

March 11, 2024

BSE Limited

Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G- Block
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

BSE Scrip Code: 509675

Through: BSE Listing Center

NSE Symbol: HIL

Through: NSE Digital Portal

Sub: Disclosure in terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”).

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations and read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (“**SEBI Circular**”), we wish to inform you that the Board of Directors of the Company at its meeting held on March 11, 2024 considered and approved the acquisition of 100% equity share capital of Crestia Polytech Private Limited along with four other entities, namely, Topline Industries Private Limited, Aditya Polytechnic Private Limited, Sainath Polymers (upon conversion as mentioned below) and Aditya Industries (upon conversion as mentioned below) at an aggregate enterprise value of INR 265 crore on cash free and debt free basis to strengthen Company’s Pipes and Fittings business in Eastern India.

In this regard, the Board approved the following:

- (i) infusing subscription amount of up to INR 70,00,00,000 (Indian Rupees Seventy crore) (“**Subscription Amount**”), by the Company for subscribing to such number of equity shares to be issued and allotted by Crestia Polytech Private Limited (“**Crestia**”), as per the terms of the Share Subscription and Purchase Agreement to be entered into by the Company with Crestia and its existing shareholders (“**Sellers**”) (“**Share Subscription and Purchase Agreement**”);
- (ii) using a part of the Subscription Amount infused into Crestia for the purpose of Crestia acquiring the entire shareholding of Topline Industries Private Limited, Aditya Polytechnic Private Limited, Sainath Polymers (upon conversion as mentioned below) and Aditya Industries (upon conversion as mentioned below) (“**Group Entities**”) for an aggregate consideration of up to INR 38,00,00,000 (Indian Rupees Thirty Eight crore), thereby making the Group Entities wholly owned subsidiaries of Crestia;
- (iii) purchasing the balance equity shareholding (on a fully diluted basis) of Crestia, for an aggregate consideration of up to INR 90,00,00,000 (Indian Rupees Ninety crore), subject to certain net working capital and other adjustments (upward or downward), as per the terms and conditions of the Share Subscription and Purchase Agreement to be executed between the Company, the Sellers and Crestia, thereby making Crestia a direct wholly owned subsidiary of the Company and the Group Entities step down wholly owned subsidiaries of the Company;

subject to fulfilment of conditions precedent as agreed between the parties and receipt of relevant approvals / consents (transaction steps listed in (i), (ii) and (iii) above collectively being referred to as the “**Proposed Transaction**”)

- (iv) execution, delivery, and performance of the (a) Share Subscription and Purchase Agreement; and (b) any other documents that may be required to be executed for the purpose of the giving effect to the Proposed Transaction, including any amendments, restatements and addendums thereto.

The completion of this acquisition is contingent upon the fulfillment of various conditions precedent as agreed between the parties and receipt of relevant approvals / consents as specified in the Share Subscription and Purchase Agreement (“**SSPA**”).

In this connection, the Company has pursuant to the authority granted by the Board as aforesaid, executed the Share Subscription and Purchase Agreement. Please find attached the detailed disclosure as required under Regulation 30 of the SEBI Listing Regulations read with the SEBI Circular in ‘**Annexure A**’ and the press release being issued by the Company.

You are requested to take the above information on records.

Yours faithfully,
For **HIL Limited**

Nidhi Bisaria
Company Secretary & Compliance Officer
Membership No. F5634

Encl.: As above

Annexure A

Disclosure under sub-para (1) (i.e. Acquisition(s) (including agreement to acquire)) of Para A of Part A of Schedule III to the Regulation 30 of the SEBI Listing Regulations

