KWALITY WALL'S (INDIA) LIMITED

Annual Report
2025-26

Life *tastes better* with Ice cream



Creative Visualisation

Life *Tastes Better* with

Ice cream

Ice cream has always been more than a treat; it is a crafted indulgence designed to evoke joy in its purest form.

Yet behind every scoop lies a story. A story of creating greater possibilities. A story of people, passion and dedication that transforms simple moments into cherished memories. A story of upholding quality at every stage and delivering experiences that consumers trust and love.

As we step forward as a standalone pure-play ice cream company and a subsidiary of The Magnum Ice Cream Company (the world's largest ice cream business), we are creating the strategic space to unlock our full potential - innovating faster, investing more boldly and responding to evolving consumer aspirations across markets and segments. As a focused ice cream organisation, we are uniquely positioned to capture the opportunities emerging within this dynamic and fast-growing category.

We have a unique opportunity to shape our future and how India consumes ice cream. Greater focus, faster innovation, bolder investment in our brands and unprecedented rigour in frontline execution will unlock our inspirational future. However, our success will not be built in the boardroom through campaigns; it will be shaped in the marketplace every single day. We are building an organisation that is obsessed with winning in mental and physical availability and driving productivity on investments.

Here's to creating more moments of joy, delighting evolving tastes and writing our next chapter.



Inside Our Next Chapter

Following the successful demerger on 1st December 2025 from Hindustan Unilever Limited, we emerged as an independent business with a sharper strategic focus and greater flexibility to pursue growth avenues. Our listing on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), followed by the successful change of control from Unilever group shareholders to The Magnum Group, reinforced confidence in our long-term growth ambitions. As part of this transformation, we are now part of the largest ice cream company in the world, combining deep local expertise with global scale and best practices. As we renew focus on expanding our portfolio, we are building a stronger platform for innovation, growth and creating delightful experiences for consumers across India.

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Scope and Reporting Period

This Annual Report presents the financial and non-financial performance of Kwality Wall's (India) Limited (KWIL) for the period from **10th January 2025 to 31st March 2026**. It covers our business operations, performance, key developments, governance practices and other material aspects during the reporting period. The report has been prepared to provide stakeholders with a comprehensive view of our performance and progress during the period under review.

Disclaimer:

Ice Cream includes, without limitation, frozen dessert, frozen yoghurt, dairy fat-based ice cream, plant-based ice cream and unpackaged ice cream.

Scan the QR Code to view the report online

To know more about the Company, log on to www.kwalitywallsindia.com

Forward-looking statement

Some information in this report may contain forward-looking statements, including statements regarding our expected financial position and results of operations, business plans and prospects. These statements are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or bases underlying such statements. We have chosen these assumptions or bases in good faith and believe that they are reasonable in all respects. However, actual results, performance or achievements could differ from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement as a result of new information, future events or otherwise.



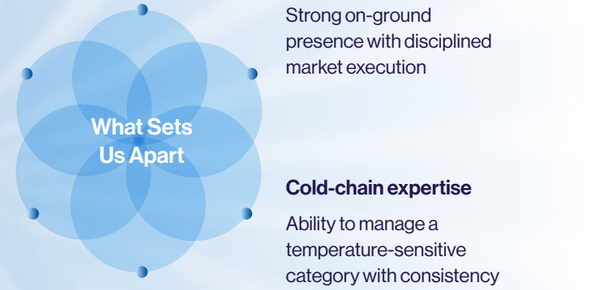
About Us

Delighting Taste Buds with Every Scoop

As one of India's leading ice cream companies, we combine over 70 years of local expertise with access to global ice cream heritage, innovation and capabilities. Through a portfolio of iconic brands, we create products and experiences that bring joy to millions of consumers across India.

We are India's largest pure-play ice cream company, listed on BSE and NSE. Our portfolio includes three of the world's five largest ice cream brands, Kwality Wall's, Magnum and Cornetto, which have earned the trust of consumers across the country. With a team of 1,225 people and a fleet of more than 220,000 cabinets in the market, we are guided by a deep understanding of consumers and our experience of Indian market dynamics, including regional preferences, distribution channels and trade nuances. To compete effectively across these diverse markets, we draw on local and global innovation platforms, supported by advanced technologies, to introduce differentiated formats, flavours and experiences that cater to evolving tastes and consumption occasions.

We remain focused on unlocking the growth potential of India's ice cream category, supported by rising aspirations across India, increasing premiumisation and evolving consumption habits, in step with the vision of a 'Viksit Bharat'.



Brand architecture

Well-differentiated portfolio, addressing multiple segments and price tiers

Category understanding

Deep insight into evolving consumption occasions and regional preferences

Execution excellence

Strong on-ground presence with disciplined market execution

Channel agility

Ability to scale across traditional, modern and emerging channels seamlessly

Cold-chain expertise

Ability to manage a temperature-sensitive category with consistency

Culture of innovation

Continuous refresh of formats and experiences to sustain consumer delight



Refer pack for more details

Highlights















A Foundation of Trust, A Future of Promise

Our business combines 160 years of global ice cream expertise with decades of local market understanding. This foundation has helped build a portfolio of iconic brands, deep category insights and strong execution capabilities, supported by a robust distribution network and integrated cold-chain infrastructure.

FY 2025–26 marked a significant milestone as KWIL commenced trading on the Indian stock exchanges. The listing marks an important new chapter in our journey and it reflects a future of endless possibilities for ice cream in India. Our ambition is to grow the category by making ice cream more available, accessible, relevant and exciting to more users. As a listed company, we remain focused on building a resilient business committed to strong governance, transparency and responsible growth. We believe that when we create consistent value for our consumers and build stronger brands and partnerships, all our stakeholders will be rewarded.

1994 -2004

1st Phase

- Acquisition of Kwality Brand by Hindustan Lever Limited (as then known)
- Consolidation of business



2004-2019

2nd Phase

- Expanding Across Geographies
- Introducing the Brands in India
- Driving Premiumisation with Magnum



2019-2026

3rd Phase

- Accelerating Innovation and New Technologies
- Localising Magnum Production Capabilities
- Building Strategic Brand Partnerships
- Demerger and Listing on stock exchanges



Refer pack for more details

Chairman's Message

A New Chapter. A Larger Ambition.



> We have a rare opportunity: to take a business with a rich history and build from it a focused, ambitious and enduring Indian ice cream company.

Dear Shareholders,

It is a privilege to write to you at a defining moment in the journey of Kwality Wall's (India) Limited.

Few companies have the opportunity to begin a new chapter while carrying forward the heritage, brands, capabilities and consumer relationships built over generations. For KWIL, this is one such moment.

Our separation from Hindustan Unilever Limited and emergence as a standalone, listed pure-play ice cream company give us the opportunity to build an organisation entirely around the needs of this category, with greater focus, agility and clarity of purpose.

As we begin this journey, I would also like to acknowledge Hindustan Unilever for its stewardship of this business over many years. The brands, capabilities, distribution and people we inherit provide us with a strong foundation. We value these assets greatly as we take the legacy forward.

For me, becoming a stand-alone company is not the destination. It is the starting point.

A heritage that gives us confidence

Ice cream has a special place in the lives of Indian consumers. For generations, our brands have been part of celebrations, family moments and everyday occasions.

Kwality Wall's has deep roots in India. That history has given us a strong understanding of Indian consumers, price points, channels and the realities of operating a temperature-controlled business across a vast and diverse country.

At the same time, through The Magnum Ice Cream Company, we have access to global ice cream expertise, world-class brands and capabilities across innovation, R&D, manufacturing and distribution.

Our opportunity is to combine the best of India with the best of the world.

Quality is fundamental to the trust consumers place in our brands. We will remain uncompromising in the quality and safety of our products, from the ingredients we source and the standards in our manufacturing operations to the integrity of the cold chain. We are rapidly transitioning our portfolio towards milk-based products. As we innovate and expand, these standards must remain at the heart of every decision we make.

Global capability creates value when it translates into better products, exciting innovation and brands that remain relevant to Indian consumers. Equally, India's diversity means local insight will remain indispensable.

An opportunity worth being ambitious about

We are building this company at an exciting time for India. Changing lifestyles, urbanisation, rising aspirations and evolving retail channels are changing how consumers discover, buy and enjoy brands.

Ice cream is well positioned within these changes. It can be an affordable everyday pleasure or a special indulgence; an impulse purchase outside the home or something shared with family and friends. Many of these occasions still have considerable room to develop.

Our strategy therefore needs to address this opportunity practically: through wider distribution, relevant products and price points, stronger brands and continued innovation.

Focused on one category

As a pure-play ice cream company, management attention and capital can now be focused on the distinctive requirements and opportunities of our category.

Our ambition is straightforward: bring our brands to more consumers, make them available across more channels, create more occasions, strengthen our portfolio across price points, and build the capabilities required for sustainable growth.

But growth alone cannot be our measure of success.

As a Board, we will pay close attention to the quality and durability of growth. Growth should strengthen our brands. Scale should improve our economics. Investments should earn appropriate returns. Productivity should create capacity to reinvest. And earnings should ultimately translate into cash.

Capital is finite; opportunity in India is not.

Our responsibility is therefore to identify where KWIL has the right to win and invest behind those opportunities with conviction and discipline.

Building for the long term

As a newly stand-alone listed company, how we build the organisation will be every bit as important as the financial results we produce.

We want KWIL to be entrepreneurial, decisive, and disciplined. We want our people to take ownership, challenge conventional thinking and remain close to consumers, while operating within high standards of governance, transparency and accountability.

The role of your Board is clear: to support management in pursuing the opportunities ahead while maintaining discipline around capital allocation, risk, governance and long-term value creation.

Looking ahead with confidence

We begin this journey with considerable strengths: trusted brands, deep knowledge of the Indian market, established distribution capabilities, experienced people and access to the global capabilities of The Magnum Ice Cream Company.

But heritage does not guarantee future leadership.

Leadership must be earned, every day.

We will earn it by staying close to consumers, innovating with purpose, expanding availability, executing consistently and allocating your capital thoughtfully.

I would like to thank our employees for their enormous commitment through this period of change, and our consumers, customers, partners and suppliers for their continued trust and support. To you, our shareholders, thank you for your confidence as we begin this journey together.

We have a rare opportunity: to take a business with a rich history and build from it a focused, ambitious and enduring Indian ice cream company. We approach that opportunity with optimism and humility, conscious both of the strength of our foundation and the responsibility to create sustainable value over the long term.

Our new chapter has begun. We intend to make it count.

Warm regards,

Abhijit Bhattacharya
Chairman
Kwality Wall's (India) Limited

MD & CEO's Message

Advancing the Next Curve of Growth



Our growth agenda is anchored in increasing volumes and creating operating leverage through better manufacturing utilisation, optimised logistics, and stronger execution.

Building the Foundations for the Next Phase

FY 2025–26 was a defining year for our business. As we transitioned into an independent listed company, our focus was clear - to build the foundations of a more agile, resilient, and performance driven organisation.

During the year, we executed one of the most significant transformations in our journey. While ensuring business continuity, we built independent capabilities, strengthened our operating model, and prepared the business for its next phase of growth.

Establishing an Independent Operating Model

The successful separation from Hindustan Unilever Limited and our listing on the BSE and NSE marked the beginning of a new chapter for the company.

At the same time, our integration into The Magnum Ice Cream Company ecosystem provides us access to global innovation, expertise, and best practices, strengthening our ability to deliver superior products and experiences to consumers.

Resetting the Business for Sustainable Growth

As we establish the foundations of an independent business, our focus is on shaping a portfolio that resonates with Indian consumers, expanding our reach through sustained investment in manufacturing and distribution, and developing the talent and organisational capabilities required to support the next phase of growth.

Our actions included:

- Strengthening the In home portfolio with a new dairy range, addressing evolving consumer preferences across dairy and lactose-free choices.
- Winning through access and giving value. We have launched various products to make ice cream accessible and unlock snacking price points to deliver everyday value.
- Enhancing route-to-market capabilities through stronger execution and expanded cabinet led distribution.

These interventions have strengthened our competitiveness and created a stronger platform for sustainable volume-led growth.

Building a Scalable Supply Chain

- We made significant progress in strengthening our supply chain to support future growth and improve resilience.
- Structural improvements were implemented to address capacity and service constraints.
- We continue to expand our manufacturing footprint through third-party manufacturing partnerships, including a new facility in South India that became operational during the financial year.
- Investments in logistics, cold chain infrastructure, and fulfilment capabilities are improving reliability and readiness for peak demand.

These investments are helping us create a more responsive, efficient, and scalable supply network.

Delivering Through Complexity

Our transformation journey was executed in a challenging operating environment. An early monsoon impacted peak-season demand in several markets, while input cost volatility and supply chain constraints required agile and decisive responses.

Alongside this, we delivered a complex organisational separation, establishing independent systems, processes, and infrastructure.

The resilience, agility, and commitment demonstrated by our teams ensured that we continued to serve consumers and customers while delivering on our transformation priorities.

Driving Productivity and Unlocking Scale

As an independent organisation, building a leaner and more efficient operating model remains our priority.

Our growth agenda is anchored in increasing volume growth and creating operating leverage through better manufacturing utilisation, optimised logistics, and stronger execution.

To accelerate this journey, we are:

- Optimising sourcing and production to bring operations closer to demand centres.
- Strengthening logistics capabilities through better partnerships, expertise, ecosystem and infrastructure planning.
- Leveraging data-led tools to enhance outlet execution and distributor performance.

Alongside these efforts, premiumisation will continue to play an important role in strengthening our portfolio mix and improving long-term value creation.

From Building to Accelerating

The past year was about creating the right foundations. The years ahead will be about accelerating execution, improving productivity, and delivering consistent, sustainable volume growth.

We are moving forward as a more focused and agile organisation - which is frontline focused with deeper impulse capabilities, a more resilient supply chain, and a clear agenda to drive performance.

This transformation would not have been possible without the commitment and dedication of our employees, frontline teams, distributor partners, Board members, and shareholders.

I would like to thank all our stakeholders for their trust, resilience, and support as we embark on this exciting new chapter.

Warm regards,

Tahir Toloy Tanridagli,
Managing Director &
Chief Executive Officer
Kwality Wall's (India) Limited

Strategy and Growth Pillars

India's Ice Cream market is benefiting from favourable category tailwinds, including rising disposable incomes, increasing premiumisation, growing refrigeration infrastructure and the rapid expansion of modern trade and quick commerce channels. To capture this opportunity, we are focused on four strategic pillars that expand consumption occasions, strengthen availability, elevate portfolio mix and accelerate consumer engagement.

Strategic Pillars

Grow Occasions with Innovation → **Premiumisation through Global Iconic Brands** → **Expand Cabinet Availability** → **Digital-led Demand Creation**

Enablers

Future-proof, State-of-the-art Supply Chain

Building a scalable, efficient and responsive supply chain that supports growth, enhances product availability and ensures consistent quality across markets.

Innovative and Tech-driven Sales Function

Leveraging data, technology and advanced analytics to strengthen execution, improve market coverage and accelerate demand creation.

Frontline-first Organisation

Empowering frontline teams with the capabilities, tools and support required to drive superior execution and deliver sustainable growth.

Grow Occasions with Innovation

Innovation plays an important role in expanding category participation and increasing purchase frequency by creating new reasons to consume ice cream across occasions, formats and price points.

Expanding Consumer Participation

We continue to broaden our portfolio across entry, popular and premium segments, offering products at different price points and across diverse consumption occasions. This approach helps make ice cream more accessible to a wider consumer base, while encouraging increased participation and purchase frequency across markets.

Strengthening Snacking Relevance

Ice cream increasingly competes within the broader snacking universe. Through focused innovation at accessible price points and the introduction of new formats, we are strengthening our participation in everyday snacking occasions and driving higher consumption frequency beyond seasonal consumption.

Creating New Consumption Occasions

Our innovation pipeline focuses on differentiated formats, flavours and product experiences that address evolving consumer preferences. This approach helps unlock new occasions, expand category participation and encourage more frequent consumption, while sustaining consumer excitement and engagement across the portfolio.



Premiumisation through Global Iconic Brands

As consumer aspirations evolve, premiumisation represents a significant opportunity to drive category value growth and improve portfolio mix, supporting an improved product mix and margin potential.

Leveraging Global Brands

We are strengthening our premium portfolio through globally recognised brands such as Magnum and Cornetto, with access to a broader portfolio supported by global innovation capabilities, technologies and product platforms.

Expanding Premium Choices

New flavours, differentiated formats and premium product experiences are helping broaden consumer choice and address evolving preferences. Strategic partnerships and co-branded offerings further enhance portfolio appeal and create new avenues for growth.

Driving Wider Adoption

The localisation of premium products and calibrated pricing strategies are improving accessibility and supporting broader consumer adoption. This approach is helping expand the premium segment while improving portfolio realisation.



Expand Cabinet Availability

Availability remains one of the most important growth drivers in the ice cream category. Expanding access drives wider reach, improves visibility, increases purchase opportunities, strengthens outlet productivity and expands market penetration.



Expanding Physical Reach

We are increasing cabinet deployment across high-potential outlets to improve accessibility and visibility. This disciplined approach allows us to expand our reach, improve outlet visibility, participate in a greater number of consumption occasions and strengthen outlet productivity.

Data-led Market Development

Cabinet expansion is guided by data-driven market selection and outlet prioritisation. This helps optimise deployment, improve throughput and enhance returns on infrastructure investments.

Strengthening Execution

Supported by our distribution network, frontline execution capabilities and integrated cold-chain infrastructure, increased cabinet presence is helping improve product availability and drive stronger in-market execution.

Digital-led Demand Creation

Digital channels are reshaping how consumers discover, purchase and engage with brands. We are leveraging digital ecosystems to enable faster discovery, improve conversion and drive repeat purchases.

Winning in Quick Commerce

Quick commerce is creating new consumption occasions by providing faster access and greater convenience. We are working closely with platform partners to strengthen assortment visibility, accelerate consumer discovery, improve conversion and improve availability across key markets.

Building Digital-first Engagement

Targeted digital campaigns and platform specific activations allow us to engage consumers more effectively, driving faster discovery, higher conversion and repeat purchases across both impulse and in-home occasions.

Leveraging Consumer Insights

Digital channels provide valuable insights into consumer behaviour and preferences. These insights support more effective demand creation, improved assortment planning and sharper execution across channels.





Charting the history and legacy of spreading joy

70
Years of winning with Indian consumers

31 Scoops
Sold every second

1 Billion+
Scoops served & countless smiles shared





1922
Wall's starts producing Ice Cream at scale for the first time

1942
Kwality Ice Cream is created

1952
First Kwality Factory Established

1959
Wall's expands operations globally

1991
India opens its borders for business

1994
HUL acquires Kwality
Kwality Wall's is formed

1997 - 2025
Iconic brands like Cornetto and Magnum are launched and scaled

December 2025
Kwality Wall's demerged from Hindustan Unilever Limited

February 2026
KWIL is listed on BSE and NSE

March 2026
KWIL becomes a part of The Magnum Ice Cream Company





KWIL's Winning Portfolio of Brands

KWIL recognises that in a country as diverse as India, where each consumer has a unique palate, its offerings have to adapt to the eclectic and changing pulse of the consumer. KWIL offers global favourites like Twister and Paddle Pop, in addition to the flagship Magnum and Cornetto; but has also evolved and innovated to create an innately Indian experience through products like Kulfeez and Chuski. Through this, KWIL offers something for everyone, across flavours, price points, need states and experiences.

3 Power Brands

Kwality Wall's, Cornetto, Magnum

2 Local Gems

Kulfeez (Kesar Pista Kulfi), Chuski

Global Snacking Favourites

Feast, Twister, Paddle Pop

Strategic Partnership

Mondelēz International





Creative Visualization

Sharing Made Special With Our In Home Range

Whether enjoyed with family or as a personal indulgence, our In Home portfolio caters to every occasion with a range of exciting tubs and affordable party packs. From timeless favourites such as Vanilla, Chocolate and Butterscotch to local favourites like Kesar Bhog, it offers consumers a wide selection of indulgent flavours.

2026 is a milestone year as the portfolio transitions to ice creams made with milk, clearly putting consumers' changing preferences at the heart of innovation.





Magnum – Staying True to Pleasure

Launched in India in 2013, Magnum has become synonymous with premium indulgence, offering a luxurious ice cream experience for consumers seeking moments of pure pleasure.

Encased in its signature Belgian chocolate shell that cracks with every bite, it delivers a distinctive multisensory experience through its rich taste and satisfying texture.



Journey

2013
Magnum is launched in India through imports

2016–2019
The range is expanded

2024
Lakmé Fashion Week & Cannes debut

2025
Magnum manufacturing begins in India

2026
Magnum debuts at Coachella







Magnum continues to bring its promise of indulgence to life through distinctive consumer experiences. From the iconic Dipping Bar at Lakmé Fashion Week to the House of Magnum at Coachella, the brand creates memorable engagements that deepen consumer connections and strengthen its premium appeal.

Cornetto – India's Original Cone

Cornetto is a brand that celebrates the joy of everyday indulgence for the young at heart. As KWIL's largest brand, it has brought people together through shared moments of happiness, creating lasting connections over the simple pleasure of a shared cone.

Journey

1997
Cornetto is launched in India

2012
Cornetto Disc is launched in India

2026
Localises products and communication by region



Refer pack for more details







As India's original cone and the brand that introduced the cone format to millions of consumers, Cornetto continues to shape the category through its distinctive eating experience. From the excitement of unwrapping the cone to the anticipation with every bite, the journey culminates in its iconic chocolatey tip. Deeply rooted in youth culture, Cornetto continues to strengthen its connection with young consumers through its association with Alia Bhatt, while Kriti Shetty serves as the face of the brand in South India, further deepening its appeal across diverse consumer segments.

Creative Visualization

Little Treats, Big Smiles

Created to spark moments of joy across generations, at Kwality Wall's, our Paddle Pop portfolio is thoughtfully crafted to delight younger consumers through a playful combination of exciting flavours, vibrant colours and imaginative formats like Twister at affordable prices. Made with high-quality ingredients and supported by responsible marketing practices, our range brings together visual appeal and great taste to create memorable experiences that children love and parents trust.

Global brand Twister relaunched in 2025



Paddle Pop was relaunched in 2026 by popular demand

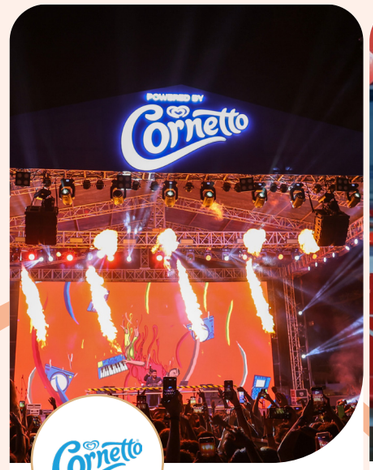


Creative Visualization

Bringing our brands to life

Across Magnum, Cornetto and Kwality Wall's, we created experiences that went beyond the product to build deeper consumer connections. By engaging consumers where they live, celebrate and connect, we strengthened brand affinity while creating memorable experiences across generations.

From activating cultural moments to building meaningful partnerships, our initiatives brought each brand's distinctive proposition to life through experiences that were relevant, memorable and meaningful.



Cornetto

Cornetto's partnerships with U25 and Zomaland have played a pivotal role in capturing the pulse of the youth and winning their hearts.



Kwality Wall's

Kwality Wall's delighted Pujo celebrations, with high frequency & high impact visibility across all out-door locations.

1700 Kwality Wall's and Magnum stalls were erected at popular pandals across the Eastern Region in 2025.

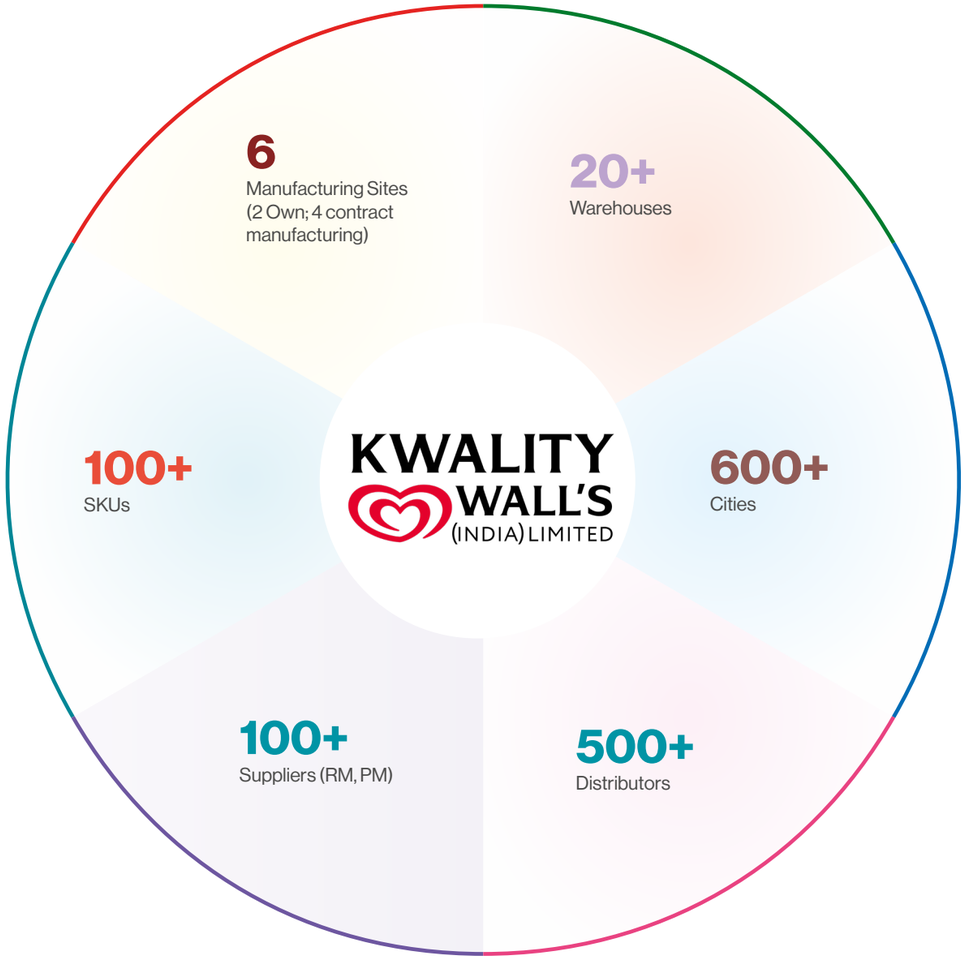


Magnum

From Cannes to Coachella to Lakmé Fashion Week, Magnum made waves, capturing the attention and appetites of India's pleasure seekers.

Strong Supply Chain as the Backbone of the Business

India's supply chain supports a nationwide cold-chain network serving more than 600 cities through over 500 distribution partners. The network comprises six manufacturing sites, including owned and contract manufacturing facilities, 20+ warehouses, approximately 220,000 freezer cabinets and more than 100 suppliers, enabling efficient delivery of a diverse portfolio of over 100 SKUs. With raw and packaging materials sourced locally and a highly regionalized operating model, the supply chain combines scale, agility, and resilience to serve one of the world's most dynamic but also complex ice cream markets. We are continuously investing in manufacturing and distribution infrastructure to bring high quality ice cream to our consumers.



Bringing World-Class technology to India



Key Priorities and Strengths

Strategy to deliver long term ambition is based on 3 pillars:

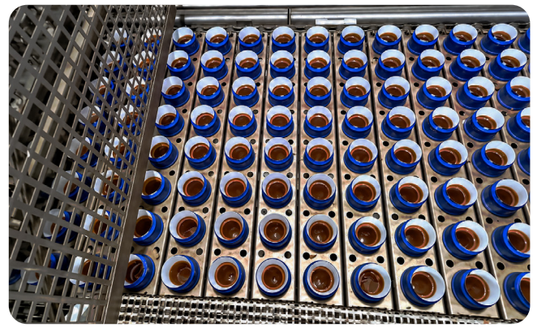
1. **Drive Productivity:** Enhance efficiency, safety, and value creation
2. **Accelerate Growth:** Win through quality, service, and innovation
3. **Build Future-Ready Capabilities:** Invest in digital transformation, strategic investments and long-term resilience

The India Supply Chain team remains focused on enabling profitable growth through superior service, product quality, safety and operational excellence. Its key strengths include deep local sourcing capabilities, an extensive cold-chain distribution network, strong supplier partnerships, and the ability to rapidly adapt to market growth and seasonality.

Achievements and Future Ambitions

The supply chain delivered significant improvements in service and availability. A threefold expansion of warehouse and transportation capacity enabled higher throughput and improved customer service levels. Looking ahead, the ambition is to further regionalize manufacturing and sourcing, expand digital supply chain capabilities, optimise network costs, improve productivity and build a future ready, resilient supply chain that can sustainably support accelerated growth, innovation and market expansion across India.





People Who Make us Proud

At KWIL, our people strategy is focused on building a high-performing, diverse, inclusive, rewarding and engaging workplace that supports long-term business growth. During the year, we strengthened employee engagement, invested in capability development in growth areas, enhanced performance management practices and refined our rewards framework, while successfully managing a significant organisational transition. These efforts created a strong foundation for long-term success.



People transition

Becoming an independent company required the seamless transition of employees, systems and people processes while maintaining business continuity and employee confidence.

Approximately 1,200 employees transitioned to KWIL, including frontline salesforce and factory-based employees.

Our Culture - The Ice Cream Way

As part of our cultural transformation, we introduced **The Ice Cream Way** - a framework defining the values and behaviours expected of every employee and leader. Embedded across our people systems, it shapes behaviour and guides decisions at every level.

Advancing Diversity and Inclusion

We remain focused on expanding opportunities for diverse talent and improving representation. At KWIL, we believe that just as anyone can enjoy an ice cream, anyone can thrive and make a meaningful contribution.

A New Workplace

In December 2025, we inaugurated our new Head Office in Mumbai. Designed to encourage collaboration, agility and productivity, it offers an engaging, world-class workplace that reinforces shared purpose and identity.

Listening to Our People

Our culture is designed to empower every colleague to speak up, challenge ideas and contribute to an environment that fosters continuous improvement and collaboration. We measure it through an in-depth Annual People Survey and Pulse Surveys throughout the year, generating actionable insights into employee sentiment and alignment with our values.

79% positive engagement score

Our inaugural 2025 survey recorded 79% positive engagement and strong confidence in the business outlook.

Our culture and values are grounded in our Code of Business Integrity. Colleagues can raise concerns without fear of consequence through our Speak Up platform, keeping integrity and trust central to how we work.



Talent and Capability Development

Capability building at KWIL is focused where it matters most - on skills unique to our category and vital for unlocking significant growth.

Capability Building

During the year, we concentrated efforts on the engines of innovation and growth, building deep ice-cream and snacking expertise across our go-to-market functions, from leadership levels to the frontline.

Employee Value Proposition

Alongside developing internal talent, we are strengthening our ability to attract top external talent through a new Employee Value Proposition - a clear promise of investment, growth, recognition and reward in a world-class environment, defining what we expect from our people and what they can expect in return.



Performance and Recognition

Our performance management framework aligns individual objectives with business priorities and places emphasis on meaningful performance conversations and outcome-based evaluation.

This framework helps all colleagues understand how their work contributes to business objectives.

Recognition is integral to our culture. Through Frontline Heroes, our global recognition platform, we celebrate frontline employees who deliver outstanding results and demonstrate our values.

Board of Directors



Abhijit Bhattacharya

Chairperson and Non-Executive Non-Independent Director

Mr. Abhijit Bhattacharya, DIN: 11638966, was appointed as the Non-Executive Non-Independent Director and Chairperson of the Company with effect from 30th March 2026. He is also a member of the Nomination and Remuneration Committee of the Company.

Mr. Bhattacharya is the Chief Financial Officer of The Magnum Ice Cream Company N.V. and has been associated with the ice cream business since 2024, when he served as Chief Financial Officer of Unilever Ice Cream. In his current role, he is responsible for the finance function of The Magnum Ice Cream Company. His areas of expertise include financial management, capital allocation, mergers and acquisitions, investor relations, governance, risk management, information technology, shared business services, and corporate transformation.

He has nearly four decades of experience across finance, strategy, operations, and business transformation, including senior leadership roles across Europe, Asia, and the United States. Prior to joining Unilever Ice Cream, Mr. Bhattacharya spent 38 years with Koninklijke Philips N.V., where he held several senior leadership positions in finance and operations, including Chief Financial Officer and Member of the Board of Management and Executive Committee, Head of Investor Relations, Chief Financial Officer of Philips Healthcare, and Chief Financial Officer of Philips Lighting.

Mr. Bhattacharya has also chaired and supported major strategic transformation initiatives, including separation planning, carve-outs, and spin-offs, and has led finance and operations organisations through complex change. He has extensive experience in managing cross-border organisations, aligning financial strategy with long-term business objectives, and supporting multinational businesses through transformation, performance management, and stakeholder engagement.

Mr. Bhattacharya holds a Bachelor of Commerce degree from Sydenham College of Commerce and Economics and is an Associate of the Institute of Cost Accountants of India.



