, refer note no. 4)

iv. Enterprise over which Company exercise significant influence and with whom transactions have taken place during the year:

H. L. Somany Foundation

v. Employees Trusts

Somany Employees Gratuity Fund (Formerly known as SPL Employees Gratuity Fund)

vi. Other related parties with which Company has transactions:

Name	Relationship
Trans India Ceramics Pvt. Ltd.	Private company in which a director is director
Vidres India Ceramics Pvt. Ltd.	Private company in which a director is director
Transport Corporation of India Ltd.	Public company in which a director is director and holds more than 2% shares alongwith relatives
TCI Express Ltd.	Public company in which a director is director and holds more than 2% shares alongwith relatives
TCI-Concor Multimodal Solutions Pvt. Ltd.	Private company in which a director is director

B. Transactions with the above in the ordinary course of business

	For the year ended	
	March 31, 2025	March 31, 2024
a) Payments to Key Managerial Personnel and their relatives		
Mr. Shreekant Somany		
- Remuneration	296.17	300.19
- Commission	221.91	410.30
Outstanding at the year-end:		
- Remuneration Payable	10.67	-
- Commission Payable	221.91	410.30
Mr. Abhishek Somany		
- Remuneration	513.64	504.24
- Commission	4.44	206.25
- Rent Paid	-	1.94
Outstanding at the year-end:		
- Remuneration Payable	17.15	-
- Commission Payable	4.44	206.25



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

Mrs. Anjana Somany		
- Remuneration	32.33	29.28
- Rent Paid	4.05	3.92
Outstanding at the year-end:		
- Remuneration Payable	1.12	-
Mrs. Minal Somany		
- Remuneration	45.45	42.27
- Rent Paid	5.89	7.66
Outstanding at the year-end:		
- Remuneration Payable	2.65	-
Mr. Shrivatsa Somany		
- Remuneration	58.07	39.46
Outstanding at the year-end:		
- Remuneration Payable	1.46	-
Mr. Ameya Somany		
- Remuneration	8.19	10.66
Outstanding at the year-end:		
- Remuneration Payable	2.00	-
Mr. Amit Sahai		
- Remuneration	282.83	270.24
Outstanding at the year-end:		
- Remuneration Payable	4.93	-
Mr. Salleh Raj Kedawat		
- Remuneration	139.28	120.45
Outstanding at the year-end:		
- Remuneration Payable	3.06	-
Mr. Ambrish Julka		
- Remuneration	43.81	38.47
- Sale of goods	0.35	-
Outstanding at the year-end:		
- Remuneration Payable	1.47	-
b) Non- Executive/Independent Directors		
Mr. G.G. Trivedi		
- Commission	3.00	3.00
- Sitting Fees	1.55	1.35
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Siddharath Bindra		
- Commission	3.00	3.00
- Sitting Fees	0.30	0.65
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Ravindra Nath		
- Commission	3.00	3.00
- Sitting Fees	0.25	0.55
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Salil Singhal		
- Commission	3.00	3.00
- Sitting Fees	0.65	0.65
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Rameshwar Singh Thakur		
- Commission	3.00	3.00
- Sitting Fees	1.70	1.45
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mrs. Rumjhum Chatterjee		
- Commission	3.00	3.00
- Sitting Fees	0.80	0.75
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Vineet Agarwal		
- Commission	3.00	3.00
- Sitting Fees	0.80	0.85
Outstanding at the year-end:		
- Commission Payable	3.00	3.00
Mr. Manit Rastogi		
- Commission	3.00	-
- Sitting Fees	0.40	-
Outstanding at the year-end:		
- Commission Payable	3.00	-



Somany Ceramics Limited
CIN :- 140200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025
(All amounts are in rupees lakhs, unless otherwise stated)

Mr. Zuber Ahmed		
- Commission	3.00	-
- Sitting Fees	0.45	-
Outstanding at the year-end:		
- Commission Payable	3.00	-
Summary of payment made to KMP#		
Short term employee benefits(Remuneration/Commission and Sitting fees)*	1,535.98	1,877.39
Other Payments-Rent	-	1.94
* excludes provision in respect of gratuity, compensated absences etc. as the same is determined on an actuarial basis for company as whole.		
# The Company has granted 10,663 (previous year - 29,940) options to KMPs out of which Nil (previous year - Nil) options has been lapsed during the year, value of which shall be disclosed at the time of exercise of options.		
c) With Subsidiary Companies are as under		
SR Continental Ltd.		
- Rent paid	0.24	0.24
- Services rendered	1.20	0.75
- Payment made on their behalf	1.05	0.72
Outstanding at the year end:		
- Trade Receivable	0.03	0.23
- Trade payable	-	0.03
- Trade Advance	0.03	-
Somany Bathware Ltd.		
- Services rendered	0.60	0.60
- Rent received	0.11	-
Amora Tiles Pvt. Ltd.		
- Purchase of goods	4,659.80	8,257.63
- Interest received	28.68	29.88
- ICD given	-	135.00
Outstanding at the year end:		
- Trade payable	-	273.92
- ICD receivable	-	390.00
Somany Sanitaryware Pvt. Ltd.		
- Purchase of goods	4,606.75	4,848.76
- Sales of goods	115.20	187.11
- Interest received	55.71	79.82
- Payment made on their behalf	3.36	4.05
- ICD given	500.00	-
- ICD received back	510.00	370.00
Outstanding at the year-end:		
- Trade Receivable	55.46	41.33
- Trade payable	669.56	542.54
- ICD receivable	500.00	510.00
Somany Fine Vitrified Pvt. Ltd.		
- Purchase of goods	-	165.20
- Interest received	-	9.76
Somany Excel Vitrified Pvt. Ltd.		
- Services rendered	6.00	0.75
- Rent received	0.11	-
Vintage Tiles Pvt. Ltd.		
- Purchase of goods	12,270.80	14,757.20
- Interest received	36.99	27.50
- ICD received back	250.00	-
- ICD given	500.00	-
Outstanding at the year-end:		
- Trade payable	1,101.21	1,125.91
- ICD receivable	500.00	250.00
Vicon Ceramic Pvt. Ltd.		
- Purchase of goods	4,176.44	4,941.34
- Interest received	13.64	18.10
- ICD given	70.00	-
- ICD received back	164.50	-
Outstanding at the year-end:		
- Trade payable	222.13	381.11
- ICD receivable	70.00	164.50
- Interest receivable	-	4.05
Acer Granito Pvt. Ltd.		
- Purchase of goods	4,102.44	6,495.24
Outstanding at the year-end:		
- Trade payable	-	528.55
Sudha Somany Ceramics Pvt. Ltd.		
- Purchase of goods	22,775.08	21,589.21
- Rent Paid	6.00	6.00
- Interest received	232.65	304.72



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

- Dividend on preference shares	1.84	-
- ICD given	-	825.00
- ICD received back	1,020.00	1,225.50
- Investment in Preference shares	1,020.00	-
- Investment in equity shares	390.00	1,200.00
Outstanding at the year-end:		
- Trade Payable	1,219.23	692.63
- Interest receivable	109.79	174.96
- Dividend accrued on preference shares	1.84	-
- Security deposit receivable	105.00	105.00
- ICD receivable	1,004.00	2,024.00
Somany Bath Fittings Pvt. Ltd.		
- Purchase of goods	5,045.00	4,058.49
- Sale of goods	21.28	11.51
- Sale of Property, Plant and Equipment	-	0.31
- Rent Paid	-	0.19
- Interest received	14.32	22.06
- Payment made on their behalf	1.88	4.54
- ICD received back	200.00	-
Outstanding at the year-end:		
- Trade payable	232.32	368.02
- ICD receivable	-	200.00
Somany Piastrelle Pvt. Ltd.		
- Purchase of goods	10,555.56	12,317.24
- Sale of goods	-	0.10
- Royalty received	144.45	37.85
- Interest received	22.48	539.72
- Dividend on preference shares	787.50	533.61
- Payment made on their behalf	1.49	5.83
- Investment in equity shares	-	4,035.00
- Investment in Preference shares	-	7,500.00
- ICD given	-	1,200.00
- ICD received back	1,200.00	11,900.00
Outstanding at the year-end:		
- Trade Receivable	75.57	32.96
- Trade payable	822.06	426.73
- Dividend accrued on preference shares	1,321.11	533.61
- Interest Receivable	-	104.56
- ICD receivable	-	1,200.00
Somany Max Pvt. Ltd.		
- Investment in equity shares	-	2,000.00
- Investment in Preference shares	-	2,800.00
- Purchase of goods	9,051.47	1,840.72
- Sale of goods	-	0.20
- Royalty received	42.03	5.54
- Rent Received	0.12	0.12
- Interest received	199.85	68.89
- Dividend on Preference Shares	308.00	252.46
- ICD given	2,150.00	750.00
- ICD received back	-	2,051.00
Outstanding at the year-end:		
- Trade Receivable	17.21	-
- Interest Receivable	-	25.29