S. No.	Particulars	Description
1.	Name of target entity, details in brief such as size, turnover, etc.	<p>The target entity that is being acquired directly is Crestia Polytech Private Limited ("Crestia").</p> <p>The target entities that are being acquired indirectly are Topline Industries Private Limited, Aditya Polytechnic Private Limited, Sainath Polymers and Aditya Industries ("Group Entities"). Out of part of the funds infused into Crestia by the Company, Crestia will acquire the entire equity shareholding of the Group Entities from their respective existing shareholders.</p> <p>Sainath Polymers and Aditya Industries are currently partnership firms. They are required to be converted into private limited companies as a condition precedent to the proposed acquisition, after which their shares will be acquired by Crestia out of part of the primary funds infused into Crestia by the Company as mentioned above.</p> <p>The turnover of each of the target entities is as follows:</p> <p><u>Crestia Polytech Private Limited:</u> As of 31 December 2023 (unaudited): INR 174 crore</p> <p><u>Topline Industries Private Limited:</u> As of 31 December 2023 (unaudited): INR 272 crore</p> <p><u>Aditya Polytechnic Private Limited:</u> As of 31 December 2023 (unaudited): INR 32 crore</p> <p><u>Sainath Polymers:</u> As of 31 December 2023 (unaudited): INR 22 crore</p> <p><u>Aditya Industries:</u> As of 31 December 2023 (unaudited): INR 96 crore</p> <p><u>Consolidated Turnover of the target entities (i.e. Crestia and the Group Entities):</u> As of 31 December 2023 (unaudited): INR 265 crore</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in	<p>The proposed acquisition does not fall within the purview of related party transaction(s) and no promoter / promoter group / group companies of HIL Limited (HIL) have any interest in the target entities being acquired.</p>

	the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”	
3.	Industry to which the entity being acquired belongs	The target entities belong to manufacturing and distribution of pipes and fittings (CPVC, UPVC, SWR, HDPE, MDPE, Agri, Electro Fusion fittings, Casing, etc.) and water tanks (Roto tank, Blow tank, etc.) industry.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>(i) With the proposed acquisition, HIL will have additional capacity of ~83,500 MTPA in East India to cater the eastern states of India and customer access along with government approvals to HIL in relevant products and geographic segments.</p> <p>(ii) The acquisition offers an attractive geographical advantage with growth potential, logistics advantage and upcoming manufacturing hub.</p> <p>(iii) This will help HIL to enter into new product segments including HDPE pipes and fittings, electro fusion fittings and water tanks.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition	No governmental or regulatory approvals are required for the acquisition.
6.	Indicative time period for completion of the acquisition	Subject to fulfilment of customary condition precedents as agreed between the parties, the proposed acquisition is expected to complete in 4 to 6 weeks, approximately.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration.
8.	Cost of acquisition or the price at which the shares are acquired	<p>Total consideration for acquisition of 100% (One Hundred percent) of Crestia is up to INR 160,00,00,000 (Indian Rupees One Hundred Sixty crore) which is subject to net working capital and other adjustments that are mutually agreed between the parties to the transaction.</p> <p>The break-up of the total consideration for Crestia is as follows:</p> <p>Crestia Polytech Private Limited: (a) up to INR 70,00,00,000 (Indian Rupees Seventy crore) towards primary infusion for subscription to equity shares of Crestia representing such number of equity shares to be issued and allotted by Crestia as per the terms of the Share Subscription and Purchase Agreement; and (b) up to INR 90,00,00,000 (Indian Rupees Ninety crore) towards secondary purchase of balance equity shares of Crestia from its existing shareholders.</p>