Tahir Toloy Tanridagli

Managing Director & Chief Executive Officer

Mr. Tahir Toloy Tanridagli, DIN: 11164403, was first appointed as a Non-Executive, Non-Independent Director on 25th June, 2025 and served in such capacity until 21st November, 2025. He was re-appointed as a Non-Executive, Non-Independent Director of the Company with effect from 30th March, 2026. He is appointed as Managing Director and Chief Executive Officer of the Company with effect from 1st November, 2026.

Mr. Tanridagli has more than 25 years of experience in the food and beverage sector across multiple international markets. He is currently President – Middle East, Turkey and South Asia (METSA) at The Magnum Ice Cream Company and had previously served as General Manager for Middle East and Turkey at Unilever Ice Cream. In his current role, he is responsible for providing strategic direction across markets and overseeing business performance and growth across the region.

His areas of experience include general management, business strategy, brand building, marketing leadership, category development and profit and loss management across consumer categories. During his tenure with Unilever, he held several senior leadership positions, including Vice President roles in foods and ice cream, General Manager roles for ice cream businesses in the Middle East and Turkey, Marketing Director – Ice Cream, Unilever Turkey, and brand leadership roles in beverages and new projects.

Earlier in his career, Mr. Tanridagli held marketing positions at Mondelez International Inc. (formerly Kraft Foods Inc.). He has broad experience across categories, including foods, beverages, tea and ice cream, and brings expertise in market development, consumer-led growth, commercial execution and leadership of multi-country and cross-functional teams across Turkey, the Middle East and South Asia.

Mr. Tanridagli holds a degree in Business Administration from Boğaziçi University.



JV Raman

Independent Director

Mr. JV Raman, DIN: 08760114, was appointed as an Independent Director of the Company with effect from 1st December 2025. Mr. Raman is the Chairperson of the Risk Management Committee and a member of the Audit Committee and the Nomination and Remuneration Committee of the Company.

Mr. JV Raman is a senior professional with extensive global experience in the consumer sector across diverse markets, categories and geographies. He was associated with the Unilever Group for close to 30 years, during which he held a wide range of leadership roles across developed and emerging markets in over 7 countries and contributed to business growth & transformation to be future fit, market expansion and talent development.

Mr. JV Raman has significant experience in the ice cream category, having worked across key markets including India, the United Kingdom, Asia, Middle East and Turkey, and Central and Eastern Europe, including Russia. Over the course of his career, he developed expertise in Channel & Brand management including digital marketing, Portfolio & Market Development to drive category leadership, Cost leadership to be globally competitive, General management to drive overall Business and cross functional excellence. In addition, due to his roles in different parts of the world across very varied markets, he has developed a unique ability to lead diverse teams across cultures and complex international environment.

During the last decade of his tenure with Unilever, he was the chairman & CEO of significant businesses first in Vietnam and subsequently the Russia cluster, where he was responsible for the end-to-end aspects of running multi category business, including driving strategy, acquisitions, strengthening market presence, building capabilities for the future and developing a strong talent pipeline. These roles involved total P & L delivery leading multi-functional teams across geographies.

Mr. JV Raman is currently associated with Multiples Alternate Asset Management, a private equity firm, as a Senior Operating Advisor, where he provides strategic guidance, operational insights and sector expertise to portfolio companies.

Mr. JV Raman holds a Bachelor's degree in Engineering (Electrical and Electronics) and a Master's degree in Business Administration, and is an alumnus of the Indian Institute of Management Bangalore.



Madhavan Hariharan

Independent Director

Mr. Madhavan Hariharan, DIN: 07217072, was appointed as an Independent Director of the Company with effect from 1st December, 2025. Mr. Hariharan is the Chairperson of the Audit Committee and a member of the Nomination and Remuneration Committee and the Risk Management Committee of the Company.

Mr. Madhavan has over 35 years of experience in financial management, audit, compliance and Board-level oversight. His areas of expertise include enterprise risk management, strategic financial leadership, mergers and acquisitions, corporate governance, organisational growth and strategy, and business strategy for conglomerates. He has experience in emerging markets, oversight of large and complex business operations, administration and management, people and talent development, large-scale transformation and cross-border operations, and aligning financial and operational goals with long-term business objectives.

Mr. Madhavan has been associated with the CKA Birla Group as Group Chief Financial Officer and Head of Strategy. He is also an Independent Director on the boards of Galaxy Surfactants Limited, IRIS RegTech Solutions Limited, Hindustan Coca-Cola Holdings Limited and Hindustan Coca-Cola Beverages Private Limited. In addition, he serves as a Director of Innovative Infra & Mining Solutions Limited, Birlasoft Inc. and TRI-K Industries Inc., the latter two being subsidiaries of leading listed entities.

Prior to this, Mr. Madhavan was associated with Royal Philips, Netherlands, for nearly two decades, from 1998 to 2017, where he held multiple senior leadership positions across geographies, including India, China and the Netherlands. His roles at Philips included Chief Financial Officer – Emerging Markets, Healthcare; Chief Financial Officer – Global Automotive Lighting; and Chief Financial Officer – India. In addition, he held several global roles spanning Finance Transformation, Go-To-Market, Restructuring, and Mergers and Acquisitions and contributed significantly to business expansion and operational optimisation across regions.

Earlier in his career, he worked with reputed organisations such as Ashok Leyland, PepsiCo, Tata SIA and Telecom start-up across many functions, including Internal Audit, Treasury, Financial Planning and Analysis and Controllership.

Mr. Madhavan is a Chartered Accountant from the Institute of Chartered Accountants of India and a Company Secretary from the Institute of Company Secretaries of India. He is also a Certified Information Systems Auditor (CISA).



Ravindra Pisharody
Independent Director

Mr. Ravindra Pisharody, DIN: 01875848, was appointed as an Independent Director of the Company with effect from 1st December, 2025. He serves as the Chairperson of the Nomination and Remuneration Committee and as a Member of the Stakeholders' Relationship Committee of the Company.

Mr. Pisharody is an accomplished corporate leader and management professional with over 40 years of experience across leading multinational and Indian organisations, with expertise spanning business development, strategic management and marketing.

He is presently associated with several companies, including Savita Oil Technologies Limited and Muthoot Finance Limited, as a Non-Executive Director, where he contributes to Board-level strategic oversight and governance.

He was previously associated with Tata Motors Limited for over a decade, including five years as an Executive Director on its Board, where he contributed to business growth and strategic initiatives. Prior to this, he had a distinguished tenure of over 18 years with Philips, holding senior leadership roles across functions and geographies. He also spent over eight years with BP/Castrol, including three years with BP in Singapore in a global marketing role, which provided him with significant international exposure.

He brings strong expertise in strategy, marketing, business transformation and leadership of large organisations, together with a proven track record of driving growth, strengthening market positioning and enhancing sustainable business performance across diverse industries and geographies.

Mr. Pisharody holds a Bachelor's degree in Engineering from the Indian Institute of Technology, Kharagpur, and is an alumnus of the Indian Institute of Management, Calcutta.



Shukla Wassan
Independent Director

Ms. Shukla Wassan, DIN: 02770898, was appointed as an Independent Director of the Company with effect from 1st December, 2025. She is the Chairperson of the Stakeholders' Relationship Committee and a member of the Audit Committee of the Company.

Ms. Wassan has more than three decades of experience and, over the past decade, has served on the boards of several companies, including leading FMCG entities across India, Nepal, Bangladesh and Sri Lanka. She brings extensive senior leadership experience in multinational corporations, with a strong track record across diverse and complex, cross-border business environments. Her areas of expertise include strategic partnerships, mergers and acquisitions, joint ventures, intellectual property, competition law and corporate governance. She has played a pivotal role in structuring, negotiating and executing high-value transactions and long-term strategic alliances.

Over the course of her career, Ms. Wassan has worked closely with senior leadership teams and Boards, providing strategic counsel on governance frameworks, regulatory compliance and business growth initiatives. She has significant experience in navigating multi-jurisdictional legal and corporate matters and in strengthening governance practices in organisations operating across emerging and developed markets.

In addition to her corporate roles, Ms. Wassan is an empanelled arbitrator and mediator with several institutions in India and internationally, reflecting her deep expertise in alternative dispute resolution. She has been actively involved in resolving complex commercial disputes and advising on risk mitigation and contractual frameworks. She is presently a Governing Council Member of the International Arbitration & Mediation Centre, Hyderabad, a Member of the Chamber of Arbitration of the India International Arbitration Centre, Delhi, and a Committee Member of the CII National Committee on Legal. She is also a founding member of the General Counsel Association of India and mentors senior corporate leaders.

Ms. Wassan holds a Bachelor's degree in Commerce (Honours) and a Bachelor's degree in Law. She is a Fellow Company Secretary and a Fellow Member of the Chartered Institute of Arbitrators, London.



Chitrank Goel
Deputy Managing Director

Mr. Chitrank Goel, DIN: 11388422, was appointed as an Executive Director, designated as Deputy Managing Director of the Company, with effect from 1st December, 2025. Mr. Goel is a member of the Stakeholders' Relationship Committee and the Risk Management Committee of the Company.

Mr. Goel brings over two decades of rich and diverse experience across the impulse and snacking foods, consumer packaged goods, quick-service restaurant, retail and ice cream sectors. He has held several leadership roles with Hindustan Unilever Limited and Unilever across India and Europe, developing deep expertise in category management, business strategy and market expansion. During his tenure with Unilever, he led large-scale category transformation initiatives across Eastern Europe, demonstrating strong capabilities in driving growth, operational excellence and consumer-centric innovation across multiple markets.

Prior to joining the Company, he was associated with Jubilant FoodWorks Limited as Executive Vice President and was a member of its leadership team. In this role, he played a pivotal part in steering strategic initiatives and was instrumental in driving a significant business pivot, contributing to transformation, performance improvement and strengthening the company's competitive positioning.

His areas of expertise include business strategy, category and brand development, transformation and change management, go-to-market execution and leadership of large, cross-functional teams. He has a proven track record of delivering sustainable growth and leading complex business transformations across diverse geographies and consumer segments.

Mr. Goel holds a Bachelor's degree in Arts (Honours) from Hansraj College, University of Delhi, and a Master's degree in Business Administration from Infinity Business School, Gurugram.



Prashant Premrajka
Executive Director and Chief Financial Officer

Mr. Prashant Premrajka, DIN: 11065666, was first appointed as a Non-Executive, Non-Independent Director on 9th May, 2025 and was subsequently re-designated as Executive Director and Chief Financial Officer of the Company with effect from 1st December, 2025.

Mr. Premrajka brings over 22 years of experience in the consumer goods sector, with a strong track record in financial leadership and business partnering across large and complex organisations.

He has held senior leadership positions at Hindustan Unilever Limited, where he served as Vice President, and at Kimberly-Clark Lever India, a joint venture with Hindustan Unilever Limited, where he served as Chief Financial Officer. In these roles, he played a critical role in driving financial strategy, strengthening business performance and supporting decision-making at the highest levels of the organisation.

Over the course of his career, he has developed deep expertise across a wide range of finance functions, including supply chain finance, customer development finance, marketing finance, financial planning and analysis (FP&A), and management accounting. His experience includes partnering with business teams to drive growth, improve cost efficiencies, enhance profitability and build robust financial planning and control frameworks.

He is known for his strategic orientation, analytical depth and ability to lead cross-functional initiatives, contributing to sustainable value creation and operational excellence across the organisations with which he has been associated.

Mr. Premrajka holds a Bachelor's degree in Commerce (Honours) from St. Xavier's College, Kolkata, and a Master's degree in General Management from the Indian Institute of Management, Ahmedabad.

Report of the Board of Directors and Management Discussion & Analysis

Dear Members,

The Board of Directors is pleased to present the first Annual Report of Kwality Wall's (India) Limited (the Company or KWIL), together with the financial statements for the financial year ended 31st March, 2026, covering the period from 10th January, 2025 (date of incorporation) to 31st March, 2026.

Economic Overview

India's real GDP grew 7.8% in FY 2025-26[1], providing a favourable backdrop for consumption, compared with global growth of approximately 3.5% in CY2025[2]. Healthy private consumption and improving household incomes supported discretionary spending. However, geopolitical tensions and trade uncertainty persisted, while volatile commodity and energy prices weighed on input and logistics costs. Together with weather variability, these factors shaped demand patterns and operating conditions for consumer-facing businesses during the year.

Policy measures during the year provided further support to household consumption. The rationalisation of rates under GST 2.0 lowered the tax burden on a wide range of everyday and mass-consumption categories, while personal income tax relief announced in the Union Budget improved disposable incomes. Together with moderating inflation, these measures created a more conducive environment for consumer demand during the second half of the year.

Industry Structure and Developments

Ice Cream Market in India

Evolving consumption patterns, rising discretionary spending and improved retail access are gradually redefining the role of indulgence-led food categories in India. India's ice cream market is fast growing with most listed players reporting high double-digit growth CAGR in recent years. Demand is being shaped by changing lifestyles, rising disposable income and the increasing acceptance of ice cream as an everyday indulgence rather than a seasonal product. As consumption occasions broaden, the category is becoming more deeply embedded within India's evolving food and snacking landscape.

The market comprises two broad formats. Impulse ice cream, including single-serve and on-the-go offerings and in-home formats such as tubs, party packs and multi-serve products. The increasing relevance of in-home consumption reflects changing lifestyles, growing demand for at-home indulgence and wider availability across emerging retail channels.

General trade remains the main channel for ice cream sales in India, with neighbourhood kirana stores continuing to play an important role in driving impulse purchases. At the same time, quick commerce platforms are emerging as a significant growth channel, particularly in urban markets, expanding access to premium and in-home products through rapid delivery models.

Despite strong category growth, India's per capita ice cream consumption remains low at approximately 0.5 litres per annum, well below levels in several Asian and developed markets. This highlights substantial long-term growth potential as accessibility improves, consumption habits evolve and penetration increases across both urban and non-urban markets. Ice cream performance during 2025 was influenced by consumer demand trends, channel developments and weather conditions, with unseasonal rains and a cooler summer in parts of the country moderating growth. At the same time, changing consumer preferences, rising in-home consumption, premiumisation and expansion of quick commerce are driving wider product and format innovation and creating more consumption occasions.

Our outlook for Ice cream remains positive. Growth is expected to be driven by rising disposable incomes, increasing premiumisation, expanding cold-chain infrastructure, deeper refrigerator penetration and the growing role of modern trade and quick commerce channels. These factors, combined with India's low per capita consumption base and favourable demographic profile, provide a strong foundation for long-term category expansion.

Industry Trends and Growth Drivers

Rising Consumption and Category Headroom

Increasing household incomes and discretionary spending are widening the consumer base for branded and indulgence-led products. India's relatively low per capita ice cream consumption also provides significant scope for long-term category growth.

Expanding Distribution and Cold-Chain Reach

Wider cold-chain infrastructure, increasing freezer availability and expansion across traditional and organised retail channels are improving product accessibility. The significant gap between the overall retail universe and current ice cream availability also provides scope for wider distribution.

Growth of Quick Commerce and In-home Consumption

Quick commerce has improved product availability and convenience, particularly for In home and premium consumption occasions. As ice cream is largely an impulse-led purchase, quick commerce platforms are well suited to the category, enabling spontaneous consumption while preserving product quality. Rising refrigerator ownership and changing lifestyles are also increasing the relevance of In-home and multi-serve formats.

Premiumisation and Product Innovation

Changing consumer preferences are driving demand for differentiated flavours, formats and premium offerings. Greater health awareness is also encouraging innovation across better-for-you propositions, including low-sugar, natural ingredient-based and protein-enriched variants.

Company Overview

Kwality Wall's (India) Limited is one of India's leading ice cream companies. Following the demerger of the ice cream business from Hindustan Unilever Limited (HUL), the Company now operates as a focused, standalone entity dedicated to the ice cream category. The Kwality brand has a heritage spanning over 70 years in India, complemented by more than three decades of operating experience under HUL, providing deep consumer understanding, category expertise and strong execution capabilities.

The demerger marked a significant milestone in the Company's evolution, creating a dedicated platform to pursue opportunities in India's rapidly expanding ice cream market. Following the acquisition of a controlling stake in the Company by The Magnum Ice Cream Company (TMICC), KWIL is now a subsidiary of the world's largest ice cream company and benefits from access to global category expertise, innovation capabilities, product development platforms, advanced technologies and international best practices across the ice cream value chain.

As India's only listed pure-play ice cream company with a pan-India presence, the Company manufactures, markets and distributes a portfolio of over 100 products across impulse formats, such as cones, sticks, cups and other single-serve products, and In-home formats, including tubs and party packs. Its portfolio comprises a strong portfolio of licensed brands, led by Kwality Wall's, Magnum and Cornetto, alongside brands such as Feast and Twister. Spanning multiple price points and consumption occasions, the portfolio is manufactured at the Company's two own manufacturing facilities, complemented by contract manufacturing partners, in line with international quality standards, while the ongoing transition to dairy-based ice cream further strengthens its appeal to consumers.

Our Competitive Strengths

Heritage and global parentage:

Over 70 years of Kwality brand heritage in India, combined with access to TMICC's global brands, technology platforms, product development capabilities and category expertise, enabling the introduction of differentiated formats and consumer experiences.

Trusted brands and proven innovation:

A portfolio of trusted and globally recognised brands spanning consumer segments, price points and consumption occasions, supported by a strong innovation engine that combines TMICC's global technology platforms with a deep understanding of Indian consumer preferences.

Cold-chain and route-to-market reach:

The Company reaches more than 200,000 outlets across the country supported by a wide distributor network and an execution-focused frontline organisation. This deeply embedded cold-chain network supports product availability and quality across markets and channels.

Scalable operations and experienced leadership:

A scalable manufacturing and supply-chain platform comprising two own manufacturing facilities, complemented by contract manufacturing partners and regionalized production capabilities, led by a team with deep ice cream expertise across sales, marketing, supply chain, innovation and product development.

Strategic Priorities

As a standalone ice cream company, KWIL has a clear set of priorities: grow the category, strengthen the portfolio, widen availability and improve the efficiency of the business. TMICC's brands, technology and global ice cream expertise will support each of these priorities.

Grow the category and expand consumption occasions

Ice cream consumption in India remains low compared with many other markets. Rising incomes, better refrigeration and changing eating habits should allow the category to grow over time. KWIL's focus is therefore not only on gaining share, but also on helping grow the category by making ice cream easier to find, relevant to more occasions and accessible across price points.

Build a differentiated portfolio

Portfolio development remains central to the Company's growth plans. KWIL will continue to innovate across mass, popular and premium price points, while moving the portfolio towards dairy-based ice cream. TMICC's global brands and product platforms provide an additional source of ideas that can be adapted for Indian tastes and consumption occasions.

Expand availability and strengthen route-to-market

For ice cream, growth depends heavily on availability. The Company will continue to expand its presence in attractive markets, while getting more out of the existing cabinet network. General trade will remain important, alongside modern trade and newer channels. Quick commerce is particularly relevant because it gives consumers convenient access to both impulse products and larger In-home formats.

Build a scalable and efficient operating model

Alongside growth, improving the cost and efficiency of the operating model is a key priority. The areas of focus include regionalizing production, improving procurement and

[1]Ministry of Statistics and Programme Implementation, Government of India – National Accounts Statistics 2026, released 31st August, 2026
[2]International Monetary Fund, World Economic Outlook, 2026

logistics, simplifying the portfolio where appropriate and using manufacturing and distribution assets more effectively.

Leverage TMICC's global capabilities

KWIL can now draw on TMICC's global ice cream expertise, brands, innovation and technology. The opportunity is to combine these capabilities with KWIL's long-standing understanding of Indian consumers and its local route-to-market.

Business Performance during the Year

FY 2025-26 was an unusual year for KWIL. During the year, the business separated from HUL, became a listed company and moved under the ownership of TMICC. Through these changes, the immediate priority was to keep the business running without disruption while putting in place the capabilities needed for KWIL to operate independently.

Portfolio and innovation

The portfolio saw more than 30 launches and relaunches during the year across different formats and price points. At the same time, the Company began moving its portfolio towards dairy-based ice cream. This is more than a formulation change and requires corresponding changes in manufacturing and the supply chain.

New launches included Magnum Pistachio and Kulfeez, drawing on global innovation as well as familiar Indian tastes. The broader innovation programme spans mass, popular and premium offerings and is intended to keep the portfolio relevant as consumer preferences and consumption occasions evolve.

Distribution and channel development

The Company reaches more than 200,000 outlets through its distributor network and freezer cabinet infrastructure. In ice cream, the cabinet is an important part of the route-to-market: it makes the product available at the point of purchase while maintaining the required temperature conditions.

General trade continues to be important for impulse sales. Modern trade and quick commerce are becoming increasingly relevant, particularly for premium and In-home products. During the year, the Company worked with quick commerce platforms to improve availability and visibility. Across channels, the focus is on expanding reach, improving the productivity of the existing cabinet base and strengthening execution at the point of sale.

Manufacturing and supply chain

Ice cream places particular demands on the supply chain because temperature control has to be maintained from the factory to the retail outlet. During the year, the Company continued to work on its manufacturing, distribution and cold-chain capabilities.

KWIL manufactures through two Company-owned facilities and a network of contract manufacturing partners. The supply network is being progressively regionalized, with emphasis on better procurement, logistics efficiency, plant utilisation and product availability. The objective is straightforward: serve markets more efficiently while building a network that can support growth.

Key Developments during the Year

FY 2025-26 was a defining year for the Company, marking its establishment as a standalone, listed ice cream company. The key developments during the year, together with material events after the close of the financial year, are summarised below.

Demerger of the ice cream business from Hindustan Unilever Limited

Pursuant to the Scheme of Arrangement between HUL and the Company, sanctioned by the Hon'ble National Company Law Tribunal, the ice cream business of HUL was demerged into the Company as a going concern. In accordance with the Scheme, the Board of Directors, at its meeting held on 12th December, 2025, approved the allotment of equity shares to HUL shareholders as on the record date of 5th December, 2025, in the ratio of 1:1. The demerger enables the business to operate with a dedicated management team, a focused operating model and independent capital allocation. To ensure a seamless separation, the Company continues to use Unilever's information technology systems under a Transitional Services Agreement (TSA); these are being migrated to TMICC's platforms in a phased manner, safeguarding business continuity, data integrity and internal controls.

Listing of equity shares

The equity shares of the Company were listed and admitted to trading on BSE Limited and the National Stock Exchange of India Limited on 16th February, 2026. The listing marks an important milestone in the Company's journey, giving shareholders direct participation in a focused ice cream business and enhancing the Company's visibility among investors and other stakeholders.

Acquisition of control by TMICC and mandatory open offer

TMICC acquired the equity shareholding in the Company held by Unilever, thereby acquiring control of the Company. In accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, this acquisition triggered a mandatory open offer to the public shareholders of the Company on 16th February, 2026, being the date of listing. The open offer was successfully completed during FY 2026-27 and accordingly constitutes an event subsequent to the close of the financial year.

Portfolio transformation and innovation

The Company committed to transitioning its portfolio to dairy-based ice cream, in line with growing consumer preference for milk-based products, and invested in reformulation, manufacturing capabilities and supply-chain readiness. Drawing on TMICC's global platforms and local consumer insight, it also delivered more than 30 launches and relaunches across formats and price points, including Magnum Pistachio and Kulfeez, inspired by traditional Indian flavours.

Revision of the royalty arrangement

Subsequent to the close of the financial year, the royalty payable by the Company to its parent for the use of licensed brands and intellectual property was revised. The royalty rate has been set at 0% for the period from 1st October, 2025 to 31st March, 2026 and for FY 2026-27, and at 1% of turnover for each of FY 2027-28 and FY 2028-29. The royalty moratorium up to 31st March, 2027 supports the Company's investments and stabilisation efforts following the demerger.

Opportunities and Risks

Opportunities

Significant headroom for category growth

With consumption levels well below global benchmarks, the Indian ice cream market offers substantial long-term growth potential. Ice cream is increasingly becoming part of everyday snacking and dessert choices across celebrations, social occasions and convenience-led consumption.

Shift towards organised and branded offerings

The Indian ice cream market remains fragmented. The reduction in GST on ice cream from 18% to 5%, effective 22nd September, 2025, is expected to improve affordability and support category consumption.

Expansion of In-home consumption occasions

Ice cream is becoming more relevant for In-home occasions such as family gatherings and social events. Quick commerce is further accelerating this shift by making ice cream readily available for planned and spontaneous consumption and extending the reach of premium and multi-serve formats, particularly in urban markets.

Leveraging TMICC's global capabilities

As part of TMICC, the Company has access to a wider portfolio of global brands, proven category playbooks, R&D and technology capabilities, and digital solutions developed across markets. KWIL has the opportunity to bring the most relevant of these capabilities to India, adapting them to local consumer needs and market conditions. This can accelerate innovation, strengthen execution and help the Company build new growth opportunities.

Risks

The Company has a structured risk management framework comprising policies, processes and monitoring mechanisms aligned with the scale and complexity of its operations. The principal risks and the Company's responses are outlined below. These measures help manage risk but cannot eliminate all exposures or prevent every adverse outcome.

Market demand, competition and climate variability

Ice cream demand is seasonal and sensitive to weather, so unseasonal rain, a cooler summer or extreme heat may affect sales. The market is competitive, and consumer preferences and channels are evolving, including the growth of quick commerce and demand for premium and better-for-you products. Competitive pricing may limit the ability to pass on higher costs, and new launches may not always deliver the expected returns.

Response: The Company is reducing its dependence on summer through In-home, premium and festive offerings, and is growing quick commerce and institutional channels. Consumer-led innovation backed by TMICC's platforms, the transition to dairy-based ice cream, offerings across price points, competitor tracking and rolling demand forecasts help it respond to market changes.

Supply chain, cost and product safety

Operations depend on steady supply and stable prices of materials such as dairy ingredients, cocoa, packaging and energy, which may be affected by commodity cycles, geopolitical events or currency movements. They also rely on own and contract manufacturing sites, distributors and an unbroken cold chain, including freezer cabinets at outlets. Disruption at any of these points, or any lapse in product quality, food safety or workplace safety, may affect availability, margins and reputation.

Response: Key inputs are sourced from multiple suppliers and geographies, supported by long-term contracts, planned cover and recipe flexibility. Manufacturing is being regionalized with continuity plans for key sites, and distributor performance and cabinet tracking are reviewed regularly. Food-safety controls, preventive maintenance and safety audits apply across own and contract sites, supported by insurance, while procurement and productivity programmes help offset cost pressures.

Standalone transition, technology, people and funding

The Company uses Unilever's IT systems under the TSA while moving to TMICC's platforms, and any delay may affect business continuity and internal controls. Cyber incidents or data breaches may disrupt operations. As a new standalone company, it relies on licensed brands and technology, on retaining key talent and on recovering certain receivables transferred under the Scheme. Growth investments and seasonal working capital needs may require external funding, and its availability and cost may affect liquidity.

Response: Migration follows a phased plan with testing, data checks and oversight by the Audit Committee and Risk Management Committee. Threat monitoring, access controls, employee awareness, disaster recovery and cyber insurance support information security. Licence arrangements with TMICC govern brand and technology access, and the Company is working with HUL to recover the receivables. Succession planning and retention programmes support talent, while cash-flow planning, working capital discipline and an appropriate capital structure support liquidity.

Regulatory compliance, reputation and governance

The Company is subject to laws on food safety, labelling, packaging and plastic waste, environment, health and safety, labour, data protection, tax and securities. Changes such as the new labour codes or plastic rules may increase costs or require changes

to products or sales formats. The transfer of certain properties, licences and approvals following the demerger is in progress. Adverse legal or tax outcomes, misconduct, control lapses or negative social media may affect performance and reputation.

Response: The Company tracks regulatory changes with external advisers, assesses their impact and maintains compliance processes across locations. It is working with HUL and the authorities to complete pending transfers, with continuity plans for the relevant sites, and monitors plastic and EPR obligations. A Code of Business Principles, a whistle-blower mechanism and internal audit support ethical conduct, while influencer due diligence and campaign pre-testing help protect the brands. The Board and its Committees oversee compliance and internal controls.

Risk Governance Structure

Governance Body	Role
Board of Directors	Provides overall oversight of risk management, approves the risk management policy and framework, and reviews material risks and related mitigation measures.
Audit Committee	Evaluates internal financial controls and risk management systems and reviews relevant financial reporting and control matters, coordinating with the Risk Management Committee where appropriate.
Risk Management Committee	Reviews the risk management policy, monitors its implementation and the effectiveness of mitigation measures, including business continuity arrangements, and reports material matters to the Board.
Management Team/ Functional Heads	Identify, assess and manage risks within their functions, implement mitigation measures, monitor pending actions and escalate material developments to the relevant committees and the Board.

Financial Summary and Highlights

The Company was incorporated on 10th January, 2025. In accordance with Section 2(41) of the Companies Act, 2013 and the accounting treatment prescribed under the Scheme, the figures for the period from 10th January, 2025 to 31st March, 2026 have been restated and presented as if the Scheme had been effective from the date of incorporation of the Company.

During the period, revenue from operations stood at ₹ 22,453 million. Total expenses of ₹ 25,572 million exceeded total income of ₹ 22,456 million, resulting in a loss before exceptional items and tax of ₹ 3,116 million. After exceptional items of ₹ 1,139 million and a deferred tax credit of ₹ 567 million, the loss for the period was ₹ 3,688 million, and the total comprehensive loss was ₹ 3,640 million.

Management commentary on financial performance

FY 2025-26 should also be viewed in the context of the scale of change undertaken during the year. KWIL separated from HUL, became an independently listed company, moved under TMICC ownership and began establishing the organisation, systems and operating capabilities required for a standalone business.

The Company continued to make investments required to strengthen the foundations for future growth, including investments behind brands and innovation, distribution and cold-chain infrastructure, manufacturing and supply-chain capabilities and the transition towards a dairy-based portfolio. The economics of the business were also influenced by operating costs associated with a temperature-controlled supply chain and by the costs involved in establishing the Company as an independent organisation. Exceptional items of ₹ 1,139 million further impacted the reported financial result; details are provided in the financial statements.

Management remains focused on improving the underlying economics of the business through a combination of growth and productivity. Key areas of focus include increasing manufacturing and asset utilisation, improving procurement efficiencies, regionalizing the manufacturing and supply network, reducing logistics complexity, improving portfolio mix and simplification, and increasing the productivity of the Company's distribution infrastructure.

The Company believes that sustained volume growth, supported by wider distribution and a stronger portfolio, together with disciplined management of manufacturing, distribution and overhead costs, can create operating leverage as the business scales. The royalty arrangement with TMICC provides additional support during this transition period. The 0% royalty rate up to 31st March, 2027 enables the Company to direct greater resources towards brand building, distribution, innovation and capability development during the initial phase following the demerger.

(₹ in Million)

Particulars	Standalone FY 2025-26
Revenue from operations	22,453
Total income	22,456
Total expenses	(25,572)
Profit / (Loss) before exceptional items and tax	(3,116)
Exceptional items	(1,139)
Profit / (Loss) before tax	(4,255)
Deferred tax	567
Profit / (Loss) for the period	(3,688)
Other comprehensive income	48
Total comprehensive loss	(3,640)

Key Ratios	FY 2025-26
Trade Receivables Turnover Ratio (in times)	35.66
Inventory Turnover Ratio (in times)	9.94
Debt Service Coverage Ratio (in times)	(0.70)
Current Ratio (in times)	0.77
Debt-Equity Ratio (in times)	0.82
Operating Profit Margin (in %)	(13)
Net Profit Margin (in %)	(17)
Return on Capital Employed (in %)	(26)
Return on Net Worth (in %)	(52)

Explanation to Key Financial Ratios

Trade Receivables Turnover Ratio: Measures the efficiency with which the Company manages its receivables and how quickly credit extended to customers is collected. It is calculated by dividing turnover by average trade receivables.

Inventory Turnover Ratio: Measures the efficiency with which the Company utilises and manages its inventory. It is calculated by dividing turnover by average inventory.

Debt Service Coverage Ratio: Assesses the Company's ability to meet current debt obligations, including interest and instalments. It is calculated by dividing earnings available for debt service by debt service.

Current Ratio: Indicates the Company's liquidity position and ability to meet short-term obligations. It is calculated by dividing current assets by current liabilities.

Debt-Equity Ratio: Evaluates financial leverage. It is calculated by dividing total debt by shareholders' equity.

Operating Profit Margin (%): Indicates the proportion of revenue converted into operating profit. It is calculated by dividing EBIT by turnover.

Net Profit Margin (%): Indicates the proportion of revenue retained as net profit. It is calculated by dividing profit after tax by turnover.

Return on Capital Employed (%): Measures returns generated on capital provided by debt and equity holders. It is calculated by dividing EBIT by capital employed.

Return on Net Worth (%): Measures profitability in relation to shareholders' funds. It is calculated by dividing total comprehensive income by average shareholders' equity.

The above ratios have been computed using average balances and relevant financial data for the period from 10th January, 2025 to 31st March, 2026. The Return on Net Worth for the preceding financial year and disclosure of significant changes in ratios compared with the immediately preceding financial year are not applicable, as the Company was incorporated on 10th January, 2025 and no comparative figures are available.

Segment Information

Based on the guiding principles given in Ind AS 108 on Operating Segments, the Company's business activity falls within a single operating segment, namely Ice Creams. The Company has business operations only in India and does not hold any assets outside India. All of the Company's revenue is generated from operations within India.