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

- Dividend accrued on preference shares	560.46	252.46
- ICD receivable	2,900.00	750.00
- Trade Payable	729.01	565.79
d) With Associate Company are as under		
Clean Max Ananta Pvt. Ltd.		
- Investment in equity shares	-	0.49
e) With Employees Trusts are as under:-		
Somany Employees Gratuity Fund(Formerly known as SPL Employees Gratuity Fund)		
- Contribution made	394.00	340.00
f) With Other Related Parties are as under:-		
H. L. Somany Foundation		
- Contribution towards CSR Activities	254.40	225.68
Trans India Ceramics Pvt. Ltd.		
- Purchase of goods	164.28	160.55
- Services received	22.36	16.98
Outstanding at the year-end:		
- Trade payable	35.19	73.99
Vidres India Ceramics Pvt. Ltd.		
- Purchase of goods	2,454.44	3,114.52
- Sale of Goods	10.33	0.03
- Payment made on their behalf	0.65	-
Outstanding at the year-end:		
- Trade payable	57.24	54.97
Transport Corporation of India Ltd.		
- Services received	68.40	66.04
Outstanding at the year-end:		
- Trade payables	7.30	4.70
TCI Express Ltd.		
- Services received	20.02	32.97
Outstanding at the year-end:		
- Trade payables	8.49	7.80
TCI-Concor Multimodal Solutions Pvt. Ltd.		
- Services received	2.65	4.58
Outstanding at the year-end:		
- Trade payables	1.45	1.36

Also refer Note No. 37(C) (ii).

Terms and conditions of transactions with related parties:

Outstanding balances other than loan (ICD) at the year-end are unsecured, Interest Free and settlement occurs in cash. For Terms and conditions of Loan given Refer note no.40.

43 Analytical Ratios

S. No.	Particular	Numerator (A)	Denominator (B)	March 31, 2025	March 31, 2024	% of variance	Reason for Variances*
1	Current Ratio	Current Assets	Current Liabilities	1.09	1.01	7.86%	-
2	Debt-Equity Ratio	Total Debt	Net worth	0.02	0.02	(11.81)%	-
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt service	6.85	5.27	29.97%	Due to reduction in debts and increase in earnings.
4	Return on Equity Ratio	Net Profits after taxes	Average Net worth	11.25%	13.78%	(18.37)%	-
5	Inventory turnover ratio	Sales	Closing Inventory (Finished Goods and Stock in Trade)	18.18	17.52	3.75%	-
6	Trade Receivables turnover ratio	Sales	Closing Trade Receivables	7.19	8.13	(11.61)%	-
7	Trade payables turnover ratio	Credit Purchases	Closing Trade Payable	7.15	9.03	(20.83)%	-
8	Net capital turnover ratio	Sales	Working capital	(229.36)	(51.18)	348.16%	Due to decrease in working capital.
9	Net profit ratio	Net profit	Sales	3.35%	4.11%	(18.56)%	-
10	Return on Capital employed	Earning before exceptional items, interest and taxes	Average Capital Employed	13.82%	17.27%	(19.99)%	-
11	Return on investment	Income Received on Loans, FDRs, current investments and investment in Preference shares	Average of Loans, FDRs current investments and investment in Preference shares		9.17%	27.13%	Due to increase in proportionate return on investment in Preference shares.

*Given where the variance is more than 25%.

Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year

*represents investment value in a unlisted company which is yet to commence its operations.

C. Financial assets and liabilities measured at amortised cost

Particulars	Level	As at March 31, 2025		As at March 31, 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets					
Investments					
Non Current	3	13,203.41	13,203.41	11,086.07	11,086.07
Loans					
Non Current	3	5,345.68	5,345.68	5,353.50	5,353.50
Current	3	-	-	135.00	135.00
Trade receivables - current	3	35,628.06	35,628.06	31,056.42	31,056.42
Cash and cash equivalents	3	5,536.35	5,536.35	5,062.75	5,062.75
Bank balances other than above	3	28.11	28.11	32.65	32.65
Others					
Non Current	3	1,388.84	1,308.19	1,231.89	1,117.39
Current	3	621.95	621.95	678.23	678.23
		61,752.40	61,671.75	54,636.51	54,522.01
Financial liabilities					
Borrowings					
Non current	3	915.25	915.25	403.45	403.45
Current	3	452.36	452.36	997.94	997.94
Lease Liability					
Non current	3	4,807.87	4,807.87	3,412.71	3,412.71
Current	3	1,025.30	1,025.30	828.28	828.28
Other Financial Liability					
Non current	3	3,434.66	3,434.66	3,185.94	3,185.94
Current	3	23,823.74	23,823.74	30,322.57	30,322.57
Trade payables - current	3	27,425.38	27,425.38	20,978.39	20,978.39
		61,884.56	61,884.56	60,129.28	60,129.28

The fair value of current financial assets and liabilities carried at amortised cost is considered equal to the carrying amounts of these items due to their short-term nature. The fair value of items that are Non-current in nature, has been determined using discounted cash flow basis.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to control risks through defined framework.

The Company's risk management policy is established to identify and analyse the risks faced by the Company, to set appropriate controls. Risk management policy is reviewed by the board annually to reflect changes in market conditions and the Company's activities.

The Company's Audit Committee oversees compliance with the Company's risk management policy, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Financial loss to the Company, arising, if a customer or counterparty to a financial instrument fails to meet its contractual obligations principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk closely both in domestic and export market.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Sales credit limit are set up for each customer and reviewed periodically. The credit risk from loans to other corporate is managed in accordance with the Company's fund management policy that includes parameters of safety, liquidity and post tax returns. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank reference checks are also done.



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

The Company creates allowances for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

Particulars	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
As at March 31, 2025							
Gross Carrying amount	27,199.61	8,250.74	181.97	120.06	54.68	2,139.96	37,947.02
Specific Provision	-	(1.74)	(27.12)	(24.42)	(22.50)	(2,030.11)	(2,105.89)
Expected credit losses	(163.04)	(49.23)	(0.62)	(0.13)	(0.05)	-	(213.07)
Expected loss rate	0.60%	0.60%	0.34%	0.11%	0.09%	0.00%	0.56%
Carrying amount	27,036.57	8,199.77	154.23	95.51	32.13	109.85	35,628.06

Particulars	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
As at March 31, 2024							
Gross Carrying amount	24,186.06	6,487.24	170.56	68.34	29.89	2,444.67	33,386.76
Specific Provision	-	(0.06)	(13.72)	(41.84)	(18.53)	(2,210.59)	(2,284.74)
Expected credit losses	(25.12)	(6.74)	(8.11)	(4.13)	(1.50)	-	(45.60)
Expected loss rate	0.10%	0.10%	4.75%	6.04%	5.02%	0.00%	0.14%
Carrying amount	24,160.94	6,480.44	148.73	22.37	9.86	234.08	31,056.42

Reconciliation of loss allowance provision – Trade receivables

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Opening balance	2,330.34	2,252.32
Changes in loss allowance	(11.38)	78.02
Closing balance	2,318.96	2,330.34

Investments and Cash Deposits

Credit risk from balances with banks is managed by the Company's finance department.

Company invests in Bonds, Debentures, Liquid Mutual Funds, Equity instruments etc., in accordance with the Company's Investment Policy that includes parameters of safety, liquidity and post tax returns. Company avoids the concentration of credit risk by spreading them over several counterparties with good credit rating profile and sound financial position as well as held to maturity policy. The Company's exposure and credit ratings of its counterparties are monitored on an ongoing basis. Based on historical experience and credit profiles of counterparties, the Company does not expect any significant risk of default other than as disclosed.

iii. Liquidity risk

Liquidity risk is the risk that the Company may face difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to manage liquidity is to ensure, as far as possible, sufficient liquidity to meet its obligations, under both normal and stressed conditions.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows.

