Tube Investments of India Limited
Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India
Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404
Website: www.tiindia.com CIN: L35100TN2008PLC069496

INDIA

7th July 2022

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, Block G,
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P J Towers
Dalal Street, Fort
Mumbai – 500 820

Dear Sirs,

Annual General Meeting 2022 - Updates – ISIN INE974X01010

We write to inform that in connection with **the Company's 14h Annual General Meeting (14th AGM) convened to be held on Tuesday, 2nd August 2022 at 3.30 P.M. IST as an Electronic AGM (e-AGM) through Video Conferencing (VC)**, in compliance with the various General Circulars issued by the Ministry of Corporate Affairs, the applicable provisions of the Companies Act, 2013 (the Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), we attach herewith electronic/soft copies of the Notice of the 14th AGM and the Annual Report of the Company for FY 2021-22, simultaneously along with sending of the soft copies of the same today viz., 7th July 2022 to all the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes (including to those who have requested for hard copies). Consequent to the exemptions provided, no physical/hard copies of the above has been or will be sent unless requested.

The Company is also facilitating shareholders who have not registered their e-mail address, to register their e-mail address with the Registrar & Transfer Agent, KFin Technologies Limited (RTA) by writing to the e-mail address of the RTA at einward.ris@kfintech.com providing their details or to log in directly to the RTA website link and register their e-mail address at https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx. Details with regard to the registration facility available to shareholders who have not registered their e-mail address to register the same are furnished in the Notice of the 14th AGM.

As indicated in the Notice of the 14th AGM, pursuant to the requirements of the Act and the Rules thereunder and the SEBI Listing Regulations, the Company will be offering electronic voting ("e-voting") facility to its shareholders through the remote e-voting platform of M/s. National Securities Depository Ltd. (NSDL) to enable the shareholders to cast their votes electronically on all the resolutions forming part of the Notice of the 14th AGM. **The remote e-voting period will commence on Friday, 29th July, 2022 (9.00 a.m. IST) and end on Monday, 1st August 2022 (5.00 p.m. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date - Wednesday, 27th July, 2022, may cast their vote by remote e-voting. Further, in accordance with SEBI's circular ref. no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, Members (individuals holding shares in demat mode) can also avail the remote e-voting facility by using a single log in credential on the websites of the Depositories/Depository Participants (DPs). Necessary details with regard to e-voting are provided in the Notice of the 14th AGM.

murugappa

INDIA

Further, the Company has appointed M/s National Securities Depository Limited (NSDL) to provide Video Conferencing facility for conduct of the 14th AGM as an e-AGM. Members can attend the e-AGM through the same login/user id and password credentials provided to them for e-voting to connect to the Video Conferencing facility and also to do electronic voting in the e-AGM in case they have not voted through remote e-voting. Details with regard to the conduct of the 14th AGM as an e-AGM are provided in the Notice of the 14th AGM.

We request you to kindly take the above on your records.

Yours faithfully,
For TUBE INVESTMENTS OF INDIA LIMITED

S SURESH
COMPANY SECRETARY

Encl: Notice of the 14th AGM &
Annual Report for FY 2021-22

TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35100TN2008PLC069496)

Registered Office: "Dare House", 234, N S C Bose Road, Chennai 600 001.

Website: www.tiindia.com E-mail id: investorservices@tii.murugappa.com

Phone: 044-42177770-5 – Fax: 044-42110404

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the FOURTEENTH ANNUAL GENERAL MEETING of the Members of Tube Investments of India Limited will be held on **Tuesday, the 2nd August 2022 at 3.30 P.M.** through Video Conferencing (VC) or through other permitted audio-visual means (OAVM) to transact the following business (hereinafter referred to as "e-AGM"):

ORDINARY BUSINESS

1. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

   RESOLVED that the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted.

2. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

   RESOLVED that the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the Report of the Auditors thereon, be and are hereby received and adopted.

3. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

   RESOLVED that out of the profits of the Company for the financial year ended 31st March 2022, a final dividend at the rate of ₹1.50/- (Rupee One and fifty paise only) per share on the equity share capital of the Company, as recommended by the Board of Directors, be and the same is hereby declared for the financial year 2021-22 and that the said dividend be paid to those Members whose names appear on the Register of Members as on 21st July 2022 or their mandates in case the shares are held in physical form, thus making a total dividend of ₹3.50 per equity share of ₹1/- each for the financial year including the interim dividend of ₹2/- per share already paid, which is hereby confirmed.

   RESOLVED FURTHER that in respect of shares held in electronic form, the dividend be paid to the beneficial holders of the dematerialised shares as on 21st July 2022 as per details furnished by the depositories for this purpose.

4. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

   RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K R Srinivasan, President & Whole-time Director (holding DIN 08215289), who retires by rotation to comply with the provisions of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company.

5. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

   RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Messrs. S R Batliboi & Associates (LLP Identity no. AAB-4295), Chartered Accountants (Firm registration no.101049W/E300004) be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 14th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company, for carrying out the statutory audit of the Standalone and Consolidated Financial Statements of the Company, on an aggregate remuneration of ₹57 lakhs for the financial years 2022-23 and 2023-24 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the said audit and for the financial years 2024-25 and 2025-26, on such remuneration as may be determined by the Board of Directors, on the recommendations of the Audit Committee.

SPECIAL BUSINESS

6. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

   RESOLVED that pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and/or other applicable Rules [including any statutory modification(s) or re-enactment thereof for the time being in force], Regulation 17(6)(ca) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the Company be and is hereby accorded, on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, for payment of a commission of ₹2 Crores to Mr. M A M Arunachalam (holding DIN 00202958) for the financial year 2021-22 in respect of his term as the non-executive Chairman of the Board of Directors up to 31st March 2022.

RESOLVED FURTHER that the Board of Directors of the Company (which includes a duly constituted Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

7. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration to M/s. S Mahadevan & Co., Cost Accountants (holding Registration No.000007) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23, amounting to ₹3 Lakhs (Rupees Three Lakhs only) in addition to reimbursement of out-of-pocket expenses incurred in connection with the said audit but excluding taxes, as may be applicable, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

By Order of the Board

Chennai **S Suresh**

12th May 2022 Company Secretary

NOTES:

(a) Convening of Annual General Meeting through Video Conferencing/other Audio-Visual Means facility:

Pursuant to General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021 and 8th December 2021 respectively, and also, the General Circular No.02/2021 dated 13th January 2021 issued in continuation thereof by the Ministry of Corporate Affairs (hereinafter collectively referred as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and also Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 in continuation thereof issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("Act'') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual General Meeting ("e-AGM" or "AGM" or "Meeting") of the Company convened is being conducted through Video Conferencing ("VC")/other Audio Visual Means ("OAVM") facility, which does not require physical presence of the Members of the Company ("Members") at a common venue. Hence, the Members are requested to attend and participate at the ensuing e-AGM through VC/OAVM facility being provided by the Company through National Securities Depository Limited ("NSDL").

The deemed venue for the e-AGM shall be the registered office of the Company.

(b) Quorum:

The attendance of the Members attending the e-AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

The Members can join the e-AGM in the VC/OAVM mode 30 (thirty) minutes before the scheduled time of the commencement of the e-AGM. The Company may close the window for joining the VC/OAVM facility 15 (fifteen) minutes after the scheduled time to start the e-AGM. The facility of participation at the e-AGM through VC/OAVM will be made available for 1,000 (one thousand) Members on first-come-first-served basis. This will not include large shareholders (shareholders holding 2% (two per cent) or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors of the Company, who are allowed to attend the e-AGM without restriction on account of first-come-first served basis.

(c) Proxy(ies):

Pursuant to the provisions of the Act, a Member entitled to attend and vote at an AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the proxy form and attendance slip are not annexed to this Notice.

(d) Explanatory Statement:

An explanatory statement as per Section 102 of the Act in respect of the business under Item Nos. 6 & 7 of this Notice, proposed to be transacted at the e-AGM, is annexed to this Notice.

(e) Corporate Representations:

Pursuant to the provisions of Section 113 of the Act, body corporate Members who intend their authorised representative(s) to attend the e-AGM are requested to send, to the Company, a certified copy of the resolution of its board of directors or other governing body, authorizing such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend the e-AGM through VC/OAVM facility and participate thereat and cast their votes through e-voting. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in

(f) Queries:

Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at investorservices@tii.murugappa.com. Questions/queries received by the Company till 5.00 p.m. (IST) on 28th July 2022 shall only be considered and responded during the e-AGM.

Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending an e-mail to investorservices@tii.murugappa.com any time before 5.00 p.m. (IST) on 28th July 2022, mentioning their name, demat account number/folio number, e-mail id and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

(g) Dispatch of Notice through electronic means and inspection of documents:

In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the Notice of AGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular, electronic copy of the Notice of the e-AGM of the Company is being sent to all the Members whose e-mail address are registered with the Company/RTA (defined below)/ depository participant(s).

The Members may also note that the Notice of the e-AGM will also be available on the Company's website www.tiindia.com and on the website of Stock Exchanges (where the shares of the Company are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and also on the website of NSDL www.evoting.nsdl.com for download. Members may note that relevant documents referred in the Notice shall be made available at the registered office of the Company during business hours (9.30 a.m. to 5.30 p.m.) on all working days up to the date of the AGM, in accordance with applicable statutory requirement based on request received by the Company for inspection at investorservices@tii.murugappa.com. The relevant document(s)/registers for inspection during the AGM will be made available electronically.

For Members who have not received the Notice due to change/non-registration of their e-mail address with the Company/RTA (defined below)/depository participants, they may request, for the Notice, by sending an e-mail at evoting@nsdl.co.in. Post receipt of such request and verification of records of the Members, the Members would be provided soft copy of the Notice and the Annual Report. It is clarified that for registration of e-mail address, the shareholders are however requested to follow due procedure for registering their e-mail address with the Company/RTA (defined below) in respect of physical holdings and with the depository participants in respect of electronic holdings. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their depository participants/RTA (defined below)/Company to enable servicing of notices/documents/annual reports electronically to their e-mail address.

The Members who have not received any communication regarding this e-AGM for any reason whatsoever, and are eligible for vote are also entitled to vote and may obtain the User ID and password or instructions for remote e-voting by contacting NSDL between 9:00 a.m. IST to 5:00 p.m. IST on all working days, except Saturday and Sunday at evoting@nsdl.co.in

Any person holding shares in physical form and non-individual shareholders, who acquire(s) shares of the Company and become(s) Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. 27th July 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no.1800 1020 990 and 1800 22 44 30. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 27th July 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

(h) Scrutinizer:

The Board of Directors, at its meeting held on 12th May 2022, has appointed Mr. R Sridharan (FCS 4775) of M/s. R Sridharan & Associates, Practising Company Secretaries (C.P. No.3239), as the "Scrutinizer" to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.

The Scrutinizer will submit his report to the Executive Chairman of the Company after completion of the scrutiny of the remote e-voting and e-voting at the e-AGM. The results will be announced by the Executive Chairman of the Company or the Managing Director or any Director of the Company as may be authorised by the Executive Chairman of the Company within two working days from the conclusion of the AGM and will be posted on the Company's website viz. www.tiindia.com and will also be posted on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchanges where the securities of the Company are listed.

(i) Electronic voting:

In compliance with provisions of Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations and Secretarial Standard – 2, the Company is providing remote e-voting facility to enable Members to cast their votes electronically on the matters included in this Notice. For this purpose, the Company has engaged the services of NSDL to provide e-voting facility to enable the Members to cast their votes electronically. The facility of casting votes by a Member using remote e-voting system as well as e-voting at the e-AGM will be provided by NSDL. Members are requested to follow the procedure as stated in the instructions of this Notice for casting of votes electronically.

The cut-off date for determining the Members eligible to vote on resolutions proposed to be considered at the meeting is Wednesday, 27th July 2022. The remote e-voting period will commence on Friday, 29th July 2022 at 9:00 a.m. (IST) and end on Monday, 1st August 2022 at 5:00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter.

The resolutions will be deemed to have been passed on the date of the meeting, if approved by the requisite majority.

Only those Members whose names are appearing on the 'Register of Members'/'List of Beneficial Owners' of the Company as on the cut-off date, shall be entitled to cast their vote through remote e-voting or voting through VC/OAVM at the e-AGM, as the case may be. A person who is not a Member on the cut-off date should treat this Notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at AGM will not be considered. Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.

(j) Voting Rights:

Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the cut-off date being Wednesday, 27th July 2022.

(k) Route Map:

In view of the relaxations provided by the MCA and SEBI, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members in terms of MCA and SEBI Circulars. Hence, the route map is not annexed to this Notice.

(l) Dematerialization of Shares:

Attention is drawn to Regulation 40 of the SEBI Listing Regulations which has mandated that transfer of securities would be carried out only in dematerialized form.

Members are therefore requested to dematerialize their physical holdings. For any clarification, assistance or information relating to dematerialization of Company's shares, please contact the Registrar & Share Transfer Agents ("RTA") of the Company viz., M/s. KFin Technologies Limited (formerly, M/s. KFin Technologies Private Limited), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 at Tel No.040-6716 2222 or e-mail at einward.ris@kfintech.com

(m) Tax Deducted at Source for dividend:

If the final dividend, as recommended by Board of Directors, is approved by the shareholders, payment of dividend will be subject to deduction of tax at source.

In terms of the Income Tax Act, 1961 ("the Act"), as amended by the Finance Act, 2020, dividend income is taxable in the hands of members effective 1st April 2020 and therefore, the Company is required to deduct tax at source (TDS) at the prescribed rates on dividend payable to members.

In the absence of details of valid Permanent Account Number (PAN) of any member, the Company will have to deduct tax at a higher rate as prescribed under the Act.

Members holding shares in electronic form are requested to submit their PAN details to their Depository Participant with whom they maintain their demat accounts and members holding physical shares are requested to submit their PAN details to our RTA mentioned in point (l) above.

Members not liable to pay income tax are also requested to submit necessary declaration viz., Form 15G, 15H etc. as may be applicable in their case, to avail the benefit of non-deduction of tax at source to investorservices@tii.murugappa.com on or before 9th August 2022.

In terms of the amendment by the Finance Act, 2021, to the Act, a new section 206AB has been introduced mandating higher rate of deduction in case of non-filers with respect to tax deductions. Accordingly, the Company will be using the new functionality, "Compliance Check for Sections 206AB and 206CCA" provided by the Central Board of Direct Taxes through reporting portal of Income Tax Department. In case of non-filers as per the report available under the new functionality, tax will be deducted at twice the prescribed rate or 5% whichever is higher.

Detailed instructions for the reference of Members for remote e-voting and joining the Annual General Meeting of the Company through Video Conferencing are given at the end of this Notice. Members are requested to refer to the same.

ANNEXURE TO THE NOTICE

Details of the Director seeking re-appointment at the 14th Annual General Meeting vide Item no.4 of the Notice dated 12th May 2022

[Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The resume of Mr. K R Srinivasan, in brief and other details are provided below for the consideration of the Members:

Mr. K R Srinivasan

Mr. K R Srinivasan (59 years; holding DIN 08215289) is the President of TI Metal Formed Products Division of the Company. He is a Mechanical Engineering graduate with Honors from the Regional Engineering College (REC), Trichy and a postgraduate in Business Administration from the University of Madras. He is a Fulbright Fellow in Leadership in Management from the Carnegie Mellon University, Pittsburgh, USA. He has over two and a half decades of experience in various functions viz., sales, marketing, application engineering, product management, manufacturing and other plant operations, process re-engineering, project management and information technology. He joined the Board on 11th November 2020.

Mr. K R Srinivasan does not hold directorship in any other companies. He is a member of the Corporate Social Responsibility Committee and the Risk Management Committee of the Company, which are committees of the Board.

Mr. K R Srinivasan holds 62,182 equity shares of the Company. He attended all the seven Board meetings held in financial year 2021-22.

The other details relating to Mr. K R Srinivasan pursuant to the Secretarial Standard-2 on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

Mr. K R Srinivasan is the President & Whole-time Director of the Company and holds the said office for a three-year term viz., 2020-23. As per the terms of his appointment, he is not liable to retire by rotation but, would do so, if required for the purpose of compliance with the requirement of Section 152(6) of the Companies Act, 2013. As the requirement has arisen presently, he is retiring at the ensuing Annual General Meeting. The Board, accordingly recommends his re-appointment as a Director for approval by the Members of the Company.

Mr. K R Srinivasan is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Except Mr. K R Srinivasan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution relating to his re-appointment as Director of the Company.

Re-appointment of Statutory Auditors for the second term from the conclusion of 14th Annual General Meeting till the conclusion of 18th Annual General Meeting vide Item no.5 of the Notice dated 12th May 2022

[Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Members of the Company at the 9th Annual General Meeting ("AGM") held on 6th November 2017, had approved the appointment of Messrs. S R Batliboi & Associates LLP ("SRB") (LLP Identity no. AAB-4295), Chartered Accountants (Firm registration no.101049W/E300004), as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 9th AGM until the conclusion of the 14th AGM.

As the term of the Statutory Auditors is valid only till the 14th AGM, it is proposed to re-appoint SRB as Statutory Auditors of the Company for a second term, to which they are eligible under the Act. They will be completing audit of the financials of the Company for a continuous period of ten years in FY 2025-26, if their appointment in the casual vacancy to do the statutory audit in FY 2016-17 is also reckoned. It is hence proposed to recommend a second term of four years only for re-appointment of the Statutory Auditors viz., from the conclusion of the 14th AGM to the conclusion of the 18th AGM.

The Board of Directors, at its meeting held on 12th May 2022, based on the recommendation of the Audit Committee, approved the re-appointment of SRB for the second term of four years to hold office from the conclusion of the 14th AGM till the conclusion of the 18th AGM, for an aggregate remuneration of ₹57 lakhs for the financial years 2022-23 and 2023-24 and proposed the same for approval of the members. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the statutory auditors under various regulations.

The Board of Directors based on recommendation of the Audit Committee shall approve the revision in the remuneration of the statutory auditors, for the balance part of the tenure, based on the performance review and any additional efforts on account of changes in regulations or management processes, business acquisitions, internal restructurings or other considerations.

SRB has, in the past five years, demonstrated all round capabilities in executing the Statutory audit and was involved in multiple complex activities including demerger, accounting for business combinations etc.. SRB has confirmed that they remain independent, as required by the relevant ethical /independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI, that are relevant to their audit of the standalone and consolidated financial statements under the provisions of the Act and the Rules made thereunder. They are not under a relationship that would be thought to influence their independence as auditors of the Company/Group.

SRB has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 and within the limit laid down under the Act. SRB has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

Based on the recommendation made by the Audit Committee, after assessing the performance of SRB and considering the experience and expertise of SRB, the Board recommends the re-appointment of SRB as Statutory Auditors for the second term of 4 years, as set out in the Resolution no. 5, for approval of the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Statement in respect of the Special Business under Item nos. 6 & 7 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 12th May 2022

Item no.6

As per Section 197 of the Companies Act, 2013 ("the Act"), the Company can pay remuneration to its Non-Executive Directors (NEDs) in the form of Commission on profits up to 1% of the net profits calculated in accordance with Section 198 of the Act. This is in addition to payment of Sitting Fees for attending meetings of the Board/Board Committees.

Remunerating the NEDs by way of Commission not exceeding 1% of the net profits of the Company for a period of 5 years from the financial years 2021-22 to 2025-26 has been approved by the Shareholders of the Company at their Thirteenth Annual General Meeting held on 13th August 2021.

The Company's policy on remuneration provides for the Commission to be distributed based on the attendance and contribution of the NEDs at the Board and certain Committee meetings as well as the time spent on operational matters other than at the meetings.

In view of the considerable additional time and efforts put in by Mr. M A M Arunachalam for the business affairs of the Company during the financial year 2021-22 as the non-executive Chairman up to 31st March 2022, the Board, on the recommendations of the Nomination and Remuneration Committee, has proposed that a higher remuneration by way of Commission be paid to him.

The Members may note in this regard that Mr. M A M Arunachalam played a significant role in actively guiding the Company which has business interests spanning multiple product segments, most of which are market leaders. Accordingly, in the financial year 2021-22, besides guiding the Company on governance matters, Mr. M A M Arunachalam has spent significant time in developing and forging business relationships for the Company and in other corporate affairs, identifying opportunities for business growth of the Company through expansions and acquisitions, representing the Company at various forums including interactions with the Government, providing right direction and momentum to the senior management team led by the Managing Director and actively promoting the interests of the Company.

Further, as already stated above, under the Act, the NEDs are permitted to be paid up to a maximum of ₹6.20 Crores for the financial year 2021-22, being 1% of the profits of the Company as calculated under the Act, by way of remuneration, whereas the proposed payment of Commission is limited to about ₹2.38 Crores only for all the NEDs together including Mr. M A M Arunachalam.

In view of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), whereby if the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, the approval of shareholders by means of special resolution is to be obtained.

Approval of the Members is hence sought for the Special Resolution under the applicable provisions of the Act and the Rules thereunder and the SEBI Listing Regulations for the proposed payment of remuneration by way of Commission as aforesaid, which is within the overall limits of the Act and the Rules thereunder. The same is also in accordance with the Remuneration Policy of the Company and is wholly justified considering the size of the Company, its creditable performance during the year after coming out of the COVID-19 impacted preceding financial year 2020-21, the additional time spent by Mr. M A M Arunachalam during the financial year 2021-22 on the Company's affairs and his contribution to the growth of the Company during the said financial year. The said payment is also reasonable compared to the prevailing practices in India for payment of remuneration to non-executive Chairmen.

The Board recommends the Special Resolution for approval by the Members of the Company.

Except Mr. M A M Arunachalam, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item no.7

In terms of the Companies (Cost Records and Audit) Rules, 2014, some of the products of the Company are covered under the requirement of conduct of audit of the cost records.

M/s. S Mahadevan & Associates (Firm no.000007) were appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditors to conduct an audit of the cost records in respect of the products of the Company covered under cost audit for the financial year 2022-23 on the remuneration payable to them as per details furnished under Item no.7 of the Notice of the Annual General Meeting.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends the Resolution for approval by the Shareholders of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

By Order of the Board

Chennai
S Suresh
12th May 2022
Company Secretary

THE DETAILED INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 29th July 2022 at 9:00 a.m. (IST) and ends on Monday, 1st August 2022 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 27th July 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 27th July 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Soni Singh, Assistant Manager at e-mail id - evoting@nsdl.co.in.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to investorservices@tii.murugappa.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorservices@tii.murugappa.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/ OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, e-mail id, mobile number at investorservices@tii.murugappa.com on or before 5 p.m. on 28th July 2022. The same will be replied by the Company suitably.

Notes:

Exploring New Frontiers

INDIA

TUBE INVESTMENTS OF INDIA LIMITED
ANNUAL REPORT 2021-22

CONTENTS

CORPORATE OVERVIEW

MANAGEMENT REPORTS

FINANCIAL STATEMENTS

Cautionary Statement

Certain expectations and projections regarding the future performance of the Company referenced in the Annual Report constitute forward-looking statements. These expectations and projections are based on currently available, competitive, financial and economic data, along with the Company's operating plans and are subject to certain future events and uncertainties, which could cause results to differ materially from those indicated by such statements.

2021-22

At TII, it was a year when we
tested our strength,
to surmount challenges,
building new capabilities,
crafting new efficiencies.

It was a year when we
trusted our ability
to navigate, stay on course,
in the midst of turbulence,
innovating,
inventing new methods,
honing new skills.

It was a year when we
forged ahead,
in search of white spaces,
greater possibilities,

Exploring
New Frontiers.

TII-OVERVIEW

Our Legacy

Tube Investments of India Limited (TII) is a flagship Company of the renowned Murugappa Group, India's leading business conglomerate. Established in 1900, with its Headquarters in Chennai, the Group has 29 businesses, with ten listed companies traded in NSE & BSE. Major companies of the Group include Carborundum Universal Ltd, CG Power and Industrial Solutions Limited, Cholamandalam Investment and Finance Company Limited, Cholamandalam MS General Insurance Company Limited, Coromandel International Limited, Coromandel Engineering Company Limited, E.I.D. Parry (India) Limited, Parry Agro Industries Limited, Shanthi Gears Limited, Tube Investments of India Limited and Wendt (India) Limited. With a total turnover of ₹ 547 Billion and a people strength of more than 53,000, the Group's geographical footprint is spread across India and the globe.

About Us

TII is one of India's leading manufacturers of a wide range of precision engineered and metal formed products for major industries such as Automotive, Railway, Construction, Mining, Agriculture, etc. The Company is also a leading manufacturer of bicycles in India, with a range of iconic brands and a strong market presence. The acquisition of CG Power and Industrial Solutions Limited, a major manufacturer of Motors, Transformers, Switch Gears and Railway parts, marked a major step-up for the Company, amplifying its scale and scope of operations. During the year the Company forayed into the Electric Vehicle segment with its new subsidiary TI Clean Mobility Private Limited and the acquisition of Cellestial E- Mobility Private Limited, a manufacturer of Electric Tractors.

In line with its strategy of growth acceleration and transforming into a globally admired Engineering Company, TII is enlarging its ambit of operations with adjacencies and acquisitions, expanding its global footprint with innovative product streams and exploring new frontiers in emerging technologies.

VISION

BUILD A GLOBALLY ADMIRED INDIAN ENGINEERING COMPANY, CREATING STAKEHOLDER DELIGHT.

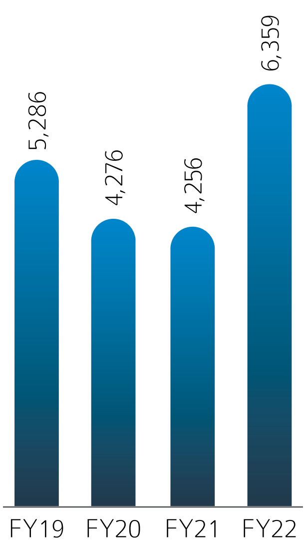
To be the preferred Global Supplier (across markets) - 'Global Clientele'.

To attain Global Quality Leadership in whatever products and services we provide.

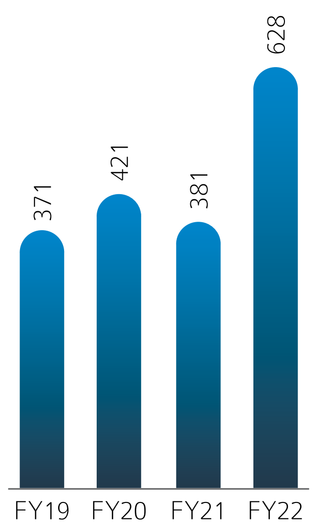
To align with emerging global trends in the Engineering space.