Internal Control Systems and Their Adequacy

The Company has established internal financial controls commensurate with the size, scale and complexity of its operations. These controls support orderly and efficient business conduct, safeguard assets, prevent and detect fraud and errors, ensure the accuracy and completeness of accounting records, and facilitate the timely preparation of reliable financial information.

The adequacy and operating effectiveness of the internal control framework are reviewed periodically through management oversight and internal audit. The Audit Committee reviews significant audit observations, corrective actions and the overall effectiveness of the internal control environment. The Statutory Auditors have expressed an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the financial statements as of 31st March, 2026.

During the year, transaction processing and financial reporting were supported by Unilever's information technology systems under the TSA. As these systems transition to TMICC's platforms, the Company is placing particular emphasis on controls over data migration, access management and system interfaces so that the internal control environment remains robust.

Material Developments in Human Resources

Human capital played a critical role in the successful transition of the business into a standalone listed ice cream company during FY 2025-26. The Company adopted a people-first approach throughout the demerger process, with a strong focus on continuity, transparency and stability for employees. Employee transitions were carefully planned and executed to maintain business continuity while preserving compensation structures, benefits and workplace practices.

Alongside the transfer of employees into the new entity, the Company strengthened organisational capabilities through selective hiring, internal mobility, leadership development and targeted capability-building initiatives aimed at supporting long-term growth ambitions.

The Company remains focused on building a high-performance culture supported by employee engagement, capability development and accountability. Investments during the year were directed towards strengthening leadership depth and enhancing functional capabilities across customer development, marketing, supply chain

and innovation. Employee engagement is reinforced through regular feedback mechanisms, structured people surveys and open communication channels.

1,225 total employees as of 31st March, 2026.

Sustainability

As KWIL builds its standalone operating model, it is also putting in place the governance and measurement needed to address sustainability across the business.

Given the nature of the ice cream business, areas such as responsible sourcing, manufacturing efficiency, packaging, refrigeration and energy efficiency across the cold chain are relevant to the Company's environmental footprint. The Company is developing its approach in these areas with reference to TMICC's broader sustainability framework while taking into account Indian market conditions and regulatory requirements.

The initial focus is on establishing appropriate governance, measurement and data capabilities to enable credible monitoring of performance and the development of relevant initiatives over time. Further information on the Company's sustainability approach and initiatives is provided in the relevant sections of this Annual Report.

Company Outlook

The Company enters its first full year as an independent listed company with strong foundations and a clear strategic direction. India's low per capita ice cream consumption, rising disposable incomes, changing consumption habits and improving retail and cold-chain infrastructure provide a compelling long-term opportunity for category development.

KWIL is well positioned to participate in this growth through its established portfolio of brands, extensive cold-chain distribution infrastructure, understanding of Indian consumers and access to TMICC's global brands, innovation platforms, technology and category expertise.

The Company will remain focused on strengthening its portfolio, widening availability, developing new consumption occasions and improving the productivity of its manufacturing, supply-chain and distribution infrastructure. In parallel, the phased transition to TMICC's technology platforms and continued development of standalone organisational capabilities will support the evolution of KWIL into a focused and scalable ice cream company.

The Company remains committed to pursuing sustainable growth, strengthening its competitive position and progressively improving the underlying economics of the business while creating long-term value for shareholders.

State of Company's Affairs

The Company was incorporated on 10th January, 2025 and, pursuant to Section 2(41) of the Act, the first financial year of the Company commenced on 10th January, 2025 and ended on 31st March, 2026.

The Company was incorporated as a public limited company and a wholly owned subsidiary of HUL under the Companies Act, 2013 (the Act), with its registered office at Unilever House, B. D. Sawant Marg, Chakala, International Airport, Andheri (East), Mumbai 400099, to carry on, in India and abroad, the business of manufacturing, processing, developing, importing, exporting, purchasing, selling, distributing, marketing, commercialising and otherwise dealing in ice creams, frozen desserts, dairy and non-dairy frozen products, confectionery, bakery products, ready-to-eat and ready-to-serve foods, frozen processed foods and allied products; to establish, operate and manage manufacturing facilities, cold-chain and distribution infrastructure, and retail and franchise outlets; to undertake research and development; and to deal in machinery, equipment, raw materials and other products ancillary or incidental thereto.

The Company traces its origins to the legacy Kwality brand, which originated in India in 1942 and was acquired by HUL in 1994. Following the acquisition, Unilever aligned the Indian business with the international Heart brand identity and rebranded it as "Kwality Wall's". While the Wall's brand originated in the United Kingdom, Wall's ice creams are now sold in more than 80 countries. The brand operates under different local names across countries but is identified by its iconic heart logo.

The ice cream division historically operated within HUL's Foods and Refreshment segment and was never reported as a standalone audited segment. In January 2025, HUL's Board approved the strategic demerger of the ice cream business into the Company, a dedicated subsidiary, to give the vertical its own management, operating model and investment priorities. The move aligns with Unilever PLC's global strategy to spin off its global ice cream operations worldwide into a separately listed entity, "The Magnum Ice Cream Company N.V." This move allows independent capital allocation, go-to-market execution, faster innovation cycles and cost structures that better suit the category's needs, particularly temperature-controlled logistics, strong seasonality and regional manufacturing scalability.

Subsequently, the Board of Directors of the Company approved the Scheme of Arrangement between HUL and the Company and their respective shareholders (the Scheme), pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, the relaxation under sub-rule (7) of Rule 19 of the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961, other applicable laws, circulars and regulations, and the Memorandum of Association and Articles of Association of the Company. The Scheme was subject to receipt of observation or no-objection letters from BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) (collectively, the Stock Exchanges) and SEBI, as applicable; sanction by the National Company Law Tribunal, Mumbai Bench (NCLT), approval of the shareholders, creditors and other classes of persons of the respective companies, as applicable; and such other approvals, consents, permissions and sanctions as may have been required.

Pursuant to the Scheme approved by the NCLT by its order dated 30th October, 2025, read with the rectification order dated 6th November, 2025 (certified true copies of the orders were received on 13th November, 2025), the Ice Cream Business Undertaking of HUL was demerged into the Company on a going concern basis. In consideration thereof, the Company issued 2,34,95,91,262 equity shares of face value of ₹ 1 each to the eligible shareholders of HUL as on 5th December, 2025 (Record Date), in the ratio of 1:1, i.e., one fully paid-up equity share of the Company having a face value of ₹ 1/- for every one fully paid-up equity share of face value of ₹ 1/- held in HUL (Share Entitlement Ratio) as set out in the Scheme.

The Scheme became effective from 1st December, 2025, which is also the Appointed Date as defined in the Scheme. Effective from the same date, the Company entered into Transitional Services Arrangements (TSA) with Unilever Group for certain critical support services until 30th September, 2027, ensuring business continuity during the transition. Over this period, the Company will progressively build its standalone technology and operational capabilities, while leveraging the scale and expertise of TMICC to enable a seamless transition.

During the financial year, for administrative efficiency, independent statutory compliance and functional alignment with the operations of the Ice Cream Business Undertaking, the registered office of the Company was changed from Unilever House, B.D. Sawant Marg, Chakala, International Airport, Mumbai, 400099 to 13th Floor, Oberoi Commerz II, International Business Park, Oberoi Garden City, Goregaon East, Mumbai, Maharashtra, India, 400063, with effect from 1st December, 2025.

In accordance with the Scheme and pursuant to the relaxation of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended, and the in-principle listing approvals dated 22nd January, 2026 from NSE and BSE (Designated Stock Exchange), and following receipt of the final listing and trading approvals from NSE and BSE on 12th February, 2026, the equity shares of the Company were listed and admitted to trading on the Stock Exchanges with effect from 16th February, 2026.

Unilever PLC, Unilever Group Limited, Unilever Overseas Holdings AG, Unilever UK and CN Holdings Limited, Unilever South India Estates Limited, Unilever Assam Estates Limited and Unilever Overseas Holdings B.V. (collectively, Unilever Group Shareholders), had entered into a Share Purchase Agreement (SPA) dated 25th June, 2025 with The Magnum Ice Cream Company HoldCo 1 Netherlands B.V. (TMICC HoldCo) and The Magnum Ice Cream Company N.V. (together, the TMICC Entities), for the acquisition by TMICC HoldCo, subject to fulfilment of the conditions precedent set out in the SPA, of the entire equity shareholding of the Company issued to the Unilever Group Shareholders pursuant to the Scheme, representing 61.90% of the post-demerger issued and paid-up equity share capital of the Company.

An Open Offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations) was initiated to the public shareholders of the Company by TMICC HoldCo together with Magnum ICC Finance B.V. and The Magnum Ice Cream Company N.V., in their capacity as persons acting in concert, in accordance with and subject to the terms of the SPA.

The Open Offer was made for the acquisition of up to 61,08,93,729 fully paid-up equity shares of face value of ₹ 1 each, representing 26% of the Voting Share Capital, at a price of ₹ 21.33 per offer share, aggregating to a total consideration of up to ₹ 13,03,03,63,239.57 (assuming full acceptance), subject to the terms and conditions set out in the Public Announcement dated 16th February, 2026.

Pursuant to the SPA and in terms of all applicable laws, including, inter alia, the SEBI SAST Regulations and the Listing Regulations, TMICC HoldCo acquired from the Unilever Group Shareholders all equity shares of the Company allotted to them pursuant to the Scheme, representing 61.90% of the issued and paid-up equity share capital of the Company, on 30th March, 2026. Consequently, TMICC HoldCo acquired control over the Company and is classified as the promoter of the Company, and the Unilever Group Shareholders ceased to be promoters of the Company. Accordingly, the Company ceased to be a part of Unilever Group and became a subsidiary of TMICC HoldCo with effect from 30th March, 2026.

The tendering period for the Open Offer remained open from 23rd April, 2026 to 7th May, 2026. Pursuant thereto, TMICC HoldCo together with Magnum ICC Finance B.V. and The Magnum Ice Cream Company N.V., in their capacity as persons acting in concert acquired 1,42,126 fully paid-up equity shares of face value of ₹ 1 each, representing 0.01% of the Voting Share Capital, at a price of ₹ 21.33 per offer share, aggregating to a total consideration of ₹ 30,31,547.58. Payment to the shareholders who validly tendered their shares under the Open Offer was completed on 14th May, 2026.

As on the date of this Report, TMICC HoldCo holds 1,45,45,54,984 fully paid-up equity shares of face value ₹ 1 each, representing 61.91% of the voting share capital of the Company, and continues to be the promoter and holding company of the Company.

Share Capital

During FY 2025-26, upon the Scheme becoming effective, the entire pre-Scheme paid-up equity share capital of the Company amounting to ₹5,00,00,000 divided into 5,00,00,000 equity shares of ₹1 each, held by Hindustan Unilever Limited, stood cancelled and reduced by operation of law, without payment of any consideration and without any further act or deed by either the Company or Hindustan Unilever Limited. Such cancellation and reduction of share capital formed an integral part of the Scheme sanctioned by the Hon'ble National Company Law Tribunal under Sections 230 to 232 of the Companies Act, 2013 and, in accordance with the Explanation to Section 230 of the Act, was effected without the requirement of separately following the procedure prescribed under Section 66 of the Companies Act, 2013.

Further, as consideration for the demerger of the Ice Cream Business Undertaking, upon the Scheme becoming effective, the Company issued 2,34,95,91,262 equity shares of face value of ₹1 each to the eligible shareholders of HUL as on 5th December, 2025, the Record Date, on the basis of the Share Entitlement Ratio set out in the Scheme.

As on 31st March, 2026, the authorised and paid-up equity share capital of the Company was ₹2,50,00,00,000 divided into 2,50,00,00,000 equity shares of ₹1 each and ₹2,34,95,91,262 divided into 2,34,95,91,262 equity shares of ₹1 each, respectively.

Subsidiaries, Joint Ventures or Associate Companies

During FY 2025-26, the Company did not have any subsidiary, joint venture or associate company.

Dividend

The Company has not declared any dividend for FY 2025-26.

The Board has approved and adopted the Company's Dividend Distribution Policy. Any dividend declared or recommended in future shall be in accordance with the said Policy. The Dividend Distribution Policy of the Company is available on the Company's website at https://www.kwalitywallsindia.com/investors/corporate-governance/policies.html

Transfer to General Reserve

No amount has been transferred to the General Reserve for the year under review.

Particulars of Loans, Guarantees and Investments

The Company has not given any loans, provided any guarantees or securities, or made any investments covered under the provisions of Section 186 of the Act during FY 2025-26.

Directors and Key Managerial Personnel

At the time of incorporation of the Company, Ms. Vinita Nair (DIN: 10903336), Mr. Navin Jain (DIN: 08632751) and Ms. Shalini Sinha (DIN: 08299362) were named as the first Directors of the Company.

The following changes took place during Financial Year 2025-26:

a. Mr. Prashant Premrajka (DIN: 11065666) was appointed as an Additional (Non-Executive) Director of the Company with effect from 9th May, 2025. Subsequently, the Board of Directors designated him as an Additional (Executive) Director and Chief Financial Officer of the Company, liable to retire by rotation, for a term of three (3) years with effect from 1st December, 2025, till 30th November, 2028. Further, the Members of the Company, by postal ballot on 15th May, 2026, approved his appointment as an Executive Director and Chief Financial Officer of the Company, liable to retire by rotation, for a term of three (3) years with effect from 1st December, 2025 till 30th November, 2028.

b. Mr. Tahir Toloy Tanridagli (DIN: 11164403) was appointed as an Additional (Non-Executive Non-Independent) Director of the Company with effect from 25th June, 2025. Mr. Tanridagli resigned from this position with effect from the close of business hours on 21st November, 2025. He was appointed as Additional (Non-Executive Non-Independent) Director of the Company with effect from 30th March, 2026. Further, the members of the Company, by postal ballot on 28th June, 2026, approved his appointment as Non-Executive Non-Independent Director, liable to retire by rotation. Mr. Tanridagli has been appointed as Managing Director and Chief Executive Officer of the Company, not liable to retire by rotation, for a term of three (3) years with effect from 1st November, 2026 till 30th October, 2029.

c. Mr. Ritesh Tiwari (DIN: 05349994) was appointed as an Additional (Non-Executive Non-Independent) Director of the Company with effect from 17th November, 2025. Mr. Tiwari resigned from this position with effect from the close of business hours on 30th March, 2026.

d. Mr. Navin Jain (DIN: 08632751), Ms. Shalini Sinha (DIN: 08299362) and Ms. Vinita Nair (DIN: 10903336), First Directors of the Company, tendered their resignations from the positions of Non-Executive Non-Independent Directors of the Company with effect from the close of business hours on 30th November, 2025.

e. Mr. Chitrank Goel (DIN: 11388422) was appointed as an Additional (Executive) Director designated as Deputy Managing Director of the Company, liable to retire by rotation, for a term of three (3) years with effect from 1st December, 2025 till 30th November, 2028. Further, the members of the Company, by postal ballot on 15th May, 2026, approved his appointment as Executive Director designated as Deputy Managing Director of the Company, liable to retire by rotation, for a term of three (3) years with effect from 1st December, 2025 till 30th November, 2028.

f. Mr. Madhavan Hariharan (DIN: 07217072) was appointed as an Additional (Non-Executive Independent) Director of the Company, not liable to retire by rotation, for a term of five (5) years with effect from 1st December, 2025 to 30th November, 2030. Further, the members of the Company, by postal ballot on 15th May, 2026, approved his appointment as Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 1st December, 2025 to 30th November, 2030.

g. Mr. Ravindra Pisharody (DIN: 01875848) was appointed as an Additional (Non-Executive Independent) Director of the Company, not liable to retire by rotation, for a term of five (5) years with effect from 1st December, 2025 to 23rd November, 2030. Further, the members of the Company, by postal ballot on 15th May, 2026, approved his appointment as Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 1st December, 2025 to 23rd November, 2030.

h. Ms. Shukla Wassan (DIN: 02770898) was appointed as an Additional (Non-Executive Independent) Director of the Company, not liable to retire by rotation, for a term of five (5) years with effect from 1st December, 2025 to 30th November, 2030. Further, the members of the Company, by postal ballot on 15th May, 2026, approved her appointment as Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 1st December, 2025 to 30th November, 2030.

i. Mr. Jayaraman Vaidyaraman (JV Raman) (DIN: 08760114) was appointed as an Additional (Non-Executive Independent) Director of the Company, not liable to retire by rotation, for a term of five (5) years with effect from 1st December, 2025 to 30th November, 2030. Further, the members of the Company, by postal ballot on 15th May, 2026, approved his appointment as Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 1st December, 2025 to 30th November, 2030.

j. Ms. Vidhi Sanghvi (ICSI Membership No. A57861) was appointed as the Company Secretary and Compliance Officer of the Company with effect from 5th December, 2025. She resigned from this position with effect from 9th December, 2025 to pursue other opportunities.

k. Mr. Anand Upadhyay (ICSI Membership No. A23622) was appointed as the Company Secretary and Compliance Officer of the Company, with effect from 4th January, 2026.

l. Mr. Abhijit Bhattacharya (DIN: 11638966) was appointed as an Additional (Non-Executive Non-Independent) Director of the Company with effect from 30th March, 2026. Further, the members of the Company, by postal ballot on 28th June, 2026, approved his appointment as Non-Executive Non-Independent Director, liable to retire by rotation.

Directors and Key Managerial Personnel as of 31st March, 2026:

Sr. no.	Name	Designation
A.	**Directors**	
i.	Mr. Abhijit Bhattacharya	Chairperson and Non-Executive Non-Independent Director
ii.	Mr. Tahir Toloy Tanridagli*	Non-Executive Non-Independent Director
iii.	Mr. Chitrank Goel	Deputy Managing Director
iv	Mr. Prashant Premrajka	Executive Director and Chief Financial Officer
v.	Mr. Madhavan Hariharan	Independent Director
vi.	Mr. Ravindra Pisharody	Independent Director
vii.	Ms. Shukla Wassan	Independent Director
viii.	Mr. JV Raman	Independent Director
B.	**Key Managerial Personnel**	
i.	Mr. Chitrank Goel	Deputy Managing Director
ii.	Mr. Prashant Premrajka	Executive Director and Chief Financial Officer
iii.	Mr. Anand Upadhyay	Company Secretary and Compliance Officer

*Mr. Tahir Toloy Tanridagli has been appointed as the Managing Director and Chief Executive Officer of the Company with effect from 1st November, 2026. He has also been designated as a Key Managerial Personnel of the Company.

Retirement by Rotation and Subsequent Re-Appointment

In accordance with Section 152 of the Act, read with the rules made thereunder and the Articles of Association of the Company, Mr. Prashant Premrajka (DIN: 11065666) is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

Further details of Mr. Prashant Premrajka, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), are provided in the Notice convening the first Annual General Meeting.

Meetings of the Board, Board Evaluation and Familiarisation Programme

During the year under review, fifteen meetings of the Board were held on the following dates:

14th January 2025, 22nd January 2025, 21st April 2025, 15th May 2025, 22nd July 2025, 15th October 2025, 17th November 2025, 21st November 2025, 27th November 2025, 12th December 2025, 30th December 2025, 4th January 2026, 20th February 2026, 6th March 2026 and 30th March 2026.

FY 2025-26 was a transition year for the Company, marked by the transfer of the Ice Cream Business Undertaking pursuant to the Scheme with effect from 1st December, 2025, significant reconstitution of the Board during November and December 2025, and constitution of the Board Committees on 12th December, 2025. As the Board and its Committees were functional for only a limited part of the year, no formal annual performance evaluation was conducted for FY 2025-26. The evaluation process will be undertaken in the ordinary course from the ensuing financial year in accordance with the applicable statutory and regulatory requirements.

Details of the meetings held, Directors' attendance and the familiarisation programme form part of the Corporate Governance Report included in this Annual Report.

Committees of the Board

To facilitate effective governance and focused oversight of key functional areas, the Board has constituted Committees in accordance with applicable regulatory requirements and good governance practices. Each Committee operates under defined terms of reference setting out its roles, responsibilities and authority, and comprises Directors with relevant expertise. The Board has constituted the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee

Details of the composition, roles, terms of reference, powers and meetings of the above Committees are provided in the Corporate Governance Report, which forms part of the Annual Report.

The recommendations and decisions of the respective Committees are placed before the Board for consideration, approval or noting, as appropriate. During FY 2025-26, all recommendations made by the Committees were accepted by the Board.

Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall:

1. Formulate the criteria for Board membership, including the appropriate mix of Executive and Non-Executive Directors;
2. Approve and recommend remuneration packages and policies for Directors and Senior Management; and
3. Lay down an effective framework for evaluating the performance of the Board, its Committees and individual Directors.

The Company's Remuneration Policy is designed to be competitive and aligned with industry practices, while ensuring fairness and consistency in rewarding performance against defined objectives. The Policy, formulated in accordance with the Act and the Listing Regulations, is available on the Company's website at https://www.kwalitywallsindia.com/investors/corporate-governance/policies.html.

Vigil Mechanism

The Company has adopted a Board-approved Whistle Blower Policy and established a Vigil Mechanism to enable stakeholders, including Directors, employees and retainers, to report unethical behaviour, actual or suspected fraud, or any violation of the Company's Code of Conduct or other policies adopted by the Company.

The Policy provides adequate safeguards against victimisation and direct access to the Chairperson of the Audit Committee in exceptional cases. The Company confirms that no Director or employee was denied access to the Chairperson of the Audit Committee. Further details of the Vigil Mechanism are provided in the Corporate Governance Report. The Whistle Blower Policy is available on the Company's website at https://www.kwalitywallsindia.com/investors/corporate-governance/policies.html.

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the Company in Form MGT-7 for FY 2025-26, is available on the Company's website at https://www.kwalitywallsindia.com/investors/annual-reports-and-performance-highlights.html

Audit and Auditors

Statutory Auditor and Audit Report :

Pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), was appointed by the Board of Directors as the first statutory auditors of the Company, to hold office until the conclusion of the first Annual General Meeting (AGM) of the Company to be held in the calendar year 2026.

The Board of Directors has recommended the appointment of M/s. Walker Chandiok & Co. LLP as the Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of the first AGM until the conclusion of the sixth AGM of the Company, to be held in the calendar year 2031. Accordingly, a resolution proposing their appointment as the Statutory Auditors of the Company forms part of the Notice convening the first AGM of the Company.

M/s. Walker Chandiok & Co. LLP has consented to act as the Statutory Auditor of the Company and has confirmed that its appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. It has also confirmed that it is not disqualified from being appointed as the Statutory Auditor under Sections 139(1) and 141(3) of the Act and the Companies (Audit and Auditors) Rules, 2014.

The Independent Auditor's Report issued by Walker Chandiok & Co. LLP on the financial statements for FY 2025-26 contains an unmodified opinion and does not contain any qualification, reservation or adverse remark on the financial statements. During the year under review, the Statutory Auditors did not report any fraud under Section 143(12) of the Companies Act, 2013.

Secretarial Auditor and Audit Report :

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. S. N. Ananthasubramanian and Co., Company Secretaries (SNACO), Firm Registration No. P1991MH040400, was appointed by the Board as the Secretarial Auditor of the Company for a term of five consecutive years from FY 2025-26 to FY 2029-30. Subsequently, the Members, through postal ballot on 15th May, 2026, approved the appointment and tenure of SNACO as the Secretarial Auditor of the Company.

The Secretarial Audit Report for FY 2025-26, as required under the Act and the rules made thereunder read with the Listing Regulations, is set out in Annexure to this report and forms part hereof. The Report does not contain any qualification, reservation, adverse remark or disclaimer. It records that the Company was in the process of establishing a compliance mechanism to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Company continues to strengthen and formalise its compliance monitoring framework. Further, during the period under review, the Secretarial Auditor did not report any fraud under Section 143(12) of the Act.

The Company undertook an audit of compliance with the Listing Regulations and the circulars and guidelines issued thereunder for the financial year ended 31st March, 2026. The Annual Secretarial Compliance Report was submitted to the Stock Exchanges within the period prescribed under the Listing Regulations.

Cost Records and Cost Audit:

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, including any statutory modification or re-enactment thereof, the Company is not required to maintain cost records under Rule 3 of the said Rules. Accordingly, a cost audit was not applicable to the Company.

Internal Auditor:

Pursuant to Section 138 of the Act read with Rule 13 of the Companies (Accounts) Rules, 2014, Mr. Rohit Jhunjhunwala was appointed as the Internal Auditor of the Company for FY 2025-26. Mr. Rohit Jhunjhunwala ceased to be the Internal Auditor and Ms. Dimple Lalwani was appointed as the Internal Auditor of the Company for FY 2026-27 with effect from 1st July, 2026.

Particulars of Directors and Employees

Disclosures with respect to the remuneration of Directors and employees, as required under Section 197(12) of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure to this report and forms part hereof.

The statement containing particulars of employee remuneration, as required under Section 197(12) of the Act and Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report. In terms of Section 136(1) of the Act, the Annual Report is being sent to the Members without the aforesaid statement. The statement is available for inspection upon request, and any Member desirous of obtaining a copy may write to the Company at kwalitywalls.India@magnumicecream.com.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, your Directors, to the best of their knowledge and belief, confirm that:

a. In the preparation of the annual accounts for the financial year ended 31st March, 2026, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;

b. The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;

c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. The Directors have prepared the annual accounts on a going concern basis;

e. The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and

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

Declaration from Independent Directors

The Company has received the following declarations from all the Independent Directors, inter alia, confirming that:

- They meet the criteria of independence as prescribed under the provisions of the Act, read with the Rules made thereunder, and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- They have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- They have registered themselves with the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs.

In accordance with Regulation 25(8) of the Listing Regulations, the Independent Directors also confirmed that they were not aware of any circumstance or situation that existed or could reasonably be anticipated to impair or affect their ability to discharge their duties with objective independent judgement and without external influence. Pursuant to Regulation 25(9) of the Listing Regulations, the Board, after assessing the veracity of the declarations and disclosures received, was of the opinion that all the Independent Directors fulfilled the prescribed conditions of independence and were independent of the Management.

A detailed overview of the key skills, expertise and core competencies of the Board, including the Independent Directors, is provided within the Corporate Governance Report, which forms a part of this Annual Report.

Corporate Social Responsibility

The provisions of Section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility (CSR) wer not applicable to the Company for the FY 2025-26, as the Company does not fall within the criteria prescribed under the said section. Accordingly, no CSR Committee was required to be constituted and no CSR expenditure was mandated during the year.

Business Responsibility and Sustainability Reporting

The Business Responsibility and Sustainability Report (BRSR), as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not applicable to the Company for the FY 2025 – 26, as the Company does not fall within the prescribed applicability criteria.

Deposits

The Company has not accepted any deposits from the public under Chapter V of the Act and the rules made thereunder. Accordingly, no amount of principal or interest was outstanding as on the balance sheet date i.e., 31st March, 2026. The Company has not accepted any loans from any of its directors.

Prevention of Sexual Harassment of Women at Workplace

The Company endeavours to provide an open and safe workplace in which every employee feels empowered, irrespective of gender, sexual orientation or any other status, and is able to contribute to the best of their abilities. Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the POSH Act) and the rules made thereunder, the Company has adopted a policy on prevention of sexual harassment at the workplace. The POSH Policy is available on the Company's website at https://www.kwalitywallsindia.com/investors/corporate-governance/policies.html. The Company has constituted Internal Committees at its workplaces in India, as applicable, to consider and resolve complaints received under the POSH Act.

The details of complaints for FY 2025-26 are set out below:

Number of complaints of sexual harassment received during FY 2025-26	Nil
Number of complaints disposed of during FY 2025-26	Nil
Number of cases pending for more than ninety days	Nil

Compliance with the Maternity Benefit Act, 1961

The Company is in compliance with the applicable provisions relating to maternity benefits as prescribed under the Maternity Benefit Act, 1961.

Related Party Transactions

The Company has an established and well-governed framework for the approval and monitoring of Related Party Transactions (RPTs). In accordance with the Act and the Listing Regulations, the Board has adopted a comprehensive Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions (RPT Policy), which sets out the principles, approval matrix and disclosure requirements applicable to all RPTs. The Policy is available on the Company's website at https://www.kwalitywallsindia.com/investors/corporate-governance/policies.html

The related party transactions for FY 2025-26 have been undertaken pursuant to, and in accordance with, the Scheme. As part of the planning cycle, the particulars of all proposed RPTs, including projected values, pricing methodology, commercial terms and other key parameters, are placed before the Audit Committee, the Board for its review and approval. Directors having any interest in a transaction abstain from participation in the discussions on that item. Any new RPTs or modifications to the limits or terms of previously approved RPTs were similarly placed before the Audit Committee, the Board for prior approval. These transactions are subjected to an independent review by a reputed accounting firm to verify compliance with the provisions of the Act and the Listing Regulations, and to validate adherence to the arm's length principle, as applicable. The Audit Committee undertakes a quarterly review of RPTs.

The Audit committee vide its meeting held on 20th December 2025, recommended the review of the existing royalty structure which remained under discussion as at 31st March, 2026. Subsequently a three-year Intellectual Property Agreement has been entered with Magnum IP Holdings B.V. for the use of trademarks, technology and other intellectual property rights in connection with the sale of licensed products in India. Under the revised arrangement, no royalty is payable for the period from 1st October 2025 to 31st March 2026. Further, no royalty will be payable for FY 2026-27 and 1% of turnover plus applicable taxes, shall be payable for FY 2027-28 and FY 2028-29. This arrangement supports the Company's post-demerger stabilisation and investment requirements while continuing to provide access to valuable intellectual property that strengthens the Company's brand portfolio and competitive positioning in the Indian market.

All RPTs entered into during the year were in the ordinary course of business and on an arm's length basis. The details of RPTs are provided in Form AOC-2 which is annexed to this report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Information in accordance with Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is set out in Annexure to this Report and forms part hereof.

Other Disclosures

a) To the best of the Directors' knowledge and based on the information available, no application was made and no proceeding was pending under the Insolvency and Bankruptcy Code, 2016, as amended, during the year under review. Accordingly, the requirement to disclose details of any such application or proceeding and its status as at the end of the financial year is not applicable.

b) During FY 2025-26, the Company did not enter into any one-time settlement with any bank or financial institution.

c) During FY 2025-26, except as stated in this Report, no significant or material order was passed by any regulator, court or tribunal that would impact the going concern status of the Company or its future operations.

d) There were no material changes or commitments affecting the financial position of the Company between the end of FY 2025-26 and the date of this Report, except as disclosed in this Annual Report or its annexures.

e) During FY 2025-26, there was no change in the nature of the business carried on by the Company after the demerger of the Ice Cream Business Undertaking into the Company pursuant to the Scheme.

f) During the year under review, the Company complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

g) The Company did not issue any equity shares with differential voting rights or any sweat equity shares during FY 2025-26.

Acknowledgements

Your Directors take this opportunity to express their gratitude to the Company's valued customers, suppliers, banks and financial institutions, channel partners, business associates, the Central and State Governments and shareholders for their continued trust, support and confidence in the Company. Your Directors also place on record their sincere appreciation for the dedication, support and commitment demonstrated by the Company's employees at all levels.

On behalf of the Board of Directors
Kwality Wall's (India) Limited

	Abhijit Bhattacharya Chairperson DIN: 11638966 Place: Eindhoven, Netherlands	**Tahir Toloy Tanridagli** Managing Director & Chief Executive Officer DIN: 11164403 Place: Istanbul, Turkey	**Prashant Premrajka** Executive Director & Chief Financial Officer DIN: 11065666 Place: Mumbai, India
Date: 6th November, 2026			

Annexure to the Report of the Board of Directors

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

1. Details of contracts or arrangements or transactions not at arm's length basis

Not applicable.

2. Details of material contracts or arrangement or transactions at arm's length basis

During the FY 2025-26, all related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis and were approved by the Audit Committee, the Board of the Company. These related party transactions have been undertaken pursuant to, and in accordance with, the Scheme of Arrangement between Hindustan Unilever Limited, the Company and their respective shareholders.

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Actual Value of the transaction for FY 25-26	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1.	Hindustan Unilever Limited (HUL) - HUL was the Holding Company until 30th November 2025. HUL became the fellow subsidiary post the effectiveness of the Demerger Scheme	Availing of job work services (KPF factory)	Lock-in of 2 years from the date of the agreement. Post that either party may terminate the contract by giving notice as per contract terms.	RPTs are in the ordinary course of business and are at the arm's length basis	₹ 13 crores	27th November, 2025	NA
2.		Provision of job work services (Nashik factory)			₹ 13 crores	27th November, 2025	
3.		Availing of IT support services	1st December, 2025 to 30th September, 2027		₹ 3 crores	27th November, 2025	
4.		Reimbursement of Ice Cream Business Group Spend paid by HUL	20th February, 2026 to 31st March 2026		₹ 11 crores	20th February, 2026	
5.		Recoveries from HUL towards cost incurred by KWIL pertaining to period prior to demerger.			₹ 2 crores	20th February, 2026	
6.	Unilever Europe Business Center B.V. (UEBC) - UEBC and KWIL were fellow subsidiary as both were ultimately held by Unilever Plc	Availing of support services	1st December 2025 to 30th September 2027		€ 0.7 million		
7.	Unilever Industries Private Limited (UIPL) – UIPL and KWIL were fellow subsidiary as both were ultimately held by Unilever Plc	Reimbursement of travel-related expenses	1st December 2025 to 31st March 2026		₹ 2.03 crores	27th November, 2025	
8.	Unilever IP Holdings B.V. (UIPH) – UIPH and KWIL were fellow subsidiary as both were ultimately held by Unilever Plc*	Trademark and technology agreement	1st December, 2025 to 31st March, 2026		5% p.a. of turnover	27th November, 2025	

*The Audit committee vide its meeting held on 20th December 2025, recommended the review of the existing royalty structure which remained under discussion as at 31st March, 2026. Subsequently a three-year Intellectual Property Agreement has been entered with Magnum IP Holdings B.V. for the use of trademarks, technology and other intellectual property rights in connection with the sale of licensed products in India. Under the revised arrangement, no royalty is payable for the period from 1st October 2025 to 31st March 2026. Further, no royalty will be payable for FY 2026-27 and 1% of turnover plus applicable taxes, shall be payable for FY 2027-28 and FY 2028-29.