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

Particulars	Carrying Amount March 31, 2025	On demand	Contractual cash flows		
			Less than 1 Year	1-5 years	More than 5 years
Financial liabilities					
Non Current borrowings*	1,367.61	-	452.36	915.25	-
Lease Liability	5,833.17	-	1,495.39	4,658.52	1,304.62
Other non-current financial liabilities	3,434.66	-	-	-	3,434.66
Trade payables	27,425.38	-	27,425.38	-	-
Other current financial liabilities	23,823.74	-	23,823.74	-	-
Total financial liabilities	61,884.56	-	53,196.87	5,573.77	4,739.28



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	Carrying Amount March 31, 2024	On demand	Contractual cash flows		
			Less than 1 Year	1-5 years	More than 5 years
Financial liabilities					
Non Current borrowings*	1,401.39	-	997.94	403.45	-
Lease Liability	4,240.99	-	1,165.13	3,354.85	833.55
Other non-current financial liabilities	3,185.94	-	-	-	3,185.94
Trade payables	20,978.39	-	20,978.39	-	-
Other current financial liabilities	30,322.57	-	30,322.57	-	-
Total financial liabilities	60,129.28	-	53,464.03	3,758.30	4,019.49

* Including current maturity of non current borrowings

iv. Market risk

Risk on account of changes in foreign exchange rates, interest rates etc. that may affect the Company's income or the value of its holdings of financial instruments. The objective of market risk is to optimize the return by managing and controlling the market risk exposures within acceptable parameters.

v. Currency risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in CNY, EURO & NPR. The risk is measured through a forecast of highly probable foreign currency cash flows. The Company has no significant currency exposure.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows (Foreign currency in lakhs).

	As at March 31, 2025				As at March 31, 2024			
	USD	CNY	EUR	NPR	USD	CNY	EUR	NPR
Receivables (A)	7.15	-	0.01	86.42	8.51	-	-	18.13
Payables (B)	0.06	0.10	0.11	5.72	0.43	0.06	0.03	5.66
Net statement of financial position exposure (B-A)	(7.09)	0.10	0.10	(80.70)	(8.08)	0.06	0.03	(12.47)

The following significant exchange rates have been applied

	Average Rates		Year end spot rates	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
USD 1	84.25	82.44	85.41	83.09
CNY 1	11.71	11.79	11.77	11.64
EUR 1	91.93	90.58	93.06	90.80
NPR 1	0.63	0.63	0.63	0.63

Sensitivity analysis

Every percentage point depreciation / appreciation in the exchange rate for the closing balances between the Indian Rupee and respective currencies would affect the Company's incremental profit before tax and equity, net of tax as per below :

	(Profit) or loss before Tax		Equity, net of tax	
	Strength- ening	Weakening	Strength- ening	Weakening
March 31, 2025				
USD (10% movement)	60.56	(60.55)	45.32	(45.32)
CNY (10% movement)	(0.12)	0.12	(0.09)	0.09
EUR (10% movement)	(0.93)	0.93	(0.70)	0.70
NPR (10% movement)	(5.04)	5.04	(3.77)	3.77
March 31, 2024				
USD (10% movement)	67.14	(67.14)	50.24	(50.24)
CNY (10% movement)	(0.07)	0.07	(0.05)	0.05
EUR (10% movement)	(0.27)	0.27	(0.20)	0.20
NPR (10% movement)	(0.78)	0.78	(0.58)	0.58

Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During March 31, 2025 and March 31, 2024, the Company's borrowings at variable rate were denominated mainly in Indian Rupees.

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any derivative instruments to hedge the interest rate risk.



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

	Nominal Amount	
	March 31, 2025	March 31, 2024
Fixed-rate instruments		
Borrowings	184.06	281.49
Variable-rate instruments		
Borrowings	1,183.55	1,119.90

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or (loss)		Equity, net of tax	
	50 bp increase	50 bp decrease	50 bp increase	50 bp decrease
March 31, 2025				
Variable-rate instruments				
Borrowings	(5.92)	5.92	(4.43)	4.43
Cash flow sensitivity	(5.92)	5.92	(4.43)	4.43
March 31, 2024				
Variable-rate instruments				
Borrowings	(5.60)	5.60	(4.19)	4.19
Cash flow sensitivity	(5.60)	5.60	(4.19)	4.19

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

45 Capital-Work-in Progress (CWIP) Ageing Schedule as on March 31, 2025

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,456.88	-	-	-	1,456.88
Total	1,456.88	-	-	-	1,456.88

Capital-Work-in Progress (CWIP) Ageing Schedule as on March 31, 2024

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	804.09	-	-	-	804.09
Total	804.09	-	-	-	804.09

There were no temporarily suspended projects and/or no time overrun and/or cost overrun for the projects under capital works in progress as on March 31, 2025 and March 31, 2024.

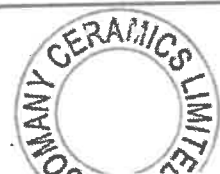
46 Payment to Auditors

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Statutory audit fee	20.00	20.00
Tax audit fee	2.50	-
Limited Review and Certification fee	6.25	6.25
Reimbursement of expenses	2.23	1.29
Total	30.98	27.54

47 Exceptional items

i. The Company has divested its investment in one of its subsidiary "Acer Granito Private Limited", w.e.f December 1, 2024 through an agreement, dated on February 4, 2025, with the existing shareholders of the subsidiary resulting gain on divestment of Rs. 544.30 lakhs, during the year ended March 31, 2025.

ii. The Company has divested its investment in one of its subsidiary "Amora Tiles Private Limited", w.e.f December 1, 2024 through an agreement, dated on February 4, 2025, with the existing shareholders of the subsidiary resulting gain on divestment of Rs. 397.80 lakhs, during the year ended March 31, 2025.



iii. The Company, in the earlier years, had impaired its investment of Rs. 1,844.73 Lakhs in NCDs, issued by SREI Equipment Finance Limited. In the previous year, Hon'ble NCLT Kolkata approved resolution plan under Insolvency & Bankruptcy Code, 2016. In terms of the Approved Resolution Plan, the implementation notice was issued by National Asset Reconstruction Company Limited ("NARCL") and Implementation and Monitoring Committee ("IMC") authorized the administrator for commencement of the distribution against claims with the record date set as at October 06, 2023. Accordingly, the Company has recognised Gain of Rs. 456.45 Lakhs as exceptional item on account recovery of Rs. 129.31 lakhs in cash and allotment of Security Receipts (SRs)/ Optionally Convertible Debentures (OCDs), to trustees on behalf of the Company, for the value of Rs. 461.13 Lakhs (recognised at an estimated fair value of Rs. 327.14 Lakhs) in terms of the Approved Resolution Plan. Pending ascertainment of the issue terms and conditions of the SRs/OCDs the same has been disclosed under the head "Other Financial Assets".

iv. The Company has divested its investment in one of its subsidiary "Somany Fine Vitrified Private Limited", w.e.f July 1, 2023 through an agreement, dated on August 26, 2023, with the existing shareholders of the subsidiary resulting loss on divestment of Rs. 336.60 lakhs, during the year ended March 31, 2024.

48 Share Based Payments

a). Scheme Details

Nomination and Remuneration Committee (NRC) and Board of Directors at its respective meetings held on December 10, 2021 and May 23, 2023, approved an issue of stock options aggregating 4,23,794 and 12,74,226 equity shares of the face value of Rs. 2 each, up to a maximum of 1% and 3% of the then issued equity capital of the Company respectively. The shareholders of the Company vide their special resolutions passed through postal ballot on April 7, 2022 and passed at its 55th Annual General Meeting (AGM) held on 25th August, 2023 approved the issue of equity shares of the Company under Somany Ceramics Employee Stock Option Plan 2021 (ESOP 2021) and Somany Ceramics Employee Stock Option Plan 2023 (ESOP 2023) respectively. Details of options granted by NRC under the said scheme are as follows:

Particulars	ESOP 2021		ESOP 2023					
	Grant-1	Grant-2	Grant-1	Grant-2	Grant-3	Grant-4	Grant-5	Grant-6
No. of Options Granted	3,50,102	1,01,107	93,411	33,165	10,000	3,201	52,454	50,966
Grant Date	April 29, 2022	Feb 07, 2023	Nov 8, 2023	Nov 8, 2023	Nov 8, 2023	May 29, 2024	Feb 06, 2025	Feb 06, 2025

Vesting Schedule : The vesting period for conversion of Options for ESOP 2021 Grant 1, Grant 2 and ESOP 2023 Grant 1, Grant 5:

- On completion of 24 months from the date of grant of the Options: 25% vests
- On completion of 36 months from the date of grant of the Options: 25% vests
- On completion of 48 months from the date of grant of the Options: 25% vests
- On completion of 60 months from the date of grant of the Options: 25% vests

The vesting period for conversion of Options for ESOP 2023 Grant 2 and Grant 6:

- On completion of 12 months from the date of grant of the Options: 25% vests
- On completion of 24 months from the date of grant of the Options: 25% vests
- On completion of 36 months from the date of grant of the Options: 25% vests
- On completion of 48 months from the date of grant of the Options: 25% vests

The vesting period for conversion of Options for ESOP 2023 Grant 3 and Grant 4:

- On completion of 12 months from the date of grant of the Options: 100% vests

Maximum term of Exercise period : 7 years from the date of vesting

Method of settlement : Equity

General terms and conditions of Plan :

Each Option entitles the holder thereof to apply for and be allotted 1 Ordinary Share of the Company of Rs. 2.00 each upon payment of the exercise price during the exercise period. The exercise period commences from the date of vesting of the Options and expires at the end of seven years from the date of vesting in respect of Options granted under the plan.

b). Compensation expenses arising on account of share based payment

Particulars	March 31, 2025	March 31, 2024
Expenses arising from equity settled share-based payment transactions	409.32	428.28

c). Fair Value on the grant date

The fair value at grant date is determined using "Black Scholes Model" which takes into account the exercise price, term of the option, share price at grant date, expected price volatility of the underlying shares, expected dividend yield and the risk free interest rate for the term of the option. Details for which are as under:

Particulars	ESOP 2021		ESOP 2023					
	Grant 1	Grant 2	Grant 1	Grant 2	Grant 3	Grant 4	Grant 5	Grant 6
Grant Date	Apr 29, 2022	Feb 07, 2023	Nov 8, 2023	Nov 8, 2023	Nov 8, 2023	May 29, 2024	Feb 06, 2025	Feb 06, 2025
Exercise price	647.85	536.05	647.85	493.46	493.46	2	514.95	493.46
Weighted Average Fair value	329.74	270.33	350.98	381.85	357.33	708.99	268.35	256.25
Risk-free interest rate	6.73%-7.15%	7.19%-7.25%	7.20%-7.23%	7.20%-7.23%	7.20%	6.93%	6.53%-6.63%	6.51%-6.59%
Expected life	5.5-8.5 years	5.5-8.5 years	5.5-8.5 years	4.5-7.5 years	4.5-7.5 years	4.5 years	5.5-8.5 years	4.5-7.5 years
Expected volatility	41.01%-43.24%	39.36%-40.92%	41.03%-46.37%	41.55%-47.97%	41.55%-47.97%	44.13%	42.87%	42.87%
Expected dividends	0.88%	0.85%	0.65%	0.65%	0.65%	0.65%	0.63%	0.63%
The price of the underlying shares in	647.85	536.05	657.95	657.95	657.95	731.65	514.95	514.95

Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

Methodology for determination of expected volatility : The volatility used in the Black Scholes Option Pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the Options.

Expected life : The expected option life is assumed to be average between the option vesting and expiry (total time period available with an employee to exercise an option). Since there are multiple vesting and expiry period of each tranche, consequently the expected life will be different for each vesting schedule.

d). Movement in share options during the year (in Numbers):

Particulars	ESOP 2021		ESOP 2023					
	Grant 1	Grant 2	Grant 1	Grant 2	Grant 3	Grant 4	Grant 5	Grant 6
Balance at the beginning of the year	2,98,967	86,104	90,572	33,165	10,000	-	-	-
Granted during the year	-	-	-	-	-	3,201	52,454	50,966
Exercised during the year	4,083	-	-	1,902	-	-	-	-
Forfeited/lapsed during the year	45,237	-	-	4,868	-	-	-	-
Expired during the year	-	-	-	-	-	-	-	-
Balance at the end of the year	2,49,647	86,104	90,572	26,395	10,000	3,201	52,454	50,966

49 Dividend

During the year, the Company has paid dividend of Rs 3/- per equity share aggregating Rs. 1,230.11 Lakhs towards final dividend for the year ended March 31, 2024. Further, the Board of directors has recommended dividend of Rs. 3/- per equity share aggregating Rs. 1230.29 Lakhs in their meeting held on May 7, 2025 for the financial year ended March 31, 2025 and same is subject to approval of shareholders at the ensuing Annual General Meeting.

50 Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one broad business segment viz. "Ceramic Tiles and Allied products" and substantially sale of the products and Non-current assets are within the country. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

51 Based on the information available, as identified by the management there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

Particulars	March 31, 2025	March 31, 2024
Principal amount remaining unpaid to any supplier as on	4,698.09	4,692.10
Interest due on the principal remaining unpaid to any supplier as on	-	-
Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	0.01	-
the amount of interest accrued and remaining unpaid during the accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

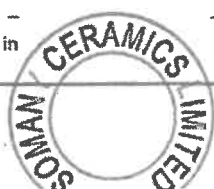
52 (A) - Trade Receivables ageing

Trade Receivables ageing schedule for the period ended March 31, 2025

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	27,199.61	8,213.21	102.95	22.43	8.72	-	35,546.92
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	37.53	79.02	97.63	45.96	-	260.14
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	2,139.96	2,139.96
	27,199.61	8,250.74	181.97	120.06	54.68	2,139.96	37,947.02

Trade Receivables ageing schedule for the period ended March 31, 2024

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	24,186.06	6,487.15	152.26	12.52	7.73	-	30,845.72
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	0.03	18.30	55.34	14.15	938.54	1,026.76



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

(iii) Disputed Trade Receivables – credit impaired	-	0.06	-	0.08	8.01	1,506.13	1,514.28
	24,186.06	6,487.24	170.56	68.34	29.89	2,444.67	33,386.76

(B) - Trade Payables ageing

Trade Payables ageing schedule for the period ended March 31, 2025

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME*	-	4,676.75	-	-	-	-	4,676.75
ii) Others	590.14	17,346.19	4,769.99	4.39	16.97	20.95	22,748.63
	590.14	22,022.94	4,769.99	4.39	16.97	20.95	27,425.38

Trade Payables ageing schedule for the period ended March 31, 2024

Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME*	-	4,660.70	-	-	-	-	4,660.70
ii) Others	589.03	12,985.69	2,667.00	19.31	30.46	26.20	16,317.69
	589.03	17,646.39	2,667.00	19.31	30.46	26.20	20,978.39

*Outstanding dues of Micro Enterprises & Small Enterprises only.

53 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. For the purpose of company's capital management, capital includes equity share capital and other equity as per balance sheet and Net Debt includes borrowings and lease liabilities less cash and cash equivalent (including other bank balance). The following table summarises the capital of the Company.

Particulars	March 31, 2025	March 31, 2024
Equity Share Capital	820.19	820.07
Other Equity	79,208.17	71,496.76
Total Equity	80,028.36	72,316.83
Non-Current Borrowings	915.25	403.45
Current maturities of Non-Current Borrowings	452.36	997.94
Lease Liabilities	5,833.17	4,240.99
Total Debts	7,200.78	5,642.38
Less: Cash and cash equivalent	5,536.35	5,062.75
Less: Bank balances other than cash and cash equivalent	28.11	32.65
Net Debt (A)	1,636.32	546.98
Capital and Net Debt (B)	81,664.68	72,863.81
Gearing Ratio (A/B)	2.00%	0.75%

54 Changes in Liabilities from Financing Activities are as under:

Particulars	March 31, 2025	Cash Flow changes	Non Cash Changes		March 31, 2024
			Expense Accrued	Others	
Non Current borrowings*	1,367.61	(33.78)	-	-	1,401.39
Current borrowings	-	-	-	-	-
Lease Liability	5,833.17	(867.73)	-	2,459.91	4,240.99
Interest Accrued	0.01	(755.80)	755.81	-	-
Total liabilities from financing activities	7,200.79	(1,657.31)	755.81	2,459.91	5,642.38

Particulars	March 31, 2024	Cash Flow changes	Non Cash Changes		As at March 31, 2023
			Expense Accrued	Others	
Non Current borrowings*	1,401.39	(840.67)	-	-	2,242.06
Current borrowings	-	(15,370.84)	-	-	15,370.84
Lease Liability	4,240.99	(754.37)	-	409.57	4,585.79
Interest Accrued	-	(777.34)	777.26	-	0.08
Total liabilities from financing activities	5,642.38	(17,743.22)	777.26	409.57	22,198.77

* Including current maturity of non current borrowings.



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

55 The company has made investments in Subsidiary Companies and Associate (under Ind AS) as detailed below:

Name	Country of Incorporation	Percentage of holding as at March 31, 2025	Percentage of holding as at March 31, 2024
Subsidiary Companies			
SR Continental Ltd.	India	100%	100%
Somany Bathware Ltd.	India	100%	100%
Amora Tiles Pvt. Ltd. (ceases to be subsidiary w.e.f. December 1, 2024)	India	-	51%
Somany Sanitaryware Pvt. Ltd.	India	51%	51%
Somany Excel Vitrified Pvt. Ltd.	India	100%	100%
Vintage Tiles Pvt. Ltd.	India	50%	50%
Somany Piastrelle Pvt. Ltd.	India	100%	100%
Vicon Ceramic Pvt. Ltd.	India	26%	26%
Acer Granito Pvt. Ltd. (ceases to be subsidiary w.e.f. December 1, 2024)	India	-	26%
Sudha Somany Ceramics Pvt. Ltd.	India	60%	60%
Somany Bath Fittings Pvt. Ltd.	India	100%	100%
Somany Max Pvt. Ltd.	India	80%	80%
SRCL Buildwell Pvt. Ltd. (subsidiary of SR Continental Ltd.)	India	100%	100%
Associate Company			
Clean Max Ananta Pvt. Ltd. (w.e.f March 7, 2024) (In the current year ceases to be associate under IND-AS, refer note no. 4)	India		49%

56 Lease Disclosure

I. Company as a lessee

The Company incurred following expenses towards short-term leases and leases of low-value assets.