PERFORMANCE FY 2021-22

Net Revenues (₹ in Crore)



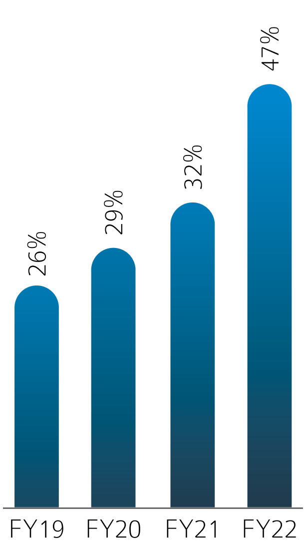
PBT (₹ in Crore)



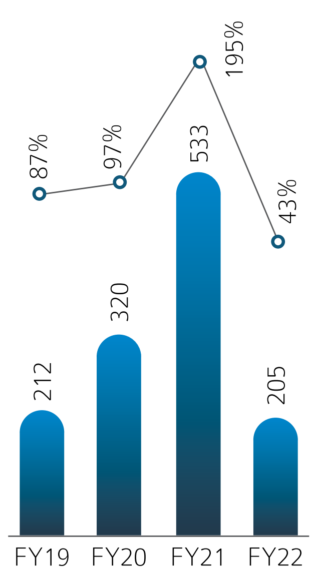
REVENUE
49.4%
6,359
(₹ in Crore)

PBT
10.5%
628
(₹ in Crore)

ROIC% (Pre - tax)



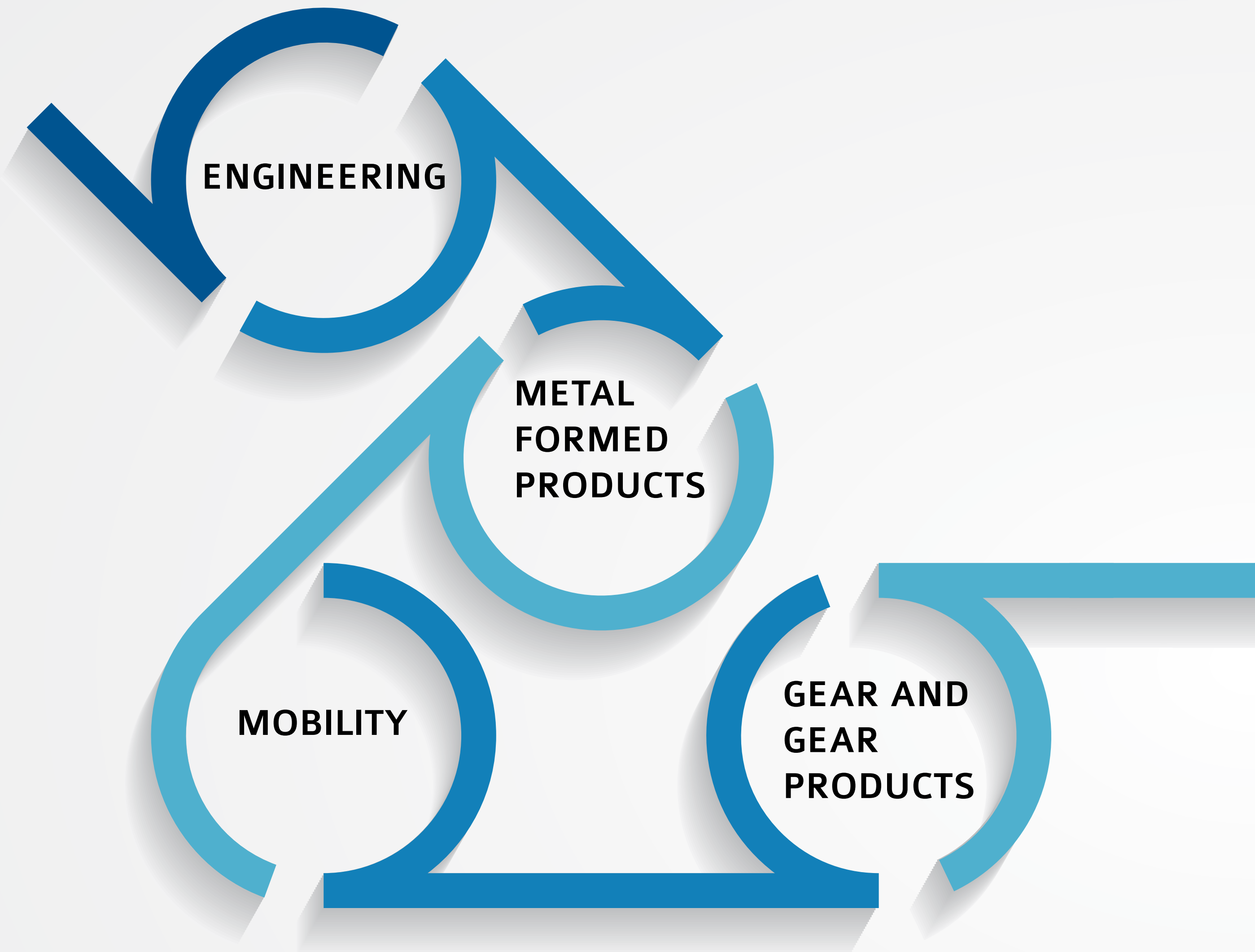
FCF (₹ in Crore) **FCF/PAT**%



ROIC
47%

FCF TO PAT%
43%
FCF - 205
(₹ in Crore)

BUSINESS SEGMENTS



ENGINEERING

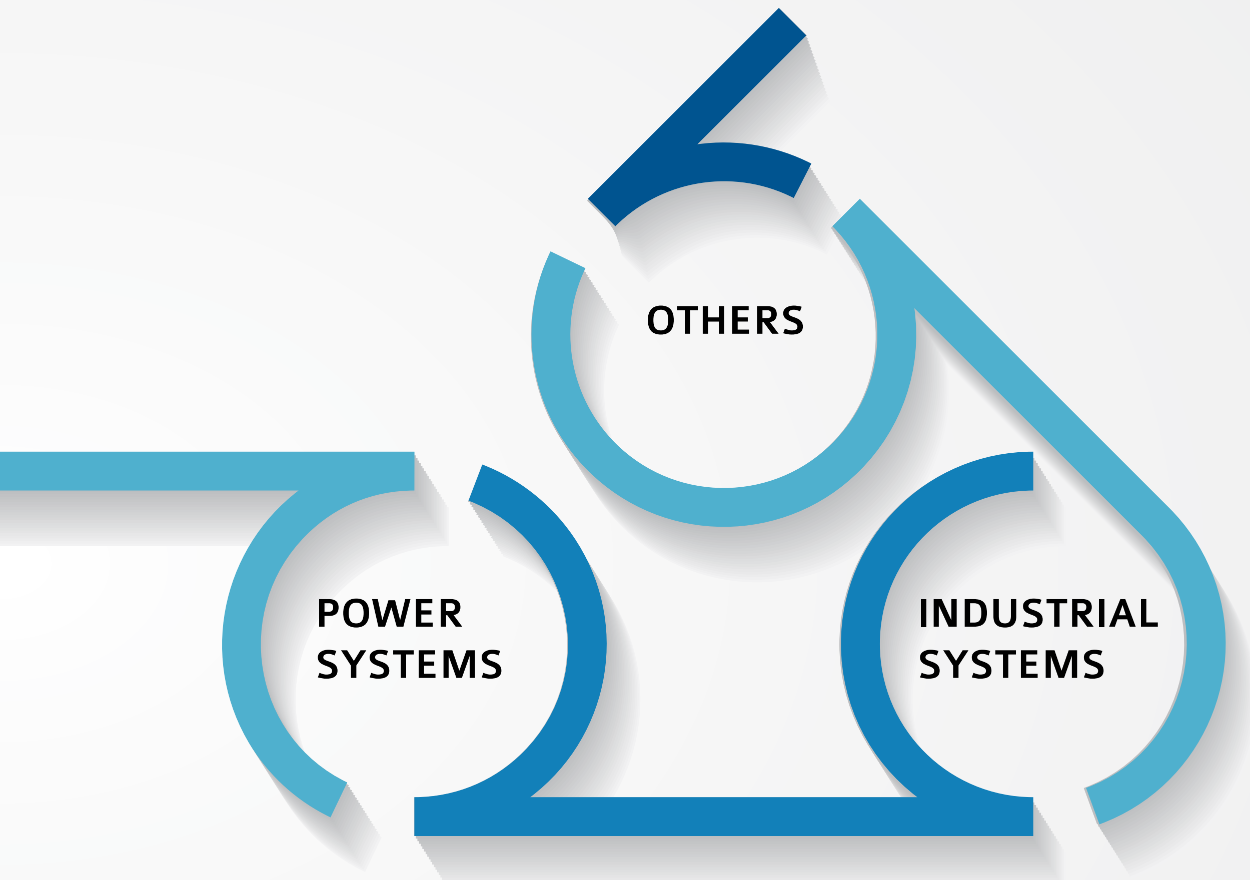
- Cold Rolled Steel Strips
- Precision Steel Tubes
- Cold Drawn Welded Tubes
- Electric Resistance Welded Tubes (ERW).

METAL FORMED PRODUCTS

- Automotive Chains
- Fine Blanked Products
- Stamped Products
- Roll-Formed Car Doorframes
- Cold Rolled Formed Sections for Railway Wagons & Passenger Coaches.

MOBILITY

- Standard bicycles,
- Special bicycles, including alloy bikes and Speciality performance bikes
- Fitness Equipment.



GEAR & GEAR PRODUCTS

- Gears
- Gear Boxes
- Gear Motors
- Gear Assemblies.

POWER SYSTEMS

- Transformer, Switchgear,
- Automation and Turnkey Projects.

INDUSTRIAL SYSTEMS

- Electric Motors,
- Alternators, Drives, Traction
- Electronics and SCADA.

OTHERS

- Industrial Chains
- New Businesses.

Executive Chairman's Message

Dear Shareholders,

It is indeed a pleasure to share with you the performance of your Company for FY 2021-22.

It was another significantly different year which was marked by multiple challenges. A year, which tested the resilience and ingenuity of Team TII, to navigate adverse landscapes and to forge ahead stronger - to explore new frontiers.

The year was marked by the Company building a portfolio of differentiated, import-substitute products, deepening its customer engagement, expanding its market presence across new geographies, strengthening its manufacturing capabilities and recording a creditable performance.

Global Economy

The year saw the emergence of a VUCA (Volatility, Uncertainty, Complexity & Ambiguity) world which threw many surprises, re-framed many paradigms. The resilient revival of the global market with the receding of the pandemic was negated by the surging second wave of the virus and its toll on economies and human lives across the world. The period of respite that followed the waning of the virus was again shattered with the emergence of the Omicron variant, though fortunately less virulent. The geopolitical tensions which exacerbated by the escalation of hostilities between Russia and Ukraine changed the global growth narrative, with supply chain disruptions halting production lines, rising raw material, commodity and fuel prices triggering inflationary pressures on stressed economies, and tightening of financial channels creating market mayhem.

Global GDP decelerated from 6.1% in 2021 and is estimated to plateau at 3.2% in both 2022 and 2023, leading to 'stagflation', or a period of stagnation and inflation.

Indian Economy

The Indian Economy was also adversely impacted with a slowdown in investments and industrial growth, muted customer demand and rural offtake, low traction in contact-sensitive services and closure of small businesses leading to loss of livelihoods.

The revival of the economy in the second quarter of the year with the resumption of operations and uptick in investments and consumption saw a setback with the emergence

This is truly an exciting time to be a part of TII as it takes the steps to explore new frontiers to become a globally admired Company.

of the Omicron variant, the surging fuel and commodity prices and inflationary pressures denting growth.

Reserve Bank of India has pegged India's GDP growth at 8.9% for 2021-22 while revising its earlier estimate from 7.8% to 7.2% for 2022-23.

On the positive front, key economic indicators reflect the revival and resilience of the Indian economy showing a rebound on the back of supportive Government policies. The ambitious roadmap outlined in the Union Budget 2022-23 for India's economic growth entering 'Amrit Kaal' augurs well for the Auto and Auto ancillary industries and for sustained economic growth - the 'Gati Shakthi' programme with large outlays in rail, road, mass transport and logistics infrastructure, the rural development programmes to enhance farmer prosperity, productivity incentivisation programmes, and sunrise opportunities in energy transition and climate action.

At TII, each of the businesses has mapped out strategies to explore the potential of this growth opportunity.

The automotive component industry in India in FY 2021-22 according to ACMA (Automotive Component Manufacturers Association of India), witnessed robust growth, representing a 66% increase from April to September, 2021, compared to the previous year. Component sales to OEMs in the domestic market grew by 76% while the Aftermarket increased by 25%. Exports also recorded a significant increase of 76%. Auto component exports are expected to grow at 23.9% annually to reach US$ 80 Bn by 2026.

The resurgence in demand for vehicles was however hampered by supply constraints of semi-conductors, rising input and logistics costs and non-availability of containers. ACMA had estimated a revenue loss of ₹1,000 crore due to chip shortage by the end of the financial year 2021-22.

At TII, each of the businesses countered the challenges of the volatility in the market and spiralling raw material costs, with internal efficiencies, customer co-partnering, new product development and process optimization. As part of capability building, a new Tube Mill was commissioned at Chennai and an Assembly facility for Auto Chains at Aurangabad.

The Company also embarked on its Lean Manufacturing journey during the year.

We have over the years shared our vision of a clear growth plan for TII through the TI-1, TI-2 and TI-3 strategies. One such strategic step-out was the acquisition of CG Power and Industrial Solutions Ltd (CG Power) in fiscal 2021. After the first full year of operations under the new TII Management, CG Power has seen a complete operational and financial turn-around achieving a turnover of ₹5,159 crores with a PBT (before exceptional items) of ₹502 crores.

One of the growth engines that we identified was clean mobility and we have incorporated a wholly owned subsidiary viz., TI Clean Mobility Private Limited (TICMPL) to pursue and engage in clean mobility and in the Electric three-wheeler space.

During the year, TI Clean Mobility Private Limited (TICMPL) acquired a 70% stake in Cellestial E-Mobility Private Limited, a manufacturer of Electric Tractors, as part of the Clean Mobility alignment. This augurs well with our plans to look at growth avenues.

We have also decided to foray into newer businesses in Medical Devices and Electronics in the near future.

I strongly believe that TII as an organisation has immense possibilities for greater growth. The Company will continue to leverage its strength and market leadership, and going forward work on collaborative ventures with its subsidiaries for greater efficiency gains.

In our journey for greater growth, our people force has been a great asset. Goal-driven teams across the Company have demonstrated great resilience and passion to take forward the blueprint of a new future.

I would like to congratulate Vellayan Subbiah as he takes on the mantle of Executive Vice Chairman of TII. I am sure his visionary leadership will take TII to the next quantum leap in growth.

Mukesh Ahuja has joined the Board as Managing Director. Over the years at TII he has managed different roles and positions, across multiple functions, including as President - Engineering business. We believe his experience will enrich the Company greatly as he transitions to his new role.

Two new members were inducted to the Board as Independent Directors during the year. Ms. Sasikala Varadachari who joined the Board in June 2021 brings with her over four decades of rich experience in banking and financial services. Mr. Tejpreet Singh Chopra who was appointed to the Board in March 2022 has multi-industry experience, steering large companies such as GE Electric and serving on the board of various companies.

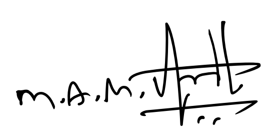
Ms. Madhu Dubhashi, Director, retired in August 2021. We at the Board thank her for her valuable services and contribution as a senior member of the Board.

Mr. Mahesh Chhabria, Director of the Company, resigned during the year. The Board places on record its appreciation of the distinguished services rendered by him during his term.

I thank the Members of the Board who continue to be a source of support and encouragement to me and to the management team. I also take this opportunity to express my gratitude to all of you, our customers, stakeholders, bankers, and suppliers for your continued support. Last but not the least, I would like to express my sincere appreciation and thanks to all our shareholders for their continued support and trust reposed in us.

This is truly an exciting time to be part of TII as it takes the steps to explore new frontiers to become a globally admired Company.

Yours Sincerely,



M A M Arunachalam

Executive Vice Chairman's Message

Dear Shareholders,

It gives me great pleasure to present the performance of your Company for the year 2021-22.

The year brought with it multiple challenges - pandemic induced lock-downs disrupted operations, a volatile geopolitical environment impacted supply-chain and increased raw material prices, semiconductor shortages affected OEM production lines, muted customer sentiment for part of the year deterred sales across select segments.

Despite these extreme challenges, I am very pleased to inform that your Company continues to grow from strength to strength and has delivered strong financial results. Each business has demonstrated great resilience and enhanced capabilities to enable this performance.

Performance -TII

Your Company was focused on delivering across the four metrics we have set ourselves - Revenue Growth, Profitability, Return on Invested Capital and Free Cash Flow.

We witnessed a strong demand uptick across all business segments other than Mobility, where bicycle demand was lower during the year. Our 'Engineering' business, focused on premium tubular products and solutions for automotive and off-highway sectors, witnessed strong revenue and profit growth across domestic and export markets. Growth in our 'Metal Formed Products' business was primarily driven by the automotive segment. Demand from the Railway segment was muted. However, this is expected to rebound driven by the Railway's portion of the 'Gati Shakthi' master plan. The 'Mobility' business, despite reduced sales volumes, has gained market share in the domestic market.

2021-22 was a good year for exports, which is aligned to our strategy of increasing the share of exports in each of our businesses. We have been focused on developing both OEM partnerships and distributor channels to increase our presence in the overseas markets. Majority of our export has been to US and European markets.

Exports of tubular products accounted for more than 20% of Engineering business's revenue. The Industrial Chains business saw over 40% of revenues through exports. The Mobility business, continued to grow in the global market, enhancing its export sales and capitalizing on the opportunities in the micro mobility vehicle and fitness space. We have also built the manufacturing capability for an aggressive push in exports of bicycles into new geographies. Exports will continue to be a key growth enabled by a sharp focus on offering differentiated products and niche applications to gain global market share.

We have expanded our capacity across businesses - commissioned a new tube mill with advanced process technology at Chennai, a new greenfield plant for Industrial Chains at Tiruttani, augmented CDW (Cold Drawn Welded) Tube Plant at Rajpura and the Auto Chain facility at Aurangabad.

Subsidiaries

Clean Mobility

The auto industry is on the cusp of game-changing disruption. Electric vehicles are becoming viable and competitive, enabled by cost-efficient technologies, high dependence on crude imports, environmental demands, and Government initiatives. The supportive policies of the Government for the EV segment, such as Battery Swapping Policy, FAME-II, PLI schemes will enable faster adoption and opens up many new opportunities.

We have formed TI Clean Mobility Private Limited (TICMPL), as a 100% subsidiary focused on our clean mobility ventures. Our focus is on the productive end of the spectrum, where the vehicle is used as an asset to earn income. We are currently working on 3-wheelers and tractors as we feel these two categories are ready for disruption. We expect to launch our electric 3-wheeler and tractor during this year.

In line with our TI-2 strategy, we acquired 70% stake in Cellestial E-Mobility Private Limited (Cellestial), a manufacturer of E-tractors. We are optimistic about this opportunity to provide an E-tractor to our farmer that enables a better user experience and lower cost of ownership.

We have also acquired an equity stake in Aerostrovilos, a start-up engaged in the development of micro gas turbine technology for power generators and automotive applications using alternate fuels.

CG Power

CG Power (CG) has proven its worth achieving a complete operational and financial turnaround on the completion of the first year of operations under the TII Management. The Company witnessed good demand growth across its businesses. Going forward, I am confident that CG will realize its full potential and

As a responsible Corporate, we continue to deepen our commitment towards environment and sustainability goals.

transform into a growth engine for the Company.

Shanthi Gears

Shanthi Gears consolidated its market leadership in bespoke gear products and solutions, recording the highest ever turnover and profitability during the year. The company has built a strong order book despite the difficult market environment.

SEDIS

The performance of Sedis improved on the back of various initiatives taken during the year. To maintain momentum, we continue to work towards deepening the reach in export markets and geographies, developing new products, driving efficiency and productivity improvements in operations, driving cost reduction measures and optimally managing working capital.

New Businesses

New businesses - Truck BodyWorks (TBW), TMT Bars and TI Opto Electronic Solutions (TIOS) are on the road to recovery, after being impacted by the Covid-19 pandemic. We expect the performance to improve in the near future.

Lean and Sustainability

As an organization, we are continuously focused on improving our productivity and have undertaken multiple 'Lean' and 'Kaizen' initiatives to revamp our existing processes and culture to enable industry best productivity.

As a responsible Corporate, we continue to deepen our commitment towards environment and sustainability goals. We have mapped out processes and methods to reduce our carbon footprint in alignment with UN Sustainability Goals - 2030.

Corporate Technology Centre

The Corporate Technology Centre continued its role as an incubation hub for the design and development of precision tooling systems, process enhancements, new & emerging technologies, and new product development.

People

Despite the difficult year, Team TII has demonstrated resilience to deliver a strong performance. As always, they have worked with extraordinary commitment and dedication. I express my gratitude to all our employees and their families for their sustained support.

I would like to thank our Customers, Suppliers and Business partners for their continued trust and patronage. On behalf of the Board, I wish to thank you all for your trust, confidence, and support. As we pursue our TI-1, TI-2 and TI-3 strategy to drive growth, we seek your continued support.

Best Wishes,

Vellayan Subbiah

ENGINEERING BUSINESS

exploring new frontiers in newage technologies.

The first quarter of the year came with operational challenges due to the second wave of the pandemic and the resultant lock down. However, the revival within a short span of time helped to compensate the initial drag. The geopolitical escalation of hostilities between Russia and Ukraine brought with it challenges of supply chain disruptions, a surge in commodity, fuel and freight costs, longer delivery lead times and container constraints.

The business countered the challenges with internal efficiencies and improvement measures. Co-partnering with OEMs on dedicated projects, innovative, import-substitute, new product development, capability building and regional balancing strategies, exploring opportunities in new and emerging applications - the Engineering business rode an upward growth trajectory during the year, both in the domestic and overseas markets. The business consolidated its market leadership and dominant position in the precision steel tube segment.

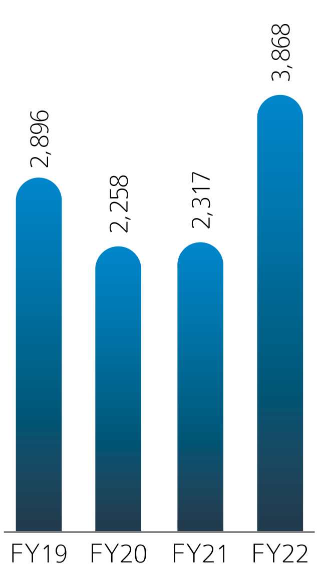
The business recorded a revenue of ₹ 3,868 Cr. compared with ₹ 2,317 Cr. in the previous year. PBIT was at ₹376 Cr. as against ₹251 Cr. for the past year.

A continuous improvement drive was adopted across the organisation ushering in a cultural change in mindsets and working methods. The initiative focused on waste elimination, throughput increase and efficiency improvement.

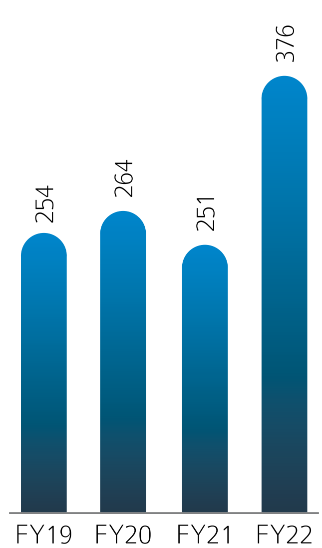
To cater to the new and emerging requirements of automobile manufacturers, the business continued to invest in technology and process upgradation on par with world class standards. In line with its capability building strategy, the business established a world class Tube Mill at its Plant in Chennai with an advanced process technology to manufacture premium tubular products with close tolerance and high tensile strength to meet the lightweighting trends of the automobile industry.

The capacity unlocking in the South Plant has expanded the manufacturing capability of the business to meet the growing export order pipeline.

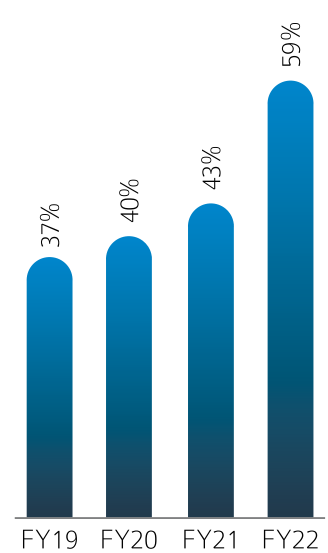
Net Revenues (₹ in Crore)



PBIT (₹ in Crore)



ROCE%



Safety regulations and environmental imperatives are two defining parameters facing the automotive industry worldwide. The business continued to work closely with global auto manufacturers and OEMs for the development of new-gen, tubular products and solutions, using new grades of steel and innovative process design, to address emerging demands in lightweighting and fuel efficiency. This has led to strong and sustainable volume growth in export sales.

To address the demands of the domestic market, the business embarked on a Phase 3 expansion of its manufacturing facility for Cold Drawn Welded Tubes at Rajpura. The close proximity of the Rajpura Plant to the Auto OEM clusters in the North provides a locational advantage in optimising efficiencies in customer responsiveness, logistics and cost.

In Cold Rolled Steel Strips (CRSS) the business continued to develop high quality, import-substitute products for the domestic market.

The capability for manufacturing premium quality, high precision, Hydraulic Cylinder Tubes, uniquely

designed to optimise efficiencies for the most demanding applications, enabled the business to enlarge its customer roster and gain sustainable sales growth both in the domestic and the EU market.

In the domestic market, the business participated with auto manufacturers in their new projects, with indegenised, value-added, bespoke products and solutions, curated for the new models in the passenger car segment.

The business expanded its global footprint in North America, EU and ASEAN markets. Value engineering, co-creation and development of products for OEMs led to sustainable volumes, driving a significant increase in exports compared to the previous year.

The Government of India's focus on building the automotive sector and the large budgetary outlay for the development of roads, transport and infrastructure in the country will certainly serve as growth accelerators for the business.

Carrying forward its vision of becoming a global player, the Engineering business has drawn up plans to expand its geographical footprint and its customer roster with innovative products and solutions for exploring new frontiers in emerging technologies.

The New Tube Mill at the Plant in Chennai.

METAL FORMED PRODUCTS BUSINESS

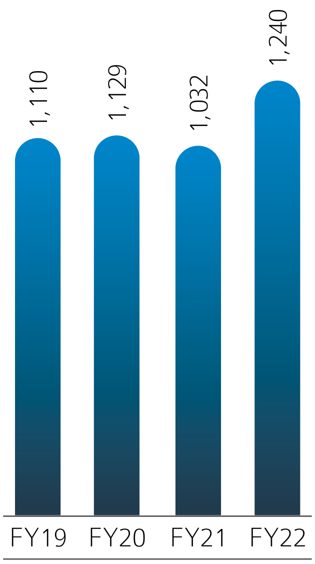
exploring new frontiers in value engineering.

The Auto industry in FY 2021-22 registered good growth leading to a resurgence in sales in the commercial and utility segments. Sales of four wheelers and two wheeler however remained muted. Spiraling raw material prices and inflationary pressures dampened market sentiment in the second half of the year while the shortage of semiconductor chips affected production lines in the passenger car segment and higher CC two wheelers. Exports however recorded an upward trend across all categories.

