BOARDS' REPORT

To,

The Members,
HellermannTyton Private Limited
602, Kanchenjunga Building,
18 Barakhamba Road, New Delhi, Delhi - 110001

The Board of Directors of HellermannTyton Private Limited **('the Company' or 'HMT')** have immense pleasure in presenting the Annual Report on the performance of the Company along with the Audited Financial Statements for the financial year ended 31st March 2026.

1. FINANCIAL RESULTS

The Company's financial performance for the year ended 31st March 2026, along with previous year's figures is summarized below:

(figures in INR '000)

Particulars	**Year ended 31st March 2026**	**Year ended 31st March 2025**
Net Sales /Income from Business Operations	23,09,371	18,35,760
Other income	974	2,960
Total Income	**23,10,345**	**18,38,721**
Less: Total Expenditure	18,30,896	14,05,008
Profit before Interest & Depreciation	4,79,449	4,33,713
Less: Interest	0	0
Profit before Depreciation	4,79,449	4,33,713
Less: Depreciation	97,903	35,055
Profit before Tax	3,81,546	3,98,658
Less: Current year Income Tax	1,13,541	1,05,287
Add: Previous year adjustment of Income Tax	(113)	319
Add: Deferred Tax	16,347	2,392
Net Profit after Tax	2,84,240	2,96,082
Dividend (including Interim, if any and final)	-	-
Net Profit after dividend and Tax	**2,84,240**	**2,96,082**
Amount transferred to General Reserve	-	-
Balance carried to Balance Sheet	2,84,240	2,96,082
Earnings per share (Basic)	4.74	4.93
Earnings per share (Diluted)	4.74	4.93

2. STATE OF COMPANY'S AFFAIRS

During the Financial Year 2025-26, the revenue of the Company has increased approximately by 25.65 percent and the Company has earned a net profit after tax of INR 28.42 crores. The Company has achieved significant growth in the business during the period.

3. DIVIDEND

No dividend has been declared for the financial year ended 31st March 2026 by the company due to conservation of profits and continued investment in the business.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The regulations outlined in Section 125(2) of the Companies Act, 2013 do not have relevance in this context, as no dividend was declared or disbursed during the period.

5. TRANSFER TO RESERVES

During the year under review, the Company did not transfer any amount to any of its reserves.

6. SHARE CAPITAL STRUCTURE AND CHANGES THEREIN, IF ANY, DURING THE FINANCIAL YEAR

During the year under review, there were no changes made to the share capital of the Company. The details of authorised share capital and paid-up share capital as on 31st March 2026 are as follows:

- The authorised share capital of the Company as on 31st March 2026 is INR 12,00,00,000 (Indian Rupees Twelve Crores only) divided into 12,00,00,000 (Twelve Crores) equity shares of INR 1 (Indian Rupee One only) each.

- The paid-up equity share capital of the Company as on 31st March 2026 is INR 6,00,00,000 (Indian Rupees Six Crores only) divided into 6,00,00,000 (Six crores) equity shares of INR 1 (Indian Rupee One only) each.

Further, the Company has not bought back any of its securities during the financial year under review or issued any sweat equity shares, bonus shares, employee stock option plan etc. during the financial year under review.

7. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The details of employees drawing remuneration above the prescribed threshold as required as per the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company for the financial year under review.

8. EXTRACT OF ANNUAL RETURN

As per the provisions of Section 92(3) of the Companies Act, 2013 every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's Report. The annual return of the company will be published on the Company's website i.e. https://www.hellermanntyton.com/in/downloads/annual-report

9. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The Company is in the business of Manufacturing and Wholesale trading of Cable Ties and Fixings, Identification System, Heat Shrink Tubing, Clamps and all kind of Cable Management Solutions. The Revenue from operations for the year ended 31st March 2026 is INR 23,09,371/- ('000) (excluding the Other Income of INR 974/-('000)). The Net profit after tax, depreciation and interest for the period 01st April 2025 to 31st March 2026 is INR 2,84,240/-('000). Further, the Revenue of the Company from Manufacturing operations for the year ended 31st March 2026 is INR 791,698/-('000) and from the Wholesale trading operations for the year ended 31st March 2026 is INR 15,18,647/- ('000). The Company has good opportunities in hand and hopes to post better results during the subsequent years.

10. CHANGE IN NATURE OF BUSINESS OR ACTIVITIES OF YOUR COMPANY

During the year under review, your Company has initiated the manufacturing operations at its manufacturing plant located at Plot No. GB 200A, Greenbase Industrial and Logistics Park, Village Vadakkupattu, Kundrathur Taluk, Kanchipuram district, Hiranandani Parks, Thriveni Nagar, Oragadam, Kancheepuram, Tamil Nadu, 603204.

Apart from the above, your Company has not undergone any other change in the nature of its business nor has there been any change in the classes of business in which your Company has an interest.

11. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT

During the year under review, your Company has initiated the manufacturing operations at its manufacturing plant located at Plot No. GB 200A, Greenbase Industrial and Logistics Park, Village Vadakkupattu, Kundrathur Taluk, Kanchipuram district, Hiranandani Parks, Thriveni Nagar, Oragadam, Kancheepuram, Tamil Nadu, 603204.

Apart from the above, no significant alterations or commitments that could impact the Company's financial standing have transpired between the conclusion of the financial year to which the financial statements pertain and the issuance date of this report.

12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANYS OPERATIONS IN FUTURE

During the year under review, no substantial or noteworthy directives have been issued by regulatory authorities, courts, or tribunals that would have an influential effect on the Company's ability to continue its operations in the foreseeable future. The Company's going concern status and its prospects for upcoming activities remain unaffected by any such regulatory or legal developments during this period.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO

The particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014, is annexed to this report.

14. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company follows a risk management policy, the objective of which is to lay down a structured framework and system to identify potential threats to the organisation and likelihood of their occurrences with a view to formulate effective mitigation with a clear accountability and ownership. The risk policy aims at controlling and minimizing the risks through effective mitigation measures, internal controls and by defining risk limits and parameters. The risk management policy and framework are reviewed regularly to assess and maintain its effectiveness and relevance.

15. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES TAKEN DURING THE YEAR

The provisions of Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013 are applicable to the Company. The report on the brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company on CSR activities along with the details of the amount spent and the details of the funds towards which the said contribution has been made during the financial year in the format prescribed in the Companies (CSR Policy) Rules 2014 are set out in **Annexure - 1** to this Report. The Policy is available on Company's website i.e. https://www.hellermanntyton.com/in/downloads/annual-report

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186

During the year under review, the Company did not engage in any activities involving loans guarantees, or investments that fall within the purview of Section 186 of the Companies Act, 2013. Consequently, the provisions stipulated under Section 186 was not applicable to the Company during the financial year 2025-26.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis.

The transactions with related parties form part of the notes to accounts given in Note 29 in the Financial Statements for the year ended on 31st March 2026.

The transactions entered into by the Company with its holding company, subsidiary, associate company and/or fellow subsidiaries are not considered as related party transactions under Section 188 of the Companies Act, 2013 pursuant to the Exemption Notification issued to Private Companies by the Ministry of Corporate Affairs dated 05 June 2015. Accordingly, no transactions are required to be reported and therefore reporting of NIL transactions is made in Form AOC-2 and is enclosed as **Annexure - 2**.

18. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN AUDIT REPORT

The comments provided by the Company's auditors in their audit report, when considered alongside the notes to accounts, are clear and evident. It requires no additional elucidation, as they contain no qualifications, reservations, adverse remarks, or disclaimer remarks. Hence, no further clarification is deemed necessary in this regard.

19. COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence, the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

20. MEETINGS OF BOARD OF DIRECTORS

During the year under review, the Board of Directors met 04 (Four) times on the following dates to transact various business pertaining to the operations of the Company and complied with the requirements of holding minimum number of Meetings of the Board and the maximum interval between any two meetings did not exceed 120 days:

Sl. No	Date of Meeting
1	24th June 2025
2	18th August 2025
3	11th November 2025
4	26th February 2026

Further, the Company has complied with the applicable secretarial standards issued by the Institute of Company Secretaries of India.

The details of attendance of the Directors in the meetings is as follows:

Sl. No.	Name of the Director	No. of meetings attended
1	Mr. Nishant Sharma	4
2.	Mr. Alasdair Charles James Abercrombie-Barnett	4
3.	Mr. Andrew Thomas James Leyland	1
4.	Mr. Sakthivel Rajadeva Naveenraj	4

21. COMMITTEE MEETINGS:

During the year under review, the requisite matters pertaining to CSR were decided and approved by the CSR Committee by way of resolution passed through circulation.

22. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board, to the best of their knowledge and ability, confirm that:

a. in the preparation of the annual accounts for the financial year ended 31st March 2026, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;

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 as at the end of financial year 31st March 2026 and of the profit of the Company for the financial year ended on that date;

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 had prepared the annual accounts on a going concern basis;

e. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively; and

f. the directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.

23. REPORTING OF FRAUD BY AUDITORS

There are no frauds reported by auditors pursuant to the proviso of Section 134(3)(ca) and 143(12) of the Companies Act, 2013.

24. DEPOSITS

The Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 during the year under review.