On behalf of the Board of Directors
Kwality Wall's (India) Limited

Abhijit Bhattacharya	**Tahir Toloy Tanridagli**	**Prashant Premrajka**
Chairperson	Managing Director & Chief Executive Officer	Executive Director & Chief Financial Officer
DIN: 11638966	DIN: 11164403	DIN: 11065666
Place: Eindhoven, Netherlands	Place: Istanbul, Turkey	Place: Mumbai, India

Date: 6th November, 2026

Annexure to the Report of the Board of Directors

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND THE FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are set out below:

Sr. No.	Particulars	Details
A.	**CONSERVATION OF ENERGY**	
(i)	The steps taken or impact on conservation of energy;	During the financial year ended 31st March, 2026, being the first financial year of KWIL following the demerger of the Ice Cream Business Undertaking of HUL, the Company focused on maintaining continuity of its ice cream operations while adopting energy-conscious practices. The measures included efficient utilisation of utilities, preventive maintenance of equipment, monitoring of energy consumption, use of energy-efficient lighting and equipment, and employee awareness regarding responsible energy use across relevant operating locations.
(ii)	The steps taken by the company for utilising alternate sources of energy;	The Company utilised cleaner and alternate energy options, wherever available and operationally feasible, including renewable or green power arrangements at relevant locations.
(iii)	The capital investment on energy conservation equipments;	The Company made need-based investments in energy-efficient equipment, utility improvements and related controls as part of the operational transition during the year.
B.	**TECHNOLOGY ABSORPTION**	
(i)	The efforts made towards technology absorption;	During the financial year ended 31st March, 2026, being the first financial year following the demerger, the Company focused on the absorption and stabilisation of technologies, systems, processes and know-how relevant to its ice cream business. This included the use of digital tools, operating processes, quality systems and technical support appropriate to the Company's operations.
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	The technology absorption efforts supported business continuity, product and process consistency, quality and compliance, operational efficiency and effective transition of the Ice Cream business to the Company.
(iii)	In case of imported technology imported during the last three years reckoned from the beginning of the financial year;	Not applicable. The Company has not imported any specific technology during the financial year ended 31st March, 2026, requiring disclosure under this clause.
(iiia)	Details of technology imported;	Not applicable.
(iiib)	Year of import;	Not applicable.
(iiic)	Whether the technology has been fully absorbed;	Not applicable.
(iiid)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not applicable.
(iv)	Expenditure incurred on Research and Development.	Nil.
C.	**FOREIGN EXCHANGE EARNINGS AND OUTGO**	
(i)	Foreign Exchange Earnings;	Nil.
(ii)	Foreign Exchange Outgo.	₹ 49.55 million (€458,700)

Note: The INR equivalent of the foreign exchange outgo has been translated at ₹ 108.02 per euro, being the exchange rate as at 31st March, 2026, and is presented for information only.

On behalf of the Board of Directors
Kwality Wall's (India) Limited

	Abhijit Bhattacharya	**Tahir Toloy Tanridagli**	**Prashant Premrajka**
	Chairperson	Managing Director & Chief Executive Officer	Executive Director & Chief Financial Officer
	DIN: 11638966	DIN: 11164403	DIN: 11065666
Date: 6th November, 2026	Place: Eindhoven, Netherlands	Place: Istanbul, Turkey	Place: Mumbai, India

Annexure to the Report of the Board of Directors

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for FY 2025-26:

Sr. No.	Name of the Director / Key Managerial Personnel	Designation	Ratio of remuneration of each Director to median remuneration of Employees
1.	Abhijit Bhattacharya[@]	Chairperson and Non-Executive Non-Independent Director	Not Applicable
2.	Tahir Toloy Tanridagli[%]	Non-Executive Non-Independent Director	Not Applicable
3.	Chitrank Goel[#]	Deputy Managing Director	52.0
4.	Prashant Premrajka[$]	Executive Director and Chief Financial Officer	190.9
5.	Madhavan Hariharan[^]	Independent Director	6.2
6.	Ravindra Pisharody[^]	Independent Director	4.9
7.	JV Raman[^]	Independent Director	6.2
8.	Shukla Wassan[^]	Independent Director	4.9
9.	Anand Upadhyay[!]	Company Secretary and Compliance Officer	3.4

Notes:

1. The Non-Executive Non-Independent Directors of the Company are not entitled to any sitting fees or commission or any other form of remuneration.
2. Employees for the purpose above include all employees excluding employees governed under collective bargaining.

[@]Mr. Abhijit Bhattacharya was appointed as Chairperson and Non-Executive Non-Independent Director of the Company with effect from 30th March, 2026.

[%]Mr. Tahir Toloy Tanridagli was appointed as the Non-Executive Non-Independent Director of the Company with effect from 30th March, 2026.

[#]Mr. Chitrank Goel was appointed as Executive Director designated Deputy Managing Director of the Company with effect from 1st December, 2025.

[$]Mr. Prashant Premrajka was appointed as an Executive Director and Chief Financial Officer of the Company with effect from 1st December, 2025.

^ Mr. Madhavan Hariharan, Mr. Ravindra Pisharody, Mr. JV Raman and Ms. Shukla Wassan were appointed as Independent Directors of the Company with effect from 1st December, 2025.

[!]Mr. Anand Upadhyay was appointed as the Company Secretary and Compliance Officer of the Company with effect from 4th January, 2026

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

The percentage increase or decrease in remuneration is not reported because the aforesaid persons held office for only part of FY 2025-26 and/or were appointed during FY 2025-26.

3. The percentage increase in the median remuneration of employees in the financial year;

The percentage increase in the median remuneration of employees for FY 2025-26 is not reported because the Company was incorporated on 10th January, 2025 and, therefore, no comparable data is available.

4. The Company had 1,225 permanent employees on its rolls as at 31st March, 2026.

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

The Company was incorporated on 10th January, 2025 and does not have comparable employee remuneration data for the preceding financial year (FY 2024-25). Accordingly, the average percentage increase in the salaries of employees other than managerial personnel and its comparison with the increase in managerial remuneration have not been provided.

6. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors
Kwality Wall's (India) Limited

Abhijit Bhattacharya	**Tahir Toloy Tanridagli**	**Prashant Premrajka**
Chairperson	Managing Director & Chief Executive Officer	Executive Director & Chief Financial Officer
DIN: 11638966	DIN: 11164403	DIN: 11065666
Place: Eindhoven, Netherlands	Place: Istanbul, Turkey	Place: Mumbai, India

Date: 6th November, 2026

Form No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FIRST FINANCIAL YEAR ENDED 31st MARCH, 2026

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

To,
The Members,
Kwality Wall's (India) Limited
CIN: L10505MH2025PLC437886
13th Floor, Oberoi Commerz II,
International Business Park
Oberoi Garden City, Goregaon East
Mumbai, Maharashtra, 400063.

We have conducted Secretarial Audit of compliance with the applicable statutory provisions and adherence to good corporate practices by **Kwality Wall's (India) Limited** (hereinafter called 'the Company') **for the first financial year commencing from 10th January, 2025 (date of incorporation) and ended on 31st March, 2026.** Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books and papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period commencing from **10th January, 2025 to 31st March, 2026**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books and papers, minute books, forms and returns filed and other records maintained by the Company during the audit period commencing from **10th January, 2025 to 31st March, 2026** according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – **Not Applicable to the extent of Overseas Direct Investment and External Commercial Borrowings as there was no reportable event during the financial year under review**;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"SEBI SAST Regulations"**);

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable as there was no reportable event during the financial year under review;**

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable as there was no reportable event during the financial year under review;**

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not applicable as there was no reportable event during the financial year under review;**

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 – **Not applicable as the Company has appointed a SEBI registered Category I Registrar and Share Transfer Agent;**

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not applicable as there was no reportable event during the financial year under review;** and

(i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 – **Not applicable as there was no reportable event during the financial year under review**.

(vi) The Management has informed that the followings laws are specifically applicable to the Company:

(a) The Food Safety and Standards Act, 2006 along with Rules, Standards and Regulations;

(b) The Consumer Protection Act, 2019;

(c) The Legal Metrology Act, 2009 along with the Legal Metrology (Packaged Commodities) Rules, 2011.

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

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;

(ii) Listing Agreements entered into by the Company with BSE Limited, National Stock Exchange of India Limited ('the Stock Exchanges'). **(with effect from 16th February, 2026)**

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

(i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, including a Woman Independent Director. Changes in the composition of the Board of Directors that took place during the year under review, were carried out in compliance with the provisions of the Act;

(ii) Adequate notice is given to all Directors of the schedule of the Board and Committee Meetings and Agenda and detailed notes on agenda were sent at least seven days in advance and wherever necessary at shorter notice with the consent of all Directors and there exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting; and

(iii) All the decisions of the Board and Committees thereof were carried through requisite majority.

We further report that Company is in the process of establishing compliance mechanism to monitor and ensure compliance with Applicable Laws, Rules, Regulations and Guidelines.

We further report that during the financial year under review, following events have occurred having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., except as follows:

I. A Scheme of Arrangement was entered into amongst Hindustan Unilever Limited (HUL) and the Company and their respective shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (**"Scheme"**) involving:

   a. demerger of the Ice Cream Business Undertaking of HUL into the Company as a going concern and in consideration, the consequent issuance of equity shares by the Company to all the Eligible Shareholders (as defined in the Scheme) of HUL as per the Share Entitlement; and

   b. various other matters consequential or otherwise connected therewith, including, inter alia, reduction and cancellation of the shareholding of HUL in the Company.

   The Scheme was sanctioned by the National Company Law Tribunal, Mumbai bench (**"NCLT"**), vide its order dated 30th October, 2025 read with rectification order dated 6th November, 2025.

   The Scheme became effective from 1st December, 2025. Pursuant to the Scheme, the Company has issued and allotted 234,95,91,262 (Two Hundred Thirty-Four Crore Ninety-Five Lakh Ninety-One Thousand Two Hundred Sixty-Two) Equity Shares of face value of Re. 1/- each to the shareholders of HUL, as on the Record Date i.e. 5th December, 2025. The Equity Shares of the Company have been listed on BSE Limited and National Stock Exchange of India Limited with effect from 16th February, 2026.

II. The Promoters of the Company, namely Unilever PLC, Unilever Group Limited, Unilever Overseas Holdings AG, Unilever UK and CN Holdings Limited, Unilever South India Estates Limited, Unilever Assam Estates Limited and Unilever Overseas Holdings B.V. **(collectively referred to as the "Unilever Group Shareholders")**, had entered into a Share Purchase Agreement dated 25th June, 2025 (**"SPA"**) with The Magnum Ice Cream Company HoldCo 1 Netherlands B.V. (**"TMICC HoldCo"**) and The Magnum Ice Cream Company N.V., for acquisition of the entire equity shareholding of the Company allotted to the Unilever Group Shareholders pursuant to the Scheme.

   Pursuant to the aforesaid SPA, TMICC HoldCo acquired an aggregate of 145,44,12,858 (One Hundred Forty-Five Crore Forty-Four Lakh Twelve Thousand Eight Hundred Fifty-Eight) equity shares, representing approximately 61.90% of the issued and paid-up equity share capital of the Company, from the Unilever Group Shareholders on 30th March, 2026. Thus, TMICC Holdco is now the Promoter of the Company.

   Further, pursuant to the provisions of the SEBI SAST Regulations, TMICC HoldCo has made an open offer to the public shareholders of the Company for acquisition of additional equity shares of the Company, which was closed on 7th May, 2026. Post closure of Open Offer, TMICC HoldCo holds 61.91% of the total shareholding of the Company.

This Report is to be read with our letter of even date which is annexed as **Annexure - A** and forms an integral part of this Report.

For **S. N. ANANTHASUBRAMANIAN and Co.**
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023

S. N. Ananthasubramanian
Founding Partner
FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206H000412097
20th May, 2026 | Thane

Annexure - A

To,
The Members,
Kwality Wall's (India) Limited
CIN: L10505MH2025PLC437886
13th Floor, Oberoi Commerz II,
International Business Park
Oberoi Garden City, Goregaon East
Mumbai, Maharashtra, 400063.

Our Secretarial Audit Report for the period commencing from **10th January, 2025** till **31st March, 2026** of even date is to be read along with this letter.

Management's Responsibility

1) It is the responsibility of the Management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations, and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2) Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3) We have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.

4) We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

5) Wherever required, we have obtained reasonable assurance as to whether the statements prepared, documents or records in relation to Secretarial Audit, maintained by the Company, are free from misstatement.

6) Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

7) The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

8) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For **S. N. ANANTHASUBRAMANIAN and Co.**
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023

S. N. Ananthasubramanian
Founding Partner
FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206H000412097
20th May, 2026 | Thane

Corporate Governance Report

The Directors present the Company's Corporate Governance Report pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

This Report should be viewed in the context of applicability of the Listing Regulations to the Company / KWIL with effect from 16th February, 2026, being the date of listing of the Company's equity shares.

Company's Philosophy on Corporate Governance

Corporate governance is the framework through which a company is directed, controlled and held accountable to its stakeholders. Effective corporate governance promotes trust and transparency, strengthens stakeholder confidence and supports sustainable long-term value creation.

At KWIL, corporate governance reflects the Company's commitment to conducting its business with integrity, transparency, accountability and responsible management. The Company believes that sound governance is fundamental to safeguarding stakeholder interests, maintaining investor confidence and ensuring sustainable growth.

The Company's governance framework is aligned with the principles set out in Regulation 4(2), read with Chapter IV of the Listing Regulations, and the applicable provisions of the Companies Act, 2013 (the Act). It promotes fairness, responsible decision-making, effective Board oversight, robust management practices, and equitable treatment of shareholders.

In discharging its fiduciary responsibilities, The Board of Directors recognizes its role as a trustee of shareholder capital and seeks to protect and enhance stakeholder value. The governance framework balances management autonomy in implementing the Company's business strategy with effective oversight, accountability and internal controls.

The Company has adopted governance policies and frameworks, including but not limited to the Code of Conduct for Directors and Senior Management, the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, the Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, and the Whistle Blower / Vigil Mechanism Policy. These policies guide the conduct of the Directors, management and employees and reinforce ethical and responsible decision-making across the organisation.

The Board of Directors (Board), supported by its Committees including the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Risk Management Committee, provides strategic direction and oversight of the Company's affairs and periodically reviews the effectiveness of its governance, management and internal control systems.

The Company remains committed to strengthening its corporate governance framework in line with evolving regulatory requirements, recognised best practices and stakeholder expectations thereby fostering a culture of trust, accountability and sustainable performance.

Board of Directors

The Board is the apex body, constituted by the shareholders, to oversee the Company's overall functioning. It provides strategic direction, leadership and guidance to the Management and monitors the Company's performance with the objective of creating long-term value for the Company and its stakeholders.

As of 31st March, 2026, the Board comprised eight (8) Directors: four (4) Non-Executive Independent Directors, including one (1) Independent Woman Director; two (2) Non-Executive Non-Independent Directors; and two (2) Executive Directors. The Chairperson was a Non-Executive Non-Independent Director. The Board had an appropriate balance of skills, expertise, knowledge, experience and diversity to discharge its responsibilities effectively and provide strategic leadership to the business.

The composition of the Board was in conformity with the applicable provisions of the Act and Regulation 17 of the Listing Regulations. Since the Chairperson was a Non-Executive Director, not less than one-third of the Board comprised Independent Directors, as required under Regulation 17(1)(b) of the Listing Regulations. The Board periodically reviews its composition to ensure continued alignment with statutory requirements and the Company's business needs.

None of the Directors held directorships in more than twenty (20) companies, including more than ten (10) public companies, in accordance with Section 165 of the Act. None of the Directors were related to one another. Further, none of the Directors exceeded the limits on directorships prescribed under Regulation 17A of the Listing Regulations. None of the Independent Directors served as a Non-Independent Director of another company on whose board any Non-Independent Director of the Company served as an Independent Director. In accordance with Regulation 26(1) of the Listing Regulations, none of the Directors was a member of more than ten (10) committees or Chairperson of more than five (5) committees across all public limited companies in which he or she was a Director, considering only the Audit Committee and the Stakeholders' Relationship Committee for this purpose.

The Company has not issued any convertible instruments during the year under review.

Changes in Board of Directors/Key Managerial Personnel of the Company during the financial year 2025-26:

The changes in the Board of Directors and Key Managerial Personnel of the Company during its first financial year ended 31st March, 2026 are set out in the Report of the Board of Directors on pages 36 to 37 of this Annual Report.

Composition of the Board of Directors, Directorships, Committee positions held, and Shareholding as of 31st March, 2026:

Name, DIN and category of Director	Board Meetings attended during FY 25-26	No. of Directorships in public companies including KWIL (1)	No. of Committee positions in public companies including KWIL (2)		Holding in Company's shares	Directorships in other listed entities (including category of Directorship)
			Chairperson	Member		
Mr. Abhijit Bhattacharya (DIN: 11638966) NENID (C) (3)	0	1	0	0	-	-
Mr. Chitrank Goel (DIN: 11388422) DMD (4)	6	1	0	1	39,000 Equity Shares	-
Mr. Prashant Premrajka (DIN: 11065666) ED & CFO (5)	10	1	0	0	6,765 Equity Shares	-
Mr. Tahir Toloy Tanridagli (DIN: 11164403) NENID (6)	1	1	0	0	-	-
Mr. Madhavan Hariharan (DIN: 07217072) ID (7)	6	4	3	4	-	• IRIS RegTech Solutions Limited – ID • Galaxy Surfactants Limited - ID
Mr. Ravindra Pisharody (DIN: 01875848) ID (8)	5	6	2	7	150 Equity Shares	• Happy Forgings Limited - ID • Savita Oil Technologies Limited - ID • Muthoot Finance Limited - ID
Ms. Shukla Wassan (DIN: 02770898) ID (7)	6	3	3	5	-	• GE Power India Limited - ID • India Glycols Limited - ID
Mr. JV Raman (DIN: 08760114) ID (7)	6	1	0	1	25,237 Equity Shares	-

Table Key: (C) - Chairperson; (NENID) – Non-Executive Non- Independent Director; (DMD) – Deputy Managing Director; (ED & CFO) – Executive Director and Chief Financial Officer; (ID) - Independent Director

Notes:

(1) Excludes directorships in private companies, foreign companies and companies incorporated under Section 8 of the Act.

(2) Includes only memberships and chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of other public limited companies, in accordance with Regulation 26(1) of the Listing Regulations.

(3) Appointed as a NENID with effect from 30th March, 2026 via Ordinary Resolution passed by the Shareholders on 28th June, 2026 through Postal Ballot Notice dated 29th May, 2026. Mr. Bhattacharya is also designated as Chairperson of the Board.

(4) Appointed as DMD for a term of three years commencing from 1st December, 2025 to 30th November, 2028 via Special Resolution passed by the Shareholders on 15th May, 2026 through Postal Ballot Notice dated 15th April, 2026.

(5) Appointed as an ED & CFO for a term of three years commencing from 1st December, 2025 to 30th November, 2028 via Special Resolution passed by the Shareholders on 15th May, 2026 through Postal Ballot Notice dated 15th April, 2026.

(6) Appointed as a NENID from 25th June, 2025 to 21st November, 2025. Subsequently, re-appointed as a NENID with effect from 30th March, 2026 via Ordinary Resolution passed by the Shareholders on 28th June, 2026 through Postal Ballot Notice dated 29th May, 2026. Mr. Tahir Toloy Tanridagli was appointed as the Managing Director & Chief Executive Officer with effect from 1st November, 2026.

(7) Appointed as ID for a term of five years commencing from 1st December, 2025 to 30th November, 2030 via Special Resolution passed by the Shareholders on 15th May, 2026 through Postal Ballot Notice dated 15th April, 2026.

(8) Appointed as an ID for a term of five years commencing from 1st December, 2025 to 23rd November, 2030 via Special Resolution passed by the Shareholders on 15th May, 2026 through Postal Ballot Notice dated 15th April, 2026.

Independent Directors

As of 31st March, 2026, the Board comprised four (4) Independent Directors. The Company received the requisite declarations from each Independent Director confirming compliance with the criteria of independence prescribed under Section 149(6) of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of the Listing Regulations. In accordance with Regulation 25(8) of the Listing Regulations, the Independent Directors also confirmed that they were not aware of any circumstance or situation that existed or could reasonably be anticipated to impair or affect their ability to discharge their duties with objective independent judgement and without external influence. Pursuant to Regulation 25(9) of the Listing Regulations, the Board, after undertaking due assessment of the veracity of the declarations and disclosures received, was of the opinion that all the Independent Directors fulfilled the prescribed conditions of independence and were independent of the Management.

Pursuant to Regulation 34(3), read with paragraph C(10)(i) of Schedule V to the Listing Regulations, the Company obtained a certificate from M/s. S. N. Ananthasubramanian & Co., Company Secretaries, confirming that none of the Directors on the Board of the Company for the financial year ended 31st March, 2026 had been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority.

The Independent Directors also confirmed their registration in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company issues a formal letter of appointment to each Independent Director upon appointment or re-appointment. The terms and conditions of appointment are available on the Company's website at https://www.kwalitywallsindia.com/investors/corporate-governance/other-cg-documents.html.

Board Meeting and Attendance

Names of Directors	14.01.2025	22.01.2025	21.04.2025	15.05.2025	22.07.2025	15.10.2025	17.11.2025	21.11.2025	27.11.2025	12.12.2025	30.12.2025	04.01.2026	20.02.2026	06.03.2026	30.03.2026	% of Attendance
Ms. Vinita Nair*	✓	✓	✓	✓	✓	✓	✓	✓	✓	⊘	⊘	⊘	⊘	⊘	⊘	100.00
Mr. Navin Jain*	✓	✓	✓	✓	✓	✓	⊗	⊗	✓	⊘	⊘	⊘	⊘	⊘	⊘	77.78
Ms. Shalini Sinha*	✓	✓	✓	⊗	✓	✓	✓	⊗	⊗	⊘	⊘	⊘	⊘	⊘	⊘	66.67
Mr. Prashant Premrajka#	⊘	⊘	⊘	⊗	✓	⊗	✓	✓	✓	✓	✓	✓	✓	✓	✓	83.33
Mr. Tahir Toloy Tanridagli#	⊘	⊘	⊘	⊘	⊗	✓	⊗	⊗	⊘	⊘	⊘	⊘	⊘	⊘	⊘	25.00
Mr. Ritesh Tiwari^^	⊘	⊘	⊘	⊘	⊘	⊘	⊘	✓	✓	✓	✓	✓	✓	✓	⊗	87.50
Mr. Chitrank Goel#	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	✓	✓	✓	✓	✓	✓	100.00
Mr. Madhavan Hariharan#	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	✓	✓	✓	✓	✓	✓	100.00
Mr. Ravindra Pisharody#	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	✓	⊗	✓	✓	✓	✓	83.33
Ms. Shukla Wassan#	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	✓	✓	✓	✓	✓	✓	100.00
Mr. JV Raman#	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	✓	✓	✓	✓	✓	✓	100.00
Mr. Abhijit Bhattacharya#	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	⊘	NA

✓ Present ⊗ Leave of absence ⊘ Not Applicable

Notes:

*Ms. Vinita Nair, Mr. Navin Jain and Ms. Shalini Sinha ceased to be Non-Executive Directors of the Company with effect from the close of business hours on 30th November, 2025.

^^ Mr. Ritesh Tiwari ceased to be a Non-Executive Director of the Company with effect from the close of business hours on 30th March, 2026.

#The corresponding appointment details set out in Notes 3 to 8 under the table titled "Composition of the Board of Directors, directorships and committee positions held, and shareholding as of 31st March, 2026" on pg no. 51 should be read with this table.

The interval between any two consecutive Board Meetings did not exceed the maximum permissible period of 120 days. During the year, certain matters were also considered and approved by the Board through resolutions passed by circulation.

As the Company was incorporated on 10th January, 2025 and its first financial year ended on 31st March, 2026, its first Annual General Meeting is proposed to be held on Thursday, 10th December, 2026 at 12:30 P.M. (IST). Accordingly, the disclosure of Directors' attendance at the previous Annual General Meeting is not applicable.

Familiarisation Programme

Pursuant to Regulation 25(7) of the Listing Regulations, the Company has established a structured familiarisation programme to enable the Independent Directors to understand the nature of the industry in which the Company operates, its business model, and their roles, rights and responsibilities.

In accordance with Regulation 46(2)(i) of the Listing Regulations, details of the familiarisation programmes imparted to the Independent Directors are available on the Company's website at https://www.kwalitywallsindia.com/investors/shareholder-information-and-contacts/disclosure-under-regulation-46-of-sebi-listing-regulations.html

Skills/Expertise/Competencies Matrix

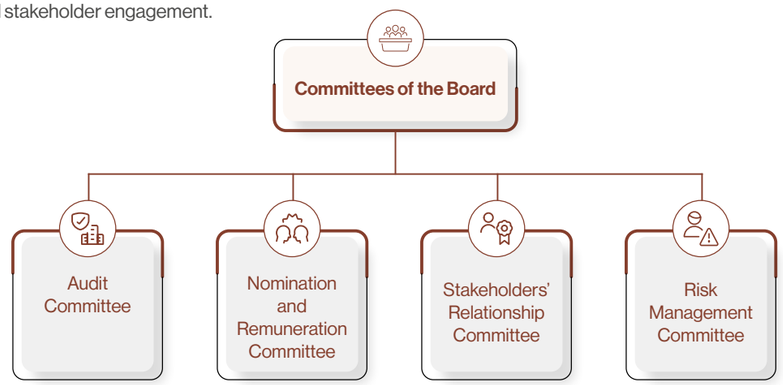
The matrix below sets out the core skills, expertise and competencies identified by the Board as relevant to the Company's businesses and sectors, together with those possessed by the Directors:

Skills/expertise/ competencies	Abhijit Bhattacharya	Tahir Toloy Tanridagli	Chitrank Goel	Prashant Premrajka	Madhavan Hariharan	Ravindra Pisharody	Shukla Wassan	JV Raman
Leadership Expertise	✓	✓	✓	✓	✓	✓	✓	✓
Crafting Business Strategies	✓	✓	✓	✓	✓	✓	✓	✓
Emerging Markets & Consumer Insights	✓	✓	✓	✓	✓	✓	✓	✓
Financial Expertise & Risk Management	✓	✓	✓	✓	✓	✓	✓	✓
Operations & Business Management	✓	✓	✓	✓	✓	✓	✓	✓
Cyber Security, Digital & IT	✓	⊗	⊗	✓	✓	⊗	⊗	⊗
Corporate Governance & Legal	✓	✓	✓	✓	✓	✓	✓	✓
Purposeful Business & ESG	✓	✓	✓	✓	⊗	✓	✓	✓
People & Talent Development	✓	✓	✓	✓	✓	✓	✓	✓

Committees of the Board

To facilitate effective governance and focused oversight of key functional areas, the Board has constituted Committees in accordance with applicable regulatory requirements and good governance practices.

Each Committee operates under defined terms of reference setting out its roles, responsibilities and authority, and comprises Directors with relevant expertise. The Committees oversee matters including financial reporting and internal controls, risk management, remuneration and stakeholder engagement.



The Committees' recommendations and decisions are placed before the Board for consideration. During the financial year 2025-26, the Board accepted all recommendations made by the Committees.

Audit Committee



Mr. Madhavan Hariharan
Chairperson
Independent Director

Members have

100% attendance

100% of Independent Directors

The Audit Committee was constituted by the Board at its meeting held on 12th December, 2025. As of 31st March, 2026, the Committee comprised three (3) Members, all of whom were Independent Directors. Mr. Madhavan Hariharan chaired the Committee, and Ms. Shukla Wassan and Mr. JV Raman were its Members. All Members have financial knowledge and relevant expertise in finance, risk management and governance. The Chairperson had accounting and financial management expertise.

Mr. Anand Upadhyay, Company Secretary and Compliance Officer of the Company, acts as a Secretary to the Committee.

Terms of Reference of the Audit Committee

The scope and function of the Audit Committee are governed by Section 177 of the Act and Regulation 18 of the Listing Regulations read with Part C of Schedule II thereto and include, inter alia, the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and the auditor's report thereon before submission to the Board for approval, with particular reference to:
   a) matters required to be included in the directors' responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   b) changes, if any, in accounting policies and practices and reasons for the same;
   c) major accounting entries involving estimates based on the exercise of judgment by management;
   d) significant adjustments made in the financial statements arising out of audit findings;
   e) compliance with listing and other legal requirements relating to financial statements;
   f) disclosure of any related party transactions; and
   g) modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take steps in this matter.
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors of any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the whistle blower mechanism.
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Reviewing the utilisation of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments as on the date of coming into force of this provision.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
23. Approving the key performance indicators ("KPIs") for disclosure in the Offer documents, and approval of KPIs once every year, or as may be required under applicable law.
24. Carrying out any other functions and roles as provided under the Companies Act, the Listing Regulations, SEBI ICDR Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.
25. To carry out such other functions as may be specifically referred to the Audit Committee by the Board and/or other committees of directors of the Company.
26. Review of information by the Audit Committee:
    a. Management discussion and analysis of financial condition and results of operations;
    b. Management letters / letters of internal control weaknesses issued by the statutory auditors;
    c. Internal audit reports relating to internal control weaknesses;
    d. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
    e. Statement of deviations:
       i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations;
       ii. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus / notice in terms of Regulation 32(7) of the Listing Regulations.

Meetings and Attendance

The Committee held four (4) meetings during the financial year ended 31st March 2026 on 20th December, 2025, 30th December, 2025, 20th February, 2026 and 6th March, 2026. The composition of the Committee and the attendance of its Members at these meetings are set out below:

Name of the Member	20.12.2025	30.12.2025	20.02.2026	06.03.2026	% of Attendance
Mr. Madhavan Hariharan (Chairperson)*	Video conference	Video conference	Present in person	Present in person	100%
Ms. Shukla Wassan*	Video conference	Video conference	Present in person	Present in person	100%
Mr. JV Raman*	Video conference	Video conference	Present in person	Present in person	100%

Present in person — Video conference — Leave of absence

Notes:

*Mr. Madhavan Hariharan, Ms. Shukla Wassan and Mr. JV Raman were appointed as Members of the Committee with effect from 12th December, 2025.

The interval between any two consecutive meetings of the Audit Committee did not exceed 120 days.

The Chief Financial Officer, Finance Controller Lead, Internal Auditor, Statutory Auditor and General Counsel also attend meetings of the Audit Committee as special invitees. All decisions and recommendations of the Committee were approved by the requisite majority of its Members.

Nomination & Remuneration Committee



Mr. Ravindra Pisharody
Chairperson
Independent Director

Members have

100%
attendance

75%
of Independent Directors

The Nomination and Remuneration Committee was constituted by the Board at its meeting held on 12th December, 2025. As of 31st March, 2026, the Committee comprised four (4) Members: three (3) Independent Directors and one (1) Non-Executive Non-Independent Director. Mr. Ravindra Pisharody chaired the Committee, and Mr. Madhavan Hariharan, Mr. JV Raman and Mr. Abhijit Bhattacharya were its Members.

Mr. Anand Upadhyay, Company Secretary and Compliance Officer of the Company, acts as a Secretary to the Committee.

Terms of Reference of the Nomination and Remuneration Committee

The scope and function of the Nomination and Remuneration Committee are governed by Section 178 of the Act and Regulation 19 of the Listing Regulations read with Part D of Schedule II thereto and include, inter alia, the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director, and recommendation to the Board of a policy relating to the remuneration of the directors, key managerial personnel and other employees (Remuneration Policy).

2. The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:

   a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

   b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   c) remuneration to directors, key managerial personnel ("KMP") and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

3. For every appointment of an Independent Director ('ID'), the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an ID. The person recommended to the Board for appointment as an ID shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a) use the services of external agencies, if required;

   b) consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c) consider the time commitments of the candidates.

4. Formulation of criteria for evaluation of the performance of Independent Directors and the Board of Directors.

5. Devising a policy on diversity of the Board of Directors.

6. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment and removal.

7. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

8. Recommend to the Board all remuneration, in whatever form, payable to senior management.

9. To develop a succession plan for the senior management and KMPs and to review the same regularly, subject to the satisfaction of the Board of Directors.

10. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

    a) administering any existing and proposed employee stock option schemes formulated by the Company from time to time (the Plan);

    b) determining the eligibility of employees to participate under the Plan;

    c) granting options to eligible employees and determining the date of grant;

    d) determining the number of options to be granted to an employee;

    e) determining the exercise price under the Plan;

    f) construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.