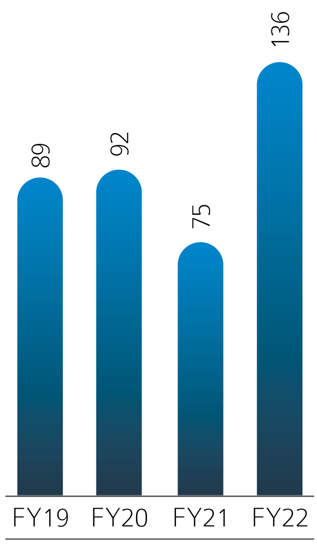
The Metal Formed business displayed great resilience, countering the challenges with internal efficiencies, process optimization, lean manufacturing and kaizen initiatives, product innovation and foraying into adjacencies to record a good performance during the year. The Revenue for the year was at ₹1,240 Cr. as against ₹1,032 Cr. in the previous year while PBIT was at ₹136 Cr compared with ₹75 Cr. in the previous year.

In Auto chains, the business consolidated its preferred vendor ranking with OEMs and auto majors, while focusing on the aftermarket proved to be a growth accelerator. The strategic approach towards the aftermarket, with region-wise, product-wise, density-mapped expansion into under-served Tier 1 & Tier 2 cities, and increasing channel bandwidth to address growth clusters in micro markets, enabled the business to maintain its market share despite the de-growth in two-wheeler sales, primarily in the entry level segment.

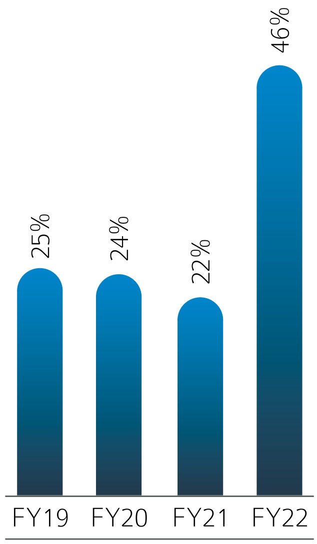
Net Revenues (₹ in Crore)



PBIT (₹ in Crore)



ROCE%



The facility for Metro-Rail parts at Kakkalur.

As part of its capability building measures and to address the demands of OEMs and the aftermarket in the Northern regions, the business established a new Assembly Centre at Aurangabad which commenced operations during the year. Focusing on adjacencies such as silent and sealed chains and enlarging the ambit of operations was another vital growth strategy adopted by the business.

In Fine blanked Products, the three-pronged approach of customer engagement, product innovation and value addition and capability building was deployed as part of the strategy for enhancing growth. An innovative range of safety critical products for the automotive industry, enabled the business to grow both in the domestic and overseas markets.

In Doorframes, the business maintained its market share with the major four-wheeler OEMs, with order acquisition for new passenger car models. In addition, the business also focused on increasing volumes in cross car beams, divisional channels, etc, to augment its growth.

In the passenger car segment, the business was impacted by the muted offtake from OEMs and auto majors due to the semiconductor shortage halting production lines. This was however partially offset by the resurgence in customer demand in the last quarter of FY 2021-22.

As a validation of its product quality and customer service, the Metal Formed Products business won the following awards from key customers during the year:

- Toyota Quality Award for Doorframes
- TVS Award for Customer Satisfaction in Auto Chains

India ranks among the leading manufacturers in the world in two wheelers (2Ws), three wheelers (3Ws) and tractors, while it occupies the fourth and fifth positions in Light Commercial Vehicles (LCVs) and Heavy Commercial Vehicles (HCVs). The automobile industry of India is the fifth largest in the World and third in Asia in terms of exporting Passenger Cars.

The Automotive sector in India is slated for exponential growth in the near future: the large demographic of an aspirational middle class serving as a captive customer base, the Government of India's 'Automotive Mission Plan 2016-26' of making the country the automobile manufacturing hub of the world, productivity linked schemes, supportive policies and outlays for automotive, electronics and semiconductor manufacturing, the 'China Plus One' direction of global auto majors training their focus on India for manufacturing and sourcing their supplies - all these factors augur well for the automotive sector in India. As a major manufacturer of a wide range of engineered components and assemblies for the automobile sector, the Metal Formed business has mapped out plans to participate in this huge opportunity for growth.

During the year, revenue from the railway segment was impacted due to the slow start of operations and the deferred projects by the industry on account of the pandemic disruption. However, the railways, a main growth engine of the country, is poised for a major transformation. The 'National Rail Plan for India - 2030' to create a fully modernized Railway system has been given added impetus by the Central Government's - PM - 'Gati Shakthi' programme with its focus on the rail, road, transportation and infrastructure building and rural development plans.

TII, as a trusted supplier of sub-assemblies, coaches and metro rail parts, is well positioned to mine the growth potential of the sector. The Company's IRIS certification, an international accreditation to manufacture and supply products and solutions to the Railway industry across the world, is a vital step-up in capability validation to access global markets.

Engineering expertise, value-driven innovation, strong customer partnerships and a large portfolio of high potential products - the Metal Formed Products Business is driving ahead, exploring new frontiers in emerging segments and advanced technologies.

TVS Award for Customer Satisfaction

MOBILITY BUSINESS

exploring new geographies, new frontiers.

The Bicycles industry in India was impacted during FY 2021-22 by the lockdown disrupting operations, surging raw material prices, inflationary pressures, weak consumer sentiment and rural offtake leading to de-growth of nearly 14%. The industry was further impacted by low priced, imported bicycles, in the unorganized sector eroding profit margins of established brands.

The Mobility business countered the industry challenges with great resilience and a focused lens on operational efficiencies, stringent cost and working capital management, product innovation and customer engagement, to record a creditable performance, in revenue growth and profitability, and outpace sectoral trends to gain market share.

The business recorded a Revenue of ₹963 Cr. and a PBIT of ₹55 Cr. compared to ₹847 Cr. and ₹44 Cr. in the previous year.

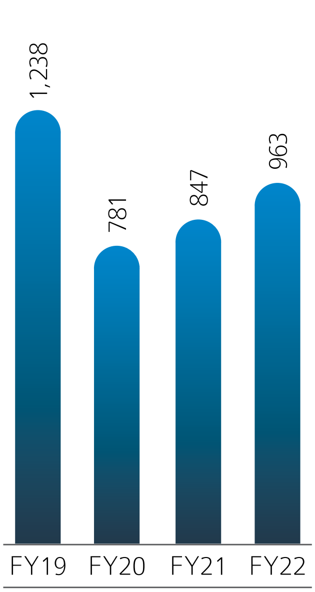
Expanding the product portfolio with a range of innovation-led, segment-specific, differentiated products, an enhanced focus on quality, value added aftersales service and strengthening the distribution channel, were some of the go-to-market strategies deployed to grow the business.

Value - based economy range of bicycles launched in the MTB and Kids segment had a good run, with sales riding an upward trajectory. Refreshes and new models were launched in the MTB, SLR and Ladybird series in addition to the single speed alloy bicycles in the hybrid category.

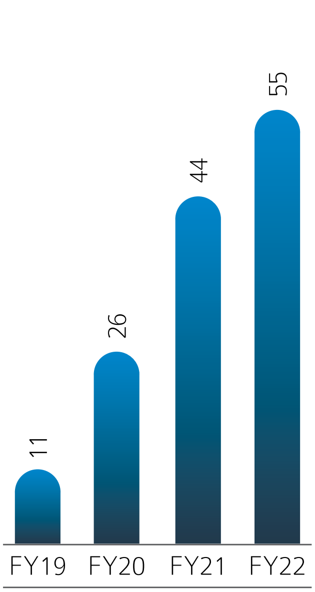
Demand primarily in the standards and kids segment saw a downward trend while premium bicycles which saw good traction in the first half of the year was affected in the latter half by muted customer demand.

Leveraging its strong brand image, the business enlarged its retail presence with Exclusive Brand Outlets (EBO) serving as experiential customer touchpoints. Accelerating its digital outreach, the business deepened its customer engagement on the on-line platform, providing hassle-free and seamless buying experiences.

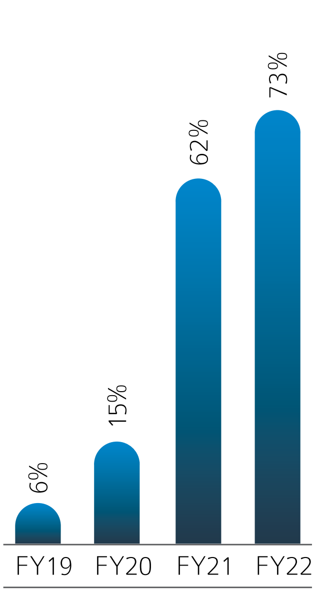
Net Revenues (₹ in Crore)



PBIT (₹ in Crore)

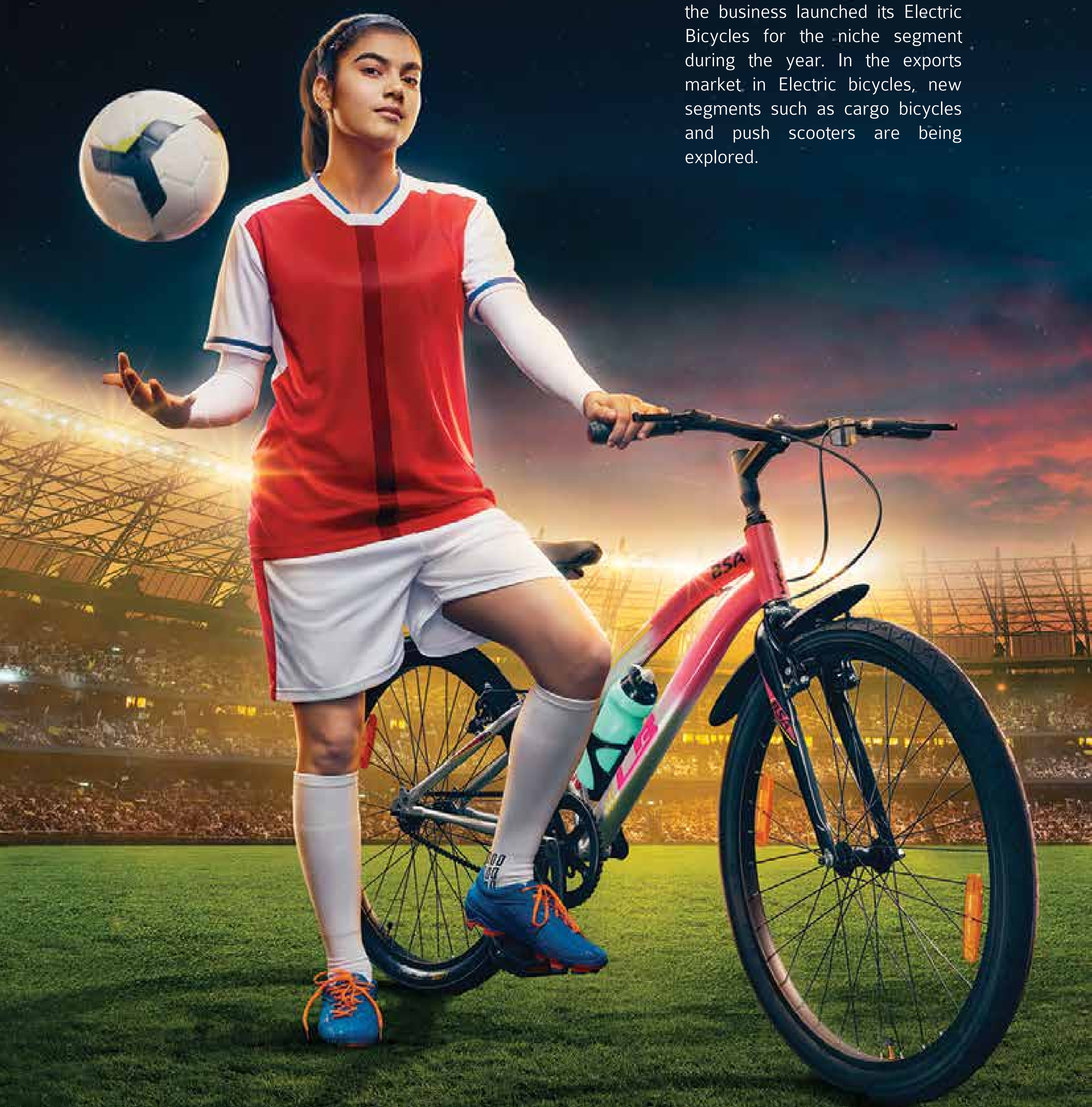


ROCE%



exploring new possibilities

The global awareness on health and fitness, and a growing preference for non polluting modes of commuting, has turned the focus on cycling as a mode of transport. Keeping pace with growing trends, the business launched its Electric Bicycles for the niche segment during the year. In the exports market in Electric bicycles, new segments such as cargo bicycles and push scooters are being explored.



The Mobility business continued to grow in the global market, enhancing its export sales and capitalizing on the opportunities in the micro mobility and fitness space. The Fitness segment witnessed good traction not only in channel diversification to exports and e-commerce, but also in its segment offering and localization efforts.

In line with its strategic intent to grow its export revenue pool, the business has mapped out plans to expand its global footprint leveraging on its advanced process systems and world class manufacturing facilities to explore new geographies.

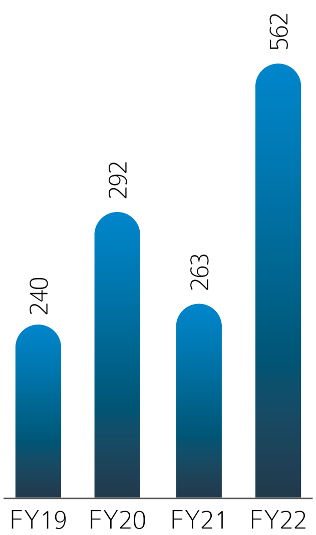
Consolidating its market position, the Mobility business is gearing itself for a quantum leap in growth, leveraging on its strong and reputed brand image and its engineering expertise, to explore new frontiers in pace and performance.

OTHER BUSINESS

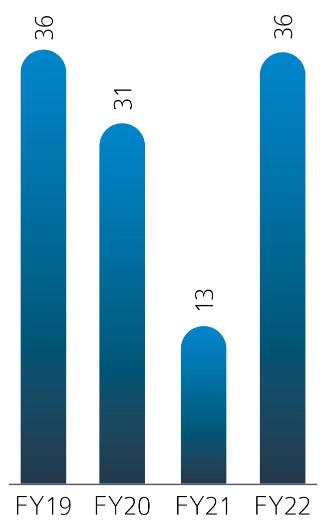
exploring
new
frontiers
by creating
value..

OTHER BUSINESS

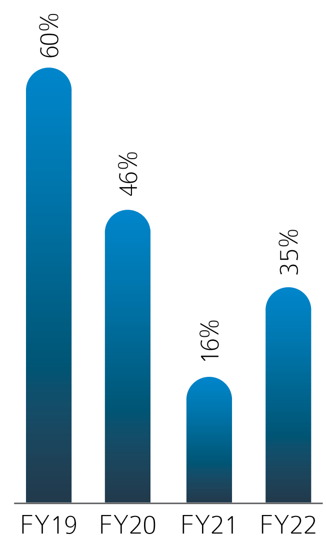
Net Revenues (₹ in Crore)



PBIT (₹ in Crore)



ROCE%



The Other Business comprise the Industrial Chains Business and the new businesses such as TBW - the truck body works business, the TI Macho TMT Bars business, TI Opto Electronic Solutions (TIOS) - the optic lens business for automotive cameras.

INDUSTRIAL CHAINS

The Industrial Chains (IC) business continued to pursue its mission to be a world class Industrial player in the Motion, Drive and Conveying (MDC) space, expanding its global footprint with its differentiated, products and value-led customer service.

Despite the challenging environment, the business recorded significant growth enhancing operational efficiencies, exercising strict control over cost and working capital management, deepening its customer engagement and developing a range of innovative products. The customer roster was enlarged with the acquisition of key global manufacturers and OEMs, both in the domestic and overseas markets.

As part of its capability building strategies a new greenfield plant, with advanced process technology for manufacturing leaf chains is being established at Tiruttani.

A new assembly line for the High-Performance Series was established at Ambattur during the year.

Strategic project partnering with OEMs and leveraging deeper synergistic alliances and project ventures with SEDIS, enabled the business to record a significant growth in exports during the year. As a validation of its quality and service, the business won awards from customers during the year.

Awards received from Caterpillar:,

- Best Velocity Award - On Time Delivery.
- Best Quality Award – 0 PPM.
- Outstanding Performance- Gold Award - Consecutive for 5 years in a row.
- In addition, a total number of 10 teams received awards at the various competitions organised by the Quality Circle Forum of India.(QCFI).

Our other new businesses viz. Truck Body Works, TMT and TI Opto Electronic Solutions are on the recovery path post Covid pandemic and are expected to do better in the near future.

TI CLEAN MOBILITY

exploring new frontiers, in eco-friendly mobility.

TI Clean Mobility Private Limited a 100 % subsidiary was started as part of the Company's strategic intent of operating in the fast evolving, Clean Mobility segment.

The business envisages to serve the productive end of the Electric Vehicle (EV) spectrum, catering to the commercial use segment, choosing 3 Wheelers and Tractors for its venture, where the value accrual to the owner is greater. This would also accelerate the adoption and market penetration of the electric products in their served segments.

The business has put in place a strong R&D team of domain experts and design specialists aligned with its vision to bring in a superior technology platform incorporating a 360° digital capability.

The customer-centric model aims to remain connected to the end-user offering a superior experience, with remote diagnostics pre-empting break-downs, reducing downtime and integrating data for speedier customer support and faster time to market. In all, a superior technology differentiator offering great value to customers.

The first EV facility for 3-wheelers has been set up at Ambattur, with the first product slated to be launched during the year, while tractors are initially expected to be manufactured at Benguluru, Karnataka.

The initial range of 3-wheeler products would feature 3 variants in the passenger segment, 3 variants in cargo and E-rickshaw segments. For the farming segment 2 variants of electric tractors are being developed to address different power requirements.

The electric 3-wheeler products would be launched under the brand Montra Electric, with an exclusive / expansive distribution, service network and accessing B2B channels for density deployment. The Electric tractors would be launched under the brand Cellestial Egati.

The policy aid for electric vehicles from the Government by way of incentives and subsidies would help in the initial phases. Further the Battery Swapping Policy announced in the Union Budget 2022, together with the Central Government's plans to introduce Electric Vehicles for Public Transport augurs well for the business as its revs-up its accelerator to explore new frontiers in eco-friendly mobility.

New Business

Acquisitions

In line with its strategy of building growth, the Company acquired a 70% stake in Cellestial E-Mobility Private Limited, ('Cellestial'), a company manufacturing electric tractors.

This will be a synergistic alignment with the clean mobility initiative through its new subsidiary, TI Clean Mobility Private Limited (TICMPL). The formation of a separate subsidiary and acquisition of a controlling stake in Cellestial will enable the Company to focus on the emerging growth opportunities in the clean mobility space.

The Company also acquired a stake in Aerostrovilos, a start-up firm engaged in the development of micro gas turbine technology for power generators and automotive application using alternate fuels.

The investments are in line with TII's strategy of acquisitions and start-ups engaged in innovative research and product development in its domain of interest.

SUSTAINABILITY AT TII

India is the world's fourth largest emitter of greenhouse gases, contributing about 7% of the total emissions into the atmosphere. As a prominent player on the climate action stage, India has promised to multiple mitigation goals at the COP 26 held in November 2021, where it committed to reduce emissions by one billion tons, decrease emissions intensity of the national economy, increase use of renewables and achieve carbon-neutrality by 2070.

At TII, sustainability lies at the heart of our business and is a major driver of our sustained growth.

We embraced ESG several years ago and relentlessly strive to achieve sustainable growth in all our businesses and support national efforts in climate action and sustainable development.

Our ESG Program

Our ESG program is anchored in the philosophy of the Murugappa Group and the 5 Lights of respect, responsibility, quality, passion and integrity.

Our environmental focus has remained unwavering with steady progress in lowering our ecological footprint. We have reduced our consumption of water through effective recycling of process wastewater, while waste management measures have ensured lower generation of waste at our premises and upgradation of effluent treatment plants to zero liquid discharge status.

Energy conservation and lowered emissions are yet another area of high attention at TII. Over the years, we have implemented several steps at different business units such as using alternate fuels like biomass and C-9 plus and switching to low energy lighting systems. We also generate solar power and today, renewables constitute almost a third of our energy mix. The results of our efforts are reflected in the steady decline of Scope 1 and 2 emissions at most of our business units.

We have laid the highest emphasis on the growth and wellbeing of our people by providing an enabling environment of trust and transparency.

Our Corporate Social Responsibility (CSR) initiatives reflect our longstanding commitment to social development of the communities around us. Enabling access to healthcare and education among underserved communities, promoting research, contributing to relief and rehabilitation efforts and preserving the environment are a few of the areas where we participate for social amelioration.

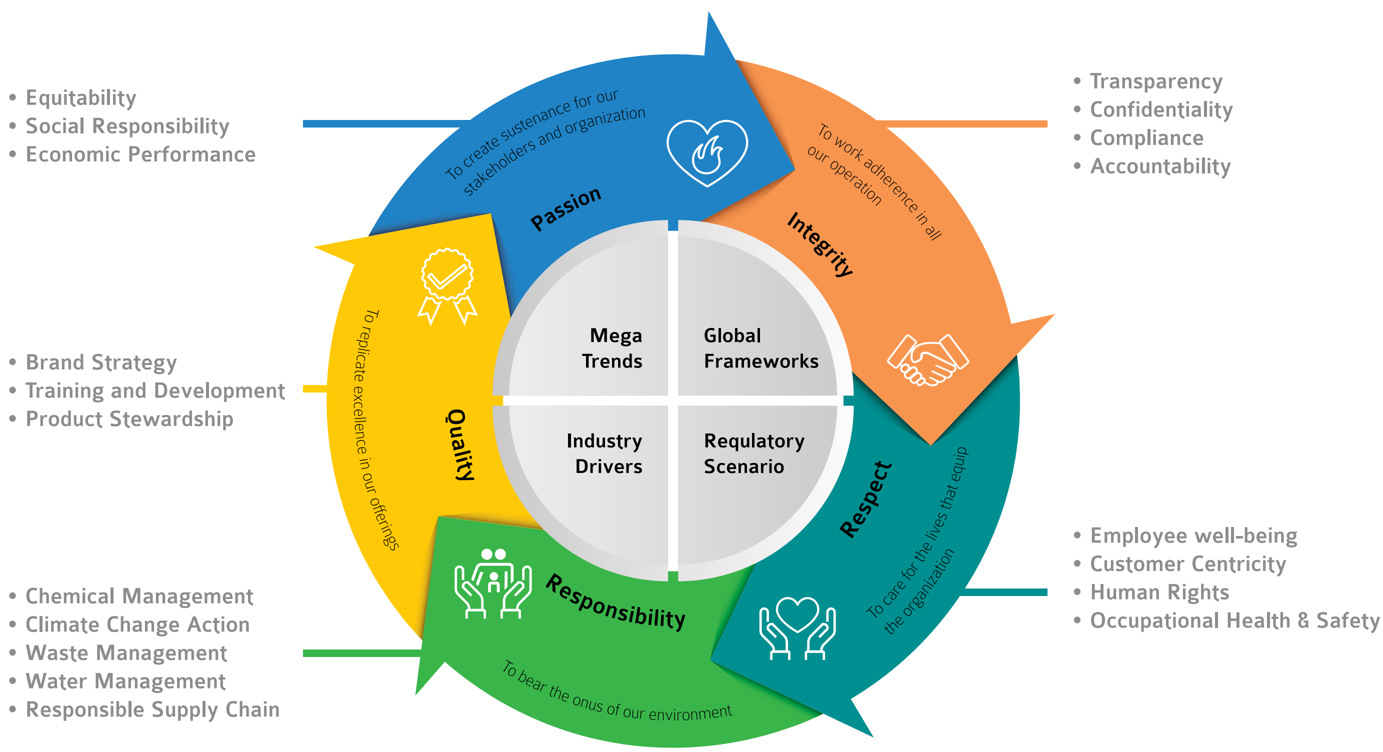
Our community development efforts too continue unabated. At a time when hospitals and healthcare providers were constrained to provide basic healthcare services, our mobile medical unit reached these services to 18,400 elderly persons in the Avadi-Ambattur industrial belt in the suburbs of Chennai. In Tiruttani, the TI Medial Outreach Centre provided outpatient services to 6,237 community members. Besides healthcare, TII also contributes to the education of students from underserved communities and promotes research efforts of the AMM Murugappa Chettiar Research Centre (MCRC) to develop technologies that benefit the environment and enhance incomes in farming communities.

We adhere to the highest standards in Governance, that lays emphasis on ethical practices, integrity and strict compliance to mandated rules and regulations, transparency in transactions and accountability to all stakeholders,

How we measure ourselves

As part of our ESG initiative program, the Company has started measuring the various parameters that are material to its ESG program covering all its businesses and its manufacturing facilities in accordance with the 'core' criteria of the Global Reporting Initiative (GRI) Standards.

ESG FRAMEWORK- ALIGNING 5 LIGHTS OF THE MURUGAPPA GROUP



The GRI Standards constitute a set of globally established sustainability reporting requirements, that enable businesses to report on material identified areas, its sustainability performance and impacts in a consistent manner. They also allow comparability across businesses and support organizations to make sustainability disclosures with credibility and transparency. Comprising Universal standards and specific standards for Economic, Environmental and Social impacts, the GRI standards represent the requirements of multiple stakeholder groups such as investors, regulatory bodies and governments, industry bodies, policy framers, etc.

In order to ensure that our approach to sustainability is understood and implemented consistently across all business units, we are in the process of putting in place a sustainability governance structure that will drive the organization's sustainability initiatives and be accountable for the achievement of associated goals.

As we expand our geographic footprint and brand presence in domestic and international markets, ESG at TII will continue to be emphasized in all our businesses, ensuring value creation for all our stakeholders.

As global environmental changes gain momentum and social inequalities grow across the world and in India, we look ahead to leveraging our sustainability strategy and organization's strengths to contribute to preserving the planet and elevate underserved communities.