		Out of the aforesaid amount of primary infusion, a part amount will be utilised by Crestia Polytech Private Limited for acquisition of 100% of shareholding of Topline Industries Private Limited, Aditya Polytechnic Private Limited, Sainath Polymers (upon conversion to a private limited company) and Aditya Industries (upon conversion to a private limited company).
9.	Percentage of shareholding / control acquired and / or number of shares acquired	<p>Pursuant to the proposed transaction, HIL will acquire 100% of the equity share capital of Crestia Polytech Private Limited directly.</p> <p>Through Crestia, HIL will indirectly acquire 100% of the equity share capital of Topline Industries Private Limited, Aditya Polytechnic Private Limited, Sainath Polymers and Aditya Industries, whereby these entities will become direct wholly owned subsidiaries of Crestia and become step-down wholly owned subsidiaries of HIL.</p> <p>Sainath Polymers and Aditya Industries are currently partnership firms. They are required to be converted into private limited companies as a condition precedent to the proposed acquisition, after which their shares will be acquired by Crestia out of the primary funds infused by HIL.</p>
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p><u>Crestia Polytech Private Limited (“Crestia”)</u> Crestia was incorporated in the year 2013. Crestia is engaged in the business of manufacturing and trading of HDPE and PVC pipes, tanks, containers, fittings, filters, injection and moulding items. Turnover of Crestia for the last 3 (three) financial years is:</p> <p>2021: INR 100 crore 2022: INR 166 crore 2023: INR 169 crore</p> <p><u>Topline Industries Private Limited (“Topline”)</u> Topline was incorporated in the year 2020. Topline is engaged in the business of marketing, sales and distribution of PVC pipes, fittings and water tanks and is a wholesaler and dealer of UPVC pipes, fittings and tanks across 14 states in India. Turnover of Topline for the last 3 (three) financial years is:</p> <p>2021: INR 150 crore 2022: INR 237 crore 2023: INR 221 crore</p>

	<p><u>Aditya Polytechnic Private Limited (“AAPL”):</u> APPL was incorporated in the year 2015. APPL is engaged is the business of manufacturing and trading of PVC pipes, water storage tanks, injection moulding items and other PVC products/ items. Turnover of APPL for the last 3 (three) financial years is:</p> <p>2021: INR 69 crore 2022: INR 121 crore 2023: INR 30 crore</p> <p><u>Sainath Polymers (“Sainath”):</u> Sainath was formed in the year 2021. Sainath is engaged is the business of manufacturing fittings such as CPVC, UPVC, Agri etc. Turnover of Sainath for the last 3 (three) financial years is:</p> <p>2021: INR 2 crore 2022: INR 15 crore 2023: INR 41 crore</p> <p><u>Aditya Industries:</u> Aditya Industries was incorporated in the year 2020. Aditya Industries is engaged in the business of manufacturing of pipes such as HDPE, MDPE, etc. Turnover of Aditya Industries for the last 3 (three) financial years is:</p> <p>2021: INR 14 crore 2022: INR 28 crore 2023: INR 35 crore</p> <p>Consolidated Revenue of target entities for the last 3 (three) financial years is:</p> <p>2021: INR 177 crore 2022: INR 244 crore 2023: INR 221 crore</p> <p>All the target entities are headquartered in Patna, Bihar, India.</p>
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HIL to acquire Topline, for ₹ 265 crores

The Strategic move signals a strong commitment to scale the company's Pipes & Fittings business.

New Delhi, 11th March 2024 - HIL Ltd, a part of the USD 2.9 billion CK Birla Group, has signed an agreement with Crestia Polytech for the acquisition of Topline, a popular brand of pipes and fittings in Eastern India along with Crestia's four wholly owned subsidiaries Topline Industries, Aditya Polytechnic, Aditya Industries and Sainath Polymers for ₹265 crores. Crestia and its subsidiaries, with an estimated turnover of ₹ 330 crore in FY 24, are strong players in the pipes, fittings and water tank sector with three flagship brands: Topline, Rockwell, and Soniplast.

This acquisition is a significant step towards HIL's commitment to further accelerate its fast-growing Pipes & Fittings business in the estimated ₹55,000 crore Indian PVC Pipes & Fittings market. With a complementary portfolio of products, technologies and market footprint, it will also help to significantly scale HIL's production capacity and nearly double its revenue.

Commenting on the acquisition, **Avanti Birla** said, "The agreement to acquire Topline perfectly aligns with our ambition, and is part of our growth strategy for the Pipes & Fittings business at HIL. The combined synergies of the two organisations will broaden the product portfolio, manufacturing capacity and market reach for us. Our ambition is to be five times our current size in this category by 2026.

The acquisition offers immense growth potential. It not only doubles our revenue but also immediately enhances our production capacity three-fold, especially in the strategically important Eastern region. We also gain access to Topline's significant channel presence across 15 states, with the East being a stronghold.