Lease payments not recognised as a Lease Liability.

Particulars	March 31, 2025	March 31, 2024
Short-term Leases	277.10	270.23
Leases of Low Value Assets	0.76	0.95

Movement of Lease Liabilities during the year

Particulars	March 31, 2025	March 31, 2024
Opening Lease Liabilities	4,240.99	4,585.79
New Leases recognised	2,500.19	500.79
Remeasurements and withdrawals	(100.66)	(99.29)
Interest expense on Lease Liabilities	425.03	363.40
Payment of Lease Liabilities (including Interest)	(1,232.38)	(1,109.70)
Closing Lease Liabilities	5,833.17	4,240.99
Non Current	4,807.87	3,412.71
Current	1,025.30	828.28

II. Company as a lessor - The Company has recognised rent income under the head of other income as follows:

	March 31, 2025	March 31, 2024
Rent received during the year	4.25	13.33

57 The Company is required to spent 2% of average net profit of last three preceding financial years towards Corporate Social Responsibility (CSR) activities under section 135 of the Companies Act, 2013 and accordingly the Company has spent Rs. 254.40 lakhs (Previous Year Rs. 225.68 lakhs) during the year and the same is recognised in Statement of Profit and Loss. Necessary details are disclosed below:

Particulars	Amount required to spent by company during the year	Amount of expenditure incurred	shortfall at the end of the year	Total of previous years	Reason for shortfall
2024-25*	254.36	254.40	-	-	
2023-24**	225.59	225.68	-	-	

*CSR activities includes promoting health care including preventive health care, health and sanitation, skill development & livelihood/ employment enhancement, promoting education, environmental sustainability and conservation of natural resources and administration expenses.

**CSR activities includes promoting health care including preventive health care, skill development & livelihood/ employment enhancement, promoting education, Measures for reducing inequalities faced by orphans and economically backward groups and administration expenses.

The Company has spent Rs.254.40 Lakhs (previous year-Rs. 225.68 Lakhs) through M.L. Somany Foundation which is related party of the Company. Details of Related party transactions are given in Note No. 42 .



Somany Ceramics Limited

CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025

(All amounts are in rupees lakhs, unless otherwise stated)

58 There are following charges appearing on the website of the MCA. These are very old charges against which the Company has no loan outstanding as at reporting date. The Company is taking up with the MCA to rectify it at their end.

S. No.	Lender Name	Amount	Location of the Registrar
1	L.I.C. OF INDIA	24.00	Kolkata
2	L.I.C. OF INDIA	24.00	Kolkata
3	L.I.C. OF INDIA	24.00	Kolkata
4	H.D.F.C. LTD.	19.65	Kolkata
5	ICICI BANK LTD.	50.00	Kolkata

59 Additional regulatory information required by Schedule III to be disclosed in the financial statements:

- i) The Company does not have transactions with companies struck off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act
- ii) No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- iii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- iv) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- v) There is no undisclosed income under the tax assessments under the Income Tax Act, 1961 for the year ending March 31, 2025 and March 31, 2024 which needs to be recorded in the books of account.
- vi) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- vii) Utilisation of borrowed funds and share premium:-
- a) The Company during the year has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- b) The Company during the year has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- viii) Borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.
- ix) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- 60 The company has been sanctioned working capital limit from bank on the basis of security of current assets. The quarterly returns/ statements filed by the company with the bank, are in agreement with the books of accounts of the company of the respective quarters.
- 61 During the financial year 2018-19, the Company had discovered defalcation of Rs. 1,585.82 lakhs committed by an employee. The Company has filed a civil as well as a criminal suit against him and his wife, being the beneficiaries. During the pendency of the suit, he and his wife have signed a 'Memorandum of Understanding' (MOU) dated February 11, 2021 with the Company, duly acknowledged by Hon'ble High Court of Gujarat vide its order dated February 12, 2021, under which he and his wife offered their immovable properties to the tune of Rs. 660.00 lakhs (net off loan of Rs. 40.17 lakhs), which has since been transferred in the name of the Company, as value determined by the Hon'ble High Court of Gujarat and a sum of Rs. 40.00 lakhs deposited by them in the Court towards compliance of their Bail condition. In terms of the said MOU, the Company is obligated to attempt to sell the properties in a diligent manner and quantify the amount received upon sale of such properties (net of expenses) and submit a purshis(s) of the same with the Hon'ble Civil Court. The Company has during the year sold four properties and increased the "Liability under Defalcation Suit". Awaiting the final decree of the Hon'ble Civil Court, the Company is holding the properties in fiduciary capacity and disclosed the same as 'Properties held in trust' under Note no. 16 amounting to Rs. 363.77 lakhs (Previous year Rs 657.75 lakhs) and also recognised 'Liability under Defalcation Suit' amounting to Rs. 639.73 lakhs (net of Expenses) (Previous year Rs. 665.42 lakhs) under Note no 27. The final accounting and taxation of the amounts mentioned in the purshis(s) would be done based on the final verdict of the Hon'ble Civil Court.
- 62 The Company, in the earlier years, had fully impaired its investment of Rs. 1,844.73 Lakhs in NCDs, issued by SREI Equipment Finance Limited. In the previous year, Hon'ble NCLT Kolkata approved resolution plan under Insolvency & Bankruptcy Code, 2016. In terms of the Approved Resolution Plan, the implementation notice was issued by National Asset Reconstruction Company Limited ("NARCL") and Implementation and Monitoring Committee ("IMC") authorized the administrator for commencement of the distribution against claims with the record date set as at October 06, 2023. In terms of the Approved Resolution Plan, the Company was awarded Rs 590.45 Lakhs to be received in cash and by way of allotment of Security Receipts (SRs)/ Optionally Convertible Debentures (OCDs)/Equity.
- As per aforementioned resolution plan upto March 31, 2025, the Company has received Rs. 165.55 Lakhs. (FY 2024-25 Rs. 36.35 lakhs against SRs; FY 2023-24 Rs. 129.31 lakhs against cash and SRs.)
- Pending ascertainment of the issue terms and conditions, these SRs/ OCDs has been disclosed under the head "Other Financial Assets" at an estimated value of Rs. 225.08 Lakhs (previous year Rs. 327.14 Lakhs).



Somany Ceramics Limited
CIN :- L40200WB1968PLC224116

Notes to Standalone Financial Statements for the year ended March 31, 2025
(All amounts are in rupees lakhs, unless otherwise stated)

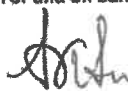
63 The figures of the previous period have been regrouped/reclassified, wherever considered necessary, to conform current period classifications. The impact of the such regrouping/reclassification is not material.

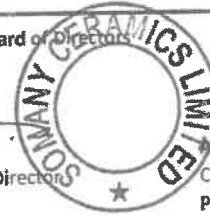
As per our report of even date attached


For Singhi & Co.
Chartered Accountants
Firm Registration No. 302099
Shubham Dutta
Partner
M. No. 500580
Place: Noida
Date: May 7, 2025





For and on behalf of Board of Directors


Shreekanth Somany
Chairman & Managing Director
DIN: 00021423




Amit Sahai
CEO-Tiles Business
PAN: AHOPS1790C


Suresh Raj Kedawat
Chief Financial Officer
ICAI M.No. 77330


Ambrish Julka
Sr. GM - Legal and Company Secretary
M. No: F4484

Independent Auditor's Review Report on Quarter and Nine months ended Standalone Unaudited Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended

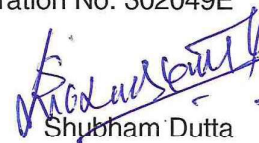
To the Board of Directors of Somany Ceramics Limited

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results ("the Statement") of Somany Ceramics Limited ("the Company") for the quarter and nine months ended December 31, 2025. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results read with notes therein, prepared in all material respects in accordance with the applicable accounting standards and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Place: Noida (Delhi NCR)
Date: January 28, 2026



For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E


Shubham Dutta
Partner

Membership No. 500580

UDIN: 26500580DFTKTO9808

Independent Auditor's Review Report on Quarter and Nine months ended Consolidated Unaudited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended

To the Board of Directors of Somany Ceramics Limited

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Somany Ceramics Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the quarter and nine months ended December 31, 2025, ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the entities as mentioned in **Annexure 1**.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of review reports of other auditors referred in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement read with notes therein, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



6. We did not review the interim financial results included in the consolidated unaudited quarter and nine months ended financial results, in respect of:

- Seven subsidiaries, whose interim financial results includes total revenues of Rs. 3,248 Lakhs and Rs. 8,933 Lakhs, total net loss after tax of Rs. 3 Lakhs and Rs. 151 Lakhs and total comprehensive Income of Rs. (3) Lakhs and Rs. (150) Lakhs for the quarter and nine months ended December 31, 2025 respectively. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.
- Three subsidiaries, total revenues of Rs. 9,937 Lakhs and Rs 28,595 Lakhs, total net loss after tax of Rs. 10 Lakhs and Rs. 560 Lakhs and total comprehensive Income of Rs. (10) Lakhs and Rs. (559) Lakhs for the quarter and nine months ended December 31, 2025 respectively. These reviewed financial results were adjusted to align with accounting policies of the Holding Company for preparing consolidated financial results of the Group. These adjusted interim financial results have been reviewed by other auditors whose reports have been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.