LEAN JOURNEY

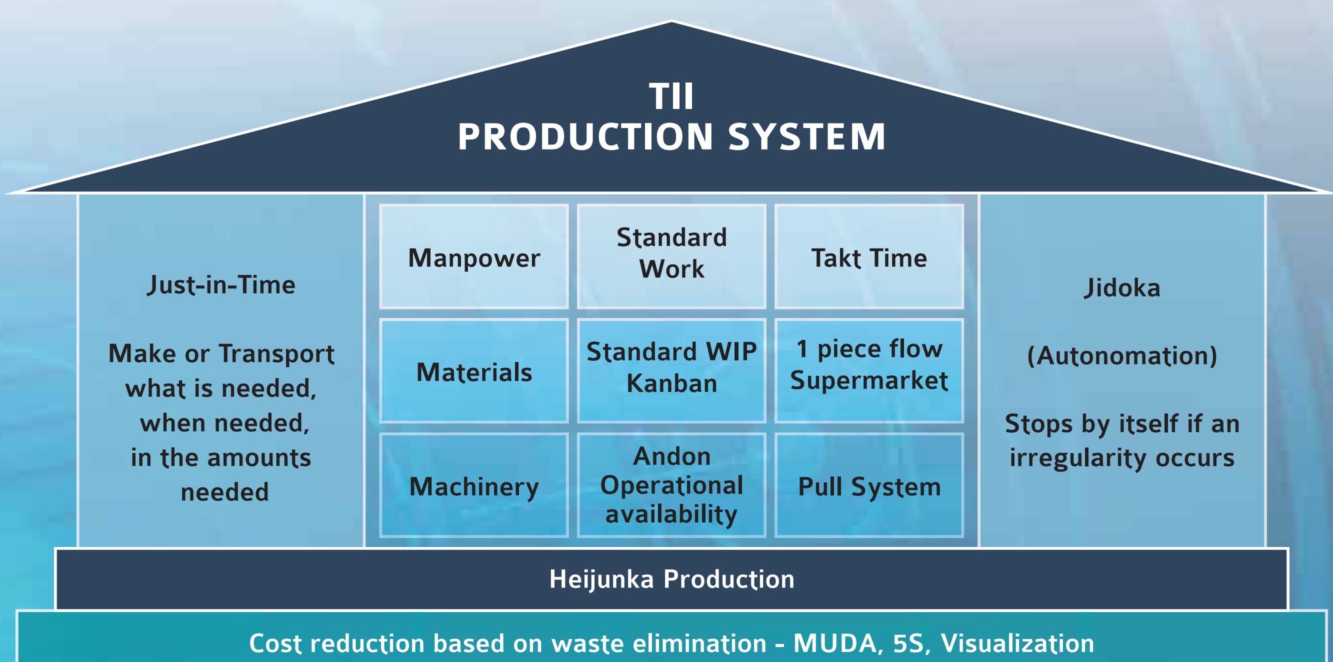
In its aim to achieve its growth aspiration and operational excellence, TII has been on a ongoing journey towards enhancing efficiencies in products, process and business practices. Starting the journey with Total Quality Management (TQM) focusing on reducing plant rejections and improving product capability, the Company has now rolled out the Lean Manufacturing or the 'Kaizen' model for eliminating waste in the value chain and improve customer defined value for its product and services. To guide the Lean (Kaizen) initiative, the Company has partnered with Shingijutsu, USA, a leading Japanese Consultancy firm.

The Lean (Kaizen) journey was started with the Japanese consultants visiting identified manufacturing Plants of both TII and Shanthi Gears Limited for understanding the process. Under this, a list of 25 projects were identified and taken up for productivity improvement, changeover time reduction, inventory reduction, cycle time reduction, facilitating line integration and implementation of a 'one piece flow' using Lean concepts.

Taking this forward, Kaizen workshops (spanning for a week) were conducted in each plant and a deep dive analysis on workflow mapping was conducted for the teams of the respective plants. The process involved identification of workflow constraints, including operator fatigue and de-bottlenecking the process through MUDA (Waste) identification and elimination. Kaizen workshop with Shingijutsu was started with projects on 'Point Kaizen' and is now slowly moving towards 'Line Kaizen'. The Lean (Kaizen) exercise is designed to create a flow in processes, 'make the process visible', so that MUDA (waste) is visible and can be addressed to create a system of a 'pull production' instead of a 'push production'. With the customer as its center, each process is worked upon for aligning to 'Takt Time' (ie. the rate at which the customer is 'pulling the product').

As TII forges ahead exploring new frontiers, implementation of Lean (Kaizen) would enable the Company to gain agility in a dynamically changing industrial landscape of new technologies and shifts in workplace demands.

The LEAN Engine



Snapshots of the Kaizen initiatives at the different locations

TI Clean Mobility Private Limited

Industrial Chains

MFPD - Fine Blanking

Tube Products of India

Shanthi Gears Limited

Tube Products of India

Mobility - Bicycles

Our People, Our Strength

TII's vision of building a globally admired Indian Engineering company rests on three pillars of Growth, Lean and Talent. With the growth and diversification plan, 'One TII' and organisational oneness took centre stage. The deployment of the 'TI Way', across the Business Units was made by sensitizing the workforce and articulating the common thread binding all the Business Units to the 'One TII' way of life.

An Employee Engagement Survey was conducted during the year. The focus on employee productivity continued with the deployment of building ownership and accountability across plant locations. This mammoth culture-building task is work-in-progress and sustained efforts have been planned to deep-root this culture in the organization.

As part of the Talent Development Engine (TDE), the Company continued its plan of developing talent and the internal capability of its workforce with the 'Talent Board' ensuring long-term talent availability and organisation continuity. In line with the TDE framework, development plans for both senior and junior management team members was initiated. For building the talent pipeline, high-potential individuals were identified and nominated to the Murugappa Group's Business Leadership Program, in partnership with IIMA, to prepare for future leadership roles.

The Lean engine, the 3rd pillar of business capability, focused on creating a continuous Kaizen culture. Lean consultants Shingi jutsu, engaged with the workforce at the shop floor to train them on the Lean principles and to explore avenues of eliminating waste and optimizing resources. Workshops were conducted across the Company and at Shanthi Gears Limited, and projects were undertaken to strengthen the Kaizen culture.

Health and safety of employees was accorded the highest priority, with the two dosages, mass vaccination coverage of the entire workforce, and strict observance of safety protocols ensuring a safety net against the ill effects of the pandemic.

Rewards and recognition programmes became an integral part of employee engagement across the Company, fostering a spirit of excellence and empowerment.

Demonstrating great resilience, the dynamic people force at TII continued to build new capabilities and collaborative strategies, as it marched ahead, exploring new frontiers.

Team Members at the Business Leadership Programme

Corporate Information

BOARD OF DIRECTORS

M A M Arunachalam, Executive Chairman

Vellayan Subbiah, Executive Vice Chairman

Mukesh Ahuja, Managing Director

Sanjay Johri

Anand Kumar

Sasikala Varadachari

Tejpreet Singh Chopra

K R Srinivasan, President & Whole-time Director

COMPANY SECRETARY

S Suresh

REGISTERED OFFICE

'Dare House'

234 N.S.C. Bose Road

Chennai 600 001

PLANTS

ENGINEERING

Tube Products of India, Avadi, Chennai

Tube Products of India, Tiruttani

Tube Products of India, Shirwal, Satara

Tube Products of India, Mohali

Tube Products of India, Rajpura

MOBILITY

TI Cycles of India, Ambattur, Chennai

TI Cycles of India, Rajpura

METAL FORMED PRODUCTS

TIDC India, Ambattur, Chennai

TIDC India, Kazipally, Medak

TIDC India, Uttarakhand

TIDC India, Hosur

TI Metal Forming, Nemilicherry, Chennai

TI Metal Forming, Kakkalur, Chennai

TI Metal Forming, Bawal

TI Metal Forming, Uttarakhand

TI Metal Forming, Sanand

OTHERS

TIDC India – Industrial Chains, Athipet

TIDC India – Industrial Chains, Pattravakkam

TI Optoelectronic Solutions, Chittoor

TI Truck Body Works, Chennai

TI Truck Body Works, Pune

TI Truck Body Works, Bawal

CORPORATE IDENTIFICATION NUMBER

L35100TN2008PLC069496

AUDITORS

S R Batliboi & Associates LLP

Chartered Accountants

BANKERS

Bank of America

HDFC Bank Limited

Standard Chartered Bank

State Bank of India

The Hongkong & Shanghai Banking Corporation Limited

BNP Paribas

Kotak Mahindra Bank Limited

Board of Directors

Mr. M A M Arunachalam
Executive Chairman

Mr. M A M Arunachalam, also known as Arun Murugappan (55 years; DIN-00202958) holds a Master of Business Administration degree from the University of Chicago, USA. A senior member of the Murugappa family, he is an Industrialist and has over 25 years' experience in the field of varied industrial activities. He joined the Board on 11th November 2020 and was the Non-Executive Chairman from 11th February 2021 to 31st March 2022. He was appointed as Executive Chairman (Whole-time Director) from 1st April 2022. He is the Chairman of Shanthi Gears Limited and Parry Enterprises India Limited and also on the Board of various companies including Cholamandalam Investment and Finance Company Limited, CG Power and Industrial Solutions Limited.

Mr. Vellayan Subbiah
Executive Vice Chairman

Mr. Vellayan Subbiah (52 years, DIN-01138759) is a Bachelor of Technology in Civil Engineering from IIT Madras and holds a Master's degree in Business Administration from the University of Michigan. He has over 24 years of work experience in consulting, technology and financial services. He was appointed as Managing Director (Designate) of the Company with effect from 19th August 2017 and then took over as the Managing Director from 14th August 2018 till 31st March 2022. He was appointed as Executive Vice Chairman (WTD) from 1st April 2022. He was earlier the Managing Director of Cholamandalam Investment and Finance Company Limited (CIFCL). He is currently the Chairman of CIFCL and CG Power and Industrial Solutions Limited and is also a Director on the Board of various companies including SRF Limited and Cholamandalam Financial Holdings Limited.

Mr. Mukesh Ahuja
Managing Director

Mr. Mukesh Ahuja, (50 years; DIN: 09364667), is a graduate in Production Engineering from Dr. BA Marathwada University and MBA in Marketing. He has completed Executive General Management Program in IIM-Bangalore and Advance Management Program in the Harvard Business School, Boston. He has over two decades of experience in managing operations, strategy, business development and sales & marketing. He started his career as Graduate Trainee Engineer in Production Planning & Control with LPS Ltd, Rohtak. He joined the Board on 1st April 2022 consequent to his appointment as the Managing Director. He is also on the Board of various companies including Shanthi Gears Limited and Cellestial E-Mobility Private Limited.

Mr. Sanjay Johri
Non-Executive Director

Mr. Sanjay Johri (69 years, DIN 00032015) is a graduate from St. Stephens College and a post graduate in Economics from the Delhi School of Economics. He joined the Tata Administrative Services in 1975 and has served his entire working career with the Tata Group. Amongst his assignments with the Tatas, he has held office as the Managing Director of RDI Print & Publishing Ltd., as a Director of Tata Infomedia Ltd. & Timex Watches Ltd. and as the Managing Director & Chief Executive Officer of Voltas Ltd. He joined the Board on 14th August 2018.

Mr. Anand Kumar
Non-Executive Director

Mr. Anand Kumar (55 years; DIN-00818724) holds a Master of Business Administration degree from Vanderbilt University, United States of America. He is a Co-Founder and Partner of Gateway Partners, an investment firm focused on growth capital and strategic opportunities across markets in Southeast Asia, South Asia, the Middle East and Africa. He has around three decades of experience in Investments, Mergers & Acquisitions, Equity Capital Markets and Leveraged Finance in South and Southeast Asia with a strong network of relationships in the region. Prior to co-founding Gateway Partners in 2014, has held leadership positions in several leading investment banks including Standard Chartered Bank and Morgan Stanley. He joined the Board on 24th March 2021. He is on Board of various companies in India and abroad including TVS Supply Chain Solutions Limited and Cholamandalam Investment and Finance Company Limited.

Ms. Sasikala Varadachari
Non-Executive Director

Ms. Sasikala Varadachari (67 years; DIN-07132398) holds Masters in Economics and a Chartered Associate of Indian Institute of Bankers (CAIIB). She was associated with State Bank of India (SBI) group since 1977 and was holding several important portfolios in SBI including, Chief Executive Officer of SBI - Tel Aviv, Israel. She retired as Chief General Manager, Strategic Training Unit, Corporate Centre of SBI. She is on the Board of various companies including Sundaram-Clayton Limited, Cholamandalam Securities Limited and CG Power and Industrial Solutions Limited. She joined the Board on 17th June 2021.

Mr. Tejpreet Singh Chopra
Non-Executive Director

Mr. Tejpreet Singh Chopra (52 years; DIN-00317683) graduated from The Lawrence School, Sanawar and holds an MBA degree from the Cornell University, a B.A. Honors degree in Economics from St. Stephen's College, Delhi University and attended an Executive Program at the Harvard Kennedy School. He is the Founder & CEO of Bharat Light & Power (BLP) Group. Until 2010, Mr. Tejpreet Singh Chopra was the President & CEO of General Electric in India, Sri Lanka & Bangladesh. Prior to that, he served as President & CEO of GE Commercial Finance in India. He is also currently on the Board of Directors of Gujarat Pipavav Port Limited, Indian Energy Exchange Limited and SRF Limited as an Independent Director. He joined the Board on 16th March 2022.

Mr. K R Srinivasan
President and Whole-time Director

Mr. K R Srinivasan (59 years; DIN-08215289) is the President of TI Metal Formed Products Division of the Company. He is a Mechanical Engineering graduate with Honors from Regional Engineering College (REC), Trichy and a post graduate in Business Administration from University of Madras. He is a Fulbright Fellow in Leadership in Management from Carnegie Mellon University, Pittsburgh, USA. He has over two and a half decades of experience in various functions viz., sales, marketing, application engineering, product management, manufacturing and other plant operations, process re-engineering, project management and information technology. He joined the Board on 11th November 2020.

Financial Highlights

OPERATING RESULTS	2021-22	2020-21	2019-20	2018-19	2017-18
Net Sales	5,987	4,026	4,053	4,983	4,335
Profit before Depreciation, Interest & Tax (PBDIT)	785	549	610	563	403
Profit before Interest & Tax (PBIT)	640	400	450	423	274
Profit before Tax (PBT)	628	381	421	371	218
Profit after Tax (PAT)	475	273	331	244	136
Earnings Per Share (₹)	24.64	14.44	17.60	13.02	7.28
Dividend Per Share (₹)	3.50	3.50	3.50	2.50	1.75
Book Value Per Share (₹)	142.16	118.94	91.14	75.92	64.70
SOURCES AND APPLICATION OF FUNDS					
SOURCES OF FUNDS					
Share Capital	19	19	19	19	19
Reserves and Surplus	2,682	2,274	1,694	1,406	1,194
Net Worth	2,701	2,293	1,713	1,425	1,213
Debt	348	309	268	517	679
Deferred Tax Liability (Net)	2	(3)	14	42	28
Total	**3,051**	**2,600**	**1,994**	**1,983**	**1,920**
APPLICATION OF FUNDS					
Net Fixed Assets	985	954	1,012	981	913
Right-of-use assets	32	38	43	-	-
Capital Work-In-Progress	56	126	52	69	89
Investment Property	5	5	5	5	5
Intangible Assets	1	1	1	-	-
Investments	1,666	1,534	629	557	572
Inter corporate Deposit	64	-			
Net Working Capital	242	(58)	251	372	341
Total	**3,051**	**2,600**	**1,994**	**1,983**	**1,920**
RATIOS					
PBT To Sales (%)	10.5	9.5	10.4	7.5	5.0
PAT To Sales (%)	7.9	6.8	8.2	4.9	3.2
Interest Cover (times)	60.4	25.3	21.1	10.7	6.7
ROIC (%) (pre-tax) *	46.5	31.5	29.0	26.4	17.9
Return on Net Worth (%)	17.6	11.9	19.3	17.1	11.2
Total Debt Equity Ratio	0.1	0.1	0.2	0.4	0.6
Long Term Debt Equity Ratio	0.0	0.0	0.1	0.1	0.4
Sales/Fixed Assets (times)	5.7	3.7	3.8	4.7	4.3
Net Working Capital Turnover (times)	24.7	(69.5)	16.1	13.4	12.7
Net Debt #	65	(10)	149	491	660
Free Cash Flow	205	533	320	212	95

* ROIC (pre-tax) is calculated based on monthly average capital Employed

Debt net of Cash & Cash Equivalents, Debt Securities and Current Investments

Board's Report & Management Discussion and Analysis

Dear Shareholders,

The Directors take pleasure in presenting the 14th Annual Report together with the Audited Financial Statements of the Company for the year ended 31st March 2022.

1. Business Environment

The fiscal year 2021-22 was a year of transition with the focus shifting away from the pandemic and more towards recovery and growth. Due to the widespread vaccine coverage, the economic impact of the recurrent COVID-19 wave was much lesser than witnessed during the total lockdown in 2020-21. While the pandemic influenced the first quarter's performance to some extent, there was a strong recovery in the subsequent quarters.

Nonetheless the global ecosystem is still in a state of flux. The invasion of Ukraine by Russia has resulted in a slew of new supply-chain bottlenecks and adversely impacted the international crude oil prices. The recent spike of COVID-19 cases in China resulting in lockdowns in some parts of that country and the economic turmoil in Sri Lanka point to a challenging future.

Due to projection revisions, global growth was predicted to moderate from 5.9% in 2021 to 4.4% in 2022, down half a percentage point from the World Economic Outlook October 2021 Forecast of the World Bank. In the advanced as well as the emerging economies, inflation has become the key problem with the rising prices of energy, non-food commodities, inputs, the global supply chain disruptions and increased freight costs continuing to fuel it across, sparing none. In India, the consumer price inflation fell to 5.2% in 2021-22 (April-December) from 6.6% in 2020-21. It was 5.6% higher than the previous year in December 2021. WPI (Wholesale Price Inflation) is likewise in double figures.

Following a contraction of 7.3% in 2020-21, the Indian economy is expected to grow to 8.9% in real terms in 2021-22. In 2022-23, the GDP is predicted to be 7.2%. The Government and the Reserve Bank of India ("RBI") are taking well-timed steps to assist a robust economic recovery such as establishing Production Linked Incentive (PLI) Scheme for thirteen industries including automobiles, telecommunications, and pharmaceuticals. The Indian Railways' capital expenditure increased to ₹155,181 Cr. (US$ 20.78 Bn.) in 2020-21, up from an average annual expenditure of ₹45,980 Cr. (US$ 6.15 Bn.) between 2009 and 2014 and is further expected to increase to ₹215,058 Cr. (US$ 28.80 Bn.) in 2021-22, a five-fold increase over the 2014 figure. Additional impetus has been given by the Government in the Union Budget 2022 for capital expenditure, with an allocation of ₹7.5 lakh Cr., up from ₹5.54 lakh Cr., providing greater fiscal space to States for capital investments amongst other initiatives.

As per the Society of Indian Automobile Manufacturers (SIAM), in 2021-22, sales of passenger vehicles (PVs) grew by 17%, commercial vehicles (CVs) by 31%, three-wheelers (3Ws) by 24% while two-wheelers (2Ws) declined by 3%. The overall automobile sector experienced a decline of 6% in FY 2022 in sales. However, on the back of Government initiatives on infrastructure spending, the PLI Scheme for auto and auto components, vehicle scrappage policy, favourable policies for adoption of electric vehicles by OEMs etc, the auto industry is expected to come back strong on performance in 2022-23, putting the sector back on track.

Overall macro-economic stability indicators show that the Indian economy is well-positioned to meet the challenges of 2022-23 as per the Economic Survey 2021-22. However, the challenges posed by the external environment need to be kept firmly in view for a timely and effective strategy to achieve stability and growth. Of real concern are the current economic indicators which signal some key issues for the Government's intervention and action, namely, the rising inflation, increasing commodity, food and fuel prices to an extent due to the geo-political situation. These have also resulted in the RBI coming forward with a hike in the interest rates and the Cash Reserve Ratio (CRR) to check the runaway inflation. World over including the USA, an increase in interest rates is seen. It is likely that such a measure could impact and dampen consumer demand in the medium term. The investment climate may also slow down due to higher interest rates amongst others. With RBI keeping a close watch on the situation, it is likely that periodical, calibrated interventions through more rate hikes can be expected in the current fiscal.

2. Standalone Financial Highlights

₹ in Cr.

Particulars	2021-22	2020-21
Sale of Products	5,986.79	4,026.23
Profit Before Exceptional Items and Tax	628.04	380.71
Provision for Employee Voluntary Retirement Scheme Expense	-	(21.67)
Profit Before Tax	628.04	359.04
Tax Expense	(152.87)	(85.86)
Profit After Tax	475.17	273.18

The Board of Directors has decided to retain the entire amount of profit for the financial year 2021-22 in the Statement of Profit and Loss.

3. Performance Overview

During 2021-22, the Company has achieved a turnover of ₹5,986.79 Cr., registering a growth of 49% over the previous year. The Profit before Depreciation, Interest, Exceptional Items and Tax was at ₹785 Cr. as against ₹549 Cr. in the previous year. The Profit before Tax and Exceptional Items was at ₹628 Cr. as against ₹381 Cr. in the previous year.

The Mobility segment recorded a revenue of ₹963 Cr. as compared to ₹847 Cr. during 2020-21, a growth of 14% despite adverse market conditions. The operating profit before interest and tax stood at ₹55 Cr. as compared to ₹44 Cr. during the previous year, registering a growth of 25%.

The Engineering segment registered a revenue of ₹3,868 Cr. as compared to ₹2,317 Cr. during the previous year, a growth of 67%. The operating profit before interest and tax stood at ₹376 Cr. as compared to ₹251 Cr. during 2020-21, a growth of 50%.

The Metal Formed Products segment recorded a revenue of ₹1,240 Cr. as compared to ₹1,032 Cr. during the previous year, a growth of 20%. The operating profit before interest and tax stood at ₹136 Cr. as compared to ₹75 Cr. during previous year, a growth of 81%.

4. Second wave of the pandemic

With a resurgence in the COVID-19 pandemic resulting in a second wave, lockdown/lockdown-like restrictions were again imposed across several States from April 2021, which had some impact on the operations of the manufacturing plants and warehouses of the Company located in those States during the first quarter of the financial year 2021-22.

With the easing of restrictions and the vigorous vaccination drive launched by the Central Government to inoculate the huge population contributing to an overall improvement in the confidence level in managing the situation, operations started from mid-June 2021 onwards leading to improved revenue growth. The Company on its part initiated multiple vaccination drives to inoculate its employees, their relatives and contract staff to provide a safe and healthy work environment to everyone.

The Company has considered the possible effects/ impact arising from COVID-19 on its financial results for 2021-22 and at this stage, it has concluded that no material adjustments are required to the same. The Company will continue to closely monitor any material changes in future economic conditions.

5. Venturing into Clean Mobility business

5.1. Incorporation of Wholly-owned Subsidiary: TI Clean Mobility Private Limited

The Company has been exploring various new opportunities in its pursuit for growth. The Company has identified the clean mobility space, which offers good business potential and exciting prospects to grow.

To bring more focus to this, the Company formed a wholly-owned subsidiary during the year under review to focus on clean mobility.

TI Clean Mobility Private Limited ("TICMPL") was accordingly incorporated as a wholly-owned subsidiary on 12th February 2022 to focus exclusively on clean mobility solutions. The Company invested ₹100 Cr. in subscribing to 10 crore equity shares of ₹10/- each of TICMPL. The Company has also extended an Inter-Corporate Deposit amounting to ₹64 Cr. to TICMPL for its business operations as on 31st March 2022. This new subsidiary will comprise of the electric three-wheeler venture and other EV-related ventures of the Company.

The assets of the three-wheeler electric vehicle business, which was earlier part of the Company were moved from the Company to TICMPL. TICMPL is actively engaged on the product launch preparations which is expected in Q2 of FY 2023 and work is on towards product reliability testing, getting statutory approvals, manufacturing and infrastructure facilities readiness, ensuring quality systems, sales channel and service set-up and brand building activities.

5.2. Acquisition of Cellestial E-Mobility Private Limited

In continuation of its foray into clean mobility, with shareholders' approval, the Company, through its subsidiary, TICMPL acquired 69.95% in the equity share capital of M/s. Cellestial E-Mobility Private Limited ("Cellestial") for a total investment of ₹161 Cr. through a combination of primary infusion and secondary purchase of shares.

TICMPL was allotted 44,030 equity shares of the face value of ₹10/- per share for an aggregate amount of ₹50 Cr. and acquired 97,647 equity shares from the existing shareholders of Cellestial for a total consideration of ₹110.88 Cr.

Consequent to the aforesaid allotment and acquisition of equity shares, TICMPL acquired a controlling interest of 69.95% in Cellestial. Cellestial thus became a subsidiary of TICMPL under Section 2(87) of the Companies Act, 2013 (hereinafter referred to as "the Act" in this Report) with effect from 4th March 2022 (treated as a joint venture under Ind AS).

Cellestial is a start-up engaged *inter alia* in the design and manufacture of e-Tractors. The e-Tractors developed by Cellestial offer several advantages like a swappable battery and lower total cost of ownership compared to the conventional internal combustion engine tractors. Besides, these e-Tractors will also result in lower carbon di-oxide emissions, promote green farming and will take a step towards a circular economy.

Further, another new Company viz., M/s. Cellestial E-Trac Private Limited was incorporated as a wholly-owned subsidiary of Cellestial on 25th February 2022 with an authorized share capital of ₹5 lakhs. The paid-up capital of the said Company as on 31st March 2022 was ₹1 lakh.

Cellestial is currently working towards building 7 prototypes with different mechanical variants catering to different customer and industry segments. Product testing is at its peak and a roadmap has been prepared for product variations, new product development and platform development. Distribution partners are also being on boarded. It has also finalized a location in Chennai for manufacturing.

6. Business Review – Standalone

6.1. Mobility Business

TI's Presence

Mobility segment of the Company comprises of bicycles of the Standard and Special variety including alloy bikes & speciality performance bikes, cycling accessories, bicycle components sold as spares and home fitness equipment. This year the scope of business expanded by introducing the flagship product of e-bicycle.

Industry Scenario

Bicycles fall under two distinct categories – Standards and Specials. While Standard cycles are largely used for commuting, especially in small towns & rural areas, Special cater to recreational usage, where the product is used for fun, fitness and leisure activities. During the year under review, the trade industry witnessed a negative growth of about 13% as against the previous year. Standards de-grew by 13% and Specials too de-grew by about 14%. In addition to this, movements by the unorganized players based on economy offerings have also impacted the organized trade (All India Cycle Manufacturer's Association-AICMA) players' sales volume.

Significant increase in commodity prices over last year has impacted product pricing in the market, resulting in consumers downgrading to mass and economy range of products. In addition to this, the cycling euphoria of 2021 post the first lockdown was not seen post the second lockdown as schools, workplaces and fitness centres opened up, changing the consumer behaviour towards cycling, resulting in a market drop.

Over 86% of the country's requirements are met by four major players and the smaller regional players and imports constitute the balance. The Company's cycles business viz., TI Cycles enjoys a share of about 26% of the total organised trade market. The Company's exports segment registered a growth of 23% and e-commerce by over 100% compared to the last fiscal.