11. Carrying out any other activities as may be delegated by the Board and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the Listing Regulations, uniform listing agreements and/or any other applicable law, as and when amended from time to time and performing such other functions as may be necessary or appropriate for the performance of its duties.

Meetings and Attendance

The Committee held five (5) meetings during the financial year ended 31st March 2026 on 20th December, 2025, 31st December, 2025, 4th January, 2026, 20th February, 2026 and 30th March, 2026. The composition of the Committee and the attendance of its Members at these meetings are set out below:

Name of the Member	20.12.2025	31.12.2025	04.01.2026	20.02.2026	30.03.2026	% of Attendance
Mr. Ravindra Pisharody (Chairperson)*	Video	Video	Video	In person	Video	100%
Mr. Madhavan Hariharan *	Video	Video	Video	In person	Video	100%
Mr. JV Raman*	Video	Video	Video	In person	Video	100%
Mr. Abhijit Bhattacharya$	NA	NA	NA	NA	NA	NA

In person — Present in person; Video — Video conference; Leave of absence

Notes:

* Mr. Ravindra Pisharody, Mr. Madhavan Hariharan and Mr. JV Raman were appointed as Members of the Committee with effect from 12th December, 2025.

$ Mr. Abhijit Bhattacharya was appointed as a Member of the Committee with effect from 30th March, 2026.

Additionally, certain matters were also considered and approved through resolutions passed by circulation. All decisions and recommendations of the Committee were approved by the requisite majority of its members.

Performance Evaluation

The Nomination and Remuneration Committee has formulated a framework for evaluating the performance of the Board, its Committees and individual Directors, including Independent Directors. The framework includes qualitative and quantitative parameters relating to governance oversight, strategic guidance, participation and contribution at meetings, professional expertise, integrity, independence of judgement and the effective discharge of fiduciary responsibilities.

Financial year 2025-26 was a transition year for the Company, marked by the transfer of the Ice Cream Business Undertaking pursuant to the Scheme of Arrangement with effect from 1st December, 2025, significant reconstitution of the Board during November and December 2025, and constitution of the Board Committees on 12th December, 2025. In view of the Board and its Committees having been functional for only a limited part of the year, no formal annual performance evaluation was conducted for financial year 2025-26. The evaluation process will be undertaken in the ordinary course from the ensuing financial year in accordance with the applicable statutory and regulatory requirements.

Remuneration Policy

The Company's Remuneration Policy is designed to be competitive and aligned with industry practices, while ensuring fairness and consistency in rewarding performance against defined objectives. The Remuneration Policy for Directors, Key Managerial Personnel and Senior Management, formulated in accordance with the Act and the Listing Regulations, is available on the Company's website at https://www.kwalitywallsindia.com/investors/corporate-governance/policies.html.

Remuneration to Directors

Executive Directors are appointed by virtue of their employment with the Company. Accordingly, their salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies and the terms of appointment approved by the Members. The Nomination and Remuneration Committee annually reviews and recommends increments for Executive Directors, Key Managerial Personnel and Senior Management to the Board, having regard to external benchmarks and the performance of the Company and the individual concerned.

A significant portion of the Executive Directors' total remuneration is linked to the Company's performance, thereby aligning remuneration with the Company's strategy, business priorities and the objective of enhancing shareholder value.

Non-Executive Independent Directors are eligible for sitting fees and commission within the limits prescribed under the Act. The Board determines the aggregate remuneration payable to the

Non-Executive Independent Directors, subject to the approval of the Members and in accordance with the Remuneration Policy. The Company did not grant stock options to any Non-Executive Director.

Non-Executive Directors.

The Non-Executive Independent Directors bring extensive professional expertise and experience across diverse areas, including business operations, strategy and corporate governance. Their guidance and insights strengthen the Company's leadership and decision-making processes.

During the financial year 2025-26, Independent Directors were paid sitting fees of ₹ 50,000 for each meeting of the Board or its Committees attended by them.

The quantum, proportion, manner and distribution of remuneration payable to the Independent Directors are determined on the basis of performance parameters and participation in meetings, as recommended by the Nomination and Remuneration Committee and approved by the Board, within the overall limits approved by the Members under the Act and other applicable requirements.

In accordance with the Remuneration Policy and based on benchmarking against companies in a similar sector or business and with comparable market capitalisation, the Board, on the recommendation of the Nomination and Remuneration Committee, approved remuneration for the Non-Executive Independent Directors. The Members, by Postal Ballot on 15th May, 2026, approved remuneration, by way of commission or otherwise, of up to ₹ 20,00,000 (Rupees Twenty Lakhs only) per Non-Executive Independent Director per financial year for the period from 1st December, 2025 to 31st March, 2028, with remuneration for the period from 1st December, 2025 to 31st March, 2026 payable on a pro-rata basis, in addition to sitting fees payable under Section 197(5), read with Schedule V, of the Act.

During the year, there were no materially significant pecuniary or business relationships or transactions between the Company and any of its Non-Executive Independent Directors, other than the payment of sitting fees and commission.

Details of Remuneration to the Non-Executive and Independent Directors

(₹ in Lakhs)

Name of the Director	Sitting Fees*	Commission#	Total
Mr. Madhavan Hariharan^	8.00	6.66	14.66
Mr. Ravindra Pisharody^	5.50	6.66	12.16
Ms. Shukla Wassan^	5.50	6.66	12.16
Mr. JV Raman^	8.00	6.66	14.66
Mr. Abhijit Bhattacharya$	-	-	-
Mr. Tahir Toloy Tanridagli$	-	-	-

Notes:

*Includes sitting fees paid for attending both Board and Committee Meetings.

Commission for the financial year ended 31st March 2026, was paid to the Non-Executive Independent Directors on a pro-rata basis, subject to deduction of tax.

^ Mr. Madhavan Hariharan, Mr. Ravindra Pisharody, Ms. Shukla Wassan and Mr. JV Raman were appointed as Independent Directors of the Company with effect from 1st December, 2025.

$ No sitting fees or remuneration was paid to the Non-Executive Non-Independent Directors, in accordance with their respective terms and conditions of appointment.

Executive Directors

The remuneration of the Executive Directors is commensurate with industry standards and comparable Board-level positions in companies of a similar size, having regard to their respective responsibilities, and is in accordance with the terms of appointment approved by the Members.

The Nomination and Remuneration Committee reviews managerial remuneration and recommends changes, including increments in the basic salary of the Executive Directors, to the Board. The review is based on the Balanced Scorecard, which assesses the performance of the Company and the individual Director against defined qualitative and quantitative parameters relating to business and individual performance and the achievement of targets set at the beginning of the year.

The Members, by Postal Ballot on 15th May, 2026, approved the appointment and remuneration of Mr. Chitrank Goel as Executive Director designated as Deputy Managing Director and Mr. Prashant Premrajka as Executive Director and Chief Financial Officer.

Details of Remuneration to the Executive Directors

(₹ in crores)

Name of the Director	Prashant Premrajka	Chitrank Goel
Base/Fixed Salary	0.66	0.46
Allowances	0.15	0.06
Bonus*	1.72	0.70
Performance Share Plan (Long Term Incentives)**	2.05	0.00
Contribution to Provident Fund	0.08	0.05
Total	**4.66**	**1.27**

Notes:

*Annual Bonus incentivises year-on-year delivery of stretching short-term financial, strategic and operational objectives selected to support our annual business strategy and the ongoing enhancement of shareholder value. The bonus amount is linked to business performance and individual contribution.

**Long-term Share schemes incentivise Management's focus on the sustained delivery of high-performance results over the long-term. The amount of shares awarded is linked to business performance measured over a period.

Stakeholders' Relationship Committee



Ms. Shukla Wassan
Chairperson
Independent Director

Members have

100%
attendance

66.67%
of Independent Directors

The Stakeholders' Relationship Committee was constituted by the Board at its meeting held on 12th December, 2025. As of 31st March, 2026, the Committee comprised three (3) Members: two (2) Independent Directors and the Deputy Managing Director. Ms. Shukla Wassan, a Non-Executive Independent Director, chaired the Committee, and Mr. Ravindra Pisharody and Mr. Chitrank Goel were its Members.

Mr. Anand Upadhyay, Company Secretary and Compliance Officer of the Company, acts as a Secretary to the Committee. He was also appointed as the Nodal Officer under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, with effect from 8th February 2026.

Terms of Reference of the Stakeholders' Relationship Committee

The scope and function of the Stakeholders' Relationship Committee are governed by Section 178 of the Act and Regulation 20 of the Listing Regulations read with Part D of Schedule II thereto and include, inter alia, the following:

1. Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders.
2. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
3. Review of measures taken for effective exercise of voting rights by shareholders.
4. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
5. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.
6. Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
7. Carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Act, Listing Regulations or any other applicable law, as and when amended from time to time.

Meetings and Attendance

The Committee held one (1) meeting during the financial year ended 31st March, 2026, on 26th March, 2026. The composition of the Committee and the attendance of its Members at the meeting are set out below:

Name of the Member	26.03.2026	% of Attendance
Ms. Shukla Wassan (Chairperson)*		100
Mr. Ravindra Pisharody*		100
Mr. Chitrank Goel*		100

Present in person | Video conference | Leave of absence

Notes:

* Ms. Shukla Wassan, Mr. Ravindra Pisharody and Mr. Chitrank Goel were appointed as Members of the Committee with effect from 12th December, 2025.

All the decisions and recommendations of the Committee were approved by requisite majority of its Members.

Investor Complaints

During the financial year ended 31st March, 2026, two (2) investor complaints were received. One (1) complaint was redressed prior to 31st March, 2026, and another complaint was resolved on 11th April, 2026.

Risk Management Committee



Mr. JV Raman
Chairperson
Independent Director

Members have

100%
attendance

66.67%
of Independent Directors

The Risk Management Committee was constituted by the Board at its meeting held on 12th December, 2025. As of 31st March, 2026, the Committee comprised three (3) Members: two (2) Independent Directors and the Deputy Managing Director. Mr. JV Raman chaired the Committee, and Mr. Madhavan Hariharan and Mr. Chitrank Goel were its Members.

Mr. Anand Upadhyay, Company Secretary and Compliance Officer of the Company, acts as the Secretary to the Committee.

Terms of Reference of the Risk Management Committee

The scope and function of the RMC are governed by Regulation 21 of the Listing Regulations read with Part D of Schedule II thereto and include, inter alia, the following:

1. To review and assess the risk management system of the Company from time to time and recommend amendment or modification thereof.
2. To frame, devise and monitor detailed risk management plan and policy of the Company which shall include:
   a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks, or any other risk as may be determined by the Committee;
   b) Measures for risk mitigation including systems and processes for internal control of identified risks; and
   c) Business Continuity Plan.
3. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
4. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
5. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
6. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
7. To review appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
8. To coordinate its activities with other committees, in instances where there is any overlap with the activities of such committees, as per the framework laid down by the Board of Directors;
9. To implement and monitor policies and/or processes for ensuring cyber security;
10. Seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
11. Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
12. To evaluate the overall risks faced by the Company including liquidity risk and shall report to the board of the Company;
13. Advise the Board regarding risk management decisions in relation to strategic and operational matters such as corporate strategy; and
14. Perform such other activities as may be delegated by the Board or specified/ provided under the Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

Meetings and Attendance

The Committee held one (1) meeting during the financial year ended 31st March, 2026, on 30th March, 2026. The composition of the Committee and the attendance of its Members at the meeting are set out below:

Name of the Member	30.03.2026	% of Attendance
Mr. JV Raman (Chairperson)*		100%
Mr. Madhavan Hariharan*		100%
Mr. Chitrank Goel*		100%

Present in person | Video conference | Leave of absence

Notes:

*Mr. JV Raman, Mr. Madhavan Hariharan and Mr. Chitrank Goel were appointed as Members of the Committee with effect from 12 December 2025.

All the decisions and recommendations made by the Committee were approved by requisite majority of the members of the Committee.

SENIOR MANAGEMENT

Details of the Company's Senior Management as of 31st March, 2026 are set out below:

Sr. No.	Name	Designation	Effective Date
1.	Mr. Harshal Marathe	General Counsel	
2.	Mr. Shivraj Betkikar	IT Head	
3.	Ms. Sanghamitra Das*	Manufacturing Head	1st December, 2025
4.	Mr. Monosij Bandyopadhyay	Marketing Head	
5.	Ms. Sonali Rajpurohit	HR Head	
6.	Mr. Rohit Jhunjhunwala$	Internal Auditor	30th December, 2025
7.	Mr. Vivek Sarbhai#	Head, Supply Chain - India	7th February, 2026

* Ms. Sanghamitra Das ceased to be a Senior Management Personnel with effect from 1st June, 2026.

$ Mr. Rohit Jhunjhunwala ceased to be a Senior Management Personnel with effect from 1st July, 2026.

Mr. Vivek Sarbhai ceased to be a Senior Management Personnel with effect from 31st October, 2026.

Ms. Ansu Archana, Head Supply Chain – India was appointed as a Senior Management Personnel with effect from 1st November, 2026

Except as stated above, there were no other changes in Senior Management Personnel up to the date of this Report.

Shareholder Information

General Body Meetings and Postal Ballot

Annual General Meetings of Last Three Years

The Company was incorporated on 10th January, 2025, and its first financial year ended on 31st March, 2026. Its first Annual General Meeting is proposed to be held on Thursday, 10th December, 2026 at 12:30 P.M. (IST). Accordingly, details of Annual General Meetings held during the preceding three years and the special resolutions passed thereat are not applicable.

Postal Ballot

During financial year 2025-26, no resolution was passed through postal ballot. However, up to the date of this Annual Report, six special resolutions had been passed through postal ballot, as set out below:

Date of Postal Ballot Notice	Period of e-voting	Date of declaration of Voting Results	Weblink of Results
Wednesday, 15th April, 2026	Commenced on Thursday, 16th April, 2026 at 09:00 A.M. (IST) and ended on Friday, 15th May, 2026 at 05:00 P.M. (IST)	Friday, 15th May, 2026	https://www.kwalitywallsindia.com/investors/shareholder-information-and-contacts/recent-news/2026-27.html

Item No.	Description of Resolution(s)	Type of Resolution
1	Appointment of Mr. Chitrank Goel (DIN: 11388422) as an Executive Director designated as Deputy Managing Director of the Company.	Special Resolution
2	Appointment of Mr. Prashant Premrajka (DIN: 11065666), as an Executive Director & Chief Financial Officer of the Company.	Special Resolution
3	Appointment of Mr. Madhavan Hariharan (DIN: 07217072) as a Non-Executive Independent Director of the Company	Special Resolution
4	Appointment of Mr. Ravindra Pisharody (DIN: 01875848) as a Non-Executive Independent Director of the Company	Special Resolution
5	Appointment of Ms. Shukla Wassan (DIN: 02770898) as a Non-Executive Independent Director of the Company	Special Resolution
6	Appointment of Mr. JV Raman (DIN: 08760114) as a Non-Executive Independent Director of the Company	Special Resolution

Apart from this, no special resolution is proposed to be passed through Postal Ballot as on the date of this report.

Procedure of Postal Ballot

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the relevant General Circulars issued by the Ministry of Corporate Affairs in this regard and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, each as amended and pursuant to other applicable laws and regulations, the Company provided e-voting facility to all its Members.

The Company engaged KFin Technologies Limited, its Registrar and Share Transfer Agent, to provide e-voting services and enable Members to cast their votes electronically. The Board appointed Mr. Nitesh Latwal (Membership No. A32109; COP No. 16276) or, failing him, Mr. Ajay Khandelwal (Membership No. F12387; COP No. 18606), Partners of PI & Associates, Practising Company Secretaries, as the Scrutiniser to conduct the postal ballot process in a fair and transparent manner.

Upon completion of the scrutiny, the Scrutiniser submitted his report to Mr. Anand Upadhyay, Company Secretary and Compliance Officer, who had been authorised by the Chairperson to execute all documents and take all actions in connection with the declaration and intimation of the e-voting results. The results were displayed on the Company's website at www.kwalitywallsindia.com and on the website of KFin Technologies Limited at www.kfintech.com, and were also communicated to BSE Limited and the National Stock Exchange of India Limited.

Means of Communication with Shareholders

Effective communication is integral to the Company's corporate governance framework and is essential for maintaining transparency and stakeholder trust. The Company is committed to providing timely, accurate and consistent information to its shareholders, investors and other stakeholders through regulatory disclosures and various communication channels. The Company ensures that material information is disseminated in a fair, transparent and accessible manner in accordance with applicable regulatory requirements and governance standards.

a) **Financial Results:** The quarterly, half-yearly and annual financial results are submitted to BSE and NSE, uploaded on the Company's website and published in Business Standard (English) and Navshakti (Marathi), together with a Quick Response code and a web link through which investors may access the results. The results are available on the Company's website at https://www.kwalitywallsindia.com/investors/results-and-presentations/quarterly-results.html

b) **News Releases:** All our official news releases and presentations are made available on the website of the Company as and when applicable.

c) **Analysts Presentation / Investor Calls:** In accordance with the Listing Regulations, presentations and audio or video recordings and transcripts of investor conferences are made available on the Company's website, as and when applicable.

d) **Company's Website** The Company's website provides a comprehensive reference on its leadership, management, vision, policies, corporate governance, sustainability and investor relations. The Members can access the details of the Board, the Committees, Policies, Board Committee Charters, financial information, statutory filings, shareholding information, details of unclaimed shares transferred to IEPF, etc. In addition, various downloadable forms required to be executed by the Members have also been provided on the website of the Company.

e) **Stock Exchanges:** All price sensitive information and matters that are material to Shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited. The Quarterly Results, quarterly reporting required under the Listing Regulations and all other corporate communications to the Stock Exchanges are filed through BSE Listing Centre and NSE Electronic Application Processing System (NEAPS) for dissemination on their respective websites. The stock exchange filings are also made available on the website of the Company at https://www.kwalitywallsindia.com/investors/shareholder-information-and-contacts/stock-exchange.html

f) SEBI and Stock Exchanges' Investor Grievance Redressal System: SCORES and SMART ODR platforms established under the SEBI framework, 'Investor Complaints' sections of BSE and NSE websites facilitate investors to file complaints online and get end-to-end status update of their grievances. The Company endeavours to redress the grievances of the Investors as soon as it receives the same from the respective forums.

g) Annual Report: The Annual Report provides comprehensive information on the Company's financial performance, strategy, operations, corporate governance practices, shareholder information, Management Discussion and Analysis, audited financial statements, the Auditor's Report and other material information. It is circulated to shareholders and made available in downloadable form on the Company's website.

h) Designated Email IDs:

Institutional Investor –

- mail to: investor.kwil@magnumicecream.com

Investor Grievance –

- mail to: kwalitywalls.india@magnumicecream.com

Nodal Officer under IEPF Rules –

- mail to: kwil.iepf@magnumicecream.com

GENERAL SHAREHOLDERS INFORMATION:

Listing Details:

Stock Exchange Details	Stock Code
BSE Limited (BSE)	544622
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	
National Stock Exchange of India Limited (NSE)	KWIL
Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051	
ISIN	INE2KCE01013

The Company's equity shares were listed on BSE and NSE with effect from 16th February, 2026. For financial year 2025-26, the Company paid the applicable listing fees to the Stock Exchanges and custody fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Annual General Meeting for the financial year 2025-26

Date	Thursday, 10th December, 2026
Venue	AGM through Video Conferencing/Other Audio Visual Means facility. The deemed venue of the Meeting shall be the registered office of the Company at 13th Floor, Oberoi Commerz II, International Business Park, Oberoi Garden City, Goregaon East, Mumbai 400063
Time	12:30 P.M. (IST)
Cut-off for e-voting	Thursday, 3rd December, 2026

Board Meetings held for approval of Quarterly and Annual Financial Results during financial year 2025–26

The Company follows an April-to-March financial year. Its first financial year covered the period from 10th January, 2025 to 31st March, 2026. Meetings of the Board of Directors to approve the quarterly and annual financial results for financial year 2025-26 were held on 21st April, 2025, 22nd July, 2025, 15th October, 2025, 6th March, 2026, and 20th May, 2026

Dividend

The Board has not recommended any dividend for the financial year ended 31st March, 2026.

Details of Registrar to an Issue & Share Transfer Agent:

KFin Technologies Limited is the Registrar and Share Transfer Agent (RTA) of the Company and manages the corporate registry services relating to the Company's equity shares.

KFin Technologies Limited

Unit: Kwality Wall's (India) Limited

Address: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, 400 070, Maharashtra

Email: einward.ris@kfintech.com

Toll Free no.: 1800 309 4001

WhatsApp no.: +91 91000 94099

Website: www.kfintech.com / https://ris.kfintech.com

Name of Depositories for dematerialization of equity shares:

As of 31st March, 2026, 2,34,95,91,237 of the total equity shares were held in dematerialized form. The details of depositories are as follows:

ISIN: INE2KCE01013
Depository: National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL)

Bifurcation of Shares in Physical and Demat Form as on 31st March, 2026

Category Distribution:

Particulars	No. of Shareholders	No of Equity Shares*	%
Physical Segment	1	25	0.00000106
Demat Segment	11,34,290	2,34,95,91,237	99.99999894
NSDL	3,99,707	2,15,40,94,667	91.68
CDSL	7,34,583	19,54,96,570	8.32
Total	**11,34,291**	**2,34,95,91,262**	**100**

*PAN consolidation category wise within Depository

Shareholding Pattern:

Distribution of Shareholding (Shares)

S. No	No. of Shares	Shareholder		Shareholdings	
		Number	Percentage (%) of Total	Number	Percentage (%) of Total
1	1 to 5000	11,20,612	98.79	16,97,48,902	7.22
2	5001 to 10000	7,308	0.64	5,25,45,415	2.24
3	10001 to 20000	3,818	0.34	5,39,09,496	2.29
4	20001 to 30000	1,002	0.09	2,44,82,261	1.04
5	30001 to 40000	385	0.03	1,34,17,969	0.57
6	40001 to 50000	260	0.02	1,18,88,439	0.51
7	50001 to 100000	464	0.04	3,32,62,564	1.42
8	100001 and Above	442	0.04	1,99,03,36,216	84.71
	Total	**11,34,291**	**100.00**	**2,34,95,91,262**	**100.00**

Shareholding Pattern of the Company as on 31st March, 2026

S. No	Category of Shareholders	No. of Shares	% of Total No. of Shares
1	The Magnum Ice Cream Company HoldCo 1 Netherlands B.V.	1,45,44,12,858	61.90
2	Resident Individuals & Others	39,18,88,504	16.68
3	Foreign Portfolio Investors	12,10,37,862	5.15
4	Insurance Companies	17,86,67,548	7.60
5	Mutual Funds & UTI	11,25,75,332	4.79
6	Financial Institutions & Banks	1,52,27,162	0.65
7	NRIs, Foreign Bodies Corporate & Foreign Nationals	2,38,72,739	1.02
8	Bodies Corporate, Directors and their Relatives	5,19,09,257	2.21
	Total No. of Shares	**2,34,95,91,262**	**100**

Top 10 Shareholders (other than Promoters) as on 31st March, 2026

S. No	Name of the Shareholder	Category of Investor	No. of Shares	%
1	Life Insurance Corporation of India	Insurance Company	15,56,53,261	6.62
2	Invesco India Smallcap Fund	Mutual Fund	5,39,19,625	2.29
3	ICICI Prudential Smallcap Fund	Mutual Fund	3,03,35,974	1.29
4	Goldman Sachs Investments (Mauritius) I Ltd	Foreign Portfolio	1,95,64,753	0.83
5	SBI Quality Fund	Mutual Fund	1,79,48,000	0.76
6	Kwality Walls India Limited Unclaimed Suspense Demat Account	Body corporate	1,27,08,765	0.54
7	NPS Trust- A/C LIC Pension Fund Scheme - State Gov	Pension Fund	1,12,37,876	0.48
8	IShares Core MSCI Emerging Markets ETF	Foreign Portfolio	1,02,19,804	0.44
9	General Insurance Corporation of India	Insurance Company	90,91,485	0.39
10	Investor Education and Protection Fund Authority M	IEPF Authority	85,48,252	0.36

Investor Grievance Transfer System

Share Transfer System:

As mandated by SEBI and in accordance with Regulation 40 of the SEBI Listing Regulations, the Company's shares may be transferred or traded only in dematerialised form with effect from 1st April, 2019. Shareholders holding shares in physical form are advised to dematerialise their holdings.

In compliance with the SEBI Listing Regulations, The Company, its RTA and Stock Exchanges, in compliance with SEBI Master Circular dated HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, have disseminated the requirement for the holders of physical securities of the Company to furnish valid PAN, mandatory linking of PAN, furnishing KYC details and Nomination details, on their respective websites. Form ISR-1 to furnish PAN, KYC details, Form SH-13, ISR-3 and SH-14 to furnish nomination and opting out nomination details, respectively and Form ISR-2 to furnish for bank attested signatures of the security holder, are hosted on the respective websites of Registrar to issue and share transfer agent and the Company.

Further, the security holder/claimant shall submit duly filled Form ISR-4 hosted on the website of the Company for requests regarding issue of duplicate certificate, claim from unclaimed suspense account, transmission and other related service requests, along with the documents/details specified therein. The RTA/Company shall verify and follow the process of approving the service requests as prescribed in the aforesaid SEBI Master Circular, as amended from time to time.

In accordance with the SEBI Listing Regulations and the applicable circulars, the Company will issue securities only in dematerialised form while processing service requests from shareholders, including requests for duplicate share certificates, endorsements, transmission and transposition.

Transfer of Shares to Investor Education and Protection Fund (IEPF):

Pursuant to the Scheme, the Company transferred **85,48,252** shares to the Investor Education and Protection Fund established by the Central Government (IEPF) in respect of those shareholders of Hindustan Unilever Limited whose shares had earlier been transferred to the IEPF and remained unclaimed as at the record date, i.e., 5th December, 2025. These shares may be claimed from the IEPF by submitting the prescribed Form IEPF-5.

Process for Reclaiming shares from IEPF:

Approach RTA/Company	• Claimant(s) are required to approach the RTA / Company along with requisite documents. • RTA/Company shall scrutinise the documents and if found in order, issue an Entitlement Letter for claiming shares from IEPF.
File Form IEPF-5	• After receipt of Entitlement Letter, the claimant(s) shall file the Form IEPF-5 on MCA V3 portal.
Dispatching the Documents to Company	• The claimant(s) should dispatch the hard copy of the self attested IEPF-5 along with other requisite documents to the Nodal Officer of the Company at its Registered Office.
Upload Proof of Dispatch	• Once the documents are dispatched, the claimant(s) should upload the proof of dispatch on the MCA V3 Portal.
Submission of E-Verification Report	• The Company shall submit the E-Verification Report, approving or rejecting the claim.
IEPFA to Release Shares	• On receipt of approval from the Company and IEPFA, the shares shall be directly credited to the demat account of the claimant.

Nodal Officer (IEPF)

Details of Nodal Officer of the Company, appointed in accordance with the provisions of IEPF Rules, are given below. The same is also available on the website of the Company at https://www.kwalitywallsindia.com/investors/shareholder-information-and-contacts/investor-details.html

Nodal Officer	**Mr. Anand Upadhyay** **Company Secretary & Compliance Officer** Email: kwil.iepf@magnumicecream.com Tel.: 02245747001

Disclosures with Respect to Demat Suspense Account/ Unclaimed Suspense Account

Pursuant to the Scheme of Arrangement between Hindustan Unilever Limited (HUL), the Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme"), as sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench, by its order dated 30th October, 2025, read with the rectification order dated 6th November, 2025 (together, the "Orders"), the Ice Cream Business Undertaking of HUL was demerged into the Company. As consideration for the demerger, the Board of Directors of the Company, at its meeting held on 12th December, 2025, approved the allotment of 2,34,95,91,262 (Two Hundred Thirty-Four Crore Ninety-Five Lakh Ninety-One Thousand Two Hundred and Sixty-Two) fully paid-up equity shares of face value Re. 1 each to the equity shareholders of HUL as at the record date, i.e., 5th December, 2025. These shares included shares that remained unclaimed by HUL shareholders.

Disclosures with respect to shares lying in Unclaimed Suspense/Escrow Demat Accounts

Distribution of Shareholding (Shares)

S. No	Particulars	Suspense Escrow Demat Account*		Suspense Demat Account - Legal Cases*		Unclaimed Suspense Demat Account*	
		No. of Shareholders	No. of Equity Shares	No. of Shareholders	No. of Equity Shares	No. of Shareholders	No. of Equity Shares
1	Aggregate number of shareholders and the outstanding shares held as on 10th January, 2025	-	-	-	-	-	-
2	Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense/Escrow Demat Accounts during the year pursuant to allotment in terms of the Scheme of Arrangement for demerger	73	27,918	99	2,29,312	22,190	1,24,51,535
3	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	-	-	-	-	286$	2,62,822$
4	Number of shareholders to whom shares were transferred from suspense account during the year	-	-	-	-	-	-
5	Aggregate number of shareholders and the outstanding shares held as on 31st March, 2026	73	27,918	99	2,29,312	22,190	1,24,51,535

Notes:

The voting rights in respect of these shares will remain frozen till the rightful owners claim the shares.

*To facilitate effective management and oversight, the Company has maintained three separate accounts for the shares under three categories namely – shares held in HUL's Suspense Escrow Demat Account, shares in litigation cases and shares in physical form.

$These shares are transferred to the respective shareholders on the date of this Annual Report.

Address For Correspondence

All correspondence by Members should be forwarded to the Company's RTA, M/s. KFin Technologies Limited or to the Company at the following addresses.

KFin Technologies Limited

CIN	L72400MH2017PLC444072
Address	Kwality Wall's (India) Limited The office of the our RTA is presently situated at Selenium Building, Tower-B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032, and shall continue at the said address up to 30th November, 2026. The office of the RTA will be shifted with effect from 1st December, 2026 to 6th, 23rd, 24th and 25th Floors, South Tower, Rajapushpa West Avenue, Survey No. 115, Kokapet, Serilingampally Mandal, Ranga Reddy District, Hyderabad, Telangana - 500075. For operational and administrative convenience, the existing office at Selenium Building, Tower-B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032 shall continue to function until 15th December, 2026.
WhatsApp No	+91 9100094099
Toll Free no.	1800 309 4001
E-mail	einward.ris@kfintech.com
Investor Support Centre	https://kprism.kfintech.com/
KFINTECH Corporate Website	https://www.kfintech.com
RTA Website	https://ris.kfintech.com
RTA Search	https://www.registrarsassociation.com/
KPRISM (Mobile Application)	https://kprism.kfintech.com/signup

Kwality Wall's (India) Limited

Unit	13th Floor, Oberoi Commerz II, International Business Park, Oberoi Garden City, Goregaon East, Mumbai 400 063
Phone	02245747000
E-mail	kwalitywalls.India@magnumicecream.com
Website	www.kwalitywallsindia.com

Compliance Officer

Name	Mr. Anand Upadhyay
Designation	Company Secretary & Compliance Officer
E-mail	kwil.iepf@magnumicecream.com
Phone	02245747001

Other Useful Information for Shareholders

Plant Locations:

The locations of the Company's manufacturing facilities are provided below for the information of shareholders.

S. No.	Name of Unit	Location
1.	Nashik Factory	Plot A8/A9, Malegaon MIDC, Taluka Sinnar, District Nashik, Maharashtra 422103
2.	Nalagarh Factory	Hudbust No.143, Khasra No. 182-183-187/1, Village Kirpalpur Tehsil Nalagarh, District Solan Himachal Pradesh -174101

In case securities of the Company are suspended from trading, reasons thereof

During the year, no securities of the Company were suspended from trading

Outstanding Global Depository Receipts (GDR) or American Depository Receipts (ADR) or warrants or any convertible instruments

The Company has not issued any convertible instruments/ ADRs/ GDRs/ Warrants.

Commodity Price Risk, Foreign Exchange Risk & Hedging Activities

Operations depend on the availability and pricing of key inputs such as dairy ingredients, cocoa, packaging materials and energy, which may be affected by commodity cycles, geopolitical developments, supply-demand dynamics and movements in global markets. The Company is also exposed to foreign exchange risk arising from fluctuations in currency rates, which may directly or indirectly influence the cost of raw materials, packaging materials, services and other inputs, including globally traded commodities. The Company manages these risks through strategic sourcing, supplier diversification, long-term procurement arrangements where appropriate, recipe flexibility, prudent procurement planning and continuous monitoring of commodity and currency markets. During the year, the Company did not have any exposure hedged through commodity derivatives. Foreign exchange exposures were managed in accordance with the Company's risk management framework, and hedging arrangements were entered into where considered appropriate. Details of foreign currency exposures are provided in Note 33 to the Standalone Financial Statements.

Credit Rating

The Company has not issued any listed debt instruments, does not have fixed deposit programme or any scheme or proposal involving mobilization of funds, during the year. No credit ratings were obtained by the Company during the reporting period.