Place: Noida (Delhi NCR)
Date: January 28, 2026

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E

A handwritten signature in blue ink, appearing to read 'Shubham Dutta'.

Shubham Dutta
Partner

Membership No. 500580

UDIN: 26500580GICTFQ9463

Annexure-1

Annexure-1 to our report dated January 28, 2026 on the Quarter and Nine months ended Unaudited Consolidated Financial Results of the Somany Ceramics Limited for the quarter and nine months ended December 31, 2025:

S.No.	Name of Company	Relationship
1.	Somany Excel Vitrified Private Limited	Subsidiary
2.	Somany Bathware Limited	Subsidiary
3.	Somany Sanitary Ware Private Limited	Subsidiary
4.	SR Continental Limited	Subsidiary
5.	Somany Bath Fittings Private Limited	Subsidiary
6.	SRCL Buildwell Private Limited ^	Subsidiary
7.	Sudha Somany Ceramics Private Limited	Subsidiary
8.	Vicon Ceramic Private Limited #	Subsidiary
9.	Vintage Tiles Private Limited #	Subsidiary
10.	Somany Piastrelle Private Limited	Subsidiary
11.	Somany Max Private Limited	Subsidiary
12.	Dura Build Care Private Limited*	Subsidiary

Considered as subsidiary under Ind-AS

^ Step down subsidiary

* Subsidiary w.e.f. 15th July, 2025



SOMANY CERAMICS LIMITED													
(Regd. Office : 2, Red Cross Place, Kolkata, West Bengal - 700001, CIN: L40200VD1969PLC224116)													
STATEMENT OF STANDALONE AND CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31.12.2025													
(Rs. in lakhs)													
Particulars	Standalone						Consolidated						
	Quarter Ended			Nine Months Ended			Quarter Ended			Nine Months Ended			Year Ended
	31.12.2025	30.09.2025	31.12.2024	31.12.2025	31.12.2024	31.03.2025	31.12.2025	30.09.2025	31.12.2024	31.12.2025	31.12.2024	31.03.2025	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
1. Revenue from operations													
(a) Sale of Goods	64,426	65,563	62,080	1,87,969	1,81,925	2,56,043	67,654	68,033	64,007	1,95,854	1,87,745	2,64,331	
(b) Other Operating Income	301	242	248	745	749	899	577	463	479	1,337	1,232	1,545	
2. Other Income	645	761	576	2,002	1,690	2,471	255	369	182	814	523	902	
Total Income	65,372	66,566	62,904	1,90,716	1,84,364	2,59,413	68,486	68,885	64,668	1,98,005	1,89,500	2,66,778	
3. Expenses													
(a) Cost of Materials consumed	6,825	6,024	6,398	18,564	18,151	24,153	15,341	14,100	15,581	43,098	44,492	58,995	
(b) Purchases of stock-in-trade	36,739	37,345	36,656	1,07,279	1,05,125	1,47,575	20,475	21,034	18,220	59,834	47,666	71,140	
(c) Changes in inventories of finished goods, work-in progress and stock-in trade	(2,543)	740	(2,305)	(2,748)	(2,177)	487	(3,007)	956	(4,593)	(5,131)	(5,827)	(2,096)	
(d) Employees benefit expense	7,056	6,789	6,580	20,480	19,428	26,198	9,348	8,975	8,943	27,043	26,532	35,474	
(e) Finance Costs	316	283	207	874	554	756	1,211	1,233	1,377	3,715	4,025	5,243	
(f) Depreciation & amortization expense	1,605	1,531	1,500	4,712	3,761	5,312	2,792	2,629	2,282	8,019	6,115	9,026	
(g) Power and Fuel	6,515	5,109	5,403	16,517	15,327	20,557	12,588	10,971	13,066	35,014	38,168	50,225	
(h) Other expenses	5,861	5,683	6,426	16,722	17,554	24,050	7,286	7,129	7,923	20,964	22,104	30,050	
Total expenses (a to h)	62,374	63,504	60,865	1,82,400	1,77,723	2,49,088	66,034	67,027	62,749	1,92,556	1,83,275	2,58,057	
4. Profit/(loss) before exceptional items and tax	2,998	3,062	2,039	8,316	6,641	10,325	2,452	1,858	1,919	5,449	6,225	8,721	
5. Less- Exceptional Item - (Gain)/Loss	-	-	(942)	-	(942)	(942)	-	-	200	-	200	200	
6. Profit before Tax	2,998	3,062	2,981	8,316	7,583	11,267	2,452	1,858	1,719	5,449	6,025	8,521	
7. Tax expense													
- Current Tax	879	682	584	2,206	1,655	2,718	936	713	671	2,306	1,920	2,916	
- Deferred Tax	(110)	127	87	(48)	207	75	(185)	(86)	81	(524)	179	(101)	
- Tax for earlier years	-	-	-	-	-	(94)	-	-	-	(1)	(1)	(92)	
8. Net Profit for the period	2,229	2,253	2,310	6,158	5,721	8,568	1,701	1,231	967	3,667	3,927	5,798	
9. Other Comprehensive Income (OCI)													
a. Items that will not be reclassified to profit or loss (net of tax)	-	72	-	72	(18)	(72)	-	85	-	85	(16)	(68)	
b. Items that will be reclassified to profit or loss (net of tax)	-	-	-	-	-	-	-	-	-	-	-	-	
10. Other Comprehensive Income for the period	-	72	-	72	(18)	(72)	-	85	-	85	(16)	(68)	
11. Total Comprehensive Income	2,229	2,325	2,310	6,230	5,703	8,496	1,701	1,316	967	3,752	3,911	5,730	
Net profit attributable to:													
Owners of the Company							1,801	1,499	929	4,337	3,873	6,007	
Non-Controlling Interest							(100)	(268)	38	(670)	54	(209)	
Other Comprehensive Income attributable to:													
Owners of the Company							-	84	-	84	(17)	(69)	
Non-Controlling Interest							-	1	-	1	1	1	
Total Comprehensive Income attributable to:													
Owners of the Company							1,801	1,583	930	4,421	3,857	5,937	
Non-Controlling Interest							(100)	(267)	37	(669)	54	(207)	
12. Paid up Equity Share Capital	820	820	820	820	820	820	820	820	820	820	820	820	
13. Other Equity						79,208						76,346	
14. Earning Per share- In Rs. (face value of Rs. 2/- each)													
Basic (In Rs.) (Not annualised)	5.44	5.49	5.63	15.02	13.95	20.89	4.39	3.65	2.26	10.57	9.45	14.65	
Diluted (In Rs.) (Not annualised)	5.44	5.49	5.63	15.02	13.94	20.89	4.39	3.65	2.26	10.57	9.44	14.65	



Notes:

1. These financial results have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
2. The business activity of the Company falls within a single operating business segment viz 'Ceramic Tiles and Allied Products' and hence there is no other reportable segment as per Ind AS 108 'Operating Segments'.
3. The employee benefits expenses during the quarter and nine months ended December 31, 2025 includes provision for the fair value, measured in accordance with the provisions of Ind AS 102 "Share-based Payment", of the options granted under ESOP 2023 and ESOP 2021.
4. The Government of India has notified and brought into force on November 21, 2025 four new Labour Codes viz the Code on Social Security, 2020 ("Social Security Code"); the Occupational Safety, Health and Working Conditions Code, 2020; the Industrial Relations Code, 2020 and the Code on Wages, 2019 (collectively, the "Labour Codes") , which subsume, amend and replaces numerous existing central labour legislations. Till date certain specific rules and corresponding State-level notifications are yet to be notified. The Company has recognised estimated additional provisions for past service obligations/ cost on account of gratuity and compensated absences of Rs. 164 Lakhs and Rs. 172 Lakhs included under 'Employee Benefits' in its financial results of the current quarter and nine months ended December 31, 2025 in standalone and consolidated results respectively. Further, the management continues to evaluate the implications, if any, of the New Labour Codes since certain specific rules and corresponding State-level notifications are yet to be notified. Impact of the same will be undertaken and accounted for upon notification of relevant rules by the appropriate authorities.
5. The above results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on January 28, 2026 and the statutory auditor of the company has carried out Limited review of the same.