Review of Performance

TI Cycles sold about 20.6 lakh bicycles during the year in trade which was lower by 6.6% compared to the previous year. Overall Trade bicycle industry itself registered a de-growth of 13% over the previous year. Despite tough market conditions, TI Cycles registered an overall market share gain of 1.8%. The thrust on Specials segment was driven through frequent new product launches, product innovations, enhanced digital marketing and superior consumer experience through exclusive retail outlets under the exclusive retail brand 'Track & Trail'. Moreover, the expansion of export business and domestic spares business is considered to be a new avenue of business to the Company. To participate in the growing economy sub-segment, 9 low cost products were launched in major categories like Kids and Mountain Terrain Bikes (MTB).

In 2021-22, 66 new model bicycles were launched, and 23 models were refreshed. 24% of the trade sales volume came from new products.18 innovations were introduced for the first time in the industry, notable among them being introduction of split basket in junior SLR, pedal light, dual braking force, turbo drive 2.0 and anti-slip chain 2.0.

On the consumer outreach front, the business onboarded Mr. Rishabh Pant, well known Indian cricketer as the brand ambassador for Hercules, and consistently ran digital influencer campaigns for its major brands, with BSA Ladybird, Hercules, Roadeo, and Montra delivering a significant lift in brand awareness. The objective of the campaigns was to increase brand awareness and product consideration among the target group.

6.2. Engineering

TI's Presence

The Engineering segment of the Company consists of Cold Rolled Steel Strips (CRSS) and precision steel tubes viz., Cold Drawn Welded tubes (CDW) and Electric Resistance Welded tubes (ERW). These products primarily cater to the needs of the automotive, boiler, bicycle, general engineering and process industries. The Company is further engaged in the manufacture of large diameter welded tubes mainly for non-auto application which are largely imported.

Industry Scenario

During 2021-22, the automotive industry's production volume de-grew by 6%. Passenger vehicle and commercial vehicle grew by 19% and 29% respectively and two-wheeler segment de-grew by 3% over the previous year.

Review of Performance

The Engineering segment was able to grow its volumes leveraging the growth of passenger vehicles and commercial vehicles. The business also focussed and realized the increased opportunities in the export market. The volumes of tubes in domestic business grew by 18%, CRSS business grew by 14% and large diameter tubes grew by 26%. Overall export volume grew by 98% during the year.

The business continued to drive efficiency improvement and spending capital expenditure prudently on critical growth projects.

The business started Lean implementation for eliminating/reducing wastes in the value chain by focussing on productivity & quality improvement, inventory reduction & creating a flow in production system using Lean tools & techniques.

Career path initiatives were taken up to provide opportunities to employees within the organization for new openings and to enable cross function exposure and growth.

The business continued to participate in the reviews of the US Department of Commerce on the complaint of alleged dumping of cold-drawn steel mechanical tubes from India and some other countries, the Countervailing Duty (CVD) and Anti-dumping Duty (AD) on the Company's exports to the US market, to reduce duty rates to enhance export volumes.

6.3. Metal Formed Products

TI's presence

Automotive chains, fine blanked products, roll-formed car doorframes and cold roll formed sections for passenger coaches constitute the Metal Formed Products segment.

Industry scenario

During 2021-22, production of two-wheeler segment de-grew by 3% and passenger cars grew by 17%.

The financial year was a challenging one amidst the rise in steel prices, global shortage in semi-conductor chips coupled with negligible growth of auto industry. The business demonstrated resilience despite these challenges through prudent capital spending, operating with an optimum working capital along with control over costs.

This segment is one of the major players in the manufacturing of roller chains and fine blanked parts for the automotive industry in India.

With international car majors continuing to invest in the country and increasingly using India as an export base, many component manufacturers have the opportunity to cater to the global needs of automobile manufacturers and their Tier 1 suppliers.

Post COVID-19 pandemic, the Railways business continued to go through a turbulent phase as demand continues to be subdued.

Review of Performance

Due to State-wide lock down in first few months of the year, all the businesses were affected during the first quarter. Though the first quarter was impacted due to the pandemic, the auto segment improved from the second quarter onwards. The global shortage of semi-conductor chips affected certain segments of the businesses during the year. The Company continued to focus in the aftermarket segment benefiting from the two-wheeler population growth. The replacement market continues to provide opportunities for growth notwithstanding good competition and the business expects to strengthen on sales structure, deepen its coverage and launch new products for new categories.

Doorframe sales were higher by 11% during 2021-22 and the business manages to hold on to market due to good traction seen in select models with renowned auto majors. The focus is on generating more business from the auto OEMs, leveraging the Tier-1 position with specific emphasis on roll formed products and other tubular parts used in passenger cars. In addition, increased volumes in coach parts, focus on metros and expanding the customer/product base are some of the driving factors that will put the Railways business back on track.

6.4. Others Segment

Effective 1st April 2021, the Company has re-organized certain business units and its operating structure across all the business units and a reporting segment "Others" was formed.

This segment consists of the Industrial Chains and New Businesses of the Company viz, Truck Body Works, TMT Bars and TI Opto Electronic Solutions,

Industrial Chains business manufactures Power Transmission Chains, Engineering Class Chains, Agricultural Chains and Textile Chains for use in agriculture, cement, steel, sugar, textiles, food and other sectors. This business has performed well during the year with healthy growth in both domestic and exports.

New businesses comprising of Truck Body Works, TMT Bars and TI Opto Electronic Solutions have begun to stabilize post the 1st and 2nd wave of COVID-19 pandemic and are expected to grow their performance in the coming years.

7. Dividend

The Board of Directors declared an Interim Dividend of ₹2/- per share (@ 200%) on equity share of face value of ₹1/- each for the financial year 2021-22, which was paid on 4th March 2022 to all the eligible shareholders. Final dividend of ₹1.50/- per share (@ 150%) has been proposed by the Board for the said financial year and together with the Interim Dividend of ₹2/- per equity share, already declared and paid, in respect of the financial year 2021-22, ₹3.50 per share (@ 350%) will be considered as the total Dividend for the said financial year.

The dividend payout is in accordance with the Company's Policy on Dividend Distribution. The said Policy as approved by the Board is uploaded and is available on the following link on the Company's website: https://tiindia.com/dividend-distribution-policy/

Details thereof also form part of this Annual Report for the information of shareholders.

8. Share Capital

The paid-up Equity Share Capital of the Company as on 31st March 2022 was ₹19,29,50,221/- consisting of 19,29,50,221 Equity Shares of the face value of ₹1/- each fully paid up.

9. Finance

Cash and Cash Equivalents as at 31st March 2022 were ₹2.36 Cr. In addition, the Company has investments in liquid schemes of mutual funds for ₹280.45 Cr. The Company continues to focus on judicious management of its working capital. The Company took many steps during the year to improve the working capital turns. The working capital parameters were kept under strict check through continuous monitoring.

9.1. Non-Convertible Debentures

During the year, Non-Convertible Debentures (NCDs) aggregating ₹50 Cr. were redeemed. As at 31st March 2022, NCDs aggregating ₹50 Cr. were outstanding, which were subsequently redeemed in April 2022 on the due date. Accordingly, no NCDs of the Company are outstanding as on date of this Report.

9.2. Deposits

The Company has not accepted any fixed deposits under Chapter V of the Act and as such no amount of principal and interest were outstanding as on 31st March 2022.

9.3. Particulars of Loans, Guarantees or Investments

During the year under review, the Company incorporated a Wholly-Owned Subsidiary, M/s. TI Clean Mobility Private limited ("TICMPL") and invested ₹100 Cr. in its equity capital. Further the Company had given an Inter-Corporate Loan of ₹64 Cr. to TICMPL under Section 186 of the Companies Act, 2013, the details relating to which form part of the Notes to the Audited Financial Statements provided in this Annual Report.

During the year under review, the Company made a strategic investment in M/s. Aerostrovilos Energy Private Limited ("AEPL"), a Chennai based start-up engaged in the development of micro-gas turbine technology, by way of subscription to 4,151 equity shares, for an aggregate sum of ₹3.46 Cr., representing 27.78% of the paid-up equity share capital of AEPL and 25% of the equity share capital considering the ESOP Pool. Consequently, AEPL became an associate Company with effect from 24th November 2021. AEPL is currently carrying on the process of building the proto-type of micro gas turbine.

During the year under review, in February 2022, the Company exercised the option to convert 9 crore Share Warrants into equal number of equity shares of M/s. CG Power and Industrial Solutions Limited ("CG Power"), the Company's subsidiary, by paying the balance subscription amount of ₹57.78 Cr. and was allotted equal number of equity shares by CG Power.

Post allotment of the shares on conversion of the Share Warrants, the Company holds 80,12,51,887 equity shares of ₹10/- each fully paid up of CG Power, constituting 55.57% of the subscribed and paid up capital of CG Power.

The Company decided to exercise the option to convert the remaining 8,52,33,645 Share Warrants, in May 2022, into equity shares of CG Power in the current financial year 2022-23, and paid the balance of the purchase consideration of about ₹54.72 Cr. Post allotment of the shares in respect of the second and final conversion of Warrants, the Company holds 88,64,85,532 equity shares of ₹10/- each representing 58.05% of the subscribed and paid up capital of CG Power on a fully diluted basis.

Consequent to the improved business performance of CG Power, State Bank of India ("SBI"), the lender of CG Power released and cancelled the corporate guarantee earlier provided by the Company in favour of SBI towards the fund-based facilities aggregating ₹1,365 Cr. extended by SBI to CG Power.

As part of treasury management, the Company also deploys any short-term surplus in units of mutual funds, the details relating to which form part of the Notes to the Audited Financial Statements provided in this Annual Report.

9.4. Consolidated Financial Highlights

₹ in Cr.

Particulars	2021-22	2020-21
Revenue from contract with customers (net)	**12,060.40**	**5,827.46**
Profit before share of profit of a Joint Venture and Exceptional items	**1,134.87**	**406.38**
Share of profit/ (Loss) of Joint Venture	(2.92)	-
Exceptional items	20.21	(41.88)
Profit Before Tax and exceptional items	**1,152.16**	**364.50**
Tax Expense	160.77	78.76
Profit for the year before Minority Interest and share of profit from Associate	**991.39**	**285.74**

10. Business Review – Subsidiaries and Joint Venture

10.1. Shanthi Gears Ltd (SGL)

SGL, a subsidiary of the Company, recorded revenue of ₹337 Cr. in 2021-22 against ₹216 Cr. in the previous year. Profit before tax was ₹59 Cr. (previous year: ₹26 Cr.). During the year, SGL renewed its focus on re-establishing itself in the market and gaining new customers.

SGL continued to look at enlarging its market presence, create a robust channel, enhance its process capabilities and launch new products to meet the growing expectations of customers.

SGL declared and paid an Interim Dividend of ₹2.50 per share for the financial year 2021-22.

10.2. Financière C10 SAS (FC10)

FC10, the Company's wholly-owned subsidiary in France recorded consolidated revenue of Euro 33 Mn. in 2021 (previous year: Euro 26 Mn.). The profit after tax for the year was Euro 0.25 Mn. as compared with the loss of Euro 0.67 Mn. in the previous year. The consolidated results of FC10 include results of its subsidiaries viz., Sedis SAS, Sedis GmbH and Sedis Co Ltd in UK.

10.3. Great Cycles (Private) Limited (GCPL)

GCPL is the Company's subsidiary in Sri Lanka acquired in March 2018. The Company holds 80% of GCPL's equity capital.

During the year under review, GCPL recorded revenue of ₹32 Cr. (previous year: ₹19 Cr.) and registered profit before tax of ₹9 Cr. (previous year profit before tax: ₹2 Cr.).

10.4. Creative Cycles (Private) Limited (CCPL)

CCPL is the Company's subsidiary in Sri Lanka acquired in March 2018. The Company holds 80% of CCPL's equity capital.

During the year under review, CCPL recorded revenue of ₹77 Cr. (previous year: ₹41 Cr.) and registered loss before tax of ₹14 Cr. (previous year loss before tax: ₹2 Cr.).

10.5. CG Power and Industrial Solutions Limited (CG Power)

CG Power is the Company's subsidiary acquired in November 2020. The Company holds 55.57% of CG Power's equity capital.

During the year under review, CG Power recorded revenue of ₹5,561 Cr. and registered profit before exceptional items and tax of ₹527.82 Cr.

The operations of CG Power have stabilized, and its performance has registered an impressive turnaround during 2021-22, which only reaffirms the confidence of the Board at the time of acquisition that CG Power would create better value for itself and the Company in the coming years.

10.6. TI Clean Mobility Private Limited (TICMPL)

TICMPL is the Company's wholly-owned subsidiary incorporated on 12th February 2022.

During the year under review, TICMPL recorded Nil revenue and registered a loss before tax of ₹12.96 Cr.

During the year under review, Cellestial E-Mobility Private Limited recorded revenue of ₹0.06 Cr and registered a loss before tax of ₹4.36 Cr

10.7. TI Tsubamex Private Limited (TTPL)

Consequent to discontinuance of its business operations, the application made by TTPL to the Registrar of Companies, Tamilnadu, Chennai (RoC) was approved and the name of TTPL was struck off the Register of Companies maintained by the RoC and TTPL stood dissolved effective 25th October 2021.

11. Financial Review

11.1. Profits & Profitability

The Profit before Tax and exceptional items has registered a growth by 65%. All the business segments of the Company maintained their focus on servicing customers, improving efficiencies, controlling working capital and reducing resources employed in the business.

11.2. Capital Expenditure

The Company continues to assess the trends emerging in the industry and the changing requirements of its customers and invests appropriately for the long-term with a view to servicing its customers in a more timely and efficient manner.

11.3. Interest Cost

The Company's interest cost reduced to ₹12 Cr. in 2021-22 from ₹19 Cr. in the previous year, mainly on account of lower borrowing and better management of net working capital. The Company had a net debt of ₹65.26 Cr. (Net of borrowings, cash and investment in mutual funds; and debt securities) as on 31st March 2022 as compared to the cash surplus (Net of borrowings, cash and investment in mutual funds; and debt securities) of ₹10 Cr. as on 31st March 2021.

11.4. Financial Ratios

The key financial ratios of the Company in which there were significant changes (more than 25%) during the financial year compared to the previous financial year, with reasons therefor, are as under:

Sl. No.	Financial Ratio*	FY 2021-22	FY 2020-21	% change over previous year	Reasons
1	Interest Coverage Ratio (times)	60.4	25.2	139.6%	Favourable average borrowing rates
2	Debt-Equity Ratio (times)	0.1	0.1	(4.3%)	-
3	Net Profit Margin	7.5%	6.4%	17.1%	Improvement in profit mainly due to reduced fixed cost and interest cost
4	Return on Net Worth	17.6%	11.9%	47.7%	Increase in profits with improved business scenario
5	Return on Capital Employed	22.6%	17.8%	27.0%	
6	Revenue Growth	49.0%	(0.5%)		Higher sales driven primarily after post-pandemic period
7	Debtors Turnover (times)	9.5	8.4	13.1%	Better management of working capital
8	Inventory Turnover (times)	7.1	5.4	31.5%	
9	Current Ratio (times)	1.1	1.0	10.0%	
10	Operating Profit Margin	12.3%	12.9%	(0.1%)	Increase in profits with improved business scenario

*Ratios are tracked by the Company on a standalone basis

11.5. Internal Control Systems

Internal control systems in the organisation are looked at as the key to its effective functioning. The Company believes that internal control is one of the key pillars of governance which provides freedom to the management within a framework of appropriate checks and balances. Given the nature of business and size of its operations, the Company has designed and instituted a robust internal control system that comprises well-defined organisation structure, roles and responsibilities, documented policies and procedures to reduce business risks through a framework of internal controls and processes. These controls ensure:

- Recording of transactions are accurate, complete and properly authorised;
- Adherence to Accounting Standards, compliance to applicable Statutes, Company policies and procedures and timely preparation of financial statements;
- Effective usage of resources and safeguarding of assets;
- Prevention and detection of frauds/errors;
- Efficient conduct of operations.

To ensure efficient internal control systems, the Company has a well-established, independent and multi-disciplinary in-house Internal Audit function that carries out periodic audits across locations and functions. The scope and authority of the Internal Audit function is derived from the Internal Audit charter duly approved by the Management. The Internal Audit function reviews compliance vis-a-vis the established design of the internal control, as also the efficiency and effectiveness of operations. Internal Audit function is responsible for providing, assurance on compliance with operating systems, internal policies and legal requirements as well as suggesting improvements to systems and processes. It reviews and reports to management and the Audit Committee about compliance with internal controls, and the efficiency and effectiveness of operations as well as the key process risks. The Company also has established whistle-blower mechanism operative across the Company.

In its continued efforts to further strengthen its Internal Audit process through utilizing the services of a specialist agency in order to benefit from the best of practices available (including the use of analytical tools) to monitor various processes, the Company has re-appointed M/s. PricewaterhouseCoopers ("PwC") as Internal Auditors of the Company for the current financial year 2022-23 also. The Company is seeing benefits from the professional approach and practises adopted by the said Internal Auditors.

The Audit Committee of the Board of Directors, comprising of independent directors, regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards as well as reasons for changes in accounting policies and practices, if any.

The summary of the Internal Audit findings and status of implementation of action plans for risk mitigation are submitted to the Audit Committee every quarter for review, and concerns if any, are reported to the Board. This process ensures robustness of internal control system and compliance with laws and regulations including resource utilisation and system efficacy.

Revenue and capital expenditures are governed by approved budgets and the levels are defined by a delegation of authority mechanism. Review of capital expenditure is undertaken with reference to benefits expected in line with the policy for the same.

Investment decisions are subject to formal detailed evaluation and approved by the relevant authority as defined in the delegation of authority mechanism. The Audit Committee reviews the plan for internal audit, significant internal audit observations and functioning of the Company's Internal Audit department on a periodic basis.

11.6. Internal Financial Control Systems with reference to the Financial Statements

The Company has complied with the specific requirements of the Act, which call for establishment and implementation of an Internal Financial Control framework that supports compliance with requirements of the said Act in relation to the Directors' Responsibility Statement.

The Company's business processes are enabled by an Enterprise-wide Resource Platform (ERP) as its core IT system. The operating management is not only responsible for revenue and profitability but for also maintaining financial discipline and accountability. The systems and processes are continuously improved by adopting best in class processes, automation and implementing latest Information Technology tools.

The Company has a formal system of internal financial control to ensure the reliability of financial and operational information, and regulatory and statutory compliances. This is reviewed regularly and tested by the Internal Audit Team. The Company's business processes are enabled by the ERP for monitoring and reporting processes resulting in financial discipline and accountability.

12. Enterprise Risk Analysis and Management

The Company has an established risk assessment and minimisation framework. This framework provides a mechanism to identify the risk, evaluation of likelihood of happening and consequences. It also provides for assessment of options to mitigate the risk and develop appropriate risk management plans. There are normal constraints of time, efficiency and cost.

The Risk Management Committee of the Board of Directors reviews the risk mitigation plans periodically to monitor the key risks of the Company and evaluate the management of such risks for effective mitigation.

During the year under review, the Risk Management Committee met on 17th June 2021, 27th October 2021 and 16th March 2022 and reviewed the risks and mitigation plans of the SBUs of the Company.

Some of the risks associated with the business and the related mitigation plans are discussed hereunder.

The risks given below are not exhaustive and the evaluation of risk is based on management's perception.

12.1. Bicycles and Components

Risk	Why considered as Risk	Mitigation Plan/Counter Measure
Product Obsolescence Risk	• Decline in sales, revenue and profitability • Increase in inventory	• Adapt to product alternatives like E-bikes • Export markets • Activations to promote cycling as a lifestyle/ fitness category • Monitor NPD (new product development) cycle and address the exceptions periodically
Sourcing Risk	• Raw material supply chain issues due to pandemic • Volatility in volumes • Continuous increase in raw material price	• Continuous upgrading of vendor capability through Vendor score card rating and closing the gaps, implementing Kaizens and ensuring timely delivery • Relationship building and ensuring stable volumes to keep the supplier operations running through altering SoBs and rationalizing the supply base continuously • Reduce import dependency and pass on the increase to market, ensuring commodity settlement to suppliers every month
Competition Risk	• Competitors investing in capacity expansion • Investment in e-Cycle manufacturing plant to capitalize on domestic and exports volume • International range licensing	• Increase focus on brand awareness & visibility initiatives • Launch of e-Cycles targeting global market • Introducing new models with a healthy innovation funnel • Consistent quality and timely delivery
Volume & Profitability Risks	• Shift to mass premium from premium • High price competition in specials • Increase in number of unbranded players with competitive offering	• Be price competitive and leverage innovation • Premium imagery and designs at competitive price points • Retail 2.0 with a vision to enhance consumer in-store experience and store footprint • Focus in optimized sourcing thereby have price competitive products • Increase focus on brand awareness & visibility initiatives
Technology Risk	• Lack of capacity and capability to handle large scale shift to alloy bikes	• Capability building for manufacture and assembly of alloy bikes by - Frame alloy manufacturing - Water Decal establishing - Support indigenization for all imported components excepts gears & shifters • Establishing reliable source for high end bikes by approval of alloy tube manufacturer • Development of alloy child parts

12.2. Engineering

Risk	Why considered as Risk	Mitigation Plan/Counter Measure
User Industry Concentration Risk	• Significant exposure to auto sector • Time lag in pass through of input cost changes	• New products/applications to existing customers • Introduction of new products catering to non-auto users • Increase in exports volume with focused business development on select product segments • Leverage application engineering skills for tubular solutions • To study the new opportunities that will emerge with the launch of electric vehicles and plan for participation in same • Drive efficiency improvement through Lean approach for sustainable competitive advantage
Technology Obsolescence Risk	• Cheaper alternatives for auto applications affecting revenue streams	• Imbibing new and relevant technologies • Equipment upgradations to address emerging demand for light weighting and high strength tubes (stabilizer bar tubes)
Raw Material Risk	• Volatility in steel price • Inconsistency in quality • High inventory holding	• Alliance with steel producers • Back-to-back arrangement with customers to ensure timely recovery of steel price increases • Global sourcing • Strategic sourcing including developing new grades by suppliers • Rationalization and standardization of grades • Move to products with higher value addition
Competition Risk	• Competition from integrated steel mills • New entrants with financial strength • Imports	• Consistent quality and timely delivery • Import substitution, development of new grades • Product range of offering leveraging all businesses of the Company • Innovate on products, process and applications • Leveraging metallurgy skills • Regional balancing and common capability across all plants • Digital initiatives for faster response

Risk	Why considered as Risk	Mitigation Plan/Counter Measure
Export related risks	• Increased trade protectionism and import tariff • Global competition • Need for higher capability	• Identification of new export markets and customers • Capability building • Focusing on new product categories and newer markets across geographies • Continue participation in US AD/CVD reviews to reduce duty rates • Efficiency improvement through Lean approach for sustainable competitive advantage

12.3. Metal Formed Products

Risk	Why considered as Risk	Mitigation Plan/Counter Measure
Product Risk	• Revenues are model specific • Risk of product failures	• Indigenization of equipment • Pursue options for other business using the same facilities • Model specific investments to be done by OEMs • More rigorous analysis of risks before taking up the project
User Industry Concentration Risk	• Dependence on auto sector • Impact of slow down	• Diversification into non-auto business • Focus on exports
Customer Risk	• Retention of Customers • Significant revenues from few customers • Availability of alternative source • Disruption in supplies	• Cost competitiveness through Operational Excellence initiatives • Leverage design strength • Leverage proximity to customer • Build technology superiority • Product - plant rationalization • Focus on addition of new customers
Entry of competition	• Low technology barrier • Impact on profit	• Leverage position with customer as technology leader • Continuous upgrading of technical specifications • Cost reduction • Concentration in focus markets
Entry of internationally established players in domestic market	• Better product range • Tie-up with local player/end user • 'High quality' image	• Enhance product portfolio leveraging acquisition • Leverage leadership and competitive position in industry • Strengthen collaboration with R&D team of customers • Pursue opportunities in systems/components • Pursue options for collaborating with other multi-national player(s) of repute
Sourcing Risk	• Dependence on a few vendors for certain components	• Vendor relationship building • Enhancing vendor base, both locally as well as overseas • Leveraging collective bargaining capability of the group

Risk	Why considered as Risk	Mitigation Plan/Counter Measure
Pricing risk	• Year-on-Year price reduction expectation • Price recovery due to dependence on a few OEMs	• Utilisation of existing assets, optimal investment assumptions and reduced cost of operations. • Value engineering and value analysis in business re-engineering process • Claims from customer for lower volumes • Relationship building and joint / dynamic estimation of cost with OEMs leading to smooth price increase settlement • Arrangement with customers for the timely recovery of steel price increases
Technology risk	• Advent of EVs	• To identify new business in the EV segment • Focus on exports • Focus on new products and customers
Employee risk	• Skill development • Increase in labour cost	• Skill development of employees • Categorisation of labour requirement • Process automation

12.4. General

Risk	Why considered as Risk	Mitigation Plan/Counter Measure
Human Resource Risk	• Build Talent Pipeline for meeting growth aspirations • Retention of talent • Availability of adequate flexible workforce post COVID-19	• Conceptualize and implement TI Talent Management approach • Coaching and team building • Individual career and development plan • Effective communication exercises • Continuous engagement with identified talent pool • Deskill operations • Continuously engage with contractors and contract labour for their wellness & engagement
Currency Risk	• Foreign currency exposure on exports, imports and borrowings	• Early identification and monitoring of exposures • Hedging of exposures based on risk profile
IT/Cyber Related Risk	• Confidentiality, integrity and availability	• Access controls • Secure Network Architecture • Infrastructure redundancies & disaster recovery mechanism • Audit of controls
Project Management Risk	• Delay in implementation • Increase in cost • Potential delay in stabilization of production	• Effective project management • Pre-implementation planning • Deployment of adequate resources • Effective monitoring

13. Corporate Social Responsibility (CSR)

The Company, being part of the Murugappa Group, is known for its tradition of philanthropy and community service. The Company's philosophy is to reach out to the community by establishing service-oriented philanthropic institutions in the field of education and healthcare as the core focus areas. The CSR Policy of the Company is available on the Company's website at the following link, https://tiindia.com/csr-policy/.

As per the provisions of the Act, the Company was required to spend ₹7.34 Cr. and had also carried forward an excess balance of ₹1.17 Cr. After adjustment of the said excess carried forward balance, the minimum mandatory amount required to be spent during the financial year 2021-22 was ₹6.17 Cr, against which, the Company spent ₹6.48 Cr. towards identified CSR projects in the fields of education, health care and public infrastructure during the year.

The Annual Report on CSR for 2021-22 is annexed to and forms part of this Report as well as in the Company's website at the following link, https://tiindia.com/csr-budget-and-spend-details/

14. Corporate Governance

The Company is committed to maintaining high standards of corporate governance.

The Company was wholly in compliance with the requirements of the Listing Agreement with the Stock Exchanges as well as the SEBI Listing Regulations.

A report on corporate governance together with a certificate from the Practising Company Secretary is annexed in accordance with the terms of the SEBI Listing Regulations and forms part of the Board's Report. The Managing Director and the Chief Financial Officer have submitted a certificate to the Board regarding the financial statements and other matters in terms of Part B of Schedule II [Corporate Governance] of the SEBI Listing Regulations.