Significant government and private investments expected across infrastructure, construction, real estate and agriculture sectors ensures a place for HIL in a fast paced transformation journey. We are committed to delivering exceptional products and services to our customers."

Akshat Seth, Managing Director and CEO of HIL said, "The unique capabilities of Topline perfectly complement HIL's portfolio and opens new product segments and markets for us.

This acquisition will enable our entry into large segments such as high-density polyethylene (HDPE), medium density polyethylene (MDPE) and Water tanks. In fact, we will nearly double our SKU offerings. Access to patented technologies in Electrofusion fittings and Water tanks will position us among the top tier players. This also enhances HIL's presence in significant government projects and secures JJM (Jal Jeevan Mission) approval across 12 states. We will now be able to serve customers in sectors such as Agriculture, Telecom and Natural Gas.

We congratulate the founders of Topline, Pawan Kumar Palriwal and Dushyant Palriwal for having built a strong brand, an innovative portfolio of products and a state-of-the-art manufacturing facility. HIL will continue to draw upon their strong research, technology, and market expertise to take the brand to even greater heights.”

HIL is a leading manufacturer of sustainable home and building materials, and for the last 76 years has been known for its trusted brands and innovative high-quality products. With its German subsidiary Parador, HIL has manufacturing footprint across 25 locations in India and Europe, and serves customers in more than 80 countries worldwide.

In recent years, HIL has built a strong presence in the Pipes & Fittings segment in India under the brand name of Birla HIL. With its patented TruFit technology and several product innovations in the Chlorinated Polyvinyl Chloride (CPVC), Unplasticized Polyvinyl Chloride (UPVC), SWR, Underground Drainage System Pipe Rings (UGDS), Foamcore & Silent piping systems, Birla HIL has become a partner of choice for customers across domestic, commercial and infrastructure sectors.

For media inquiries or further information, please contact:

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About HIL Limited

Established in 1946, HIL Limited is a flagship company of the \$2.9bn CK Birla Group. The company offers comprehensive home and building material solutions, and has achieved market leadership by developing and marketing the most sustainable and relevant products which are future ready, high quality and have innovation at its core.

HIL has 5 major brands: Charminar, Charminar Fortune, Birla Aerocon, Birla HIL and the German flooring brand, Parador. The company boasts of 25 state-of-the art manufacturing facilities in India, Germany and Austria.

It is committed to innovation through dynamic R&D facilities in India and Germany with a focus on offering novel solutions to consumers' ever changing needs, and most importantly on developing an environment friendly green product portfolio. Given its strong emphasis on customer centricity, HIL Limited also ensures a widespread reach through an extensive sales and distribution network spread across India and more than 80 countries globally.

Its strengths are truly its employees, loyal dealers and satisfied customers. HIL is also certified as a Great Place to Work® for five years in a row. The company has been a recipient of the Iconic Brand Award, Asia's Most Trusted Brand Award, Best Brand of the Year Award, India's Most Trusted Brand Award and has maintained the 'Super Brand' status multiple times.

<https://hil.in/>

About the CK Birla Group

The CK Birla Group, with a revenue of USD 2.9 billion, is an Indian multinational conglomerate. With over 35,000 employees, the group operates 49 manufacturing facilities across India and internationally, with a presence in diverse sectors, including technology, automotive, home and building and healthcare.

The companies share a common ambition of serving customers, partners and communities to create long term value through trust based relationships and philanthropy. The Trusts and Foundations established by the family over the last seven decades, actively support social development and healthcare advancements, through the promotion of science, technology, education, art and culture.

The CK Birla Group companies include Birlasoft Limited, HIL Limited, Orient Electric Limited, CK Birla Healthcare Private Limited which operates CK Birla Hospitals and Birla Fertility & IVF, GMMCO Limited, National Engineering Industries Limited (manufacturer of NBC Bearings), Orient Cement Limited, Orient Paper & Industries Limited, AVTEC Limited, and Neosym Industries.