Date : January 28, 2026
Place : Noida



For SOMANY CERAMICS LIMITED


SHREEKANT SOMANY
CHAIRMAN & MANAGING DIRECTOR
DIN 00021423





**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026**

***An Application under Section 230 to 232 of the Companies Act, 2013
read with Companies (Compromises, Arrangements and
Amalgamations) Rules 2016 and other applicable provisions of law;***

IN THE MATTER OF:

A Scheme of Arrangement of (First Motion):

IN THE MATTER OF:

1) SOMANY BATHWARE LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 1 /TRANSFEROR COMPANY NO. 1

AND

2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 2/ TRANSFEROR COMPANY NO. 2

AND

3) SR CONTINENTAL LIMITED, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 3/ TRANSFEROR COMPANY NO. 3

AND



- 4) **SOMANY CERAMICS LIMITED**, a company within the meaning of Companies Act, 2013 and having its registered office at 2, Red Cross Place, Kolkata-700001, West Bengal, within the aforesaid jurisdiction.

...APPLICANT NO. 4/ TRANSFEREE COMPANY

AND

IN THE MATTER OF:

- 1) **SOMANY BATHWARE LIMITED**
- 2) **SOMANY EXCEL VITRIFIED PRIVATE LIMITED**
- 3) **SR CONTINENTAL LIMITED**
- 4) **SOMANY CERAMICS LIMITED**

...Applicant Companies

Date of Pronouncement: 09.04.2026

Coram:

Smt. Bidisha Banerjee : Hon'ble Member (Judicial)
Cmde Siddharth Mishra: Hon'ble Member (Technical)

Appearances (via Hybrid Mode):

1. Ms. Tanvi Luhariwala, Adv
2. Mr. Pradeep Kumar Jewrajka, Adv
3. Ms. Pooja Jewrajka, Adv

ORDER

Per: Cmde Siddharth Mishra, Member (Technical)

1. The Court convened through hybrid mode.
2. The instant application has been filed in the first stage of the proceedings under Section 230 to 232 and other applicable provisions



of the Companies Act, 2013 (“**Act**”) for orders and directions with regard to convening of and/or dispensation of meeting of Equity Shareholders and secured and unsecured creditors of the Applicants, in connection with the Scheme of Arrangement between 1) SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”, 2) SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”, 3) SR CONTINENTAL LIMITED, being the “Transferor Company No. 3/Applicant no. 3”, and 4) SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4” whereby and whereunder the business undertakings of the all the transferor companies is being proposed to be transferred and amalgamated into the Transferee Company, from the **Appointed date viz 1st April, 2025** in the manner and on the terms and conditions stated in the said Scheme of Arrangement (“**Scheme**”). On such proposed scheme coming into effect, the transferor companies shall stand dissolved without the process of winding up. The copy of the said Scheme is annexed to the Company Application being- **Annexure -A in Volume I at Page No. 41-87.**

3. The Board of Directors of the Applicant Companies at their Board Meetings, held on 7th November, 2025 respectively, approved and resolved to carry out the said Scheme of Arrangement. The copies of the resolution passed by the applicant companies are annexed with the Company Application being **Annexure- ‘E’ in Volume II at Page No. 166-168; Annexure- ‘M’ in Volume II at Page No. 253-255; Annexure- ‘U’ in Volume III at Page No. 422-424; Annexure- ‘BB’ in Volume IV at Page No. 590-593.**

4. The Applicants have the following classes of shareholders and creditors:

Sl.	Name of the Applicant	Equity	Secured	Unsecured

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, COURT- I
C.A (CAA) NO. 35/KB/2026



No.	Companies	Shareholders	Creditors	Creditors.
1.	SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	7	NIL	NIL
2.	SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”	7	NIL	8
3.	SR CONTINENTAL LIMITED , being the “Transferor Company No. 3/Applicant no. 3”	7	NIL	NIL
4.	SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4	31494	4	1167



5. Ld. Counsel appearing for the Applicants submit that the Applicant nos. 1, 2 and 3 are wholly owned subsidiaries of the Applicant no. 4.
6. Ld. Counsel appearing for the Applicants submit that shares of the Applicant no. 4 are listed on the National Stock Exchange of India Limited and BSE Limited. It is submitted that the Applicant nos. 1, 2 and 3 are wholly owned subsidiaries of the Applicant no. 4 company and hence the Applicant no. 4 is not required to obtain No-objection Certificate from the stock exchange in terms of Regulation 37 (6) of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. Ld. Counsel appearing for the Applicants submit that the shares of the Applicant nos. 1, 2 and 3 companies are not listed in any stock exchange.
8. It is submitted by Ld. Counsel appearing for the Applicants(s) that none of the Companies involved in the Scheme are Non-Banking Finance Company.
9. Ld. Counsel appearing for the Applicants submit that the Valuation Report is not required in connection with the scheme as there are no issuance of shares/securities and the entire share capital of the Transferor Companies are held by the Transferee Company which shall stand cancelled pursuant to the Scheme.
10. It is submitted by the Ld. Counsel appearing on behalf of the Applicants that the Statutory Auditor of the respective Applicant Companies have by their certificates confirmed that the accounting treatment proposed in the scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act 2013, copies whereof are annexed to the company application as **Annexure**



GG, volume V at Page No. 641-645; Annexure HH, volume V at Page No. 646-650; Annexure II, volume V at Page No. 651-654; Annexure JJ, volume V at Page No. 655-658.

11. Ld. counsel appearing for the Applicants submits that following are the particulars with respect to the Auditors Certificate, Affidavit of Consents (in case of dispensation) and meeting to be convened of all the Applicant Companies:-

EQUITY SHAREHOLDERS			
<u>Company</u>	<u>Equity Shareholders as on 31st December, 2025</u>	<u>Auditors Certificate</u>	<u>Consent from Shareholders</u>
SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	7	Annexure- ‘F’ in Volume II at Page No. 169-171	Annexure- ‘G’ in Volume II at Page No. 172-190
SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”	7	Annexure- ‘N’ in Volume II at Page No. 256-258	Annexure- ‘N’ in Volume II at Page No. 259-277
SR CONTINENTAL LIMITED, being	7	Annexure- ‘V’ in	Annexure- ‘V’ in Volume III



the “Transferor Company No. 3/Applicant no. 3”		Volume III at Page No. 425-427	at Page No. 428-446
SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4	31494	Annexure- ‘CC’ in Volume IV at Page No. 594-595A	Meeting to be convened

SECURED CREDITORS			
<u>Company</u>	<u>Secured Creditors as on 31st December, 2025</u>	<u>Auditors Certificate</u>	<u>Consent from Secured Creditors</u>
SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	NIL	Annexure- ‘H’ in Volume II at Page No. 191-193	-
SOMANY EXCEL VITRIFIED PRIVATE LIMITED being the “Transferor Company No.	NIL	Annexure- ‘O’ in Volume II at Page No. 278-280	-



2/Applicant no. 2”			
SR CONTINENTAL LIMITED, being the “Transferor Company No. 3/Applicant no. 3”	NIL	Annexure- ‘W’ in Volume III at Page No. 447-449	-
SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4	4	Annexure- ‘DD’ in Volume IV at Page No. 596-598	Annexure- ‘EE’ in Volume IV at Page No. 599-637

UNSECURED CREDITORS			
<u>Company</u>	<u>Unsecured Creditors as on _____ 31st December, 2025</u>	<u>Auditors Certificate</u>	<u>Consent from Unsecured Creditors</u>
SOMANY BATHWARE LIMITED being the “Transferor Company No.1/Applicant no. 1”	NIL	Annexure- ‘I’ in Volume II at Page No. 194-196	-
SOMANY EXCEL VITRIFIED	8	Annexure- ‘P’ in	Annexure- ‘Q’ in Volume II at