Other Disclosures/Confirmations

- During the year under review, there was no transaction of a material nature with any of the related parties, which was in conflict with the interests of the Company.
- The Company's equity shares were listed on the Stock Exchanges with effect from 16th February, 2026. Since its incorporation, there has been no instance of non-compliance by the Company in relation to capital-market matters and no penalty or stricture has been imposed by the Stock Exchanges, SEBI or any other statutory authority.
- The Company has adopted a Whistle Blower Policy to enable stakeholders (including but not limited to Directors, Employees, retainers) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and other policies of the Company. The Policy provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairperson of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy are to be appropriately and expeditiously investigated by the Audit Committee. Your Company hereby affirms that no Director/employee has been denied access to the Chairperson of the Audit Committee. The Whistle Blower Policy is available on the website of the Company at https://www.kwalitywallsindia.com/investors/corporate-governance/policies.html
- The Company has approved Material Subsidiary Policy which is available on https://www.kwalitywallsindia.com/investors/corporate-governance/policies.html however as on the date of this report the Company does not have any subsidiary/ material subsidiary.
- The Company has not raised any fund during the year through preferential allotment or qualified institutional placement.
- During the Financial Year, there were no instances of Non-acceptance of any recommendations of the Board Level committees by the Board.
- M/s. Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N / N500013) has been appointed as the Statutory Auditors of the Company. The payment of Statutory Auditors' fees, on consolidated basis for Financial Year 2025-26 is ₹ 87 Lakhs.
- The Company has in place a policy on Prevention of Sexual Harassment at the workplace.

  Details of complaints received and redressed during the Financial Year :

  a. Number of complaints filed during the Financial Year: None

  b. Number of complaints disposed of during the Financial Year: None

  c. Number of complaints pending as on the end of the Financial Year: None.
- The Company has not granted any loans or advances in the nature of loans to firms or companies in which any Director of the Company is interested.
- The Company has complied with the requirements of paragraphs (2) to (10) of Part C of Schedule V to the SEBI Listing Regulations. Disclosures relating to compliance with the corporate governance requirements specified in Regulations 17 to 27 are included in the relevant sections of this Report.
- As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties (intermediaries and fiduciaries) such as auditors, consultants etc. who could have access to the Unpublished Price Sensitive Information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Code.

Mr. Anand Upadhyay, the Company Secretary of the Company is the Compliance Officer under the Prohibition of Insider Trading Code and is responsible for setting forth procedures and implementation of the Code for trading in the Company's securities.

- The Company is not a party to any agreement required to be disclosed under Regulation 30A(1) read with Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations. However, it may be noted that Unilever PLC, Unilever Group Limited, Unilever Overseas Holdings AG, Unilever UK&CN Holdings Limited, Unilever South India Estates Limited, Unilever Assam Estates Limited and Unilever Overseas Holdings B.V. (collectively, the Unilever Group Shareholders) had entered into a Share Purchase Agreement dated 25th June ,2025 with The Magnum Ice Cream Company HoldCo 1 Netherlands B.V. and The Magnum Ice Cream Company N.V. for the proposed acquisition, subject to satisfaction of the conditions precedent contained therein, of their entire shareholding in the Company representing approximately 61.90% of the post-demerger issued and paid-up equity share capital of the Company. Pursuant to the completion of the transactions contemplated under the said Share Purchase Agreement, The Magnum Ice Cream Company HoldCo 1 Netherlands B.V. acquired from the Unilever Group Shareholders all equity shares of the Company allotted to them pursuant to the Scheme, representing 61.90% of the issued and paid-up equity share capital of the Company, on 30th March, 2026. Consequently, The Magnum Ice Cream Company HoldCo 1 Netherlands B.V. acquired control of the Company and became the promoter of the Company, while the Unilever Group Shareholders ceased to be promoters of the Company.
- The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 read with Section 133 of the Act.
- A declaration by the Deputy Managing Director of the Company stating that all the Directors and members of the Senior Management have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management is annexed to this report.
- A certificate from M/s. S.N. Ananthasubramanian & Co., Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies, by SEBI/ Ministry of Corporate Affairs or any such statutory authority is attached to this report.
- Compliance Certificate from M/s. S.N. Ananthasubramanian & Co., Practicing Company Secretaries regarding compliance of conditions of Corporate Governance is annexed to this report.

Details of Compliance with Mandatory Requirements and Adoption of the Non-Mandatory Requirements:

The Company has duly complied with the following discretionary requirements as prescribed in schedule II Part E of the Listing Regulations:

- Maintenance of Chairperson's office: The Non-Executive Chairperson has a separate office which is not maintained by the Company.
- Woman Independent Director: The Company has four Independent Directors including one woman Independent Director.
- Modified opinion in Audit Report: During the year under review, there was no modified audit opinion in the Auditors' Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unmodified audit opinions in its financial statements.
- Separate posts of Chairperson and Managing Director or Chief Executive Officer: The post of Chairperson is separate from that of the Managing Director and Chief Executive Officer.
- The Internal Auditor conducts audits independently and provides objective assessments and recommendations for strengthening internal controls, risk management and compliance processes within the Company. Internal Audit Report is placed in the Audit Committee.
- Risk Management: The Company has constituted a Risk Management Committee with the composition, roles and responsibilities specified in regulation 21.

The Company remains committed to continuously strengthening its governance framework in line with evolving regulatory requirements and best practices.

On behalf of the Board of Directors
Kwality Wall's (India) Limited

Abhijit Bhattacharya	**Tahir Toloy Tanridagli**	**Prashant Premrajka**
Chairperson	Managing Director & Chief Executive Officer	Executive Director & Chief Financial Officer
DIN: 11638966	DIN: 11164403	DIN: 11065666
Place: Eindhoven, Netherlands	Place: Istanbul, Turkey	Place: Mumbai, India

Date: 6th November, 2026

DECLARATION BY THE DEPUTY MANAGING DIRECTOR UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for Board of Directors and Senior Management Personnel, as applicable to them for the financial year ended 31st March, 2026.

Place: Meerut, India
Date: 6th November, 2026

Chitrank Goel
Deputy Managing Director
DIN: 11388422

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V - Para C - Clause (10)(i) of
Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Kwality Wall's (India) Limited
CIN: L10505MH2025PLC437886
13th Floor, Oberoi Commerz II,
International Business Park
Oberoi Garden City, Goregaon East
Mumbai, Maharashtra, 400063.

We have examined the following documents:

(i) Declaration of non-disqualification as required under Section 164 of the Companies Act, 2013 ('the Act');

(ii) Disclosure of concern or interest as required under Section 184 of the Act;

(hereinafter referred to as 'relevant documents')

as submitted by the Directors of **Kwality Wall's (India) Limited** ('the Company') to the Board of Directors of the Company ('the Board') for the First Financial Year commencing from 10th January, 2025 till 31st March, 2026 and the Financial Year 2026-27 and the relevant registers, records, forms and returns maintained by the Company and made available to us for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V - Para C - Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We have considered non-disqualification to include non-debarment by Regulatory / Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these, based on our verification.

Based on our examination as aforesaid and such other verifications carried out by us as deemed necessary and adequate (including status of Director Identification Number (DIN) on the portal www.mca.gov.in), in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorised representatives, we hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the financial year ended 31st March, 2026, have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment	Date of Cessation
1.	Ms. Vinita Nair	10903336	10-01-2025	30-11-2025
2.	Mr. Navin Jain	08632751	10-01-2025	30-11-2025
3.	Ms. Shalini Sinha	08299362	10-01-2025	30-11-2025
4.	Mr. Ritesh Tiwari	05349994	17-11-2025	30-03-2026
5.	Mr. Prashant Premrajka	11065666	09-05-2025	–
6.	Mr. Chitrank Goel	11388422	01-12-2025	–
7.	Mr. Madhavan Hariharan	07217072	01-12-2025	–
8.	Mr. Ravindra Pisharody	01875848	01-12-2025	–
9.	Ms. Shukla Wassan	02770898	01-12-2025	–
10.	Mr. JV Raman	08760114	01-12-2025	–
11.	Mr. Tahir Toloy Tanridagli	11164403	25-06-2025	21-11-2025
12.	Mr. Tahir Toloy Tanridagli	11164403	30-03-2026	–
13.	Mr. Abhijit Bhattacharya	11638966	30-03-2026	

This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report for the financial year ended 31st March, 2026.

For **S. N. ANANTHASUBRAMANIAN & Co.**
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023

S. N. Ananthasubramanian
Founding Partner
FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206H000412141
20th May, 2026 | Thane

CORPORATE GOVERNANCE CERTIFICATE

[Pursuant to Regulation 34(3) and Schedule V Para E of Securities and Exchange Board of
India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Background

We have been engaged by Kwality Wall's (India) Limited ("the Company"), to examine the compliance with the conditions of Corporate Governance by the Company, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, **for the First Financial Year commencing from 10th January, 2025 till 31st March, 2026 ("review period")**.

A Scheme of Arrangement was entered into amongst Hindustan Unilever Limited and the Company and their respective shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**") involving:

a. demerger of the Ice Cream Business Undertaking of HUL into the Company as a going concern and in consideration, the consequent issuance of equity shares by the Company to all the Eligible Shareholders (as defined in the Scheme) of HUL as per the Share Entitlement; and

b. various other matters consequential or otherwise connected therewith, including, inter alia, reduction and cancellation of the shareholding of HUL in the Company.

The Scheme was sanctioned by the National Company Law Tribunal, Mumbai bench ("**NCLT**"), vide its order dated 30th October, 2025 read with rectification order dated 6th November, 2025).

The Scheme became effective from 1st December, 2025. Pursuant to the Scheme, the Company has issued and allotted 2,349,591,262 (Two Hundred Thirty-Four Crore Ninety-Five Lakh Ninety-One Thousand Two Hundred Sixty-Two) Equity Shares of face value of Re. 1/- each to the shareholders of HUL, as on the Record Date i.e. 5th December, 2025. The Equity Shares of the Company have been listed on BSE Limited and National Stock Exchange of India Limited with effect from **16th February, 2026**.

2. Management's Responsibility

The Compliance of conditions of Corporate Governance stipulated in the SEBI Listing Regulations is the responsibility of the management of the Company. The management shall devise adequate systems, internal controls and processes to monitor and ensure compliance of the same.

3. Our Responsibility

Our responsibility is limited to conduct an examination of the systems, internal controls and processes adopted by the Company and implementation thereof to monitor and ensure with the conditions of Corporate Governance and report thereon.

4. Methodology

4.1. In order to conduct our examination, we were provided with the relevant documents and information including explanations, wherever required.

4.2. Our examination was conducted in a manner which provided us with a reasonable basis for evaluating the systems, internal controls and processes adopted by the Company to monitor and ensure compliance with the conditions of Corporate Governance and to certify thereon.

5. Opinion

Based on our examination as aforesaid, the information, explanations and representations provided by the management, we certify that, the Company has complied with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations, for the review period.

6. Disclaimer

6.1. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

6.2. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S. N. ANANTHASUBRAMANIAN & Co.**
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023

S. N. Ananthasubramanian
Founding Partner
FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206H000412163
20th May, 2026 | Thane

Independent Auditor's Report

To the Members of **Kwality Wall's (India) Limited**

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Kwality Wall's (India) Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the period 10 January 2025 to 31 March 2026, and notes to the financial statements, including material accounting policy information and other explanatory information.

2. 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 ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026 and its loss (including other comprehensive income), its cash flows and the changes in equity for the period 10 January 2025 to 31 March 2026.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the 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.

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matters
Revenue recognition - sale of goods (Refer Notes 2.3 (k) and 20 to the financial statements) The Company primarily earns revenue from sale of ice-cream products through various distribution channels. Revenue from sale of goods is recognised at a point in time when control of the product is transferred to the customer in accordance with the specific terms and conditions of the sales contract and there is no unfulfilled obligation. The actual point in time when revenue is recognised varies depending on the specific terms and conditions of the sales contracts entered with customers. Further, revenue recognition requires management to make certain judgements around measurement of transaction price net of estimated discounts, rebates, right to return obligations and other price adjustments in accordance with principles of Ind AS 115 - 'Revenue from Contracts with Customers' ('Ind AS 115'). The Company considers revenue as key benchmark for evaluating performance and hence, there is risk of revenue being overstated due to pressure to achieve targets, earning expectations or incentives linked to performance for a reporting period. Also, in accordance with the Standards on Auditing, revenue is determined to be an area involving significant risk which requires significant auditor attention.	**Our audit procedures included, but were not limited to, the following:** • Assessed the appropriateness of the Company's revenue recognition accounting policies, including those relating to discounts, rebates, right to return obligations and other price adjustments in accordance with Ind AS 115; • Obtained an understanding of the business process and evaluated the design and tested the operating effectiveness of key internal financial controls, including general and specific information technology controls, implemented by the management over recognition of revenue and measurement of discounts, rebates, right to return obligations and other price adjustments; • On a sample basis, inspected key customer contracts to understand the terms and conditions of sale and evaluated the process followed by the management in determination of transaction price and identification of point of transfer of control; • Performed substantive testing on selected samples of revenue transactions pertaining to sale of products recorded during the period including specific period before and after 31 March 2026, by verifying the underlying supporting documents such as customer contracts, agreements, sales invoices and dispatch/shipping documents etc. to ensure that the correct amount of revenue is recorded in the correct period;
Accounting of transfer of ice-cream business from Hindustan Unilever Limited (Refer Note 41 to the financial Statements) During the current period, the ice-cream business ('Demerged Undertaking') of Hindustan Unilever Limited ('HUL') was transferred to the Company pursuant to the Scheme of Arrangement ("the Scheme") approved by the National Company Law Tribunal (NCLT), Mumbai Bench, vide its order dated 30 October 2025 and a rectification order dated 6 November 2025. The appointed and effective date of the Scheme is 1 December 2025. In accordance with the accounting treatment prescribed in the Scheme, Ind AS, and other generally accepted accounting principles, the Company has given effect to the demerger as below: i) Company has recorded the transferred net assets at their respective carrying values as appearing in the books of HUL; ii) Further, the Company has issued its equity shares at fair value of ₹ 48,185 million as consideration for the Demerged Undertaking to the shareholders of HUL. The resulting difference between the fair value of equity shares issued and the book value of the net assets acquired has been debited to Capital Reserve and such Capital Reserve has been subsequently adjusted with the Securities Premium as per the terms of the Scheme, as detailed in Note 41. iii) The Company has also restated the information from the date of incorporation i.e. 10 January 2025. The accounting involved complexity and required significant audit effort around the accuracy of the transferred assets and liabilities to be recognised and the determination of the fair value of equity shares issued to acquire the Demerged Undertaking which involved significant judgements and estimates around the valuation methodology and key inputs used such as the revenue growth rate, profit margins, terminal growth rate, discount rate, etc. which are subject to high estimation uncertainties.	**Our audit procedures included, but were not limited to, the following:** • Obtained, read and evaluated the Scheme and NCLT orders and verified approvals of the Board of Directors, shareholders, regulatory authorities and the subsequent filing made with Registrar of Companies; • Evaluated the design and tested the operating effectiveness of key internal financial controls relevant to accounting for acquisition of Demerged Undertaking and related presentation and disclosures in the financial statements; • Evaluated the appropriateness of the accounting treatment prescribed in the Scheme in accordance with Ind AS and other generally accepted accounting principles in India and its application by the Company in the books of account; • Evaluated and tested the appropriateness of process followed by the management for identifying the assets and liabilities acquired at their respective carrying values, recording equity share issued at fair value and consequent adjustments in capital reserve and securities premium as per the Scheme; • Obtained and reviewed valuation report as prepared by management's expert for determination of fair value of equity shares issued. Also, assessed the professional competence, objectivity and capabilities of such valuation expert; • With assistance of auditor's valuation experts, evaluated the appropriateness of valuation methodology and reasonableness of significant assumptions and judgments applied by the management in fair valuation of equity shares issued to acquire the Demerged Undertaking and assessed the estimation uncertainties involved; and • Evaluated the appropriateness and adequacy of related disclosures in the financial statements in accordance with applicable accounting standards.

Key audit matters	How our audit addressed the key audit matters
Changes to these judgments and estimates could have a material impact on the fair value of equity shares issued, recognition of capital reserve, and consequent adjustments between securities premium and capital reserve. Considering the materiality of the amounts involved, complexity of the transaction, and significance of estimates and judgements involved in fair value determination, this matter has been considered as a key audit matter for the current period audit.	

Information other than the Financial Statements and Auditor's Report thereon

5. 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 auditor's report.

   Our opinion on the financial statements does not cover the other information and we will 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 above 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 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.

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

6. 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

9. 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 Standards on Auditing 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.

10. As part of an audit in accordance with Standards on Auditing, 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 with reference to financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of Board of Directors' 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; and

    - 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.

11. 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.

12. 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.

13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

14. As required by Section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the period 10 January 2025 to 31 March 2026 in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

15. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

16 Further to our comments in Annexure II, as required by Section 143(3) of the Act based on our audit, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, except for possible effects of the matters stated in paragraph 16(h)(vi) below on reporting in relation to audit trail as required under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

    c) The financial statements dealt with by this report are in agreement with the books of account.

    d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act;

    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act;

    f) The modification relating to the maintenance of accounts and other matters connected therewith in relation to audit trail are as stated in paragraph 16(b) above on reporting under Section 143(3)(b) of the Act and paragraph 16(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

    g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; 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:

        i. The Company as detailed in Notes 16 and 39(a) to the financial statements, has disclosed the

impact of pending litigation on its financial position as at 31 March 2026;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the period 10 January 2025 to 31 March 2026;

iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in Note 44 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the 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 44 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the period 10 January 2025 to 31 March 2026.

vi. Based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial period commencing on 10 January 2025, has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the period for all relevant transactions recorded in the respective software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with for the period where audit trail is enabled and operated. Furthermore, except for the instances mentioned below, the audit trail has been preserved by the Company as per the statutory requirements for record retention where the audit trail feature was enabled:

i. The accounting software used for maintaining purchase orders is operated by a third-party software service provider. In absence of an independent auditor's report in relation to controls at the third-party service provider, we are unable to comment if the audit trail feature of the said software was enabled and operated for all relevant transactions recorded in the software at the database level.

ii. In respect of the accounting software used for journal entries, the audit trail at the database level has been preserved for the preceding 180 days.

Furthermore, the daily back-up of audit trail (edit log) in respect of its accounting softwares for maintenance of its primary accounting software, an accounting software for maintaining purchase orders and the accounting software for journal entries have not been maintained on the servers physically located in India as mentioned in Note 43 to the financial statements.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohan Jain
Partner
Membership No.:139536
UDIN: 261395360PSXVR8299

Place: Mumbai
Date: 20 May 2026

Annexure I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Kwality Wall's (India) Limited on the financial statements for the period 10 January 2025 to 31 March 2026

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.

(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, capital work-in-progress and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of 3 years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets were verified during the period and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 3 to the financial statements, are held in the name of the Company, except for the following properties:

Description of property	Gross carrying value (₹ in million)	Held in name of	Whether promoter, director or relative or employee	Period held since	Reason for not being held in name of Company
Land – Nalagarh	11	Daverashola Estates Private Limited	No	December 2025	Land was originally owned by a subsidiary company of Hindustan Unilever Limited and was proposed to be transferred through a slump sale to Hindustan Unilever Limited and then to the Company as part of demerger. The ownership transfer is yet to be reflected pending approval from the relevant authorities.
Land- Nashik	18	Hindustan Unilever Limited	No	December 2025	These assets are owned by Hindustan Unilever Limited and transferred to the Company under the Scheme. The Company is in the process of filing necessary Ownership of these properties vests with the Company. The Company is in process of filing necessary applications with the relevant authorities for updating the name and it would be completed in due course.
Building – Nashik	951				
Building - Nalagarh	160				
Building - Others	6				

For properties where the Company is a lessee as disclosed in Note 5 to the financial statements, the lease arrangement have been duly executed in favour of the Company except in following cases:

Description of property	Right- of-Use Asset Value (₹ In millions)	Location	Details of Lessor	Period held since	Reason for non-execution of lease arrangement
Land	5	Nashik	Maharashtra Industrial Development Corporation	December 2025	Lease Arrangements are registered in the name of Hindustan Unilever Limited. The Company is in the process of getting these agreements novated and filing necessary applications for updating the name with the relevant authorities.
Building	255	Various	Various lessors		

(d) The Company has adopted cost model for its Property, Plant and Equipment including right-of-use assets and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the period, except for goods-in-transit. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records and in respect of goods-in-transit, these have been confirmed from corresponding receipt and/ or dispatch inventory records.

(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the period. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) The Company has not made any investment in, provided any guarantee or security to companies, firms, limited liability partnerships during the period. Further, the Company has not granted any loans or advances in the nature of loans to companies, firms and limited liability partnerships during the period. However, the Company has granted interest free unsecured loans to others (employees) during the period, in respect of which:

(a) The Company has granted unsecured interest free loans to employees during the period as per details given below:

Particulars	Loans (₹ In millions)
Aggregate amount granted during the period: Others (Employees)	4
Balance outstanding as at balance sheet date: Others (Employees)	69

(b) In our opinion, and according to the information and explanations given to us, the terms and conditions of the grant of all unsecured interest free loan to employees are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of the interest free unsecured loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments/ receipts of principal are regular. Further, no interest is receivable on such loans.

(d) There is no amount which is overdue for more than ninety days in respect of loans granted to other parties (employees).

(e) The Company has granted loans which had fallen due during the period and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans in nature of loan.

(f) The Company has not granted any loan, which is repayable on demand or without specifying any terms or period of repayment.

(iv) The Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion and according to the information and explanations given to us, the Company is 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, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the period-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute except for the following:

(₹ in million)

Name of the statute	Nature of dues	Gross Amount	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending	Remarks
Customs Act, 1962	Customs duty	161	3	FY 2012 to FY 2015	CESTAT	Transferred to the Company under the Scheme

(viii) According to the information and explanations given to us, the Company has been incorporated on 10 January 2025 and hence, no tax assessments under the Income Tax Act, 1961 (43 of 1961) are conducted during the period and till the date of our audit report and accordingly, reporting under clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(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 a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the period and did not have any term loans outstanding at the beginning of the current period. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) According to the information and explanations given to us, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the period. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) 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 made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the period. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the period.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions, entered into by the Company, with the related parties are in compliance with sections 177 and 188 of Act. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.

(xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of Section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of Section 192 of the Act 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. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company. Further, based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has incurred cash losses amounting to ₹ 1,032 million in the current financial period. Further, the Company has been incorporated on 10 January 2025, accordingly, reporting under clause 3(xvii) of the Order with respect to cash losses incurred during the previous financial period is not applicable to the Company.

(xviii) There has been no resignation of the statutory auditors during the period. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the financial statements, our knowledge of the plans of the Board of Directors and management 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) According to the information and explanations given to us, the Company does not meet the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants

Firm's Registration No.: 001076N/N500013
Rohan Jain
Partner
Membership No.: 139536

UDIN: 261395360PSXVR8299

Place: Mumbai
Date: 20th May 2026

Annexure II to the Independent Auditor's Report of even date to the members of Kwality Wall's (India) Limited on the financial statements as at 31 March 2026 and for the period 10 January 2025 to 31 March 2026

Independent Auditor's 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')

1. In conjunction with our audit of the financial statements of Kwality Wall's (India) Limited ('the Company') as at 31 March 2026 and for the period 10 January 2025 to 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on internal financial controls with reference to 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI')`. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. 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 Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes 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.

5. 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 financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls 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 controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohan Jain
Partner
Membership No.: 139536

UDIN: 261395360PSXVR8299

Place: Mumbai
Date: 20th May 2026

Balance Sheet

as at 31st March 2026

All amounts are in ₹ million, unless otherwise stated

	Note	As at 31st March 2026
ASSETS		
Non-current assets		
Property, plant and equipment	3	6,976
Capital work-in-progress	4	436
Right-of-use assets	5	4,831
Goodwill	6	-
Other intangible assets	6	6
Financial assets		
- Loans	7	56
- Other financial assets	8	57
Deferred tax assets (net)	31	571
Non-current tax assets (net)	31	2
Total non-current assets		**12,935**
Current assets		
Inventories	9	3,033
Financial assets		
- Trade receivables	10	1,077
- Cash and cash equivalents	11	140
- Loans	7	13
- Other financial assets	8	602
Other current assets	12	561
Total current assets		**5,426**
Total assets		**18,361**
EQUITY AND LIABILITIES		
Equity		
Equity share capital	13	2,350
Other equity	14	4,372
Total equity		**6,722**
Liabilities		
Non-current liabilities		
Financial liabilities		
- Lease liabilities	36	4,422
- Other financial liabilities	15	9
Provisions	16	206
		4,637
Current liabilities		
Financial liabilities		
- Borrowings	17	503
- Lease liabilities	36	554
- Trade payables	18	
- Total outstanding dues of micro enterprises and small enterprises		157
- Total outstanding dues of creditors other than micro enterprises and small enterprises		5,012
- Other financial liabilities	15	342
Other current liabilities	19	224
Provisions	16	210
Total current liabilities		**7,002**
Total equity and liabilities		**18,361**

Summary of material accounting policies (Refer Note 2)

The accompanying notes 1 to 46 are integral part of these financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Rohan Jain
Partner
Membership No. 139536
Place: Mumbai
Date : 20th May 2026

For and on behalf of the Board of Directors

Chitrank Goel
Deputy Managing Director
DIN: 11388422
Place: Mumbai
Date : 20th May 2026

Prashant Premrajka
Executive Director and Chief Financial Officer
DIN: 11065666
Place: Mumbai
Date : 20th May 2026

Anand Upadhyay
Company Secretary
Membership No. A23622
Place: Mumbai
Date : 20th May 2026

Statement of Profit and Loss

for the period from 10th January 2025 to 31st March 2026

All amounts are in ₹ million, unless otherwise stated

	Note	For the period 10th January 2025 to 31st March 2026
INCOME		
Revenue from operations	20	22,453
Other income	21	3
Total income		**22,456**
EXPENSES		
Cost of materials consumed	22	7,898
Purchases of stock-in-trade	23	5,651
Changes in inventories of finished goods, stock-in-trade and work-in-progress	24	(1,514)
Employee benefits expense	25	1,855
Finance costs	26	297
Depreciation and amortisation expense	27	1,723
Other expenses	28	9,662
Total expenses		**25,572**
Loss before exceptional items and tax		**(3,116)**
Exceptional items	29	(1,139)
Loss before tax		**(4,255)**
Tax credit		
Deferred tax	31	567
Total tax credit		**567**
Loss for the period		**(3,688)**
OTHER COMPREHENSIVE INCOME		
Items that will not be reclassified to profit and loss		
Remeasurements of defined benefit plans	37	64
Income tax effect on above	31	(16)
Other comprehensive income for the period		**48**
Total comprehensive loss for the period		**(3,640)**
Loss per equity share (face value of ₹ 1 each)	30	
Basic (in ₹)		(1.57)
Diluted (in ₹)		(1.57)

Summary of material accounting policies (Refer Note 2)

The accompanying notes 1 to 46 are integral part of these financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Rohan Jain
Partner
Membership No. 139536
Place: Mumbai
Date : 20th May 2026

For and on behalf of the Board of Directors

Chitrank Goel
Deputy Managing Director
DIN: 11388422
Place: Mumbai
Date : 20th May 2026

Prashant Premrajka
Executive Director and Chief Financial Officer
DIN: 11065666
Place: Mumbai
Date : 20th May 2026

Anand Upadhyay
Company Secretary
Membership No. A23622
Place: Mumbai
Date : 20th May 2026

Statement of Changes in Equity

for the period from 10th January 2025 to 31st March 2026

All amounts are in ₹ million, unless otherwise stated

Equity share capital	As at 31st March 2026
Balance as at 10th January 2025	-
Shares issued during the period	
On incorporation	50
Pursuant to the Scheme (Refer Note 41)	2,350
Shares cancelled during the period (Refer Note 41)	(50)
Closing balance as at 31st March 2026	**2,350**

Other Equity

	Reserves and surplus				Demerger suspense account	Total
	Capital reserve	Securities premium	Employee stock awards reserve	Retained earnings		
Balance as at 10th January 2025	-	-	-	-	-	-
Arising pursuant to the Scheme (Refer Note 41)	-	-	-	-	7,336	7,336
Loss for the period	-	-	-	(2,114)	(1,574)	(3,688)
Other comprehensive income for the period	-	-	-	48	-	48
Total comprehensive loss for the period	**-**	**-**	**-**	**(2,066)**	**(1,574)**	**(3,640)**
Change in net assets of the Demerged Undertaking during the period from 10th January to the Appointed date of demerger	-	-	-	-	2,976	2,976
Issue of equity shares pursuant to the Scheme	-	45,835	-	-	(48,185)	(2,350)
Difference between fair value of equity share and book value of net asset transferred pursuant to Scheme	(39,447)	-	-	-	39,447	-
Cancellation of equity share capital issued on incorporation pursuant to the Scheme	50		-	-	-	50
Debit balance of Capital Reserve adjusted to securities premium pursuant to the Scheme	39,397	(39,397)	-	-	-	-
Share based payments to employees (Refer Note 32)	-	-	(21)	-	-	(21)
Liabilities recognised for share based payments	-	-	21	-	-	21
Balance as at 31st March 2026	**-**	**6,438**	**-**	**(2,066)**	**-**	**4,372**

Nature and description of reserves:

Capital reserve:

Capital reserve represents the difference between the fair value of equity shares issued and book value of the net assets transferred under the Scheme. The debit balance of capital reserve has been adjusted to securities premium in accordance with the provisions of the Scheme of arrangement (Refer Note 41).

Securities premium:

Securities premium represents the premium on issue of shares pursuant to the Scheme of arrangement.

Employee stock awards reserve:

Employee stock awards reserve represents fair value of equity-settled share-based payments provided to employees.

Retained earnings:

Retained earnings represents cumulative profits / (losses) of the Company till date and effects of remeasurement of defined benefit obligations.

Demerger suspense account:

Demerger suspense account represents the book value of net assets transferred under the Scheme including losses of Demerged Undertaking from the date of incorporation of the Company till the Appointed date of the demerger. The same has been used for issuance of equity shares and recognition of Securities Premium, after suitable adjustment against Capital reserve for giving effect to the Scheme (Refer Note 41).

Summary of material accounting policies (Refer Note 2)

The accompanying notes 1 to 46 are integral part of these financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Rohan Jain
Partner
Membership No. 139536
Place: Mumbai
Date : 20th May 2026

For and on behalf of the Board of Directors

Chitrank Goel
Deputy Managing Director
DIN: 11388422
Place: Mumbai
Date : 20th May 2026

Prashant Premrajka
Executive Director and Chief Financial Officer
DIN: 11065666
Place: Mumbai
Date : 20th May 2026

Anand Upadhyay
Company Secretary
Membership No. A23622
Place: Mumbai
Date : 20th May 2026

Statement of Cash Flows

for the period from 10th January 2025 to 31st March 2026

All amounts are in ₹ million, unless otherwise stated

	For the period 10th January 2025 to 31st March 2026
Cash flows from operating activities	
Loss before tax	**(4,255)**
Adjustments for:	
Depreciation and amortisation expense	1,723
Interest on lease liabilities	289
Interest on working capital loan and others	8
Interest on indirect tax litigation	78
Interest income	(3)
Share based payments expense	21
Allowance for expected credit losses	6
Loss on disposal of property, plant and equipment	39
Gain on derivative financial instruments	(1)
Impairment allowance of property, plant and equipment and intangible assets	624
Provision for onerous contract	111
Operating cash flow before working capital changes	**(1,360)**
Adjustments for working capital:	
Increase in trade and other receivables	(772)
Increase in inventories	(1,641)
Increase in trade, other payables and provisions	3,320
Cash used in operating activities	**(453)**
Income tax paid (net)	(2)
Net cash used in operating activities (A)	**(455)**
Cash flows from investing activities	
Purchase of property, plant and equipment, capital work in progress and intangible assets	(2,139)
Net cash used in investing activities (B)	**(2,139)**
Cash flows from financing activities	
Payment for principal component of lease liabilities	(498)
Payment for interest component of lease liabilities	(289)
Proceeds from issue of equity share capital	50
Change in net assets of the Demerged Undertaking during the period from 10th January to the Appointed date of demerger (Refer Note 41)	2,976
Proceeds from short term borrowings (net)	503
Finance costs paid	(8)
Net cash generated from financing activities (C)	**2,734**
Net increase in cash and cash equivalents (A+B+C)	**140**
Cash and cash equivalents as at 10th January 2025	-
Cash and cash equivalents as at 31st March 2026	140
Cash and cash equivalents comprises	
- Balance in current accounts	140
Cash and cash equivalents at the end of the period	140

Statement of Cash Flows

for the period from 10th January 2025 to 31st March 2026

All amounts are in ₹ million, unless otherwise stated

Changes in liabilities arising from financing activities

	As at 10th January 2025	Cash flow changes	Non cash flow changes	As at 31st March 2026
Current borrowings	-	503	-	503
Lease liabilities	1,779	(787)	3,984	4,976
Total Liabilities from financing activities	**1,779**	**(284)**	**3,984**	**5,479**

Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard-7 "Statement of Cash Flows" notified under section 133 of The Companies Act,2013.

Non-cash transaction pertaining to financing activities are disclosed in Note 41.