The Report further contains details as required to be provided in the Board's Report on the policy on Directors' appointment and remuneration including the criteria, annual evaluation by the Board and Directors, composition and other details of Board committees, implementation of risk management policy, whistle-blower policy/vigil mechanism, dividend policy etc.

15. Business Responsibility Reporting

As required under the SEBI Listing Regulations which mandate the inclusion of a Business Responsibility Report as part of the Annual Report for the top 1000 listed entities, the Business Responsibility Report forms part of the Annual Report.

The Business Responsibility Policy of the Company is displayed in the Company's website at the following link, https://tiindia.com/business-responsibility-policy/

With the increasing emphasis on reporting on the ESG (Environmental, Social and Governance) matters, the Company has taken steps to bring focus to ESG initiatives.

16. Human Resources

The Company continues to lay emphasis on creating a high performing work culture to achieve organisational goals of the present as well as those of the future in a sustainable way by establishing a culture of process discipline, organisational oneness and achievement orientation across its businesses through simplification and digitization, empowerment, project-based working and customer centricity.

The initiatives taken by the Company are in line with its long-term HR strategy drawn up with three broad thrust areas – TI Way of working, TI talent development and creating a high-performance work culture.

As the Company embarked on its ambitious plan for expansion and growth, it has co-created a comprehensive operational framework to guide the employees in this journey covering all divisions/ business units/functions. 'TI Way' is a set of guidelines for critical processes in the organization thereby uniting their approaches irrespective of the business units. TI Way rests on key three pillars – process discipline, organisational oneness and achievement orientation and powered by three key directional initiatives – talent development, Lean management and business acquisition. The journey on all these three initiatives has started well.

As part of the talent development engine, the Company has developed a framework that will ensure a structured approach towards identification, development and availability of talent ready pool for occupying elevated roles in top, middle and junior management categories. The Company has constituted a 'Talent Board' which is an integral part of the talent development engine. The Talent Board will play an active role in development of resources across levels and will guide, support and constantly review the various developmental actions, interventions and suggest appropriate next steps for accelerated talent development in the Company.

In order to further strengthen the value chain and being competitive, the Company focuses on "we must to do more with less" and adapt to changes in the market and economy. In line with this, the Company started the Lean implementation for eliminating/ reducing wastes in the value chain and for improving customer defined value, to products and services. Lean is being practised at Tube Products of India, TI Cycles of India, Industrial Chains and the Fine Blanking businesses and also at Shanthi Gears Limited, focussing on Muda (waste) elimination, implementation of standard work, productivity & quality improvement, inventory & creating a flow in the production system using Lean tools & techniques.

The total number of permanent employees on the rolls of the Company as on 31st March 2022 is 3,107.

Industrial relations continued to remain cordial at all the Company's units during the period under review.

The information relating to employees and other particulars required under Section 197 of the Act read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members excluding the information on employees, particulars of which are available for inspection by the Members at the Registered Office of the Company during business hours on all working days of the Company up to the date of the forthcoming Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in the said regard.

The disclosure with regard to remuneration as required under Section 197 of the Act read with Rule 5 of the aforementioned Rules is attached and forms part of this Report.

17. Prevention of sexual harassment at workplace

The Company has policy on prevention of sexual harassment at workplace in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. An Internal Complaints Committee (ICC) to redress complaints received regarding sexual harassment has been constituted in compliance with the requirements of the aforementioned Act. The policy extends to all employees (permanent, contractual, temporary and trainees). Employees at all levels are being sensitized about the said Policy and the remedies available thereunder.

No complaints were received by the ICC during the year under review and no complaint was pending as at the end of the year.

18. Employee Stock Option Scheme

During the year under review, the Company had granted 2,85,400 Options to eligible employees under its Employee Stock Option Plan viz., ESOP 2017.

Details in respect of the ESOP 2017 as required under the relevant SEBI Regulations are displayed in the Company's website at the following link: https://tiindia.com/esop/

19. Directors' Responsibility Statement

The Board of Directors confirm that the Company has in place a framework of internal financial controls and compliance system, which is monitored and reviewed by the Audit Committee and the Board besides the statutory, internal and secretarial auditors. To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act 2013:

a) that in the preparation of the annual Financial Statements for the year ended 31st March 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2022 and of the profit of the Company for the year ended on that date;

c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) that the annual Financial Statements have been prepared on a going concern basis;

e) that proper internal financial controls to be followed by the Company have been laid down and that the financial controls are adequate and were operating effectively; &

f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. Auditors

M/s. S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number : 101049W/E300004) were appointed as Statutory Auditors at the 9th Annual General Meeting held on 6th November 2017 for a period of five years viz., from the conclusion of the said 9th Annual General Meeting till the conclusion of the ensuing 14th Annual General Meeting.

As the term of the Statutory Auditors is valid only till the ensuing Annual General Meeting, it is proposed to re-appoint M/s. S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for a second term, to which they are eligible under the Act.

The Statutory Auditors will be completing audit of the financials of the Company for a continuous period of ten years in FY 2025-26 if their appointment in the casual vacancy to do the statutory audit in FY 2016-17 is also reckoned. It is hence proposed to recommend a second term of four years only for re-appointment of the Statutory Auditors viz., from the conclusion of the ensuing 14th Annual General Meeting to the conclusion of the 18th Annual General Meeting.

Necessary consent for the re-appointment has been received from M/s. S R Batliboi & Associates LLP. The resolution proposing the said re-appointment of M/s. S R Batliboi & Associates LLP as Statutory Auditors of the Company for a period of four years along with the remuneration thereof forms part of the Notice for the ensuing 14th Annual General Meeting, which the Board recommends for the shareholders' approval.

The Company is required to maintain cost records in respect of Steel Products, Metal Formed Products and parts & accessories of auto components of the Company and such accounts and records are made and maintained. M/s. S Mahadevan & Co. (Firm no.000007), Cost Accountants were appointed as the Cost Auditors of the Company for auditing the cost accounting records maintained by the Company in respect of the applicable products for the financial year 2022-23. Necessary resolution for ratification of their remuneration in respect of the terms of their appointment for the financial year 2022-23 forms part of the Notice for the ensuing Annual General Meeting, which the Board recommends for the shareholders' approval.

21. Related Party Transactions

All related party transactions that were entered into during the financial year under review were on an arm's length basis and were in the ordinary course of business.

The Company did not enter into any materially significant related party contracts or arrangements or transactions during the financial year which may have a potential conflict with the interest of the Company at large or which is required to be reported in Form No. AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014.

Necessary disclosures as required under the Indian Accounting Standards have been made in the notes to the Financial Statements.

The policy on Related Party Transactions as approved by the Board is uploaded and is available on the following link on the Company's website, https://tiindia.com/rpt-policy/. None of the Directors had any pecuniary relationships or transactions vis-à-vis the Company.

22. Directors

During the year under review, the following key Board level changes were effected to evolve and realign the senior management team after considering the growth aspirations in the existing businesses, the number of new initiatives/businesses in the anvil and towards long-term succession planning:

- Mr. M A M Arunachalam, who was the non-executive Chairman till 31st March 2022, was appointed as a Whole-time Director (Key Managerial Personnel), designated as the Executive Chairman for a 5-year term of Office from 1st April 2022 to 31st March 2027 (both days inclusive) for guiding the Company's existing business interests, helping in identifying new business interests, actively promoting good governance, nurturing business relationships and other corporate affairs including representing the Company at various forums, interacting with the Government for active promotion of the Company's business interests etc.;
- Mr. Vellayan Subbiah, who was the Managing Director till 31st March 2022, was appointed as a Whole-time Director (Key Managerial Personnel), designated as the Executive Vice Chairman for a 5-year term of Office from 1st April 2022 to 31st March 2027 (both days inclusive) for providing the overall leadership, identifying the growth vectors for the Company and look at the long-term business opportunities, organic as well as inorganic besides continuing to provide tactical direction, to guide and support the business teams and its leaders in strategic and operational matters; and
- Mr. Mukesh Ahuja, who was heading Tube Products of India, the largest division of the Company was appointed as Additional Director and as the Managing Director (Key Managerial Personnel) for a 5-year term of Office from 1st April 2022 to 31st March 2027 (both days inclusive) as part of long-term succession planning and in view of appointment of Mr. Vellayan Subbiah as the Executive Vice Chairman, to focus on growing the existing businesses and to facilitate future growth of the Company.

Mr. Tejpreet Singh Chopra was appointed by the Board of Directors as an Additional Director in the Independent Director category of the Company on 16th March 2022.

In respect of all the four appointments as aforementioned, the Board decided to recommend the same to the shareholders and further seek the approval of the shareholders through the issue of a Notice of Postal Ballot & E-voting dated 12th May 2022, since the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 stipulates *inter alia* that in respect of appointment of any directors, shareholders' approval be taken within three months from the date of appointment by the Board of Directors.

Consequent to his appointment as the Executive Vice Chairman (Whole-time Director) effective 1st April 2022, Mr. Vellayan Subbiah stepped down as Managing Director effective close of business hours on 31st March 2022.

The Board further places on record its appreciation of the major role played by Mr. Vellayan Subbiah as the Managing Director of the Company during his term of Office from 19th August 2017 to 31st March 2022 in actively driving the growth of the existing businesses of the Company, apart from providing strategic direction for the acquisitions and step outs into new lines of business by the Company. The Board also wishes him, Mr. M A M Arunachalam and Mr. Mukesh Ahuja the very best in their respective new roles.

During the year 2021-22, Ms. Madhu Dubhashi, Independent Director retired on the completion of her second term, at the 13th Annual General Meeting of the Company. Mr. Mahesh Chhabria, Independent Director resigned from the Board in October 2021 citing potential conflict of interest on account of the Company's business strategies with his senior management position with another Company.

The Board places on record its appreciation of the distinguished services rendered by Ms. Madhu Dubhashi and Mr. Mahesh Chhabria during their term of office as Directors of the Company.

Mr. K R Srinivasan, President and Whole-time Director retires by rotation at the ensuing Annual General Meeting to facilitate the compliance of the requirements of Section 152 of the Act and being eligible, he offers himself for re-appointment. The Board, based on and after taking into consideration the recommendations of the Nomination and Remuneration Committee, recommends the re-appointment of Mr. K R Srinivasan as Director, not liable to retire by rotation, at the forthcoming Annual General Meeting.

All the Independent Directors of the Company have furnished the necessary declaration in terms of Section 149(6) of the Act affirming that they meet the criteria of independence as stipulated thereunder. In the opinion of the Board, all the Independent Directors have the integrity, expertise and experience including the proficiency as required to effectively discharge their roles and responsibilities in directing and guiding the affairs of the Company and, are independent of the management.

23. Declarations/Affirmations

During the year under review:

- there were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate viz., 31st March 2022 and the date of this Report; &
- there were no significant material orders passed by the regulators or courts or tribunals impacting the Company's going concern status and its operations in future.

24. Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mr. R Sridharan of Messrs. R. Sridharan & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith and forms part of this Report.

The Company has ensured compliance of the Secretarial Standards issued by the Institute of Company Secretaries of India during the period under review. Accordingly, no qualifications or observations or other remarks have been made by the Secretarial Auditor in his said Report.

25. Annual Return

A copy of the Annual Return of the Company is placed on the website of the Company and the same is available on the following link, https://tiindia.com/financial-information/.

26. Key Managerial Personnel

Arising out of the Board level changes during the year, Mr. M A M Arunachalam, Executive Chairman, Mr. Vellayan Subbiah, Executive Vice Chairman, Mr. Mukesh Ahuja, Managing Director, Mr. K R Srinivasan, President & Whole-time Director, Mr. K Mahendra Kumar, Chief Financial Officer and Mr. S Suresh, Company Secretary are the Key Managerial Personnel (KMPs) of the Company as per Section 203 of the Act.

27. Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules 2014 is annexed herewith and forms part of this Report.

The Directors thank all Customers, Vendors, Financial Institutions, Banks, State Governments, Joint Venture Partners and Investors for their continued support to your Company's performance and growth. The Directors also wish to place on record their appreciation for the contribution made by all the employees of the Company resulting in the good performance during the year under review.

On behalf of the Board

Chennai
12th May 2022

M A M Arunachalam
Executive Chairman

Form AOC-1

Annexure-A

Part A - Information in respect of each Subsidiary

Sl. No.	Name of the subsidiary	Reporting period of the subsidiary	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Equity Share Capital	Preference Share Capital	Reserves & Surplus	Total Assets (Non-Current and Current Assets)	Total Liabilities (Non-Current and Current Liabilities)	Investments (Non-Current and Current Investments)	Turnover	Profit / (Loss) Before Tax	Provision / (Reversal) for Tax	Profit / (Loss) After Tax	Proposed Dividend	% of Shareholding
1	Shanthi Gears Limited	31-Mar-2022	INR	7.67	-	252.29	340.76	80.80	50.13	337.07	58.73	16.26	42.47	Nil	70.47%
2	Financiere C10 SAS	31-Dec-2021	EUR 1 EUR = 84.22	29.78	-	48.87	29.18	39.07	88.53	2.57	(1.75)	-	(1.75)	Nil	100.00%
3	SEDIS SAS	31-Dec-2021	EUR 1 EUR = 84.22	54.74	-	23.53	201.86	182.10	58.52	276.23	3.01	(0.75)	3.76	Nil	100.00%
4	Sedis Gmbh	31-Dec-2021	"EUR 1 EUR = 84.22	0.21	-	(8.73)	1.42	9.96	0.02	6.68	(0.39)	-	(0.39)	Nil	100.00%
5	SEDIS Co.Ltd.	31-Dec-2021	GBP 1 GBP = 99.46	2.25	-	3.58	8.24	2.41	-	9.52	1.38	(0.24)	1.14	Nil	100.00%
6	Creative Cycles (Private) Limited	31-Mar-2022	LKR 1 LKR = 0.26	1.30	-	(8.28)	26.27	33.25	-	77.27	(13.53)	(0.06)	(13.47)	Nil	80.00%
7	Great Cycles (Private) Limited	31-Mar-2022	LKR 1 LKR = 0.26	1.30	-	17.51	23.78	4.97	-	32.26	8.69	1.62	7.07	Nil	80.00%
8	CG Power and Industrial Solutions Limited	31-Mar-2022	INR	288.37	-	1,530.95	3,838.35	2,019.03	-	5,159.18	741.61	114.55	627.06	Nil	58.05%
9	CG Adhesive Products Limited	31-Mar-2022	INR	3.90	-	16.91	25.23	4.42	-	23.24	3.78	0.95	2.83	Nil	81.42%
10	CG Power Solutions Limited	31-Mar-2022	INR	0.05	-	(1,869.99)	0.00	1,869.94	-	-	-	-	-	Nil	100.00%
11	CG Power Equipments Limited	31-Mar-2022	INR	3.18	-	(3.16)	0.02	-	-	-	-	-	-	Nil	100.00%
12	CG Sales Networks Malaysia Sdn. Bhd. (formerly known as "Crompton Greaves Sales Network Malaysia Sdn.Bhd.")	31-Mar-2022	MYR 1 MYR = 18.00	0.37	-	2.83	4.13	0.93	-	-	(0.33)	-	(0.33)	Nil	100.00%
13	CG International Holdings Singapore PTE Limited	31-Mar-2022	EUR 1 EUR = 84.22	206.20	-	(284.72)	75.64	154.16	-	-	225.13	-	225.13	Nil	100.00%
14	CG International B.V.	31-Mar-2022	EUR 1 EUR = 84.22	1,384.88	-	(2,939.52)	423.10	1,977.74	-	-	(103.12)	-	(103.12)	Nil	100.00%
15	CG Power Systems Canada Inc.	31-Mar-2022	CAD 1 CAD = 60.46	166.26	48.37	(210.93)	6.33	2.63	-	-	0.00	-	0.00	Nil	100.00%
16	PT Crompton Prima Switchgear Indonesia*	31-Dec-2021	IDR 1 IDR = 0.0053	39.95	-	(64.56)	146.49	171.10	-	-	-	-	-	Nil	51.00%

Sl. No.	Name of the subsidiary	Reporting period of the subsidiary	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Equity Share Capital	Preference Share Capital	Reserves & Surplus	Total Assets (Non-Current and Current Assets)	Total Liabilities (Non-Current and Current Liabilities)	Investments (Non-Current and Current Investments)	Turnover	Profit / (Loss) Before Tax	Provision / (Reversal) for Tax	Profit / (Loss) After Tax	Proposed Dividend	% of Shareholding
17	CG-Ganz Generator and Motor Limited Liability Company	31-Mar-2022	EUR 1 EUR = 84.22	-	-	-	-	-	-	-	(0.01)	-	(0.01)	Nil	100.00%
18	CG Power Solutions UK Limited	31-Mar-2022	GBP 1 GBP = 99.33	0.00	-	(15.37)	27.01	42.38	-	-	-	-	-	Nil	100.00%
19	CG Industrial Holdings Sweden AB	31-Mar-2022	SEK 1 SEK = 8.13	113.78	-	(3.70)	241.66	131.58	-	-	0.09	-	0.09	Nil	100.00%
20	CG Drives and Automation Sweden AB	31-Mar-2022	SEK 1 SEK = 8.13	20.83	-	201.77	285.06	62.46	-	208.19	5.72	1.37	4.35	Nil	100.00%
21	CG Drives and Automation Netherlands B.V.	31-Mar-2022	EUR 1 EUR = 84.22	4.99	-	28.40	49.94	16.55	-	53.42	4.99	1.01	3.98	Nil	100.00%
22	CG Drives and Automation Germany GmbH	31-Mar-2022	EUR 1 EUR = 84.22	0.21	-	18.91	47.50	28.38	-	165.78	6.75	2.16	4.59	Nil	100.00%
23	CG Middle East FZE	31-Mar-2022	EUR 1 EUR = 84.22	1.67	-	(510.63)	1.68	510.64	-	-	260.09	-	260.09	Nil	100.00%
24	CG Power Americas, LLC	31-Mar-2022	USD 1 USD = 75.72	-	-	(210.77)	31.16	241.93	-	-	1.04	3.14	(2.10)	Nil	100.00%
25	QEI, LLC	31-Mar-2022	USD 1 USD = 75.72	-	-	110.18	163.95	53.77	-	77.89	23.96	-	23.96	Nil	100.00%
26	CG Power and Industrial Solutions Limited Middle East FZCO	31-Mar-2022	EUR 1 EUR = 84.22	-	-	-	-	-	-	-	-	-	-	Nil	100.00%
27	TI Clean Mobility Private Limited	31-Mar-2022	INR	100.00	-	(11.30)	233.49	144.79	157.99	-	(12.96)	(1.66)	(11.30)	Nil	100.00%

* % of shareholding represents holding by CGPISL

Part B - Joint Ventures

(Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate companies and Joint Ventures)

S.No.	Particulars	Joint Venture	100% Subsidiary of Cellestial E-Mobility	Associate
1	Name of Joint Venture Company	Cellestial E-Mobility Private Limited	Cellestial E-Trac Private Limited	Aerostrovilos Energy Private Limited
2	Latest Audited Balance Sheet date	31-Mar-22	31-Mar-22	31-Mar-22
3	Shares of Joint Venture held by the Company on year-end			
	No of Shares	1,41,677	10,000	4151
	Amount of Investment	1,60,90,50,805	1,00,000	3,46,00,578
	Extent of Holding (%)	69.95%	100%	27.78%
4	Description of how there is significant influence	Through Shareholding	Through Shareholding	Through Shareholding
5	Reason why the Joint Venture is not consolidated	It is getting consolidated under Equity method (IND AS 111 & 28)	It is getting consolidated under IND AS 110 with Cellestial E-Mobility Private Limited	It is getting consolidated under Equity method (IND AS 111 & 28)
6	Net Worth attributable to our Shareholding as per latest audited Financials (₹ in Crores)	33.17	0.01	0.95
7	Loss for the year (₹ in Crores)			
	Considered for Consolidation	2.89	-	0.03

Annexure-B

Annual Report on Corporate Social Responsibility (CSR) Activities

1. Brief outline on CSR Policy of the Company

Tube Investments of India Limited ("Company" or "TI"), being part of the Murugappa Group firmly believes that social responsibility is not just a corporate obligation that has to be carried out but it is one's Dharma (path of righteousness) and has been earmarking a part of its income for carrying out its social responsibilities much ahead of its time through the philanthropic arm of the Murugappa Group. TI's philanthropic endeavours are therefore a reflection of its spiritual conscience and this provides it a way to discharge its responsibilities to the various sections of the society. The CSR Policy of the Company *inter alia* provides for identification of CSR projects and programmes, modalities of execution and monitoring process. The Policy can be accessed on the Company's website under the below link: https://tiindia.com/csr-policy/

Overview of the CSR Projects and Programmes:

TI is committed to identifying and supporting programmes aimed at -

- Empowerment of the underprivileged sections of the society through education, access to and awareness about financial services and the like;
- Provision of access to basic necessities like healthcare, drinking water & sanitation and the like;
- Working towards eradicating hunger and poverty, through livelihood generation and skill development;
- Supporting environmental and ecological balance through afforestation, soil conservation, rainwater harvesting, conservation of flora & fauna, and similar programmes; and
- Any other programme that falls under TI's CSR Policy and is aimed at the empowerment of underprivileged sections of the society.

The CSR spend during the financial year 2021-22 has been in the area of health, education, public infrastructure and disaster management.

Details of the same can be accessed in the Company's website under the below link:
https://tiindia.com/wp-content/uploads/2021/11/CSR-Approved-Projects-2021-22.pdf

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Sasikala Varadachari,& Chairperson	Independent Director	1	-
2	Mr. K R Srinivasan^	President & Whole-time Director	1	-
3	Mr. M A M Arunachalam$	Executive Chairman	1	-
4	Mr. Tejpreet Singh Chopra$	Independent Director	1	-
5	Mrs. Madhu Dubhashi*	Independent Director	1	1
6	Mr. Sanjay Johri@	Independent Director	1	1
7	Mr. Mahesh Chhabria#	Independent Director	1	1

& with effect from 14th August 2021

* up to 13th August 2021

@ up to 16th March 2022

up to 27th October 2021

^ with effect from 28th October 2021

$ with effect from 17th March 2022

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

Policy : https://tiindia.com/csr-policy/

Projects : https://tiindia.com/wp-content/uploads/2021/11/CSR-Approved-Projects-2021-22.pdf

Composition : https://tiindia.com/wp-content/uploads/2022/06/TII-Board_Committees_12thMay2022.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Sl. No.	**Financial Year**	**Amount available for set-off from preceding financial years (in ₹ Cr.)**	**Amount required to be set-off for the financial year, if any (in ₹ Cr.)**
1	2021-22	1.17	1.17
	TOTAL	1.17	1.17

6. Average net profit of the Company as per section 135(5) - ₹366.78 Cr.

7. (a) Two percent of average net profit of the Company as per section 135(5) - ₹7.34 Cr.

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. Nil

(c) Amount required to be set off for the financial year if any - ₹1.17 Cr.

(d) Total CSR obligation for the financial year (7a+7b-7c) - ₹6.17 Cr.

8. (a) CSR amount spent or unspent for the financial year :

Total Amount Spent for the Financial Year. (in ₹ Cr.)	Amount Unspent (in ₹ Cr.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
6.48	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in ₹ Cr.)	Amount spent in the current Financial Year (in ₹ Cr.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹ Cr.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
	-	-	-	-	-	-	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-	-	-	-	-	-

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Amount spent for the project (in ₹ Cr.)	Mode of implementation - Direct (Yes/ No)	Mode of implementation - Through implementing agency	
				State.	District.			Name.	CSR registration number
1.	AMM Foundation	Education and Healthcare	Yes	Tamil Nadu	Chennai, Tiruvallur	3.50	No	AMM Foundation	CSR00000050
2	TI – Medical Outreach Clinic, Tiruttani	Healthcare	Yes	Tamil Nadu	Tiruvallur	0.16	Yes	Tube Investments of India Ltd	NA
3	Rukmani Devi Fine Arts College	Education	Yes	Tamil Nadu	Chennai	0.05	No	Kalakshetra Foundation	CSR00005446
4	Isha Outreach	Healthcare	No	Tamil Nadu	Alandurai, Coimbatore Dist.	0.51	No	Isha Outreach	CSR00001844
5	Short Term Projects – Local Community	Infrastructure	Yes	Tamil Nadu	Tiruvallur	0.45	Yes	Tube Investments of India Ltd	NA
		Education	Yes	Haryana	Bawal	0.02			
		Healthcare	Yes	Punjab	Rajpura	0.03			
		Infrastructure	Yes	Gujarat	Sanand	0.00			
6	Long Term Projects – Local Community	Community Development	Yes	Tamil Nadu	Tiruvallur	0.03	Yes	Tube Investments of India Ltd	NA
		Infrastructure				0.24			
7	Long Term Projects – other than Local Community	Infrastructure	Yes	Punjab	Rajpura	0.15	Yes	Tube Investments of India Ltd	NA
		Community Development				0.12			
8	COVID-19 related relief work around plants	Disaster management/ relief	Yes	Tamil Nadu/ Punjab	Chennai, Tiruvallur, Rajpura	0.22	Yes	Tube Investments of India Ltd	NA
	State Disaster Management fund	Disaster management/ relief	No	Tamil Nadu	Chennai	1.00	No	Central and State Governments	NA
	TOTAL					6.48			

(d) Amount spent in Administrative Overheads - Nil

(e) Amount spent on Impact Assessment, if applicable - NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) - ₹6.48 Cr.

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in ₹ Cr.)
(i)	Two percent of average net profit of the Company as per section 135(5)	7.34
(ii)	Total amount spent for the Financial Year	6.48
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.31*
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.31*

* after set off of excess spent of ₹1.17 Cr carried forward from previous financial year 2020-21.

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹ Cr.)	Amount spent in the reporting Financial Year (in ₹ Cr.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹ Cr.)
				Name of the Fund	Amount (in ₹ Cr.)	Date of transfer	
	-	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹ Cr.)	Amount spent on the project in the reporting Financial Year (in ₹ Cr.)	Cumulative amount spent at the end of reporting Financial Year (in ₹ Cr.)	Status of the project - Completed / Ongoing.
	-	-	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

(a)	Date of creation or acquisition of the capital asset(s).	NA
(b)	Amount of CSR spent for creation or acquisition of capital asset	
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5) - Not Applicable.

Mukesh Ahuja
Managing Director

Sasikala Varadachari
Chairperson, CSR Committee

Place: Chennai
Date : 12th May 2022

Report on Corporate Governance

Annexure-C

Your Company believes that the fundamental objective of corporate governance is to enhance the interests of all stakeholders. The Company's corporate governance practices emanate from its commitment towards discipline, accountability, transparency and fairness. Key elements in corporate governance are timely and adequate disclosure, establishment of internal controls and high standards of accounting fidelity, product and service quality.

Your Company also believes that good corporate governance practices help to enhance performance and valuation of the Company.