PRIVATE LIMITED being the “Transferor Company No. 2/Applicant no. 2”		Volume II at Page No. 281-283	Page No. 284-318
SR CONTINENTAL LIMITED, being the “Transferor Company No. 3/Applicant no. 3”	NIL	Annexure- ‘X’ in Volume III at Page No. 450-452	-
SOMANY CERAMICS LIMITED being the “Transferee Company /Applicant no. 4	1167	Annexure- ‘FF’ in Volume IV at Page No. 638-640	Meeting to be convened

- 12.** The Ld. Counsel for the Applicants further submits that the present Scheme is an arrangement between the Applicant Companies and none of the members, shareholders, and creditors will be adversely affected by the Scheme.
- 13.** Ld. Counsel appearing for the Applicants submits that the Scheme is not within the purview of the Competition Act, 2002.
- 14.** Directions are sought accordingly for,
- a. Dispensation of the meeting of the equity shareholders of the Applicant no. 1/Transferor Company no. 1;



- b. Dispensation of the meeting of the equity shareholders of the Applicant no. 2/Transferor Company no. 2;
- c. Dispensation of the meeting of the equity shareholders of the Applicant no. 3/Transferor Company No. 3;
- d. Convening of the meeting of the equity shareholders of the Applicant no. 4/Transferee Company;
- e. Dispensation of the meeting of the secured creditors of the Applicant no. 1/Transferor Company no. 1 having NIL Creditors.
- f. Dispensation of the meeting of the secured creditors of the Applicant no. 2/Transferor Company no. 2 having NIL Creditors.
- g. Dispensation of the meeting of the secured creditors of the Applicant no. 3/Transferor Company no. 3 having NIL Creditors.
- h. Dispensation of the meeting of the secured creditors of the Applicant no. 4/Transferee Company.
- i. Dispensation of the meeting of the unsecured creditors of the Applicant no. 1/Transferor Company no. 1 having NIL Creditors.
- j. Dispensation of the meeting of the unsecured creditors of the Applicant no. 2/Transferor Company no. 2.
- k. Dispensation of the meeting of the unsecured creditors of the Applicant no. 3/Transferor Company no. 3 having NIL Creditors.
- l. Convening of the meeting of the unsecured creditors of Applicant no. 4/Transferee Company.

15. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicants, we allow the instant application and make the following orders:



A. Meetings Dispensed:

1. Meetings of the equity shareholders of the applicant companies no. 1, 2 and 3 dispensed with under Section 230(1) read with Section 232(1) of the Companies Act, 2013.
2. Meetings of the Secured Creditors of all the Applicant companies dispensed with under Section 230(1) read with Section 232(1) of the Companies Act, 2013.
3. Meetings of the Unsecured Creditors of the Applicant Companies no. 1, 2 and 3 dispensed with under Section 230(1) read with Section 232(1) of the Companies Act, 2013.

B. Meetings to be Held:

1. Meeting of Equity Shareholders of the Applicant no. 4 Company/Transferee Company;
2. Meeting of Unsecured Creditors of the Applicant no. 4 Company/Transferee Company;

C. Meeting Date and Time

MEETING	DAY	DATE	TIME
Meeting of Equity Shareholders of the Applicant no. 4 Company/Transferee Company	Saturday	13 th June, 2026	11:30 AM
Meeting of Unsecured Creditors of the Applicant no. 4 Company/Transferee Company;	Saturday	13 th June, 2026	12:30 PM



D. Mode of Meetings:

The meetings shall be convened and held through Video Conferencing or other audio-visual mode.

E. Notice for the meetings:

- i. **Advertisement:** As per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, at least 30 (thirty) clear days before the meeting to be held, as aforesaid, an advertisement of the notice of meetings be published once each in the “Business Standard” in English and “Aajkal” in Bengali, both circulated in West Bengal. The notice of the meeting shall also be placed on the website of the Applicant Companies.

- ii. **Individual Notices:** At least 30 (thirty) clear days before the date of the meeting(s) to be held, as aforesaid, notices convening the said meeting(s), along with all documents required to be sent with the same, including a copy of the said Scheme, statement prescribed under the provisions of the Act disclosing necessary details and the prescribed form of proxy, shall be sent to each of the equity shareholders and Unsecured Creditors of the Applicant Company no. 4, as the case may be, as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, by Courier / Registered Post / Speed Post / Hand delivery or through email addressed to each of the equity shareholders and Unsecured Creditors of the Applicant Company no. 4, as the case may be at their last known address or email addresses as per the records of the Applicant Companies as applicable. The said notices along with accompanying documents shall also be posted on the website of the Applicant(s) if any.



F. Chairperson:

Adv. Namrata Basu, (having **Mobile no.: 9674752129** shall be appointed as the Chairperson for the meetings to be held as aforesaid. The chairperson shall be paid a consolidated sum of **Rs 1,00,000/- (Rs One Lakh Only)** for conducting the aforesaid meetings as Chairperson.

G. Scrutinizer:

Siddhartha Mukhopadhyay, (having **Mobile No. 9131945851**) is appointed as the Scrutinizer of the meeting(s) to be held, as aforesaid. The Scrutinizer shall be paid a consolidated sum of **Rs 80,000/- (Rs Eighty Thousand Only)** for acting as Scrutinizer.

H. Quorum and Attendance:

The quorum of the meeting of the shareholders of the applicant no. 4 shall be as prescribed under Section 103 of the Companies Act, 2013. The quorum of the meeting of the unsecured creditors of Applicant no. 4, be respectively fixed at 2(two) unsecured creditors present in person or by proxy in virtual mode. In case the required quorum as stated above is not present at the commencement of the meeting(s), the meeting(s) shall be adjourned by 30 (thirty) minutes and thereafter the persons/shareholders present shall be deemed to constitute the quorum.

I. Mode of Voting:

Voting shall be conducted through e-voting facility in accordance with the Companies (Management & Administration) Rules, 2014.

J. Cut-off date:

The cut-off date for determining the eligibility to vote and value of votes of the Equity Shareholders of Applicant No. 4 shall be 6th June,



2026 and that of Unsecured Creditors of Applicant No. 4 shall be 31st December, 2025. Notices will be sent to all those who are Equity Shareholders and Unsecured Creditors of Applicant No 4.

K. Proxies:

A member/creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member/creditor of the Applicant Companies. Voting in case of body corporate, and voting by authorised representatives shall be permitted, provided the prescribed form/authorization is filed with the respective Applicant Companies, no later than 48 hours before the commencement of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

L. The Chairperson appointed for the aforesaid meetings of the Applicant Companies, or any other person authorized by the Chairperson shall issue notices of the aforesaid meetings.

M. The votes cast shall be scrutinized by the Scrutinizer. The Scrutinizer shall prepare and submit the reports on the meeting along with all papers relating to the voting to the Chairperson of the meetings within 7 days of the conclusion of the meetings. The Chairperson shall declare the results of the meetings after submission of the reports of the Scrutinizer.

N. The value of each Equity Shareholder or Unsecured Creditor of the Applicant Companies shall be in accordance with the books and records of the respective company as applicable, where entries in the books are disputed, the chairperson shall determine the value for purposes of the said meeting(s).



- O.** The resolution for approval of the Scheme put to a meeting shall, if passed by a majority in number representing three-fourths in value of the Equity Shareholder/ Unsecured Creditor of the Applicant Company no. 4, casting their votes, as aforesaid, shall be deemed to have been duly passed on the date of such meeting(s) under Section 230(1) read with Section 232(1) of the Companies Act, 2013.
- P.** The Chairperson to report to the Tribunal the results of the said meeting(s) within four weeks from the date of the conclusion of the said meeting(s). Such report shall be in Form No. CAA4 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, verified by affidavit.
- 16.** Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the following:
- I. Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata;
 - II. Registrar of Companies West Bengal,
 - III. Income Tax Department and Goods and Service Tax Authorities having jurisdiction over the Applicants clearly indicating the PAN/ GST registration number of the company concerned and
 - IV. Official Liquidator, High Court of Calcutta
 - V. Other Sectoral authorities that are likely to be affected by the scheme.

by sending the same by hand delivery through special messenger or by speed post; or by email within two weeks from the date of receiving this order. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of



the notice with a copy of such representation being simultaneously sent to the Advocates / Authorized Representative of the said Applicant. If no such representation is received by the Tribunal within such period, it shall be presumed that such authorities have no representation to make on the said Scheme of Arrangement. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA3 of the said Rules with necessary variations, incorporating the directions herein.

17. The Applicant(s) to file an affidavit proving service of notices to all statutory/sectoral authorities and compliance of all directions contained herein within two weeks after such services.
18. The application being Company Application (CAA) No. 35/KB/2026 is disposed of accordingly.
19. Urgent certified copy of this order, if applied for, be issued upon compliance with all requisite formalities.

Siddharth Mishra
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Signed On 09.04.2026

NKS(LRA)