Summary of material accounting policies (Refer Note 2)

The accompanying notes 1 to 46 are integral part of these financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Rohan Jain
Partner
Membership No. 139536
Place: Mumbai
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For and on behalf of the Board of Directors

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Deputy Managing Director
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Place: Mumbai
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Company Secretary
Membership No. A23622
Place: Mumbai
Date : 20th May 2026

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

1 Company Information

Kwality Wall's (India) Limited (the 'Company') is a company domiciled in India with its registered office located at 13th Floor, Oberoi Commerz II, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon East, Mumbai 400063. The Company (bearing CIN: U10505MH2025PLC437886) was incorporated on 10th January, 2025 under the provisions of the Companies Act, 2013 (the 'Act'). The main object of the Company is to manufacture, market, distribute and sell ice creams.

The Board of Directors of the Company at its meeting held on 12th August 2025 had approved the Scheme of Arrangement ('the Scheme') for the demerger of the Ice Cream Business Undertaking ('Demerged Undertaking') of Hindustan Unilever Limited ('Demerged Company') into the Company on a going concern basis. The appointed date proposed under this scheme was 1st December 2025 ('Effective date' / 'Appointed date'). The Hon'ble National Company Law Tribunal (Mumbai) Bench, vide its Order dated 30th October 2025 and rectification order dated 6th November 2025, sanctioned the Scheme.

The accounting of this scheme in the books of the Company has been done in accordance with the Scheme and applicable accounting standards. As a consideration for the demerger, the Company issued equity shares to the shareholders of Demerged Company as on record date in 1:1 swap ratio (i.e., one share of Indian Rupee ['₹'] 1 of the Company for every one share of ₹ 1 each held by the shareholders in Demerged Company).

Accordingly, the Company had allotted 2,349,591,262 Equity Shares of ₹ 1 each to the shareholders of Demerged Company whose name appears in the register of members including the register of beneficial owners maintained by the depositories as on the Record Date, i.e. 5th December, 2025. These equity shares were listed on BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') on 16th February 2026.

2 Basis of preparation, measurement and material accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principles generally accepted in India.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently across all the periods presented in the financial statements.

This being the first year of operations, financial statements are prepared for the period starting from date of incorporation i.e. 10th January 2025 to 31st March 2026 . The financial statements includes transaction of the Demerged Undertaking for the period from the 10th January 2025 to 30th November 2025.

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle, paragraph 66 and 69 of Ind AS 1 and other criteria as set out in the Division II of Schedule III to the Act.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The financial statements are presented in Indian rupees ₹, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. However, for practical reasons, the Company uses average rate if the average approximates the actual rate at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions are recognised in the statement of profit and loss. Foreign currency denominated monetary assets and liabilities are translated into functional currency at exchange rates in effect at the balance sheet date, the gain or loss arising from such translations are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not translated.

The Company has decided to round off the figures to the nearest million except for loss per share. Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as '*' in the relevant notes to these financial statements. These financial statements for the period from 10th January 2025 to 31st March 2026 have been approved by the Board of Directors at its meeting held on 20th May 2026.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

2.2 Basis of measurement

These financial statements are prepared under the historical cost convention except for certain class of financial assets, financial liabilities and share based payments which are measured at fair value, and net defined benefits liability which is measured at present value of defined benefits obligation less fair value of plan assets.

2.3 Material accounting policies

a. Property, plant and equipment and capital work-in-progress

Property, plant and equipment, other than freehold land, is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes net of trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use. Freehold land is carried at historical cost less any accumulated impairment losses and is not depreciated.

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the statement of profit and loss during the period in which they are incurred.

An item of property, plant and equipment is de-recognised upon disposal or where no future economic benefits are expected from its use or disposal. Gains or losses arising on de-recognition of property, plant and equipment are recognised in the statement of profit and loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other non-current Assets".

Depreciation is calculated on pro rata basis on straight-line method based on estimated useful life prescribed under Schedule II of the Act. The useful life of major components of property, plant and equipment is as follows:

Asset	Useful Life*
Factory building	30 Years
Building (other than factory building)	60 Years
Plant and equipment (including freezer cabinets)	3-21 Years
Furniture and fixtures	10 Years
Office equipment (including computers)	3-5 Years

*In case of certain class of assets, the Company uses different useful life than those prescribed in Schedule II of the Act which has been assessed based on technical evaluation, taking into account the nature of the asset and the estimated usage basis management's best judgement of economic benefits from those classes of assets. The exceptions are for plant and equipment which is depreciated over 3 to 21 years.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

b. Capital work-in-progress

Capital work-in-progress comprises of property, plant and equipment that are not ready for their intended use at the end of reporting period and are carried at cost comprising direct costs, related incidental expenses, other directly attributable costs and borrowing costs, if any.

c. Goodwill and other intangible assets

Intangible assets purchased are initially measured at cost.

The cost of a separately purchased intangible asset comprises its purchase price including duties and taxes and any costs directly attributable to making the asset ready for their intended use.

Intangible assets acquired in a business combination other than common control combination, are recognised at fair value at the acquisition date. Intangible assets acquired under common control combination or business reorganisation are recognised at carrying value at the acquisition date.

Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and can be reliably measured. All other expenditure is recognised in statement of profit and loss as incurred.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Asset	Useful Life
Technical knowhow	10 Years
Distribution network	10 Years
Software	5 Years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

d. Impairment

Assessment for impairment is done annually as to whether there is any indication that a non-financial asset, other than inventory and deferred tax, may be impaired. Goodwill is subject to review for impairment annually or more frequently if events or circumstances indicate that it is necessary. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's value in use and its fair value less cost of disposal. Value in use is estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the statement of profit and loss. The impairment loss is allocated first to reduce the carrying amount of goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. Basis the assessment, a reversal of an impairment loss for an asset other than goodwill is recognised in the Statement of Profit and Loss.

e. Leases

The Company assesses at contract inception whether a contract is or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets except freezer cabinets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease . Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the right-of-use asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses implicit rate in the lease. However, in case where implicit rate in the lease is not readily determinable, incremental borrowing rate at the lease commencement date is used. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

The Company applies the low-value asset recognition exemption on a lease-by-lease basis, if the lease qualifies as leases of low-value assets, the Company also factors below key aspects:

- The assessment is conducted on an absolute basis and is independent of the size, nature, or circumstances of the lessee.
- The assessment is based on the value of the asset when new, regardless of the asset's age at the time of the lease.
- The lessee can benefit from the use of the underlying asset either independently or in combination with other readily available resources, and the asset is not highly dependent on or interrelated with other assets.

The Demerged Company had earlier availed the low-value asset exemption for freezer cabinets. However, considering the materiality thresholds applicable to the Company, such exemptions have not been availed.

Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, i.e., asset given on lease, 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 transfer 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.

f. Inventories

Inventories are valued at the lower of cost or net realisable value. Cost is computed on a weighted average basis. Net realisable value is the estimated selling price less estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item-by-item basis.

Cost of raw materials (including packing materials) and stores and spares includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. The aforesaid items are valued at net realisable value if the finished products in which they are to be incorporated are expected to be sold at a loss. Replacement cost of the materials is the best available measure of the net realizable value.

Cost of finished goods and work-in-progress include all costs of purchases, conversion costs, appropriate share of fixed production overheads and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

The provision for inventory obsolescence (slow moving, obsolete and other non-saleable inventory) is assessed periodically based on the estimated usage and shelf life of the products.

g. Cash and cash equivalents

Cash and cash equivalents are cash, balances with bank and short-term (typically three months or less from the date of placement), highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of change in value.

h. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value except for trade receivables that do not contain a significant financing component, which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

Financial Assets

Initial recognition and measurement

Financial assets includes loans, trade and other receivables, security deposits, cash and cash equivalent. Such assets are recognised at fair value or transaction price as applicable when the Company becomes a party to the contractual obligation. The transaction price includes transaction costs unless the asset is being fair valued through the statement of profit and loss.

Subsequent measurement and classification

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification. Financial assets are classified as those measured at:

i. amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and / or interest.

ii. fair value through other comprehensive income ('FVTOCI'), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

iii. fair value through profit or loss ('FVTPL'), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value, including interest income and dividend income, if any, are recognised in 'Other Income' in the Statement of Profit and Loss in the period in which they arise.

Loans, trade receivables, security deposits, other receivables, cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. Further, fair value of derivates are classified as fair value through profit or loss.

When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowance recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

The Company applies expected credit loss ('ECL') model for measurement and recognition of loss allowance on the following:

i. Trade Receivables

ii. Financial assets measured at amortised cost (other than trade receivables)

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance. The company computes ECL based on a provision matrix. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. The default in collection as a percentage to total receivable is low and overall expected credit loss is not material to these financial statements.

Financial assets classified as amortised cost (listed as ii above), subsequent to initial recognition, are assessed for evidence of impairment at end of each reporting period basis monitoring of whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient.

If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL.

ECL allowance recognised (or reversed) during the period is recognised as expense (or income) in the statement of profit and loss under the head 'Other expenses'.

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

Financial Liabilities

Initial recognition and subsequent measurement

Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

Derecognition

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled or on expiry.

Offsetting financial instruments

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

i. Borrowings and borrowing cost:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired.

General and specific borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

Other borrowing costs are expensed in the period in which they are incurred.

j. Provisions, contingent liabilities and onerous contracts

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in financial statements.

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognize a contingent asset unless the recovery is virtually certain.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

k. Revenue from operations

Sale of products

As per Ind AS 115 'Revenue from contracts with customers', revenue from sale of goods is recognised when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on terms with customers.

Revenue towards satisfaction of performance obligation is measured on the basis of transaction price, which is the consideration, adjusted for volume discounts, rebates, schemes allowances, price concessions, incentives, amounts collected on behalf of government and returns, if any, as specified in the contracts with the customers. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Sales return

Customers have the contractual right to return goods only when authorised by the Company. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience. The Company deals in various products and operates in various distribution channels. Accordingly, the estimate of sales returns is determined primarily by the Company's historical experience in the markets in which the Company operates by considering actual sales returns, estimated shelf life and other factors.

Income from services rendered

Income from services rendered is recognised based on agreements/arrangements as the service is performed and there are no unfulfilled obligations.

Government grants

The Demerged Company is a beneficiary under the Production Linked Incentive (PLI) Scheme offered by the Ministry of Food Processing Industries (MoFPI), Government of India, under the Ready-to-Cook/ Ready-to-Eat (RTC/RTE) category. Incentive under the scheme is subject to meeting certain committed investments and defined incremental sales threshold. Such grants are recognised as other operating revenue when there is a reasonable assurance that the Company will comply with all necessary conditions attached to the grant. Income from such grants is recognised on a systematic basis over the periods to which they relate.

Pursuant to the demerger, the Company is in the process of applying for transfer of PLI and other state incentives, attributable to the Demerged Undertaking.

l. Employee Benefits Expense

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries and performance incentives, are charged to statement of profit and loss on an undiscounted, accrual basis during the period of service rendered by the employees in the financial year.

Defined contribution plans

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a Government administered fund and charged as an expense to the statement of profit and loss. The above benefits are classified as defined contribution schemes as the Company has no further defined obligations beyond the monthly contributions.

Defined benefit plan

The Company also provides for retirement/post-retirement benefits in the form of gratuity.

For defined benefit plans, the amount recognised as categories of 'Employee benefit expense' in the statement of profit and loss is the cost of defined benefit obligation resulting from employee service in the current period ('current service cost'), the costs of individual events such as changes in past service benefits and settlements (such events are recognised immediately in the statement of profit and loss) and net interest expense or income. Any differences between the expected interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

The defined benefit plan surplus or deficit as at Balance Sheet date comprises fair value of plan assets less the present value of the defined benefit liabilities using a discount rate by reference to market yields on government bonds at the end of the reporting period.

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

Other short term benefits

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on an actuarial valuation, similar to that of gratuity benefit. However, as the Company does not have right to defer settlement for these obligations for atleast twelve months after reportng date, the above liabilities are presented as current. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the statement of profit and loss in the period in which they occur.

Termination benefits

Termination benefits, in the nature of voluntary retirement benefits or termination benefits arising from restructuring, are recognised in the statement of profit and loss. The Company recognises termination benefits at the earlier of the following dates:

i. when the Company can no longer withdraw the offer of those benefits; or

ii. when the Company recognises costs for a restructuring that is within the scope of Ind AS 37: Provisions, Contingent Liabilities and Contingent Assets and involves the payment of termination benefits.

Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

Share-based payments

Share-based payment consists of share awards of the Ultimate holding company to the employees of the Company, which subsequently makes a recharge to the Company. These awards are predominantly designed as equity-settled transactions as the ultimate obligation to settle the transaction is on the Ultimate

Notes to the financial statements

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holding company. The costs of stock awards granted to the employees of the Company are measured at fair value. For each stock award, the measurement of fair value is performed on the grant date.

The cost is recognised in the statement of profit or loss, together with a corresponding increase in stock awards reserve in equity, over the period in which the service conditions are fulfilled. At the end of each reporting period upto the date of settlement, the Company remeasures the fair value of the liability based on the share price of the Ultimate holding company with a corresponding adjustment to equity.

m. Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the statement of profit and loss.

Current tax is the expected tax payable on the taxable income for the period using applicable tax rates for the relevant period, and any adjustment to taxes in respect of previous years/period. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest income, if any, related to income tax is included in other income.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off deferred tax assets against deferred tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

n. Dividend Distribution

Dividends paid are recognised in the period in which the interim dividends are approved by our Board of Directors, or in respect of the final dividend when approved by shareholders.

o. Exceptional Items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

p. Earnings per equity share

Basic earnings per share is computed by dividing:

- net profit/(loss) attributable to the equity share holders of the Company
- by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.4 Key accounting estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year are:

a. Determination of useful life for property plant and equipment and intangible assets

Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The useful lives and residual values as per schedule II to the Companies Act, 2013 or otherwise are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate.

b. Defined benefit obligations

The determination of the Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

c. Provisions and contingencies

Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

d. Recognition of deferred tax assets

Recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

e. Leases

In leases where the Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the fund necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

f. Measurement of inventory obsolescence

A review of inventory is performed at the end of each reporting period to identify defective, slow-moving and obsolete items. Allowances are determined based on management's assessment of inventory condition, ageing, market demand and estimated net realisable value.

g. Fair valuation of equity instruments

The fair value of equity shares has been determined by an independent valuation expert using appropriate valuation methodologies, including Discounted Cash Flow (DCF) method and Comparable Company Multiples (CCM). The valuation incorporates key assumptions including projected sales growth, margin, capital investment plans, and projected cash flows taking into consideration market conditions and future outlook.

New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for the period from 10th January 2025 to 31st March 2026.

Notes to the financial statements

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3 Property, plant and equipment

	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Office equipment	Total
Gross block						
As at 10th January 2025	-	-	-	-	-	**-**
Arising pursuant to the Scheme (Refer Note 41)	29	938	7,420	62	36	**8,485**
Additions	-	185	3,369	1	6	**3,561**
Deletions	-	(6)	(306)	(3)	(8)	**(323)**
Impairment (Refer Note 29)	-	-	(214)	-	-	**(214)**
As at 31st March 2026	**29**	**1,117**	**10,269**	**60**	**34**	11,509
Accumulated depreciation and impairment						
As at 10th January 2025	-	-	-	-	-	**-**
Arising pursuant to the Scheme (Refer Note 41)	-	285	3,391	44	30	**3,750**
Depreciation for the period	-	40	1,106	6	3	**1,155**
Deletions	-	(4)	(269)	(3)	(8)	**(284)**
Impairment (Refer Note 29)	-	-	(88)	-	-	**(88)**
As at 31st March 2026	**-**	**321**	**4,140**	**47**	**25**	4,533
Net block as at 31st March 2026	**29**	**796**	**6,129**	**13**	**9**	6,976

The Company has not revalued any of its property, plant and equipment.

The title deeds of certain freehold land and buildings are in the process of perfection of title. Details of such freehold land and buildings are as follows:

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative/ employee of promoter/ director	Reason for not being held in the name of the Company
Land - Nalagarh	11	Daverashola Estates Private Limited	No	Land is owned by a subsidiary company of the Demerged Company. It is in process to be transferred to the Demerged Company through a slump sale and then to the Company as part of the demerger. The transfer is yet to be reflected pending approval from the regulatory authorities.
Land - Nashik	18	Hindustan Unilever Limited	No	These assets were owned by the Demerged Company, and transferred to the Company under the Scheme. The Company is in the process of filing necessary applications with the concerned authorities for updating the name and it would be completed in due course.
Building - Nashik	951		No	
Building - Nalagarh	160		No	
Building - Others	6		No	

Refer note 39 for the contractual capital commitments for the purchase of property, plant and equipment.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

4 Capital work-in-progress

	Amount
Balance as at 10th January 2025	-
Arising pursuant to the Scheme (Refer Note 41)	1,775
Additions	2,222
Capitalisations	(3,561)
Balance as at 31st March 2026	**436**

Capital work in progress ageing schedule

	As at 31st March 2026				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	293	142	1	-	**436**
Projects temporarily suspended	-	-	-	-	**-**
	293	**142**	**1**	**-**	**436**

Projects in progress whose completion is overdue compared to its original plan :

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project 1 at Nashik factory	63	-	-	-	**63**
Project 2 at Nashik factory	13	-	-	-	**13**
Project 1 at Nalagarh factory	33	-	-	-	**33**
Project 2 at Nalagarh factory	29	-	-	-	**29**
Others*	8	-	-	-	**8**
	146	**-**	**-**	**-**	146

* Other comprises of various projects with individually immaterial values

There are no capital work-in-progress which have exceeded its costs compared to its original plan.

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All amounts are in ₹ million, unless otherwise stated

5 Right-of-use assets

	Land and building	Plant and equipment	Total
Gross block			
As at 10th January 2025	-	-	**-**
Arising pursuant to the Scheme (Refer Note 41)	280	1,834	**2,114**
Additions	590	3,126	**3,716**
Deletions	(128)	(24)	**(152)**
As at 31st March 2026	**742**	**4,936**	5,678
Accumulated depreciation			
As at 10th January 2025	-	-	**-**
Arising pursuant to the Scheme (Refer Note 41)	91	340	**431**
Depreciation for the period	174	365	**539**
Deletions	(104)	(19)	**(123)**
As at 31st March 2026	**161**	**686**	**847**
Net block as at 31st March 2026	**581**	**4,250**	4,831

The Company has not revalued any of its right if use assets.

The title deeds of certain leasehold land and building are in the process of perfection of title. Details of such leasehold land and building are as follows:

Description of item of property	Right- of-use asset value	Location	Details of Lessor	Property held since which date	Reason for not being held in the name of the Company
Land	5	Nashik	Maharashtra Industrial Development Corporation	Since December 2025	Lease agreements are registered in the name of the Demerged Company. The Company is in the process of getting these agreements novated and filing necessary applications for updating the name with the concerned authorities.
Building	255	Various	Various		

6 Goodwill and Other intangible assets

	Infinite life intangible assets	Finite life intangible assets			
	Goodwill	Technical know-how	Distribution network	Software	Total
Gross block					
As at 10th January 2025	-	-	-	-	**-**
Arising pursuant to the Scheme (Refer Note 41)	356	65	218	1	**640**
Additions	-	-	-	25	**25**
Deletions	-	-	-	-	**-**
Impairment (Refer note below)	(356)	(65)	(218)	(18)	**(657)**
As at 31st March 2026	**-**	**-**	**-**	**8**	**8**
Accumulated amortisation and impairment					
As at 10th January 2025	-	-			**-**
Arising pursuant to the Scheme (Refer Note 41)	-	41	138	1	**180**
Charge for the period	-	6	22	1	**29**
Deletions	-	-	-	-	**-**

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	Infinite life intangible assets	Finite life intangible assets			
	Goodwill	Technical know-how	Distribution network	Software	Total
Impairment (Refer note below)	-	(47)	(160)	-	**(207)**
As at 31st March 2026	**-**	**-**	**-**	**2**	**2**
Net Block as at 31st March 2026	**-**	**-**	**-**	**6**	**6**

The Company has not revalued any of its intangible assets.

In September 2018, the Demerged Company acquired Vijaykant Dairy and Food Product Limited. Pursuant to the acquisition, the Demerged Company recognised goodwill and related intangible assets. These assets formed part of the Demerged Undertaking and were transferred to the Company as per the Scheme. During the period from 10th January 2025 to 31st March 2026, the Company has impaired goodwill and related intangible assets, as these assets were associated with a discontinued brand. The corresponding impact has been recognised under exceptional items. Refer Note 29 for details.

7 Loans

	As at 31st March 2026	
	Non-current	Current
Loans to employees	56	14
Less: Loss allowance	-	(1)
	56	**13**
Secured, considered good	-	-
Unsecured, considered good	56	13
Significant increase in credit risk	-	1
Less: Credit impaired	-	(1)
	56	**13**

In line with Circular No 04/2015 issued by Ministry of Corporate Affairs dated 10/03/2015, loans given to employees as per the Company's policy are not considered for the purposes of disclosure under Section 186(4) of the Companies Act, 2013.

There are no loans or advances in the nature of loans granted to promoters, directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:

(a) repayable on demand; or

(b) without specifying any terms or period of repayment

8 Other financial assets

	As at 31st March 2026	
	Non-current	Current
Unsecured, considered good		
Security deposits	57	21
Receivable from Demerged Company *	-	580
Fair value of derivatives	-	1
	57	**602**

*Represents receivable from the Demerged Company. The Demerged Company had applied for and claimed benefits under Production Linked Incentive scheme of the Ministry of Food Processing Industries, Government of India ("MoFPI") in respect of the Demerged Undertaking prior to the Demerger. As per the Scheme these balances are transferred to the Company.

Notes to the financial statements

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9 Inventories

	As at 31st March 2026
Raw materials	544
Packing materials	149
Work-in-progress	51
Finished goods (includes in transit: ₹ 112 million)*	2,222
Stores and spares	67
	3,033

*Finished goods includes stock-in-trade of ₹ 786 million

During the period from 10th January 2025 to 31st March 2026, an amount of ₹ 639 million was charged to the statement of profit and loss on account of damaged and slow moving inventory, which is included as part of cost of materials consumed.

10 Trade receivables

	As at 31st March 2026
Considered good- Unsecured	1,079
Less: Allowance for expected credit loss	(2)
Credit impaired- Unsecured	13
Less: Allowance for credit impaired	(13)
	1,077

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing and on terms of 0-30 days.

Movement in expected credit loss	As at 31st March 2026
Balance as at 10th January 2025	-
Arising pursuant to the Scheme (Refer Note 41)	9
Change in allowance for expected credit loss and credit impairment during the period.	6
Balance as at 31st March 2026	**15**

Ageing for trade receivables from the due date of payment for each of the category :

	As at 31st March 2026						
	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	1,046	33	-	-	-	-	**1,079**
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	**-**
(iii) Undisputed trade receivables – credit impaired	-	1	1	2	2	5	**11**
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	**-**
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	**-**
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	2	**2**
Total (A)	**1,046**	**34**	**1**	**2**	**2**	**7**	**1,092**
Allowance for expected credit loss							**2**
Allowance for credit impairment							**13**
Total (B)							**15**
Total [(A)-(B)]							**1,077**

*Includes unbilled receivables of ₹ 38 million.

11 Cash and cash equivalents

	As at 31st March 2026
Balances with banks	
- in current accounts	140
	140

There are no repatriation restrictions with regard to cash and cash equivalents as at 31st March 2026.

12 Other current assets

	As at 31st March 2026
Balances with government authorities	172
Advance to suppliers*	331
Prepayments	58
	561

*The Company has not given any advances to directors or other officers of the Company or any of them either severally or jointly with any other persons or advances to firms or private companies respectively in which any director is a partner or a director or a member.

13 Equity share capital

	As at 31st March 2026
Authorised share capital	
2,500,000,000 equity shares of ₹ 1 each	2,500
Issued, subscribed and paid-up	
2,349,591,262 equity shares of ₹ 1 each fully paid up	**2,350**

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All amounts are in ₹ million, unless otherwise stated

The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the period:

	As at 31st March 2026	
	No. of shares	Amount
Shares issued on incorporation	50,000,000	50
Less: Cancelled pursuant to the Scheme (Refer Note 41)	(50,000,000)	(50)
Add: Issued pursuant to the Scheme (Refer Note 41)	2,349,591,262	2,350
Shares outstanding as at 31st March 2026	**2,349,591,262**	**2,350**

Shareholders holding more than 5% shares in the Company is set out below

Name of Shareholder	As at 31st March 2026	
	No. of shares	% held
The Magnum Ice Cream Company HoldCo 1 Netherlands B.V. (Holding company w.e.f 30th March 2026)	1,454,412,858	61.90%
LICI Profit Plus Balanced Fund	155,653,261	6.62%

Disclosure of shareholding of promoters and percentage of change during the period

Promoter name	As at 31st March 2026		From 5th December 2025 to 29th March 2026		From 10th January 2025 to 30th November 2025	
	No. of shares held	% of holding	No. of shares held	% of holding	No. of shares held	% of holding
The Magnum Ice Cream Company HoldCo 1 Netherlands B.V.	1,454,412,858	61.90%	-	-	-	-
Unilever PLC	-	-	1,114,370,148	47.43%	-	-
Unilever Group Limited	-	-	106,739,460	4.54%	-	-
Unilever Overseas Holdings AG	-	-	68,784,320	2.93%	-	-
Unilever UK&CN Holdings Limited	-	-	60,086,250	2.56%	-	-
Unilever South India Estates Limited	-	-	52,747,200	2.24%	-	-
Unilever Assam Estates Limited	-	-	32,820,480	1.40%	-	-
Unilever Overseas Holdings B.V.	-	-	18,865,000	0.80%	-	-
Hindustan Unilever Limited*	-	-	-	-	50,000,000	100.00%
Total Promoters shares outstanding	**1,454,412,858**	**61.90%**	**1,454,412,858**	**61.90%**	**50,000,000**	**100.00%**

*6 equity shares held jointly with 6 individuals holding 1 equity share each with Hindustan Unilever Limited being the first shareholder.

Rights, preferences and restrictions attached to shares:

The Company has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The dividend if proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividends. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Information regarding issue of shares from the date of incorporation :

i. The Company has not issued any bonus shares.

ii. The Company has not undertaken any buy-back of shares.

iii. Pursuant to the Scheme, Company has issued 2,349,591,262 equity shares without payment being received in cash to the shareholders of the Demerged Company.

Notes to the financial statements

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Pursuant to the Scheme (Refer Note 41), the Company allotted 2,349,591,262 equity shares to the shareholders of the Demerged Company as on record date i.e. 5th December 2025 as consideration. Further, with issuance and allotment of equity shares by the Company, in accordance with the Scheme the initial issued and paid-up equity capital comprising of 50,000,000 equity shares of ₹1 each, aggregating to ₹50 million were cancelled.

The Magnum Ice Cream Company HoldCo 1 Netherlands B.V ("Magnum"), entered into a Share Purchase Agreement dated 25 June 2025 ("SPA") with Unilever PLC and its group companies ('Unilever Group'), to acquire the entire shareholding of the Company held by the Unilever Group, representing 61.90% of the issued and paid-up share capital of the Company, comprising 1,454,412,858 shares.

On 16th February 2026 the Company got listed on BSE Limited and National Stock Exchange of India Limited ("stock exchanges"), and an open offer had been launched by Magnum to acquire up to 610,893,729 equity shares from the public shareholders, representing 26% of the paid-up equity shares. On 30th March, 2026, Magnum acquired the shares from Unilever Group in accordance with the SPA and other applicable laws. Pursuant to above, Magnum has acquired control over the Company and is classified as a "promoter" of the Company in accordance with Section 2 (69) of the Companies Act, 2013.

The open offer was concluded on 7th May 2026 resulting in Magnum holding 61.91% of the paid-up equity share capital of the Company as at the date of approval of the financial statements.

14 Other Equity

Movement of each item of other equity along with nature and purpose of reserves is presented in Statement of Changes in Equity.

15 Other financial liabilities

	As at 31st March 2026	
	Non-current	Current
Payable for capital goods	-	162
Employees related dues	-	90
Security deposits from customers	-	77
Liabilities related to share based payments	9	12
Other payables	-	1
	9	**342**

16 Provisions

	As at 31st March 2026	
	Non-current	Current
Provision for employee benefits (Refer Note 37)		
Retirement benefits	36	-
Other employee benefits	14	82
Other provisions (Refer below)	156	128
	206	**210**

Movements in other provisions

	Indirect tax	Onerous contract	Others	Total
As at 10th January 2025	-	-	-	-
Arising pursuant to the Scheme (Refer Note 41)	44	-	60	104
Recognised during the period (Refer Note 29)	78	111	70	259
Utilised during the period	-	(19)	(60)	(79)
As at 31st March 2026	**122**	**92**	**70**	**284**
Non-current	122	34	-	156
Current	-	58	70	128

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

a) **Indirect taxes:** Primarily relate to an ongoing customs litigation. These provisions have not been discounted as it is not practicable for the Company to estimate the timing of the provision utilisation and cash outflows, if any, pending resolution.

b) **Onerous contracts:** A provision is recognised for certain contracts with suppliers for which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received. It is anticipated that these costs will be incurred in the next four financial year.

c) **Others:** Other includes provision for sales return. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience. The Company deals in various products and operates in various distribution channels. Accordingly, the estimate of sales returns is determined primarily by the Company's historical experience in the markets in which the Company operates by considering actual sales returns, estimated shelf life and other factors.

17 Current borrowings

	As at 31st March 2026
Unsecured	
Working capital loan from bank	503
	503

The Company has availed unsecured working capital loan from bank at a floating interest rate (benchmarked to Marginal Cost of Lending Rate[MCLR]) currently ranging between 7.75% to 8.25%, repayable within 7 days. There is no charge against loan taken from banks. The Company has not committed any default in the repayment of its loans.

In the event of change in control, the terms of the loan arrangement provide for issuance of a corporate guarantee from the incoming promoter. As at the date of approval of the financial statements, the loan continues to be serviced in accordance with the contractual terms. The Company is in discussions with the incoming promoter and the lenders in this regard.

18 Trade payables

	As at 31st March 2026
Total outstanding dues of micro enterprises and small enterprises	157
Total outstanding dues of creditors other than micro enterprises and small enterprises	5,012
	5,169

Dues to micro enterprises and small enterprises (MSE) have been determined to the extent such parties have been identified on the basis of information collected by management.

Trade payables are generally non-interest bearing and are normally settled within 30 to 90 days

Refer Note 33 for information about liquidity risk and market risk of trade payables.

Trade payables includes amounts due to related parties (Refer Note 38)

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

Trade Payable Ageing Schedule

	As at 31st March 2026					
	Not Due*	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues - Micro and small enterprises	138	18	1	-	-	**157**
Undisputed dues - Others	4,858	154	-	-	-	**5,012**
Disputed Dues - Micro and small enterprises	-	-	-	-	-	**-**
Disputed Dues - Others	-	-	-	-	-	**-**
	4,996	**172**	**1**	**-**	**-**	**5,169**

*includes unbilled payables of ₹3,797 million

		As at 31st March 2026
a)	Principal amount and the interest thereon remaining unpaid to any supplier as at the year-end	157
b)	Interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day	*
c)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED	-
d)	Interest accrued and remaining unpaid	*
e)	Interest remaining due and payable even in succeeding periods, until such date when the interest dues as above actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of MSMED.	-

*denotes amount less than ₹1 million

19 Other current liabilities

	As at 31st March 2026
Statutory dues payables	170
Advance from customers	54
	224

20 Revenue from operations

	For the period 10th January 2025 to 31st March 2026
Sale of products	22,003
Other operating revenue:	
Income from services rendered	160
Processing income	124
Government grants (Refer Note 8)	89
Others (including scrap sales)	77
	22,453

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

Reconciliation of revenue from sale of product with the contracted price:

	For the period 10th January 2025 to 31st March 2026
Revenue as per contracted price	26,288
Less: Trade discounts and promotions, volume rebates, returns etc.	(4,285)
Sale of products	**22,003**

Company's entire business falls under one operational segment 'Ice Cream'. Contract revenue represents revenue from manufacture and sale of ice-cream, wherein the performance obligation is satisfied at a point of time. Further, the management believes that the nature, amount, timing and uncertainty of revenue and cash flows from all its contracts with customers are similar. Accordingly, disclosure of revenue recognised from contracts disaggregated into categories has not been made.

The Company has contract assets of ₹ 38 million as on 31st March, 2026

The Company does not have any contract liability as on 31st March 2026

Information by Geography

The Company has business operations only in India and does not hold any assets outside India. All of the Company's revenue is generated from operations within India.

The Company does not receive 10% or more of its revenues from transactions with any single external customer.