Board of Directors

The Board provides leadership, strategic guidance and objective judgement on the affairs of the Company. The Board comprises of persons of eminence with excellent professional achievements in their respective fields. The Independent Directors provide their independent judgement, external perspective and objectivity on the issues which are placed before them. The Nomination and Remuneration Committee considers the key skills, expertise, competencies and attributes in the domains, as identified by the Board, while recommending appointment of Directors to the Board. The skill matrix for the Board of Directors is given in **Para (A)** of the annexure to this report.

The Board of Directors of the Company consists of eight Directors, with knowledge and experience in different fields viz., engineering, manufacturing, finance and business management. Effective 1st April 2022, Mr. M A M Arunachalam, Executive Chairman (Whole-time Director), [Promoter Executive], Mr. Vellayan Subbiah, Executive Vice Chairman (Whole-time Director) [Promoter Executive], Mr. K R Srinivasan, President & Whole-time Director [Executive] and Mr. Mukesh Ahuja, Managing Director [Executive] are the non-Independent Directors in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to in this Report as "SEBI Listing Regulations").

Mr. Sanjay Johri, Ms. Sasikala Varadachari, Mr. Anand Kumar and Mr. Tejpreet Singh Chopra are the Independent Directors in terms of the SEBI Listing Regulations. All the Independent Directors of the Company are eminent professionals with vast experience in the fields of their expertise. None of the Directors of the Company are related to each other. In the Board's opinion, all the Independent Directors of the Company fulfil the conditions specified in the SEBI Listing Regulations and are independent of the management.

During the financial year 2021-22, in October 2021, Mr. Mahesh Chhabria, Independent Director resigned from the Board citing potential conflict of interest on account of the Company's business strategies with his senior management position in another Company and had also confirmed that there were no other material reasons other than as stated for his resignation. Ms Madhu Dubhashi, Independent Director, retired at the conclusion of the 13th Annual General Meeting in August 2021 consequent to completion of her second term of office.

The Company had issued letters of appointment to the Independent Directors viz., Mr. Anand Kumar and Ms. Sasikala Varadachari upon being appointed by shareholders at the 13th Annual General Meeting as required under Schedule IV to the Companies Act, 2013 (referred to in this Report as "the Act") and the terms and conditions of their appointment are also disclosed on the Company's website - https://tiindia.com/appointment-of-independent-directors/

The Independent Directors of the Company are familiarised about the Company's operations and businesses. As part of the familiarisation programme, a handbook is provided to the Directors including Independent Directors. The handbook provides a snapshot to the Directors of their duties and responsibilities, rights, appointment process and evaluation, compensation, Board procedure and stakeholders' expectations. The handbook also provides the Directors with an insight into the Group's practices.

To familiarise the new Director with the Company's operations and businesses, plant visits are organised in respect of all divisions of the Company, as part of the induction programme, where the Director is taken around the facilities and explained in detail about the process. During such visit, besides interaction with the Business Heads and key executives, detailed presentations on the business of the Division are also made to the Director. Direct meetings with the Executive Management are further facilitated for the new appointee to familiarise him/her about the Company/its businesses and the Group practices. In addition, it is also ensured in the Board meeting agenda that besides the review of operations, information on the industry scenario in respect of the

Company's businesses, competition and strategy are presented on a quarterly basis. The information as required under Regulation 17(7) read with Schedule II Part A of the SEBI Listing Regulations is made available to the Board. The details of the familiarisation programme are also disclosed on the Company's website at the following link: https://tiindia.com/wp-content/uploads/2021/07/Appt-of-Ind-Dirs-Familiarization_Prog.pdf.pdf.

The Executive Directors have not served or serve as Independent Director in more than three listed entities. None of the Independent Directors of the Company served or serve as Independent Director in more than seven listed entities.

None of the Directors of the Company was a member of more than ten public Companies, ten Board-level committees or a chairman of more than five such committees across all companies, in which he/she was a Director.

Towards succession planning, the Board also reviews its composition to ensure that the same is closely aligned with the business strategy and long-term needs of the Company.

The Company has a well-established practice regarding deciding the dates of meetings. The annual calendar for the meetings of the Board is finalised early in consultation with all the Directors. A minimum of five Board meetings are held each year. Evolving strategy, annual business plans, review of actual performance and course correction, as deemed fit, constitute the primary business of the Board. The role of the Board also includes de-risking, investment, divestment and business reorganisation. Matters such as capital expenditure, recruitment of senior level personnel, safety & environment, Human Resources related developments, compliance with statutes and foreign exchange exposures are also reviewed by the Board from time to time.

The Company's commitment to good governance practices allows the Board to effectively perform these functions. The Company ensures that timely and relevant information is made available to all the Directors in order to facilitate their effective participation and contribution during meetings and discussions.

During the financial year 2021-22, there were seven meetings of the Board of Directors. The dates of the Board meetings, attendance and the number of Directorships/ Committee memberships held by the Directors are given in **Para (B)** of the annexure to this Report.

The Committees of the Board viz., Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee are constituted in accordance with the requirements of the Act and the SEBI Listing Regulations and have specific scope and responsibilities.

Audit Committee

The role of the Audit Committee, in brief, is to review financial statements, internal controls, accounting policies, internal audit report, related party transactions, risk management systems and functioning of the Whistle Blower mechanism.

The Audit Committee of the Company has four members, three of whom are Independent Directors. Mr. Sanjay Johri, Independent Director is the Chairman of the Committee. All the members of the Committee have excellent financial and accounting knowledge. The other Directors and the Heads of Divisions are invitees to the meetings of the Audit Committee.

The quarterly financial results are placed before the Audit Committee for its review, suggestions and recommendations, before taking the same to the Board. The statutory audit plans and progress are shared with the Committee for its review. The internal audit plans are drawn up in consultation with the Executive Directors, Chief Financial Officer, heads of Divisions and the Audit Committee. The Committee reviews the observations of the internal auditor periodically. The Committee also provides guidance on compliance with the Accounting Standards and accounting policies. The statutory and the internal auditors attend the Audit Committee meetings. The Company Secretary acts as the Secretary to the Committee. The Committee also tracks the implementation of its guidelines/suggestions through review of action taken reports. The terms of reference of Audit Committee are in line with the requirements of the Act and the Corporate Governance norms under the SEBI Listing Regulations.

The Committee met five times during the year ended 31st March 2022. The composition of the Audit Committee and the attendance of each member at these meetings are given in **Para (E)** of the annexure to this Report.

Remuneration to Directors

The success of the organisation in achieving good performance and governance depends on its ability to attract quality individuals as executive and Independent Directors.

The Executive Directors' compensation comprises a fixed component and a performance incentive. The compensation is determined based on the level of responsibility and scales prevailing in the industry. No sitting fees for attending Board/Committee meetings are paid to the Executive Directors.

The compensation to the non-executive Directors takes the form of commission on profits. Though the shareholders have approved payment of commission up to one per cent of the net profits of the Company for each year calculated as per the provisions of the Act, the actual commission paid to the Directors will be restricted to a fixed sum. The sum is reviewed periodically taking into consideration various factors such as performance of the Company, time devoted by the Directors in attending to the affairs and business of the Company and the extent of responsibilities cast on the Directors under various laws and other relevant factors. The non-executive Directors are also paid sitting fees as permitted by government regulations for all Board and Committee meetings attended by them.

Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee is in accordance with the requirement of Section 178 of the Act and the SEBI Listing Regulations. Under the terms of reference, the Committee's role includes formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on Board diversity and identification of persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment, removal and remuneration payable to them. The Committee's scope further covers recommending to the Board the appointment/re-appointment of the Executive and non-executive Directors.

The Committee consists of three members, all of whom are Independent Directors. The Chairman of the Committee is Mr. Anand Kumar. The other Members are Mr. Sanjay Johri and Mr. Tejpreet Singh Chopra.

The Remuneration Policy of the Company provides a performance driven and market-oriented framework to ensure that the Company attracts, retains and motivates high quality executives who can achieve the Company's goals, while aligning the interests of employees, shareholders and all stakeholders in accordance with the group's values and beliefs.

The Company's total compensation package includes fixed compensation, variable compensation in the form of annual incentive, perquisites and benefits including health and life insurance and retirement benefits. In addition, select category of employees is eligible for long-term incentive plan in the form of stock options (ESOPs) under the Company's Employee Stock Option Scheme 2017 ("Scheme"). The Scheme is in compliance with the applicable SEBI Regulations. Details of the said Scheme are provided in the Company's website, https://tiindia.com/esop/

Fixed compensation is determined based on size and scope of the job typically as reflected by the level or grade of the job, trends in the market value of the job and the skills, experience and performance of the employee. The annual incentive (variable pay) of senior executives is linked directly to the performance of the Business Unit and the Company through a balanced score card. A formal annual performance management process is applied to all employees including the senior executives. Annual increases in fixed and variable compensation of individual executives are directly linked to the performance ratings. Overall compensation is subject to periodic reviews which consider data from compensation surveys conducted by specialist firms, as well as factors such as affordability based on the Company's performance and the economic environment.

Accordingly, the Committee will determine the periodic increments in salary and annual incentive of the Executive Directors. The increments and incentive of the Executive Directors is determined based on the balanced score card with its three components viz., Company financials, Company score card and strategic business unit scores being given appropriate weightage.

In addition to the above, the Committee is also vested with the powers and authority for implementation, administration and superintendence of the Employee Stock Option Plan and to formulate the detailed terms and conditions in respect of the same.

The Committee has further laid down the qualifications, positive attributes and independence criteria in terms of Section 178(3) of the Act to be considered for nominating candidates for Board positions/re-appointment of Directors.

The Board Diversity Policy devised by the Committee sets out the approach to diversity on the Board of the Company in order to ensure a process which is transparent with diversity of thought, experience, knowledge, perspective and gender in the Board.

The Committee met three times during the year ended 31st March 2022. The composition of the Committee and the attendance of each member at these meetings are given in **Para (F)** of the annexure to this Report.

The details of remuneration paid/payable for the year ended 31st March 2022 to Mr. Vellayan Subbiah as the Managing Director (up to 31.3.2022), the President & Whole-time Director and to the non-executive Directors are given in **Para (G)** and **Para (H)** respectively of the annexure to this Report.

Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee is constituted in accordance with the requirements of the Act and the Rules thereunder. The Committee consists of four members. Ms. Sasikala Varadachari, Independent Director is the Chairperson of the Committee. The other Members are Mr. M A M Arunachalam, Mr. K R Srinivasan and Mr. Tejpreet Singh Chopra.

Under the terms of reference, the scope of the CSR Committee is (a) to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified under Schedule VII of the Act; (b) to recommend the amount of expenditure to be incurred on the activities; and (c) to monitor the Corporate Social Responsibility Policy of the Company from time to time.

The Committee met once during the year ended 31st March 2022. The composition of the Corporate Social Responsibility Committee and the attendance of each member at the meeting of the Committee are given in **Para (J)** of the annexure to this Report.

Risk Management Committee

The role of the Risk Management Committee, in brief, is to review the Risk Management Policy developed by the Management, Risk Management framework and its implementation thereby ensuring that an effective risk management system is in place.

The Risk Management Committee monitors and evaluates the key risks of the Company and apprises the management of such risks for effective mitigation. The Committee provides support to the Board in the discharge of the Board's overall responsibility in overseeing the risk management process. The Committee consists of three members. Mr. Sanjay Johri, Independent Director is the Chairman of the Risk Management Committee. The other Members are Mr. M A M Arunachalam, and Mr. K R Srinivasan with Mr. Vellayan Subbiah as the permanent invitee to the meetings of the Risk Management Committee.

The Managing Director and the Division heads are invitees to the meetings of the Committee. The Committee met three times during the year ended 31st March 2022. The composition of the Committee and attendance of its members at the meeting are given in **Para (K)** of the annexure to this Report.

A statement on some of the significant risks associated with the Company's businesses and the mitigation plans thereof are furnished as part of the Board's Report.

General Meetings

The Company conducts its Annual General Meetings pursuant to the provisions of the Act and SEBI Listing Regulations every year in the months of July/August at Chennai, where its Registered Office is situated.

Due to the pandemic situation, the Company held the 13th AGM as an electronic general meeting through video conferencing in August 2021 pursuant to the conditions stipulated and relaxations provided by the Ministry of Corporate Affairs and SEBI.

The Company also conducts Extraordinary General Meetings between two Annual General Meetings if shareholders' approval is required for certain matters. The Company further gets shareholders' approval through postal ballots, if required, in certain matters.

The details of the Annual General Meeting held during the financial year 2021-22 are given in **Para (C)** and **Para (D)** respectively of the annexure to this Report.

Performance Evaluation

The annual performance evaluation was carried out pursuant to the provisions of the Act and the SEBI Listing Regulations. As part of the performance evaluation process, an evaluation questionnaire based on the criteria together with supporting documents was circulated to all the Board members, in advance. The Directors evaluated themselves, the Managing Director, other Board members, the Board as well as the functioning of the Board Committees viz., Audit, Nomination & Remuneration, Risk Management, Corporate Social Responsibility and Stakeholders Relationship Committees based on well-defined evaluation parameters as set out in the questionnaire. The duly filled in questionnaires were received back from the Chairman and all the other Directors.

To take the evaluation exercise forward, all the Independent Directors of the Company met on 16th March 2022 without the attendance of the non-Independent Directors and members of the management to discuss *inter alia* the matters specified under Schedule IV of the Act and Regulation 25(4) of the SEBI Listing Regulations.

The Board reviewed the process of evaluation of the Board of Directors and its Committees including the Managing Director, the President & Whole-time Director and the individual Directors.

Subsidiary Companies

The Company does not have any 'material unlisted Indian subsidiary Company' in terms of the SEBI Listing Regulations as at the end of 31st March 2022.

Financiere C10 SAS is a wholly-owned subsidiary of the Company in France. Sedis SAS, France, Sedis GmbH, Germany and Sedis Co Ltd, UK are the subsidiaries of Financiere C10 SAS.

M/s. TI Clean Mobility Private Limited (TICMPL) was incorporated in February 2022 as the Company's wholly-owned subsidiary to deal in all types of mobility products and vehicles. TICMPL acquired about 70% controlling stake in the equity share capital of M/s. Cellestial E- Mobility Private Limited. Further, M/s. Cellestial E-Trac Private Limited was incorporated as a wholly owned subsidiary of M/s. Cellestial E-Mobility Private Limited. Thus, along with TICMPL, M/s. Cellestial E- Mobility Private Limited and M/s. Cellestial E-Trac Private Limited were added as subsidiaries of the Company during the year ended 31st March 2022.

M/s. Great Cycles (Private) Limited (GCPL) is a subsidiary of the Company. The Company holds 80% of the share capital of GCPL.

M/s. Creative Cycles (Private) Limited (CCPL) is a subsidiary of the Company. The Company holds 80% of the share capital of CCPL.

The Board of Directors is apprised of the Business Plan and the financial performance of the unlisted subsidiary companies.

M/s. TI Tsubamex Private Limited, subsidiary of the Company, was struck off the Register of Companies by the Registrar of Companies-Tamilnadu, Chennai under Section 248 of the Act in October 2021.

The Company's policy for determining 'material' subsidiaries is available on the Company's website at the following link, https://tiindia.com/mat-subs-policy/

Related Party Transactions

During the financial year under review, all the transactions entered with the Related Parties, as defined under the Act and the SEBI Listing Regulations were in the ordinary course of business and on arms' length pricing basis only. Accordingly, these transactions do not attract the provision of Section 188 of the Act.

Further, there were no materially significant transactions with related parties which conflicted with the interest of the Company.

The policy for related party transactions approved by the Board had been uploaded on the Company's website at the following link, https://tiindia.com/rpt-policy/

Dissemination of Information

The Company is conscious of the importance of timely and proper dissemination of adequate information. A press release is given along with the publication of the quarterly/annual results, explaining the business environment and performance. This is being provided to enable the investing community to understand the financial results better and in a more meaningful manner. The press release includes non-financial aspects including the business conditions.

The quarterly and audited annual financial results are normally published in 'Business Standard' and 'The New Indian Express' (English) and in 'Dinamani' (Tamil). Press releases are given to all the important dailies. The financial results, press releases, shareholding pattern and the presentations made to Analysts and Brokers are posted on the Company's website. The Company's commitment to transparency is reflected in the information-rich Annual Report, investors' meets, periodic press releases and continuous updating of its website.

Investors' Service

The Company promptly attends to investors' queries/ grievances. In order to provide timely services, the power to approve transfer of shares has been delegated by the Board to the Shares and Debentures Committee. The Board has also authorised the Chairman/Managing Director/Chief Financial Officer/Secretary to approve transfers/transmissions. Share transfer requests are processed within 15 days from the date of receipt. M/s. KFin Technologies Limited (Formerly, KFin Technologies Private Limited), Hyderabad is the Company's share transfer agent and depository registrar.

The Stakeholders Relationship Committee specifically focuses on investor service levels. This Committee has prescribed norms for attending to the investors' services and the Committee periodically reviews the service standard achieved by the Company and its Registrar and Transfer Agent as against the prescribed norms.

The terms of reference of the Committee are in accordance with the requirement of Section 178 of the Act and the SEBI Listing Regulations and provide for the resolution of grievances of security holders of the Company including complaints, if any, relating to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends etc.

The Committee met once during the year under review viz., on 16th March 2022. The Committee consists of Mr. M A M Arunachalam as its Chairman and, Mr. Vellayan Subbiah, Executive Vice Chairman and Ms. Sasikala Varadachari, Independent Director as members. The composition of the Committee and attendance of its members at the meeting are given in **Para (I)** of the annexure to this Report.

No investor complaints were pending as at 31st March 2021 and four investor complaints received during the financial year 2021-22 were resolved during the year. There were also no complaints pending as at 31st March 2022.

In order to expedite the redressal of complaints, if any, investors are requested to register their complaints and also to take follow up action, as necessary, to the exclusive e-mail id i.e. investorservices@tii.murugappa.com Mr. S Suresh, Company Secretary is the Compliance Officer.

Statutory Compliance

The Company attaches the highest importance to compliance with statutes. Every function/department of the business is aware of the requirements of various statutes relevant to them. The Company has systems in place to remain updated with the changes in statutes and the means of compliance. An affirmation regarding compliance with the statutes by the heads of businesses and functions is placed before the Board on a quarterly basis for its review.

Internal Controls

The Company is conscious of the importance of the internal processes and controls. The Company has a robust business planning & review mechanism and has adequate internal control systems commensurate with the nature of its business, size and geographical spread. These systems are regularly reviewed and improved upon.

The Chief Financial Officer and the Managing Director have certified to the Board *inter alia* on the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose as required under the SEBI Listing Regulations, for the year ended 31st March 2022.

Whistle Blower Policy/Vigil Mechanism

The Company has established a vigil mechanism (Whistle Blower Policy) for the employees and the Directors as an avenue to voice concerns relating to unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism/Policy is in accordance with the requirements of Section 177 of the Act and the SEBI Listing Regulations. The Ombudsperson appointed by the Board deals with the complaints received and ensures appropriate action. The mechanism also provides for adequate safeguards against victimisation of persons using the mechanism and provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. No person was denied access to the Audit Committee.

Compliance of Corporate Governance Norms

The Company has complied with all the mandatory requirements of corporate governance norms during the financial year ended 31st March 2022. Quarterly financial results of the Company are published in leading newspapers, uploaded on the Company's website and any major developments are covered in the press releases issued by the Company and posted on its website.

In line with its stated policy of being committed to the principles and practices of good corporate governance, the Company is in compliance with most of the requirements forming part of the discretionary requirements under Schedule II, Part E of SEBI Listing Regulations. As regards the remaining discretionary requirements, the Company after careful evaluation would strive to implement the same progressively, as appropriate.

The Board of Directors has laid down a Code of Conduct for all the Board members and the Senior Management of the Company. The Directors and the Senior Management of the Company have furnished their affirmation of compliance with the Code during the financial year 2021-22. The Code of Conduct has been posted on the website of the Company at the following link, https://tiindia.com/code-of-conduct/ A declaration of affirmation in this regard certified by the Managing Director is annexed to this Report.

The key Policies framed in accordance with the requirements of the Act and the SEBI Listing Regulations are posted on the website of the Company and available under the link, https://tiindia.com/corporate-governance/

Other Disclosures

A Management Discussion and Analysis Report highlighting the performance of individual businesses forms part of the Board's Report.

A write up on the risks associated with the business and mitigation plans therefore also forms part of the Board's Report.

Related party transactions during the year have been disclosed as a part of the financial statements as required under the relevant Ind AS issued by the Institute of Chartered Accountants of India.

There have been no instances of non-compliance by the Company or have any penalty or strictures been imposed on the Company by the Stock Exchanges or the Securities and Exchange Board of India or by any statutory authority on any matter related to the capital markets during the last three years.

General Shareholder Information

A separate section has been annexed to the Annual Report furnishing various details viz., the previous Annual General Meeting, time and venue thereof, share price movement, distribution of shareholding, location of factories, means of communication etc., for shareholders' reference.

On behalf of the Board

Chennai
12th May 2022

M A M Arunachalam
Executive Chairman

Declaration on Code of Conduct

To

The Members of Tube Investments of India Limited

This is to confirm that the Board has laid down a Code of Conduct for all Board members and Senior Management of the Company. The Code of Conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March 2022, as envisaged under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On behalf of the Board

Chennai
12th May 2022

Mukesh Ahuja
Managing Director

Annexure to the Corporate Governance Report

(A) Board Skills Matrix

The Board has identified the key qualifications, skills and attributes as essential for effective oversight of the Company considering its varied business interests. These are presented as a matrix below:

Domain	Attributes
Financial management	Proficiency in financial management
Business environment perspective	Understanding diverse business environments, with a broad perspective of global business opportunities
Business Leadership	Leadership experience and practical understanding of significant organizations, their processes, strategies, planning etc.
Technology	Good appreciation of technology and trends
Mergers & Acquisitions	Ability to assess mergers and acquisition decisions including the suitability of a target with the Company's strategy
Board insights	Service on listed public Company boards to develop insights into board accountability, guarding shareholder interests, regulatory environment and observing good governance practices

The brief profile of the Directors as furnished in this Annual Report would provide an insight into their education, expertise and skills. In terms of the requirement of the SEBI Listing Regulations, the individual skills, experience and expertise of each of the Directors of the Company is mapped to the core skills/expertise/competencies of the Directors already identified by the Board, as furnished above, in the context of the Company's business for effective functioning and as available with the Board:

Name of the Director	Key Qualifications, Skills and Attributes identified					
	Financial management	Global Business environment perspective	Business Leadership	Technology	Mergers & Acquisitions	Board insights
Mr. M A M Arunachalam	✓	✓	✓	✓	✓	✓
Mr. Vellayan Subbiah	✓	✓	✓	✓	✓	✓
Mr .Mukesh Ahuja*	✓		✓	✓		✓
Mr. Sanjay Johri	✓	✓	✓	✓	✓	✓
Mr. K R Srinivasan	✓		✓	✓		✓
Mr. Anand Kumar	✓	✓	✓	✓	✓	✓
Ms. Sasikala Varadachari	✓		✓	✓		✓
Mr. Tejpreet Singh Chopra	✓	✓	✓	✓	✓	✓

* with effect from 1st April 2022

(B) Board Meeting Dates and Attendance

The Board of Directors of the Company met 7 times during the financial year 2021-22. The dates of the Board meetings were 17th June 2021, 9th July 2021, 13th August 2021, 27th October 2021, 12th January 2022, 7th February 2022 and 16th March 2022 and the gap between two meetings did not exceed one hundred and twenty days.

Due to exceptional circumstances caused by COVID-19 pandemic and pursuant to the relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), some of the Board meetings were held through video conferencing facility during the year.

The attendance of each Director at the meetings, the last Annual General Meeting and number of other Directorships/ Committee memberships held by them as on 31st March 2022 are as follows:

Sl. No.	Name of Director	Board meetings attended (no. of meetings held)	Number of Directorships[(a)] - including the Company (out of which as Chairperson)	Number of committee memberships[(b)] – including the Company (out of which as Chairperson)	Attendance at last AGM	No. of shares held as on 31st March 2022
1.	Mr. M A M Arunachalam, Chairman	7(7)	9(4)	6(2)	Present	6,18,820
2.	Mr. Vellayan Subbiah	7(7)	9(2)	4(1)	Present	-
3.	Mr. Sanjay Johri	7(7)	1(0)	1(1)	Present	-
4.	Mr. K R Srinivasan	7(7)	1(0)	0(0)	Present	62,182
5.	Mr. Anand Kumar	7(7)	3(0)	2(0)	Present	-
6.	Ms. Sasikala Varadachari	7(7)	4(1)	2(0)	Present	-
7.	Mr. Tejpreet Singh Chopra[@]	1(1)	4(1)	3(2)	NA	-
8.	Ms. Madhu Dubhashi*	3(3)	5(0)	7(2)	Present	4,994
9.	Mr. Mahesh Chhabria [#]	4(4)	7(0)	3(1)	Present	17,700

(a) Excludes foreign companies, private limited companies (not being subsidiary or holding Company of a public Company), alternate Directorship and companies registered under Section 8 of the Companies Act, 2013.

(b) Includes only membership in Audit and Stakeholders' Relationship Committees.

* up to 13th August 2021

\# up to 27th October 2021

@ with effect from 16th March 2022

The names of listed companies, where the Directors, hold directorship as on 31st March 2022 and the category thereof are furnished below:

Sl. No.	Name of Director	Name of the listed entity in which Directorship held	Category of Directorship
1.	Mr. M A M Arunachalam	1. Tube Investments of India Limited	Non-Independent
		2. CG Power and Industrial Solutions Limited	Non-Independent
		3. Shanthi Gears Limited	Non-Independent
		4. Cholamandalam Investment and Finance Company Limited	Non-Independent
2.	Mr. Vellayan Subbiah	1. SRF Limited	Independent
		2. Tube Investments of India Limited	Executive
		3. CG Power and Industrial Solutions Limited	Non-Independent
		4. Cholamandalam Investment and Finance Company Limited	Non-Independent
		5. Cholamandalam Financial Holdings Limited	Non-Independent
3.	Mr. Sanjay Johri	1. Tube Investments of India Limited	Independent
4.	Mr. K R Srinivasan	1. Tube Investments of India Limited	Executive
5.	Mr. Anand Kumar	1. Tube Investments of India Limited	Independent
		2. Cholamandalam Investment and Finance Company Limited	Independent
6.	Ms. Sasikala Varadachari	1. Tube Investments of India Limited	Independent
		2. Sundaram – Clayton Limited	Independent
		3. CG Power and Industrial Solutions Limited	Independent
7.	Mr. Tejpreet Singh Chopra	1. SRF Limited	Independent
		2. Tube Investments of India Limited	Independent
		3. Gujarat Pipavav Port Limited	Independent
		4. Indian Energy Exchange Limited	Independent

(C) Annual General Meeting (AGM)

During the year, the Company had conducted its 13th Annual General Meeting through video conferencing / other audio-visual means on 13th August 2021 pursuant to conditions stipulated and the relaxations granted by MCA and SEBI in conduct of e-AGMs through multiple circulars/notifications.

