SOMANY IMPRESA
GROUP COMPANY

hindware
home innovation limited

ANNEXURE 12

Date: 29.03.2025

To,

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Sub: Compliance Report as per SEBI Master Circular dated 20 June, 2023

Dear Sir/Madam,

It is hereby certified that the scheme of arrangement ("**Scheme**"), which *inter-alia* provides for: (i) de-merger of 'Demerged Undertaking' of Hindware Home Innovation Limited ("**Demerged Company**"), with and into HHIL Limited ("**Resulting Company**") (*refer Part II of the Scheme*): and (ii) subsequent amalgamation of remaining Hindware Home Innovation Limited ("**Remaining Transferor Company**") with and into the Hindware Limited ("**Transferee Company**") (*refer Part III of the Scheme*), and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Remarks
1.	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2.	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Master Circular dated June 20, 2023			
1.	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
2.	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied
3.	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Copy of the valuation report is enclosed as part of this application as **Annexure 3**.

Hindware Home Innovation Limited

4.	Para (I)(A)(5)	Auditor's certificate regarding compliance with Accounting Standard	Complied. Copy of the certificate issued by statutory auditor is enclosed as part of this application as **Annexure 11**.
5.	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Not Applicable. Copy of the certificate/undertaking issued by statutory auditor is enclosed as part of this application as **Annexure 14**.

Company Secretary

Chief Executive Officer/~~Managing Director~~*

Certified that the transactions / accounting treatment provided in the Scheme involving Hindware Home Innovation Limited, HHIL Limited and Hindware Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Chief Financial Officer

Chief Executive Officer/~~Managing Director~~*

Date: 29.03.2025

**Kindly note that Hindware Home Innovation Limited does not have any Managing Director. Accordingly, this certificate has been signed by Chief Executive Officer in place of Managing Director.*