25. DIRECTORS

As on the date of this report, the Board of Directors of your Company comprises of the following Directors:

Sl. No.	Name	Designation
1.	Mr. Nishant Sharma (DIN: 07009033)	Director
2.	Mr. Alasdair Charles James Abercrombie-Barnett (DIN: 10610855)	Director
3.	Mr. Andrew Thomas James Leyland (DIN: 11021231)	Director
4.	Mr. Sakthivel Rajadeva Naveenraj (DIN: 11010013)	Director

Following are the changes that occurred in the composition of the Board of Directors of the Company, during the year under review:

1. Mr. Andrew Thomas James Leyland (DIN: 11021231) was appointed as Additional Director of the Company with effect from 01st April 2025 to hold office till the conclusion of 13th Annual General Meeting of the Company and subsequently, was appointed as a Director of the Company at the 13th Annual General Meeting held on 10th September 2025.

2. Mr. Sakthivel Rajadeva Naveenraj (DIN: 11010013) was appointed as Additional Director of the Company with effect from 01st April 2025 to hold office till the conclusion of 13th Annual General Meeting of the Company and subsequently, was appointed as a Director of the Company at the 13th Annual General Meeting held on 10th September 2025.

Apart from the above, there were no other changes to the composition of the Board of Directors during the financial year under review and till the date of this report.

None of the Directors are disqualified under Section 164 of the Companies Act, 2013 as on 31st March 2026 and all the Directors have submitted their declarations in Form DIR-8 pursuant to Section 164(1) and Section 164(2) of the Companies Act, 2013 and disclosure of interest in form MBP- 1 of the Companies Act, 2013 for the financial year 2025-26 disclosing the nature of interests if any, in any other Body Corporate with which your Company has entered into any agreement in the financial year.

26. DECLARATION BY INDEPENDENT DIRECTORS

The Company being a private limited company, is not required to appoint Independent Directors and therefore, declaration by Independent Directors under Section 149(6) of Companies Act, 2013 is not applicable.

27. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Financial Controls are an integral part of the Group Risk Management framework and processes that address financial and financial reporting risks. The key internal financial controls have been documented, automated wherever possible and embedded in the respective business processes.

Assurance to the Board on the effectiveness of internal financial controls, during the year no reportable material weakness in the design or operation was observed.

28. STATUTORY AUDITORS

In the Eleventh AGM held on 28th September 2023, the Members of the Company approved the appointment of M/s A G R A & Co., Chartered Accountants (Firm Registration No. 030057C) as statutory auditors of the Company for a term of five (5) years, which shall hold the office from the conclusion of the Eleventh Annual General Meeting till the conclusion of the Sixteenth Annual General Meeting, on such terms and conditions and remuneration as may be decided by the Board. Accordingly, M/s A G R A & Co. will continue as statutory auditors of the Company till the financial year 2027- 28.

During the financial year, the statutory auditors have confirmed that they satisfy the independence criteria required under Companies Act, 2013 and the Code of ethics issued by Institute of Chartered Accountants of India.

Pursuant to Section 141 of the Companies Act, 2013, the Auditors have represented that they are not disqualified and continue to be eligible to act as the Auditor of the Company.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 07th May 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM. The Statutory Auditors were granted leave of absence from attending the last AGM.

29. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, the Company has mechanism for prevention of sexual harassment and to ensure a free and fair enquiry process with clear timelines for resolution. All employees (permanent, contractual, temporary, trainees) are covered under this mechanism. To build awareness, the Company has been conducting online training programs on a periodic basis. There are no sexual harassment complaints/cases been filed/ received during the financial year.

The following is a summary of sexual harassment complaints received and disposed of during the year and complaints pending for more than 90 days:

(a) Number of complaints received during the year - NIL
(b) Number of complaints disposed off during the year – NIL
(c) Number of complaints pending for more than 90 days - NIL

30. COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961

The Company has complied with the provision of Maternity Benefits Act, 1961 during the year under review.

31. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

32. DISCLOSURE ON MAINTENANCE OF COST RECORDS

Pursuant to Section 148 of the Companies Act, 2013 and Rules framed thereunder, the Company is not required to maintain its cost records during the year and hence the said provision is not applicable.

33. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

During the financial year under review, the company does not have any subsidiary company, associate company and joint venture company.

34. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS PERFORMANCE AND THAT OF ITS COMMITTEE AND INDIVIDUAL DIRECTORS

Being a private limited company, this clause is not applicable to the Company.

35. SECRETARIAL AUDIT REPORT

The Company being a private limited company, and does not meet the prescribed criteria as such, secretarial audit report is not applicable.

36. SECRETARIAL STANDARDS

The Company has complied with the secretarial standards as notified by the Institute of Company Secretaries of India and to the extent applicable to the Company.

37. DEMOGRAPHIC DETAILS OF THE EMPLOYEES OF THE COMPANY

The Company is having total of 74 employees as on the financial year ended 31st March 2026 with demographic details of such employees as follows:

Particulars	Count
Number of Male Employees	56 Nos.
Number of Female Employees	18 Nos.
Number of Transgender Employees	NIL
Total	74 Nos.*

**The employee count stated above includes only individuals on the Company's payroll and excludes contractual employees.*

38. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the financial year, the Company has not filed any application nor any proceedings are pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016). Hence, the same is not applicable on the Company.

39. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the period under review, the Company has not undertaken any one-time settlement and nor has taken any loan from the banks or financial institutions therefore the applicability of obtaining valuation is not applicable on the Company.

40. ACKNOWLEDGEMENTS

Your directors record their sincere appreciation of the hard work, dedication and continued cooperation of all the employees, who have contributed to the continuous growth and consequent performance of the Company. Your directors wish to place on record their sincere thanks to bankers, business associates, consultants, and various government authorities for their continued support extended to your Company's activities during the financial year. Your directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

By order of the Board
For **HellermannTyton Private Limited**

Nishant Sharma
Director
DIN: 07009033
Address: C1-2005, Prateek Grand City, Siddharth Vihar, Ghaziabad, Uttar Pradesh – 201009

Date: 19th August 2026
Place: Chennai

Sakthivel Rajadeva Naveenraj
Director
DIN: 11010013
Address: 6/10, Baroda, 1st Street, West Mambalam, Chennai, Tamil Nadu 600033

Date: 19th August 2026
Place: Chennai

HellermannTyton Pvt Ltd
Corp. Office –Smartworks Cyber Park, Tower D, 3rd Floor, C-28 & 29, C Block, Phase 2, Industrial Area, Sector 62, Noida, Uttar Pradesh 201301
Registered Office – 602, Kanchenjungha building, 18, Barakhamba Road, New Delhi, Delhi – 110001.
Tel: (+91)-0120-4133384, Email : cservice@hellermanntyton.co.in Website : www.HellermannTyton.co.in CIN : U74120DL2012PTC353639

Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Board's Report

A. Conservation of Energy-

1. the steps taken or impact on conservation of energy: **Refer Note-1 below**
2. the steps taken by the Company for utilizing alternate sources of energy: **Refer Note-1 below**
3. the capital investment on energy conservation equipment's: **Refer Note-1 below**

B. Technology absorption-

1. the efforts made towards technology absorption: **Refer Note-2 below**
2. the benefits derived like product improvement, cost reduction, product development or import substitution: **Refer Note-2 below**
3. in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): **Refer Note-2 below**
4. the expenditure incurred on Research and Development: **Refer Note-2 below**

C. Foreign exchange earnings and outgo:

The total Foreign Exchange Inflow and Outflow during the year was as follows:

(figures in INR'000)

Particulars	**Financial Year 2025-26**	**Financial year 2024-25**
Purchase of Goods (a)	12,01,931	8,87,381
Re-imbursement of expense (b)	2,093	2,088
Purchase of Capital Goods (c)	1,07,657	12,488
Export of Goods (d)	NIL	1,940
Net flow (a+b+c-d)	**13,11,681**	**9,03,897**

Note: -

1. Abundant care and attention have been exercised in order to minimize the consumption of fuel and power by complying with the government regulations and emission standards that encourage fuel efficiency.

2. As of now, the Company's operations do not require the implementation of any technological advancements beyond the essential trading techniques central to its core business activities. Furthermore, the Company has not incurred any expenditure on research and development.

By order of the Board
For **HellermannTyton Private Limited**

HellermannTyton Pvt. Ltd.

R.S. Naveenraj

HellermannTyton Pvt. Ltd.

Nishant Sharma
Director
DIN: 07009033
Address: C1-2005, Prateek Grand City, Siddharth Vihar, Ghaziabad, Uttar Pradesh – 201009

Date: 19th August 2026
Place: Chennai

Sakthivel Rajadeva Naveenraj
Director
DIN: 11010013
Address: 6/10, Baroda, 1st Street, West Mambalam, Chennai, Tamil Nadu 600033

Date: 19th August 2026
Place: Chennai

HellermannTyton
www.HellermannTyton.co.in

Annexure – 2

Form No. 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)

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

a) Name(s) of the related party and nature of relationship	NA
b) Nature of contracts /arrangements /transactions	NA
c) Duration of the contracts / arrangements/ transactions	NA
d) Salient terms of the contracts or arrangements or transactions including the value, if any	NA
e) Justification for entering into such contracts or arrangements or transactions	NA
f) Date(s) of approval by the Board	NA
g) Amount paid as advances, if any	NA
h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA

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

a) Name(s) of the related party and nature of relationship	NA
b) Nature of contracts /arrangements /transactions	NA
c) Duration of the contracts / arrangements/ transactions	NA
d) Salient terms of the contracts or arrangements or transactions including the value, if any	NA
e) Date(s) of approval by the Board	NA
f) Amount paid as advances, if any	NA

By order of the Board
For **HellermannTyton Private Limited**

HellermannTyton Pvt. Ltd. ★

R.S. Naveenraj

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