21 Other income

	For the period 10th January 2025 to 31st March 2026
Interest income on security deposits	3
	3

22 Cost of materials consumed

	For the period 10th January 2025 to 31st March 2026
Raw materials consumed	6,530
Packing materials consumed	1,368
	7,898

23 Purchases of stock-in-trade

	For the period 10th January 2025 to 31st March 2026
Purchases of stock-in-trade	5,651
	5,651

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

24 Changes in inventories of finished goods, stock-in-trade and work-in-progress

	For the period 10th January 2025 to 31st March 2026
Opening inventories	
Finished goods	-
Work-in-progress	-
Arising pursuant to the Scheme (Refer Note 41)	
Finished goods	711
Work-in-progress	48
Closing inventories	
Finished goods	2,222
Work-in-progress	51
	(1,514)

25 Employee benefits expense

	For the period 10th January 2025 to 31st March 2026
Salaries, wages and bonus	1,631
Contribution to provident and other funds (Refer Note 37)	56
Defined benefit plan (Refer Note 37)	33
Share based payments (Refer Note 32)	21
Staff welfare	114
	1,855

26 Finance costs

	For the period 10th January 2025 to 31st March 2026
Interest expense on:	
Lease liabilities	289
Working capital loan	5
Others	3
	297

27 Depreciation and amortisation expense

	For the period 10th January 2025 to 31st March 2026
Depreciation on property, plant and equipment (Refer Note 3)	1,155
Depreciation on Right of use assets (Refer Note 5)	539
Amortisation on intangible assets (Refer Note 6)	29
	1,723

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

28 Other expenses

	For the period 10th January 2025 to 31st March 2026
Carriage and freight	2,586
Advertising and promotion	1,988
Rent	936
Repairs	780
Royalty	
- Trademark	770
- Technology	330
Power, fuel, light and water	362
Travelling and motor car expenses	257
Fees for central services	253
Miscellaneous expenses*	1,400
	9,662

*Expenses below 1% of revenue from operation are aggregated in accordance with Schedule III to the Companies Act, 2013.

Miscellaneous expense includes payment to Auditors

	For the period 10th January 2025 to 31st March 2026
As auditor	
- for statutory audit (including limited review)	7
- for certification	2
- for reimbursement of expenses	*
	9

* less than ₹ 1 million

29 Exceptional items

	For the period 10th January 2025 to 31st March 2026
Impairment of assets related to a discontinued brand (Refer Note 6 and Note 31)	465
Impairment allowance of property, plant and equipment and intangibles and leased assets	270
Establishment costs	237
Expenses pursuant to enactment of Labour code (Refer Note below)	89
Interest on indirect tax litigation (Refer Note 16)	78
	1,139

On 21st November 2025, the Government of India notified four Labour Codes, effective immediately, replacing the existing 29 labour laws. In accordance with Ind AS 19 'Employee benefits', changes to employee benefit plans arising from legislative amendments are treated as plan amendments, requiring immediate recognition of past service cost in the statement of profit and loss. This approach is consistent with the guidance issued by the Institute of Chartered Accountants of India.

The implementation of the Labour Codes has resulted in an increase of ₹ 89 million in the provision for gratuity, based on best information available, which has been recognised as an exceptional item in the Statement of Profit and Loss. The incremental impact primarily comprises due to change in wage definition. The Company continues to monitor the finalization of Central and State Rules, as well as Government clarifications on other aspects of the Labour Codes, and will incorporate appropriate accounting treatment based on these developments as required.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

30 Loss per share

	For the period 10th January 2025 to 31st March 2026
Loss after tax for the period attributable to owners of the Company	(3,688)
Weighted average number of equity shares outstanding during the period	2,349,591,262
Basic earnings per share (₹)	**(1.57)**
Diluted earnings per share (₹)	**(1.57)**

Loss per share (basic and diluted) has been calculated considering equity shares issued pursuant to the Scheme from the date of incorporation of the Company.

The Company has not issued any potentially dilutive securities.

31 Income tax disclosure

A. Components of income tax expense

(i) Income tax recognised in the statement of profit and loss:

	For the period 10th January 2025 to 31st March 2026
Deferred tax	567
Tax credit for the period	**567**

(ii) Income tax recognised in other comprehensive income

	For the period 10th January 2025 to 31st March 2026
Gain on remeasurement of net defined benefit plans	(16)
Tax charge for the period	**(16)**

B. Reconciliation of effective tax rate

	For the period 10th January 2025 to 31st March 2026
Loss before tax	**(4,255)**
Statutory income tax rate	25.17%
Tax expense at statutory income tax rate	**1,071**
Tax effect of:	
Business losses for the period from 10th January 2025 to 30th November 2025*	(385)
Expenses not deductible for tax purpose	(99)
Others	(20)
Tax credit	**567**

*Represents business losses incurred by the Demerged Undertaking from the date of incorporation until the Appointed date of demerger which continues to remain with Demerged Company as per the scheme for income tax purposes.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

C. Movement in deferred tax balances

	As at 10th January 2025	Transferred pursuant to Scheme (Refer Note 41)	Recognised in profit or loss	Recognised in OCI	Net
Deferred tax assets / (liabilities)					
Business loss / unabsorbed depreciation	-	-	474	-	474
Expenses allowable on payment basis	-	20	49	(16)	53
Provisions	-	4	36	-	40
Impact of right-of-use asset and lease liabilities	-	24	13	-	37
Preliminary expenses	-	-	13	-	13
Provision for expected credit loss	-	2	1	-	3
Property, plant and equipment and intangible assets	-	3	(52)*	-	(49)
Net deferred tax asset / (Liabilities)	**-**	**53**	**534**	**(16)**	**571**

*Includes impairment of deferred tax asset pertaining to discontinued brand of ₹ 33 million been reclassified and presented under exceptional items.

D. Tax assets

	As at 31st March 2026
Non-current tax assets	2

E. Disclosure in relation to undisclosed income

The Company has been incorporated on 10th January 2025 and hence, no tax assessments under the Income Tax Act, 1961 are conducted during the period.

32 Employee stock award plans

Employees of the Company were eligible to participate in four share-based compensation plans, under which shares of Unilever PLC and the Demerged Company were granted. All such plans had a vesting period of three years. Following the demerger, one Unilever PLC shares plan and one Demerged Company share plan were settled in cash, except for the Performance Share Plan (PSP) and the Annual Share Plan (ASP) pertaining to Unilever PLC. Both PSP and ASP operate under a recharge arrangement, whereby Unilever PLC charges the Company at the end of the vesting period based on the market value of the shares vested.

Performance Share Plan (PSP): Eligible participants, including Executive Directors, were granted conditional awards which normally vest after three years, subject to continued employment and to the extent performance conditions are achieved.
Annual Share Plan (ASP): Eligible participants were granted conditional awards, subject to continued employment.

Pursuant to the change in control on 30th March 2026, Magnum acquired shares from the Unilever Group in accordance with the Share Purchase Agreement (SPA) and applicable laws. Following which, unvested Unilever PLC share awards, prorated up to the date of demerger, will continue to be honoured and administered by Unilever and will vest as per the original vesting schedule in 2027 and 2028. The remaining portion of the unvested awards will be replaced with Magnum share awards to ensure fair and equitable treatment, with no loss to employees. The number of share awards to be granted by Magnum will be determined in due course.

During the period, the Company recognised an expense of ₹21 million in respect of share-based payments, which forms part of employee benefits expense.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

33 Financial instruments

A The carrying value of financial instruments by class are as follows:

Financial assets	As at 31st March 2026			
	Carrying value	Fair Value		
		Level 1	Level 2	Level 3
Measured at fair value through profit and loss				
Fair value of derivatives	1	-	1	-
Measured at amortised cost				
Loans	69	-	-	69
Other financial assets (other than fair value of derivatives)	658	-	-	658
Trade receivables	1,077	-	-	1,077
Cash and cash equivalents	140	-	-	140
	1,945	**-**	**1**	**1,944**

	As at 31st March 2026			
	Carrying value	Fair Value		
		Level 1	Level 2	Level 3
Measured at amortised cost				
Lease liabilities	4,976	-	-	4,976
Borrowings	503	-	-	503
Trade payables	5,169	-	-	5,169
Other financial liabilities	351	-	-	351
Total liabilities	**10,999**	**-**	**-**	**10,999**

The carrying value of financial instruments such as current loans, cash and cash equivalents, trade receivables, trade payables, and other current financial assets and liabilities (except derivative financial instruments) approximate their fair values due to their short-term nature.

The fair values of non-current loans, and other non-current financial assets and liabilities do not differ materially from their carrying amounts.

B. Measurement of fair values

The Company determines the fair value of its financial instruments on the basis of the following hierarchy:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity 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.

There were no transfers between Level 1, Level 2 or Level 3 during the period from 10th January 2025 to 31st March 2026.

C. Financial risk management objectives

In the course of its business, the Company is exposed to a number of financial risk: credit risk, liquidity risk and market risk. This note presents the Company's objectives, policies and process for managing its financial risk.

(i) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and financial assets. Management has a credit policy in place, and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

a. Trade receivables

The Company measures the expected credit loss of trade receivables from individual customers based on historical trends, industry practices, and the business environment in which the entity operates. Trade receivables are non-interest bearing and on terms of 0-30 days. Loss rates are based on actual loss experience and past trends. Refer Note 10 for movement of lifetime expected credit loss on trade receivables.

b. Other financial assets

Cash balances are maintained with banks of high credit quality. Loans to employees involve insignificant credit risk, with any recognised credit loss arising from a specific scenario. Most security deposits relate to leased assets and carry insignificant credit risk.

(ii) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash flow and collateral obligations as they fall due. The Company's objective is to maintain adequate levels of liquidity and ensure that sufficient funds are available to meet operational and financial requirements.

Liquidity risk primarily arises from obligations relating to financial liabilities, including borrowings, lease liabilities, trade payables, and other financial liabilities.

The Company's finance department is responsible for managing liquidity, funding, and settlement activities. Relevant policies and procedures relating to liquidity risk are overseen by senior management. Management monitors the Company's net liquidity position on an ongoing basis and meets funding requirements through the collection of trade receivables and, where necessary, through short-term borrowings.

a. Financing arrangements

As at 31st March 2026, the Company had undrawn working capital facility (fund and non-fund based) of ₹ 1,900 million and term loan of ₹ 200 million. The term loan has a tenure of two years and will carry a fixed rate of interest, to be mutually determined at the time of drawdown.

b. Maturity of financial liabilities

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows as at reporting date.

31st March 2026	Carrying value	Total	Contractual Cash Flows			
			Less than 1 year	1–2 years	2-5 years	More than 5 years
Lease Liabilities	4,976	6,988	894	855	2,311	2,928
Borrowings	503	503	503	-	-	-
Trade payables	5,169	5,169	5,169	-	-	-
Other financial liabilities	351	351	342	-	9	-
	10,999	**13,011**	**6,908**	**855**	**2,320**	**2,928**

(iii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises two types of risk: foreign currency risk and interest rate risk. The Company's exposure to market risk primarily arises from foreign currency exchange rate movements and interest rate fluctuations.

a. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. This risk primarily relates to fluctuations in trade payables and other payables denominated in foreign currency.

The Company's risk management policy involves assessing its net foreign currency exposures, which mainly arise from payables related to import of services and capital goods. The Company will hedge its net foreign currency exposures based on risk management framework approved by board of directors.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

Derivative instrument

Derivative instruments used by the Company comprise forward contracts. All forward contracts entered into during the period are designated for the purpose of hedging foreign currency exposures arising from underlying transactions. As at 31st March 2026, the Company had EUR–INR forward contracts outstanding with an aggregate notional value of ₹50 million.

The Company's exposure to foreign currency and sensitivity of foreign currencies on the outstanding exposure remaining unhedged as at 31st March 2026 are as under:

	Currency	As at 31st March 2026	Increase by 5%	Decrease by 5%
Trade payable	EUR	20	(1)	1

b. Interest rate risk

Interest rate risk refers to risk that the fair value of future cash flows of a financial instrument may fluctuate because of changes in market interest rates. The Company's exposure and sensitivity of interest rate on the outstanding exposure at the end of reporting period are as under:

	Rate	Amount	Increase by 1%	Decrease by 1%
Working capital loan	Floating	503	(5)	5

34 Capital management

Capital management is driven by Company's policy to maintain a sound capital base to support the long term business growth and optimise shareholders value.

The Company monitors its capital structure using a gearing ratio, which is calculated as net debt divided by total equity. Net debt comprises borrowings and lease liabilities, net of cash and cash equivalents. Equity comprises equity share capital and other equity.

The Company's adjusted net debt to equity ratio is analysed as follows:

	As at 31st March 2026
Debt	5,479
Less: Cash and cash equivalents	(140)
Net debt	**5,339**
Total equity	6,722
Net debt to equity ratio	**0.79**

35 Segment information

Based on the guiding principles given in Ind AS 108 on 'Operating Segments', the Company's business activity falls within a single operating segment, namely 'Ice Creams'.

Information by Geography

The Company has business operations only in India and does not hold any assets outside India. All of the Company's revenue is generated from operations within India.

The other disclosure requirements of Ind AS 108 are not applicable.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

36 Disclosure in respect of leases as per Ind AS 116

Brief description of the leasing arrangements

The Company's leased assets primarily consist of leases for land, building and plant and equipment. Leases of land, building and plant and equipment generally have lease term between 1 to 7 years and 1 to 14 years respectively. The leases includes non-cancellable periods and renewable option at the discretion of lessee which has been taken into consideration for determination of lease term. The Company also has certain leases with lease terms of 12 months or less and certain leases with low value. The company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases except for freezer cabinets.

Lease liabilities

	As at 31st March 2026
Opening balance	-
Arising pursuant to the Scheme (Refer Note 41)	1,779
Additions during the period	3,716
Accretion of interest	289
Lease payments made (including interest)	(787)
Others (including foreclosure)	(21)
	4,976

The rate applied to lease liabilities is in the range of 7.20% to 9.35% per annum based on the lease term.

Current and non-current bifurcation

	As at 31st March 2026
Current lease liabilities	554
Non-current lease liabilities	4,422
	4,976

Expenses recognised in statement of profit and loss

	For the period 10th January 2025 to 31st March 2026
Depreciation on right of use assets	539
Interest expenses on lease liabilities	289
Rent expenses	936
	1,764

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

	As at 31st March 2026
Less than one year	894
One to two years	855
Three to five years	2,311
More than five years	2,928
Undiscounted lease liability (A)	**6,988**
Less: Financing component (B)	(2,012)
Closing balance of lease liability (A+B)	**4,976**

In the event of change in control, the terms of certain lease arrangements provide for issuance of a corporate guarantee from the incoming promoter. As at the date of approval of the financial statements, such leases continues to be serviced in accordance with the contractual terms. The Company is in discussions with the incoming promoter and the lessor in this regard.

37 Disclosure pursuant to Ind AS – 19 'Employee benefits'

a) Defined contribution plans

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund, superannuation scheme, etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as defined contribution schemes as the Company has no further defined obligations beyond the monthly contributions. Amounts towards defined contribution plans has been recognised as "contribution to provident and other funds" under employee benefits expense is ₹ 56 million.

b) Defined benefit plans

Defined benefit plan comprises contributions to a funded gratuity scheme, for which an actuarial valuation has been carried out in accordance with Ind AS 19.

i. Balance Sheet

	As at 31st March 2026
Present value of obligation	328
Fair value of plan assets*	292
Liability recognised in the Balance Sheet	**36**

* Currently, the plan assets are held in a trust controlled by the Demerged Company. An application for the establishment and registration of the Trust had been duly submitted to the relevant authorities. As at the date of approval of the financial statements, the Company's Trust has been duly established and registered, and the plan assets will be transferred to the trust controlled by the Company in the due course.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

ii. Defined benefit obligation

Reconciliation of opening and closing balances of Defined Benefit Obligation

	As at 31st March 2026
Defined benefit obligation at beginning of the period	-
Arising pursuant to the Scheme (Refer Note 41)	254
Interest cost	22
Current service cost	30
Past service cost	89
Actuarial gain on obligations due to change in financial assumption	(75)
Actuarial loss on obligations due to change in demographic assumption	18
Actuarial gain on obligations due to change in experience	(4)
Benefit paid directly by the employer	(6)
Defined benefit obligation at the end of the period	**328**

iii. Fair value of plan assets

Reconciliation of opening and closing balances of plan assets

	As at 31st March 2026
Plan assets at beginning of the period	-
Arising pursuant to the Scheme (Refer Note 41)	227
Interest Income	19
Assets acquired	43
Actual return on plan assets less interest on plan assets	3
Fair value of plan assets at the end of the period	**292**

iv. Cost recognised in the statement of profit and loss

	For the period 10th January 2025 to 31st March 2026
Current service cost	30
Past service cost (Refer Note 29)	89
Interest cost (net)	3
Net cost	**122**

v. Re-measurements recognised in other comprehensive income

	For the period 10th January 2025 to 31st March 2026
Actuarial loss/(gain)	
Change in financial assumptions	(75)
Change in demographic assumptions	18
Experience adjustments	(4)
Return on plan assets, (greater)/lesser than expected return	(3)
Net cost	**(64)**

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

vi. Actuarial assumptions

With the objective of presenting the plan assets and plan obligations of the defined benefits plans at their fair value on the Balance Sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

Financial assumptions	As at 31st March 2026
Discount rate (per annum)	6.80%
Salary escalation rate (per annum)	5.00-7.44%
Mortality assumptions	Indian Assured Lives Mortality (2012-14) Ultimate table

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

vii. Maturity analysis of the benefit payments from the fund

Projected benefits payable in future years from the Balance sheet date	As at 31st March 2026
1st following year	41
2nd following year	32
3rd following year	27
4th following year	29
5th following year	28
Sum of year 6th to 10th	115
10th following year onwards	375

The weighted average duration to the payment of these cash flows is 8.18 years.

viii. Sensitivity analysis

	As at 31st March 2026
Projected benefit obligation on current assumptions	**328**
Discount rate	
increase in 50 basis point	315
decrease in 50 basis point	(342)
Salary growth rate	
increase in 25 basis point	335
decrease in 25 basis point	(322)

c) Other employee benefits

Other employee benefits include liabilities for unutilised leave and long-term incentives amounting to ₹ 96 million, representing the obligation for benefits earned by employees that are expected to be settled through future leave utilisation and/or cash payments. The charge/(gain) recognised during the period from 10th January 2025 to 31st March 2026 in respect of other employee benefits amounts to ₹ 51 million.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

38 Related party disclosures

A. Name of Related party and related party relationships

Related party where control exists

I). Enterprises exercising control

Ultimate Holding Company	Unilever PLC (from 10th January 2025 to 30th November 2025)
Holding Company	The Magnum Ice Cream Company HoldCo 1 Netherlands B.V. (w.e.f 30th March 2026)
	Unilever PLC (from 5th December 2025 to 29th March 2026)
	Hindustan Unilever Limited (upto 30th November 2025)

II). Subsidiaries of ultimate holding company/ holding company with whom the company had transactions during the year

Unilever Europe Business Centre (upto 29th March 2026)
Unilever IP Holdings B.V (upto 29th March 2026)
Unilever Industries Private Limited (upto 29th March 2026)
Hindustan Unilever Limited (upto 29th March 2026)
Magnum IP Holdings B.V. (w.e.f 30th March 2026)

III). Key Management Personnel

Particulars	Designation
Abhijit Bhattacharya	Non-Executive Chairperson (w.e.f 30th March 2026)
Tahir Toloy Tanridagli	Non-Executive Director (w.e.f 30th March 2026)
	Additional Non-Executive Director (w.e.f 25th June 2025 upto 21st November 2025)
Chitrank Goel	Executive Director designated as Deputy Managing Director (w.e.f 1st December 2025)
Prashant Premrajka	Executive Director and Chief Financial Officer (w.e.f 1st December 2025)
	Additional Non-Executive Director (w.e.f 9th May 2025 upto 30th November 2025)
Ritesh Tiwari	Additional Non-Executive Director (w.e.f 17th November 2025 upto 30th March 2026)
Anand Upadhyay	Company Secretary & Compliance Officer (w.e.f 4th January 2026)
Vidhi Sanghavi	Company Secretary & Compliance Officer (w.e.f 5th December 2025 upto 9th December 2025)
Vinita Nair	Non-Executive Director (upto 30th November 2025)
Shalini Sinha	Non-Executive Director (upto 30th November 2025)
Navin Jain	Non-Executive Director (upto 30th November 2025)

Particulars	Designation
Non-Executive Independent Directors	
Madhavan Hariharan	Non-Executive and Independent Director (w.e.f 1st December 2025)
Shukla Wassan	Non-Executive and Independent Director (w.e.f 1st December 2025)
JV Raman	Non-Executive and Independent Director (w.e.f 1st December 2025)
Ravi Pisharody	Non-Executive and Independent Director (w.e.f 1st December 2025)

IV). Trust

Kwality Wall's (India) Limited Employees' Superannuation Fund Trust
Kwality Wall's (India) Limited Employees' Gratuity Fund

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

B. The following table summarises material related party transactions included in the financial statements:

Name of the related party	Transactions	For the period 10th January 2025 to 31st March 2026
Hindustan Unilever Limited	Infusion of share capital	50
	Preincorporation expense	24
	Payment of processing charges	126
	Receipts of processing charges	124
	Expenses for transitional service agreements	27
	Reimbursments paid	105
	Reimbursments received	13
Unilever Europe Business Center B.V.	Expenses for transitional service agreements	69
	Fees for central services	253
	Income from services rendered	160
Unilever IP Holdings B.V.	Royalty	
	- Trademark	709
	- Technology	330
Unilever Industries Private Limited	Reimbursments paid	20
	Royalty	
	- Trademark	61
Unilever PLC	Share based payments	21
Kwality Wall's (India) Limited Employees' Superannuation Fund Trust	Contributions during the period (Employer's contribution only)	7

C. The following table summarises related party transactions with key management personnel:

Remuneration	For the period 10th January 2025 to 31st March 2026
a) Key management personnel	
Short-term employment benefits*	34
Post-employment benefits	1
Share based payments	11
Total compensation #	**46**

*Includes sitting fees and commission paid to non-executive independent directors.

As the liabilities for defined benefit obligations are provided based on actuarial valuation for the Company as a whole, the amount pertaining to Key management personnel has not been included.

D. The following table summarises material related party balances included in the financial statements:

Name of the related party	Balances	As at 31st March 2026
Magnum IP Holdings B.V. *	Trade payables	394
Independent Directors	Employees related dues	3

*In March 2026, Unilever Group assigned their rights, to outstanding receivable for the period 1st October 2025 to 31st March 2026 towards central services and royalty payable, to Magnum IP Holdings B.V.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

Terms and conditions of transactions with related parties

All related party transactions entered into during the period were in the ordinary course of business and conducted at arm's length. These transactions have been duly approved in compliance with the applicable provisions of the Companies Act, 2013 . The Audit Committee has recommended review of the existing royalty structure (under discussion as at the date of approval of the financial statements), however the liability continues to be recognised in the financial statements based on the prevailing contractual terms in accordance with the Scheme.

Outstanding balances at the period-end are unsecured and gross amounts are settled in cash.

There have been no guarantees provided or received for any related party receivables or payables. For the period from 10th January 2025 to 31st March, 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial period through examining the financial position of the related party and the market in which the related party operates.

39 Contingent liabilities and Capital commitments

a) Contingent liabilities

Claims against the Company not acknowledged as debts amount to ₹18 million. Given the nature of the matters involved, it is not practicable for the Company to reasonably estimate the outcome of these issues or the timing and amount of any resultant cash outflows.

b) Commitments

	As at 31st March 2026
A) Capital commitments	
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	87
B) Lease commitments (Refer Note below)	
Not later than one year	103
Later than one year and not later than five years	67

Lease commitments are the future cash flows from the lease contracts which are not recorded in the measurement of lease liabilities. These include potential future payments related to leases of low value assets and short term leases.

40 Accounting ratios

Sr. no	Particulars	Numerator	Denominator	As at and for the period from 10th January 2025 to 31st March 2026
I	Current ratio (in times)	Current assets	Current liabilities	0.77
II	Debt-equity ratio (in times)	Total debt	Shareholders equity	0.82
III	Debt service coverage ratio* (in times)	Earning available for debt services	Debt services	(0.70)
IV	Return on equity ratio (in %)	Loss for the period	Average shareholder's equity	-52%
V	Inventory turnover ratio (in times)	Sale of products	Average inventory	9.94
VI	Trade receivable turnover ratio (in times)	Sale of products	Average trade receivables	35.66
VII	Trade payable turnover ratio (in times)	Purchases	Average trade payables	6.14
VIII	Net capital turnover ratio (in times)	Sale of products	Working capital	(13.96)
IX	Net profit ratio (in %)	Loss for the period	Sale of products	-17%
X	Return on capital employed* (in %)	Earning before interest and taxes	Average capital employed	-26%
XI	Return on investment (in %)	Return on investment	Cost of investment	Note 2

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

Notes:

1. Ratios for the period from 10th January 2025 to 31st March 2026 have been calculated based on average balances and relevant amounts pertaining to the said period.
2. The Company has no investment for the period from 10th January 2025 to 31st March 2026.
3. **Definitions:**

a) Total debt = Borrowings + Lease liabilities

b) Earning for available for debt service = Loss for the period + Non-cash operating expenses+ Interest + Non-cash adjustments

c) Debt service = Finance costs + Lease payments + Principal repayments

d) Purchases = Total expense - Depreciation and amortisation - Finance costs - Employee benefit expense

e) Working capital = Current assets - Current liabilities.

f) Earning before interest and taxes = Loss before exceptional items and tax + Finance costs - Other income

g) Average capital employed = Average net worth + Average borrowings + Average lease liabilities

41 Scheme

The Hon'ble National Company Law Tribunal (Mumbai) Bench, vide its Order dated 30th October 2025 and rectification order dated 6th November 2025, sanctioned the Scheme between Demerged Company and the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act, for the demerger of Demerged Undertaking. The Scheme is effective from 1st December 2025, which is also the Appointed date as defined in the Scheme. The Company has given the effect to the Scheme in accordance with the accounting treatment specified in the Scheme and per applicable accounting standard as under:

a. Recorded the below mentioned assets and liabilities at their respective carrying values as appearing in the books of Demerged Company as at the Appointed date.

b. Pursuant to the Scheme, the Board of Directors of the Company at its meeting held on 12th December 2025 allotted 2,349,591,262 Equity Shares of ₹ 1 each to the shareholders of Demerged Company as on the Record Date, i.e. Friday, 5th December 2025, in the ratio of 1:1, i.e. 1 fully paid-up equity share of the Company having a face value ₹ 1 for every 1 fully paid-up equity share of face value ₹ 1 held in Demerged Company pursuant to the Scheme. The excess between the fair value of equity shares issued i.e ₹ 48,185 million as determined by external valuer and face value of the equity shares issued i.e. ₹ 2,350 million is being recognised as Securities Premium. Further, the existing equity share capital of the Company as at the Appointed date amounting to ₹ 50 million was cancelled, and the corresponding adjustment has been recognised in Capital Reserve.

c. The net debit balance in Capital Reserve amounting to ₹ 39,397 million is adjusted against the credit balance in Securities Premium as specified in the Scheme.

d. The Company was incorporated on 10th January 2025 and pursuant to Section 2(41) of the Companies Act, the first financial statements have been prepared for the period 10th January 2025 to 31st March 2026. Consequently, in accordance with the accounting treatment prescribed under the Scheme, the figures for the period 10th January 2025 to 30th November 2025 have been restated. Consequently, net assets aggregating ₹ 7,336 million has been recognised as at 10th January 2025. Further, changes in net assets of Demerged Undertaking between 10th January 2025 to 30th November 2025 amounting to ₹ 2,976 million has been adjusted.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

The book values of assets and liabilities transferred and vested into the company as at the Appointed date are as under:

	Amount
Non-current assets	
Property, plant and equipment	7,049
Capital work-in-progress	733
Right-of-use asset	2,606
Goodwill and Other intangible assets	459
Financial assets	
- Loans	50
- Other financial assets	57
Deferred tax assets (net)	9
Other non-current assets	5
Total - Non-current assets	**10,968**
Current assets	
Inventories	2,021
Financial assets	
- Trade receivables	442
- Loans	24
- Other financial assets	575
Other current assets	44
Total - Current assets	**3,106**
TOTAL ASSETS (A)	**14,074**
Non-current liabilities	
Financial liabilities	
- Lease liabilities	2,444
- Other financial liabilities	134
Provisions	90
Total - Non-current liabilities	**2,668**
Current liabilities	
Financial liabilities	
- Lease liabilities	290
- Trade payables	1,975
- Other financial liabilities	185
Provisions	165
Other current liabilities	53
Total - Current liabilities	**2,668**
TOTAL LIABILITIES (B)	**5,336**
Net assets acquired (A-B)	**8,738**
Issue of equity shares pursuant to the Scheme	**48,185**
Capital reserve arising pursuant to Scheme	**(39,447)**

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

42 The disclosure requirements to be given pursuant to Gazette notification for amendments in Schedule III to Companies Act, 2013 dated 20th March 2021 effective from 1st April 2021 pertaining to following matters are either disclosed or not applicable to the Company:

a. No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

b. As per clause (87) of section 2 and section 186 (1) of the Companies Act, 2013 and Rules made thereunder, the company is in compliance with the number of layers as permitted under the said provisions.

c. The Company has not traded or invested in crypto currency or virtual currency during the financial period.

d. The Company does not have any such transactions which has not been recorded in the books of accounts but has been surrendered or disclosed as income during the period 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).

e. The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the period from 10th January 2025 to 31st March 2026.

f. There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

g. The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act, 2013 for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

h. The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

i. The provisions relating to Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013 are not applicable to the Company.

43 The Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the period for all relevant transactions recorded in the respective software. Further, where the audit trail (edit log) facility was enabled and operated, the audit trail feature has not been tampered with. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention except in case of an accounting software used for journal entries, wherein the audit trail at database level has been preserved for the preceding 180 days.

However, the daily back-up of audit trail (edit log for the accounting software) has not been maintained on the servers physically located in India for the period from 10th January 2025 to 31st March 2026.

44 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries') with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall lend or invest in party identified by or on behalf of the Company ('Ultimate Beneficiaries').

The Company has not received any fund from any party(s) ('Funding Party') with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

45 There are no amounts due for payment to the Investor Education and Protection Fund u/s 125 of Companies Act, 2013 as at 31st March 2026.

Notes to the financial statements

as at and for the period from 10th January 2025 to 31st March 2026
All amounts are in ₹ million, unless otherwise stated

46 Events after the reporting period

On 16th February 2026 the Company got listed on BSE Limited and National Stock Exchange of India Limited ("stock exchanges"), and an open offer had been launched by Magnum to acquire up to 610,893,729 equity shares from the public shareholders, representing 26% of the paid-up equity shares. The open offer was concluded on 7th May 2026 resulting in Magnum holding 61.91% of the paid-up equity share capital of the Company as at the date of approval of the financial statements.

There are no other subsequent events that occurred after the reporting date other than those mentioned above.

As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Rohan Jain
Partner
Membership No. 139536
Place: Mumbai
Date : 20th May 2026

For and on behalf of the Board of Directors

Chitrank Goel
Deputy Managing Director
DIN: 11388422
Place: Mumbai
Date : 20th May 2026

Prashant Premrajka
Executive Director and Chief Financial Officer
DIN: 11065666
Place: Mumbai
Date : 20th May 2026

Anand Upadhyay
Company Secretary
Membership No. A23622
Place: Mumbai
Date : 20th May 2026

Corporate Information

NAME OF THE COMPANY
Kwality Wall's (India) Limited

CIN
L10505MH2025PLC437886

REGISTERED OFFICE
13th Floor, Oberoi Commerz II,
International Business Park,
Oberoi Garden City, Goregaon East,
Mumbai, Maharashtra,
India, 400 063

WEBSITE
www.kwalitywallsindia.com

BOARD OF DIRECTORS

Mr. Abhijit Bhattacharya,
Chairperson and Non-Executive
Non-Independent Director

Mr. Tahir Toloy Tanridagli,
Managing Director and
Chief Executive Officer

Mr. JV Raman,
Independent Director

Mr. Madhavan Hariharan,
Independent Director

Mr. Ravindra Pisharody,
Independent Director

Ms. Shukla Wassan,
Independent Director

Mr. Chitrank Goel,
Deputy Managing Director

Mr. Prashant Premrajka,
Executive Director and Chief
Financial Officer

COMPANY SECRETARY & COMPLIANCE OFFICER
Mr. Anand Balgovind Upadhyay

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Madhavan Hariharan
Chairperson

Mr. JV Raman
Member

Ms. Shukla Wassan
Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Ravindra Pisharody
Chairperson

Mr. Madhavan Hariharan
Member

Mr. JV Raman
Member

Mr. Abhijit Bhattacharya
Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Ms. Shukla Wassan
Chairperson

Mr. Ravindra Pisharody
Member

Mr. Chitrank Goel
Member

RISK MANAGEMENT COMMITTEE

Mr. JV Raman
Chairperson

Mr. Madhavan Hariharan
Member

Mr. Chitrank Goel
Member

STATUTORY AUDITORS

M/s. Walker Chandiok & Co. LLP,
Chartered Accountants
(Firm Registration No.
001076N/ N500013)

SECRETARIAL AUDITORS

M/s. S. N. Ananthasubramanian & Co.,
Company Secretaries,
(ICSI Unique Code: P1991MH040400)

FACTORY LOCATIONS

Name
Nashik Factory

Address
Plot A8/A9, Malegaon MIDC,
Taluka - Sinnar, District - Nashik,
Maharashtra - 422103

Name
Nalagarh Factory

Address
Hudbust No.143, Khasra No. 182-183-187/1, Village - Kirpalpur, Tehsil - Nalagarh, District -Solan, Himachal Pradesh -174101

REGISTRAR & SHARE TRANSFER AGENT

KFin Technologies Limited,
Unit – Kwality Wall's (India) Limited
Selenium Building, Tower-B,
Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad,
Telangana - 500 032

Note- All details mentioned in the Corporate Information section are as on the date of this Annual Report.

Notes

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