All the Directors, Key Managerial Personnel, Statutory Auditors and Scrutiniser joined the AGM through video conferencing.

The Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee attended the meeting.

(D) Extra-Ordinary General Meetings (EGMs)

There were no Extra-Ordinary General meetings conducted during the year.

(E) Composition of Audit Committee and Attendance

The Committee met five times during the year ended 31st March 2022. The dates of the Committee's meetings were 17th June 2021, 13th August 2021, 27th October 2021, 7th February 2022 and 16th March 2022 and the gap between two meetings did not exceed one hundred and twenty days.

During the year, the Audit Committee was re-constituted and Ms. Madhu Dubhashi ceased to be a member consequent to completion of her tenure. Mr. Mahesh Chhabria ceased to be a member upon resignation from the Board of Directors. Mr. Anand Kumar and Mr. Tejpreet Singh Chopra were appointed as members of the Committee. Mr. Sanjay Johri was appointed as Chairman of the Committee.

The composition of the Audit Committee and the attendance of each member at these meetings are as follows:

Name of the Member	Number of meetings attended (Number of meetings held)
Mr. Sanjay Johri, Chairman@	5(5)
Mr. M A M Arunachalam	5(5)
Mr. Anand Kumar%	3(3)
Mr. Tejpreet Singh Chopra^	NA
Ms. Madhu Dubhashi*	2(2)
Mr. Mahesh Chhabria#	3(3)

@appointed as Chairman with effect from 17th March 2022

* up to 13th August 2021

up to 27th October 2021

^ with effect from 17th March 2022

% with effect from 14th August 2021

(F) Composition of Nomination and Remuneration Committee and Attendance

The Committee met three times during the year ended 31st March 2022. The dates of the Committee's meetings were 17th June 2021, 13th August 2021 and 16th March 2022.

During the year, the Nomination and Remuneration Committee was re-constituted, and Mr. Anand Kumar was appointed as a member and Chairman. Ms. Madhu Dubhashi ceased to be a member consequent to completion of her tenure. Mr. M A M Arunachalam ceased to be a member of the Committee consequent to his appointment as Executive Chairman. Mr Tejpreet Singh Chopra was appointed as a member of the Committee.

The composition of the Nomination and Remuneration Committee and the attendance of each member at these meetings are as follows:

Name of the Member	Number of meetings attended (Number of meetings held)
Mr. Anand Kumar, Chairman#	1(1)
Mr. Sanjay Johri	3(3)
Mr. Tejpreet Singh Chopra@	NA
Ms. Madhu Dubhashi*	2(2)
Mr. M A M Arunachalam$	3(3)

*up to 13th August 2021

$ up to 31st March 2022

with effect from 14th August 2021

@ with effect from 17th March 2022

(G) Remuneration of Executive Directors

The details of remuneration paid/provision made for payment to the Managing Director and the President & Whole-time Director are as follows:

(Amount in ₹)

Name	Salary	Incentive[(a)]	Allowance	Perquisites & Contribution[(b)]	Total
Mr. Vellayan Subbiah, Managing Director	2,01,26,520	2,01,26,520	2,73,85,590	1,12,28,491	7,88,67,121
Mr. K R Srinivasan, President & Whole-time Director	57,85,350	39,05,900	40,65,615	22,60,045	1,60,16,910

(a) Provisional and subject to determination by the Nomination and Remuneration Committee and the same will be paid after the adoption of accounts by the shareholders at the Annual General Meeting.

(b) Executive Directors' remuneration excludes provision for Gratuity and compensated absences since the amount cannot be ascertained individually.

(H) Remuneration of Non-Executive Directors

The details of commission provided for/sitting fees paid to non-executive Directors for the year ended 31st March 2022 are as follows:

(Amount in ₹)

Name of the Director	Commission *	Sitting fees	Total
Mr. M A M Arunachalam, Chairman[@]	2,00,00,000	8,10,000	2,08,10,000
Mr. Sanjay Johri	10,00,000	8,40,000	18,40,000
Mr. Anand Kumar	10,00,000	5,30,000	15,30,000
Ms. Sasikala Varadachari (pro-rated commission)	7,89,041	3,50,000	11,39,041
Mr. Tejpreet Singh Chopra (pro-rated commission)	43,836	50,000	93,836
Ms. Madhu Dubhashi (pro-rated commission)	3,69,863	3,40,000	7,09,863
Mr. Mahesh Chhabria (pro-rated commission)	5,75,342	4,40,000	10,15,342

[@] as non-executive Chairman during the period 1.4.2021 to 31.3.2022

* Provisional and subject to determination by the Board. Commission will be paid after the adoption of accounts by the shareholders at the 14th Annual General Meeting.

(I) Composition of Stakeholders Relationship Committee and Attendance

The Committee met on 16th March 2022 during the year ended 31st March 2022.

During the year, the Stakeholders Relationship Committee was re-constituted, and Mr. Sanjay Johri ceased to be a member of the Committee and Ms. Sasikala Varadachari was appointed as member of the Committee.

The composition of the Stakeholders Relationship Committee and the attendance of each member at the above meeting are as follows:

Name of the Member	Number of meetings attended (Number of meetings held)
Mr. M A M Arunachalam, Chairman	1(1)
Mr. Vellayan Subbiah	1(1)
Mr. Sanjay Johri*	1(1)
Ms. Sasikala Varadachari[#]	NA

* up to 16th March 2022

[#] with effect from 17th March 2022

(J) Composition of Corporate Social Responsibility Committee and Attendance

The Committee met on 17th June 2021 during the year ended 31st March 2022.

During the year, the Corporate Social Responsibility Committee was re-constituted, and Ms. Madhu Dubhashi ceased to be a member consequent to completion of her tenure. Mr. K R Srinivasan and Mr. M A M Arunachalam were appointed as Members. Further Ms. Sasikala Varadachari was appointed as Member and Chairperson of the Committee.

The composition of the Corporate Social Responsibility Committee and the attendance of each member at the above meeting are as follows:

Name of the Member	Number of meetings attended (Number of meetings held)
Ms. Sasikala Varadachari, Chairperson$	NA
Mr. K R Srinivasan^	NA
Mr. M A M Arunachalam$	NA
Mr. Tejpreet Singh Chopra$	NA
Ms. Madhu Dubhashi*	1(1)
Mr. Sanjay Johri@	1(1)
Mr. Mahesh Chhabria#	1(1)

* up to 13th August 2021

@ up to 16th March 2022

up to 27th October 2021

^ with effect from 28th October 2021

$ with effect from 14th August 2021

(K) Composition of Risk Management Committee and Attendance

The Committee met three times on 17th June 2021, 27th October 2021 and 16th March 2022 for the year ended 31st March 2022.

During the year, the Risk Management Committee was re-constituted, and Mr. Sanjay Johri was appointed as the Chairman and Mr. K R Srinivasan was appointed as member of the Committee.

The composition of the Risk Management Committee and the attendance of each member at this meeting are as follows:

Name of the Member	Number of meetings attended (Number of meetings held)
Mr. Sanjay Johri, Chairman	3(3)
Mr. M A M Arunachalam	3(3)
Mr. K R Srinivasan@	1(1)
Mr. Mahesh Chhabria#	2(2)

up to 27th October 2021

@ with effect from 28th October 2021

On behalf of the Board

Chennai
12th May 2022

M A M Arunachalam
Executive Chairman

Practicing Company Secretary's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

The Members,
TUBE INVESTMENTS OF INDIA LIMITED
CIN: L35100TN2008PLC069496
Dare House,
234, N S C Bose Road,
Chennai - 600001

We have examined documents, books, papers, minutes, forms and returns filed and other relevant records maintained by **TUBE INVESTMENTS OF INDIA LIMITED, (CIN:L35100TN2008PLC069496)** (hereinafter referred as "the Company") having its Registered Office at Dare House, 234 N S C Bose Road, Chennai 600001, for the purpose of certifying compliance of the conditions of Corporate Governance under Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V and Regulation 34 (3) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter called "SEBI (LODR) Regulations 2015)" for the financial year ended March 31, 2022. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and on the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied regarding the conditions of Corporate Governance as stipulated under the SEBI (LODR) Regulations 2015 for the financial year ended 31st March, 2022.

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

For **R.Sridharan & Associates**
Company Secretaries

CS R.Sridharan
FCS No. 4775
CP No. 3239
PR. NO.657/2020
UIN: S2003TN063400
UDIN: F004775D000291160

Place : Chennai
Date : 12th May, 2022

General Shareholder Information

Company Registration

The Company is registered in the State of Tamil Nadu. The Corporate Identity Number (CIN) of the Company is L35100TN2008PLC069496.

Registered Office

'Dare House', 234 NSC Bose Road, Chennai 600 001

Annual General Meeting

Day : Tuesday

Date : 2nd August 2022

Time : 3.30 P.M.

Mode : Through Video Conferencing or Other Audio-Visual Means (OAVM)

Tentative Calendar for 2022-23

The financial year of the Company is the period ending on 31st day of March every year. The tentative calendar for Board meetings for approving the quarterly financial results is given below:

Results for the first quarter ending 30th June 2022	:	2nd August 2022
Results for the second quarter/half year ending 30th September 2022	:	4th November 2022
Results for the third quarter ending 31st December 2022	:	January/ February 2023
Results for the fourth quarter ending 31st March 2023/Annual Results for the financial year 2022-23	:	April/May 2023

Book Closure for AGM

Friday, 22nd July 2022 to Tuesday, 2nd August 2022 (both days inclusive).

Dividend

The Board of Directors had declared an Interim Dividend of ₹2.00 per Equity Share for the financial year 2021-22, which was paid on 4th March 2022 to all those Members whose names appeared on the Register of Members on 18th February 2022. The Board has further recommended a Final Dividend of ₹1.50 per Equity Share for the financial year 2021-22 which will be paid on or before 30th August 2022 to all those Members whose names appear on the Register of Members on 21st July 2022.

Unclaimed Dividend

The details of dividend paid by the Company and the respective due dates of transfer of the unclaimed/ unencashed dividend to the Investor Education & Protection Fund ('IE&P Fund') of the Central Government are as below:

Financial year to which dividend relates	Date of declaration	Due date of transfer to IE&P Fund
2016-17	06.11.2017	12.12.2024
2017-18 - Interim	12.02.2018	20.03.2025
- Final	13.08.2018	19.09.2025
2018-19 - Interim	05.02.2019	12.03.2026
- Final	24.07.2019	30.08.2026
2019-20 - Interim	28.01.2020	07.02.2027
2020-21 - Interim	11.02.2021	09.03.2028
- Final	13.08.2021	18.09.2028
2021-22 - Interim	07.02.2022	15.03.2029

As provided under the Companies Act, 1956/2013, dividends remaining unclaimed for a period of seven years shall be transferred by the Company to the IE&P Fund. In the interest of investors, the Company has the practice of sending reminders to the concerned investors to come forward and claim, and will continue to do so, before transfer of unclaimed dividend to the IE&P Fund as per the timelines above.

Instructions to Shareholders

(a) Shareholders holding shares in physical form

Members are requested to intimate the Registrar and Transfer Agent viz., **KFin Technologies Ltd.,** (formerly, KFin Technologies Private Ltd.), **"Selenium Tower-B", Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telengana** (RTA) any change in their address/details about their Bank Account number, Name of the Bank, Bank's Branch name and address to enable the Company to send letters, remit dividend electronically or alternatively, for incorporating in the dividend warrants. For shares held in dematerialised form, change in address/Bank account particulars may be intimated directly to the Member's Depository Participant(s).

(b) Shareholders holding shares in demat form

The Company uses National Automated Clearing House (NACH) facility for payment of dividends declared directly to the bank accounts of shareholders. The shareholders may use the facility by providing the bank account number to the depository participant/RTA, as may be relevant, to enable the Company to effect the dividend payment through the NACH mode. If there is any change in bank account details, Shareholders are requested to advise their Depository Participant(s)/Company's RTA, as the case may be, immediately about the change.

Name and address of Stock Exchanges

Name of Stock Exchanges		Address
National Stock Exchange of India Ltd.	:	Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.
BSE Ltd.	:	New Trading Ring, 1st Floor, P J Towers, Rotunda Building, Dalal Street, Mumbai - 400 001.

Listing fee for the year ended 31st March 2022 has been paid to the Stock Exchanges in time.

Listing on Stock Exchanges - Equity Shares

Name of Stock Exchanges		Stock Code
National Stock Exchange of India Ltd.	:	TIINDIA
BSE Ltd.	:	540762

Non-Convertible Debentures

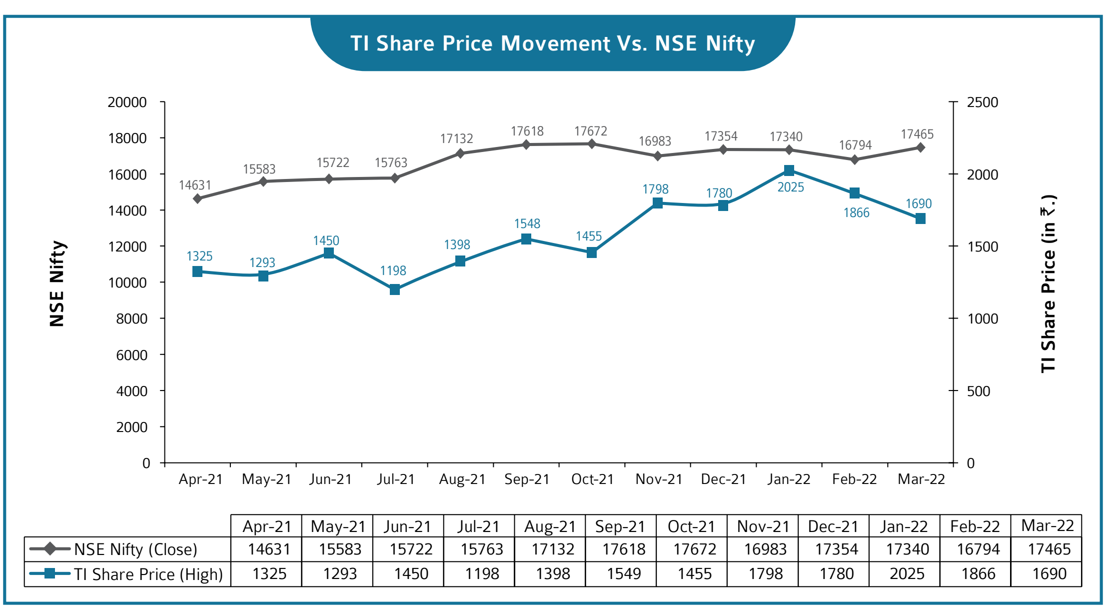
Listed on Wholesale Debt Segment (WDM) of National Stock Exchange of India Ltd.

As on the date of this Report, there are no outstanding Non-Convertible Debentures.

Market Price Data and Comparison

Monthly high and low price of the equity shares of the Company from 1st April 2021 to 31st March 2022 are as follows: (Amount in ₹)

Month	National Stock Exchange of India Ltd		BSE Ltd	
	High	Low	High	Low
April, 2021	1325.00	1050.00	1320.00	1052.00
May, 2021	1292.95	1133.15	1285.50	1133.55
June, 2021	1450.00	1133.95	1399.00	1130.65
July, 2021	1198.15	1081.05	1198.00	1064.50
August, 2021	1398.00	1093.00	1398.50	1093.10
September, 2021	1548.70	1310.00	1545.00	1371.00
October, 2021	1455.00	1281.00	1453.30	1281.00
November, 2021	1798.00	1392.45	1794.00	1396.25
December, 2021	1780.00	1500.40	1780.00	1503.80
January, 2022	2025.00	1650.00	2021.00	1650.00
February, 2022	1866.00	1478.50	1866.65	1478.50
March, 2022	1689.90	1441.95	1690.00	1440.00



Registrar and Share Transfer Agent

KFin Technologies Limited
(formerly, Kfin Technologies Private Limited)
Selenium Tower B, Plot nos. 31-32, Financial District
Nanakramguda, Serilingampally Mandal
Hyderabad - 500 032
e-mail: einward.ris@kfintech.com
Tel : (040) – 67162222
Fax: (040) - 23420814
Toll Free: 1800-345-4001

Debenture Trustees

IDBI Trusteeship Services Limited
Asian Building, Ground Floor
17 R Kamani Marg
Ballard Estate
Mumbai – 400001
e-mail : itsl@idbitrustee.co.in
Tel : 022 - 66311771
Fax: 022 - 66311776

Share Transfer and Investor Service System

The Board has authorised Chairman/Managing Director/Chief Financial Officer/Company Secretary to approve transfers/transmissions in addition to the Committee of the Board constituted for the purpose.

Shareholding Pattern as on 31st March 2022

	Category	No. of shares held	% of shareholding
A	**Promoter & Promoter Group**	8,96,47,229	46.46
B	**Non-Promoter Holding**		
	1 Institutional Investors		
	a) Mutual Funds	2,38,31,430	12.35
	b) Banks, Financial Institutions, Insurance Companies	8,84,940	0.46
	c) Foreign Institutional Investors	5,02,75,508	26.06
	2 Others		
	a) Private Corporate Bodies	55,03,308	2.85
	b) Indian Public	2,15,05,660	11.15
	c) NRI	12,92,846	0.67
C	**Non-Promoter & Non-Public**		
	Bank of New York Mellon (Depository for GDR holders)	9,300	0.00
	Grand Total	**19,29,50,221**	100.00

Distribution of Shareholding as on 31st March 2022

Category	No. of holders	% to Total	No. of shares	% to Total
1 - 5000	60,226	98.67	1,06,12,079	5.50
5001 - 10000	300	0.49	21,75,579	1.13
10001 - 20000	171	0.28	24,40,365	1.26
20001 - 30000	66	0.11	16,24,771	0.84
30001 - 40000	37	0.06	12,80,397	0.66
40001 - 50000	23	0.04	10,23,047	0.53
50001 - 100000	51	0.08	36,16,888	1.88
100001 & Above	163	0.27	17,01,77,095	88.20
Total	**61,037**	**100.00**	**19,29,50,221**	**100.00**

Nomination Facility

The Shareholders holding shares in physical form may avail of the nomination facility under Section 72 of the Companies Act, 2013. The nomination form (Form SH.13), along with instructions, will be provided to the Members on request. In case the Members wish to avail of this facility, they are requested to write to the Company's RTA viz., M/s. KFin Technologies Limited.

Dematerialisation of Shares

The Equity shares of the Company are compulsorily traded in dematerialised form. The code number allotted by the National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) to Tube Investments of India Ltd is ISIN INE974X01010.

Global Depository Receipts (GDRs) details

As at 31st March 2022, 9,300 GDRs were outstanding representing an equal number of underlying Equity Shares. The aforesaid GDRs are not listed in any Stock Exchange.

Consequent to very few GDRs being outstanding with a minimum transactional activity therein and, also entailing significant annual administrative fee going forward, the Company has decided to terminate the GDR program, without affecting the outstanding GDR holders' interests in any manner.

Commodity Price Risk/Foreign Exchange Risk and Hedging Activities

The Company is guided by its foreign exchange ('forex') policy to manage its forex exposure and its attendant risks, which arise through trade transactions, namely, exports and imports, import of capital items besides short-term and long-term foreign currency borrowings. Foreign currency trade exposures are monitored Business Unit (BU)-wise and currency-wise. The risks are managed after netting the exports and imports on monthly buckets for each currency. For capex imports, forward contracts are taken on the date of opening of the letter of credit. In respect of foreign currency borrowings, while the long-term borrowings are hedged for interest as well as for the exchange at the time of drawdown, the short-term borrowings are hedged for principal portion at the time of drawdown. Commodity Price Risk and hedging thereof is not applicable to the Company

Means of Communication

The quarterly/annual results are being/will be published in the leading national English newspapers ("The New Indian Express" and "Business Standard") and in one vernacular (Tamil) newspaper ("Dinamani"). The quarterly/annual results are also available on the Company's website, www.tiindia.com. The Company's website also displays official press releases, shareholding pattern, compliance report on corporate governance and presentations made to analysts and brokers.

Details of Special Resolutions passed during the last three Annual General Meetings

Date of AGM	Whether any Special Resolution was passed	Particulars
24.07.2019	Yes	a) Re-appointment of Ms. Madhu Dubhashi, Independent Director, for a second term of two years from the conclusion of the 11th Annual General Meeting (2019) till the conclusion of the 13th Annual General Meeting (2021). b) Terms of remuneration payable to Mr. Vellayan Subbiah, Managing Director (executive, promoter) for his term of Office with effect from 19th August 2017 to 18th August 2022 (both days inclusive). c) Payment of a commission of ₹100 lakhs to Mr. M M Murugappan, Chairman (non-executive, promoter) for the financial year 2018-19.
23.07.2020	Yes	a) Payment of a commission of ₹100 lakhs to Mr. M M Murugappan, Chairman (non-executive, promoter) for the financial year 2019-20.

Date of AGM	Whether any Special Resolution was passed	Particulars
13.08.2021	Yes	a) Payment of a commission of ₹61.64 lakhs to Mr. M M Murugappan, former Chairman (non-executive, promoter) for the financial year 2020-21. b) Payment of remuneration by way of commission to Directors other than Directors in whole-time employment/Managing Director/ Manager of the Company for FYs 2021-22 to 2025-26. c) Further investment not exceeding ₹2 Cr. in M/s Watsun Infrabuild Private Limited. d) Investment up to ₹25 Cr. in start-up companies/body corporate(s) engaged in innovative research and development of new technology/ies.

Resolution by Postal Ballot

The Shareholders have passed on 24th February 2022, with the requisite majority, by means of a Special Resolution, pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder, approving the acquisition of controlling interest directly or indirectly, in the equity share capital of M/s. Cellestial E-Mobility Private Limited through purchase from its founders and existing shareholders as well as through primary infusion by way of subscription to new equity shares, together aggregating about ₹161 Cr. and to further invest, lend or provide guarantee to it for a sum not exceeding ₹139 Cr., aggregating ₹300 Cr.

Details of Special Resolution proposed to be conducted through Postal Ballot

The Company has proposed the issue of a Notice of Postal Ballot & E-voting dated 12th May 2022 seeking shareholders' approval *inter alia* in respect of the following proposals, being Special Resolutions:

1) Approval for alteration of the Main Objects Clause of the Memorandum of Association of the Company for insertion of new sub-clauses 11 to 13 after the existing sub-clause 10 thereunder, to facilitate the Company pursuing certain new lines of business, as and when considered appropriate.
2) Approval for the appointment of Mr. Tejpreet Singh Chopra as Independent Director of the Company for a term of 5 years from 16th March 2022 to 15th March 2027 (both dates inclusive).

General Body Meeting

The date, time and venue of the last three Annual General Meetings are given below:

Year	Date	Time	Venue
2018-19	24.07.2019	3.30 P.M.	T.T.K. Auditorium, The Music Academy, 163 (Old No. 306) T.T.K. Road, Chennai 600 014
2019-20	23.07.2020	3.30 P.M.	Through Video Conferencing (VC)
2020-21	13.08.2021	3.30 P.M.	Through Video Conferencing (VC)

Unclaimed Shares

The details in respect of the unclaimed shares of erstwhile Tube Investments of India Ltd., lying in the TII Demerger Unclaimed Share Suspense Account are given below:

Sl. No.	Particulars	No. of Shareholders	No. of Shares
1	Aggregate number of Shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on 01.04.2021	1,788	15,28,156
2	Number of Shareholders who approached the Company for transfer of their shares from TII Demerger Unclaimed Share Suspense Account during the year [from 01.04.2021 to 31.03.2022]	27	44,370
3	Number of Shareholders to whom shares were transferred from TII Demerger Unclaimed Share Suspense Account during the year [from 01.04.2021 to 31.03.2022]	27	44,370
4	Aggregate number of Shareholders and the outstanding shares in the TII Demerger Unclaimed Share Suspense Account lying as on 31.03.2022.	1,761	14,83,786

The voting rights on the Outstanding Shares in the TII Demerger Unclaimed Share Suspense Account as on 31st March 2022 shall remain frozen till the rightful owner of such shares, claims the shares. On receipt of the claim, the Company will, after verification, arrange to credit the Equity Shares to the demat account of the Shareholder concerned.

In its continuous efforts towards bringing down the number of shares in the Unclaimed Share Suspense Account, the Company, during the year under review has taken steps through direct contact of the shareholders at their last known address and also by sending a postal reminder to come forward with their claim for the shares.

Credit Rating

Details of credit rating obtained by the Company for its fund-raising programmes during the financial year along with revisions thereto are furnished below:

Facility rated	Credit Rating Agency	Rating
Bank loan facilities – Long term rating	**CRISIL**	CRISIL AA+/Stable
	ICRA	ICRA AA+/Stable
Bank loan facilities – Short term rating	**CRISIL**	CRISIL A1+
	ICRA	ICRA A1+
Non-Convertible Debentures	**CRISIL**	CRISIL AA+/Stable
Commercial Paper	**CRISIL**	CRISIL A1+
	ICRA	ICRA A1+

Other Disclosures

1) M/s. R Sridharan & Associates, Practising Company Secretaries have confirmed that none of the Directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

2) There was no instance of any non-acceptance by the Board of Directors of the recommendations of any Committee of the Board, where it is mandatorily required, during the financial year under review.

3) Details of total fees for all services paid/payable by the Company and its subsidiaries, on a consolidated basis, to M/s. S R Batliboi & Associates LLP, Chartered Accountants & Statutory Auditors of the Company and all their network firms/entities during the financial year 2021-22 are furnished below:

a) Fees for audit and related services paid to M/s. S R Batliboi & Associates LLP and all their network firms/entities	₹2.93 Cr.
b) Fees for other services paid to M/s. S R Batliboi & Associates LLP and all their network firms/entities	₹0.33 Cr.

4) Disclosures regarding prevention of sexual harassment of women at the workplace are furnished in a separate section of the Board's Report. There was no complaint received during the year.

5) There is no non-compliance of any requirement of Corporate Governance Report of sub-paragraphs (2) to (10) of section 'C. Corporate Governance' relating to disclosures under Corporate Governance.

6) There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016, during the year.

7) There is no one-time settlement with the banks or financial institutions made during the year.

Business Responsibility Report

Annexure-D

About this report

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations) prescribe that the top 1000 listed entities based on market capitalization as at the end of March of every financial year are required to include a "Business Responsibility Report" (BRR) as part of their Annual Report. The following report is hence prepared in accordance with Regulation 34 of the SEBI Listing Regulations since the Company figures among the top 1000 listed entities in India based on market capitalization at the National Stock Exchange of India Ltd. (NSE) and the BSE Ltd (BSE) as at 31st March 2022.

The Spirit of the Murugappa Group is the philosophy that guides every employee of Tube Investments of India Limited in achieving the highest professional standards. All the employees and stakeholders are guided by the Five Lights of the Murugappa group: **Integrity, Passion, Respect, Quality, Responsibility.**

The segments that the Company is engaged in are:

1. **Mobility**

   A pioneer in the Cycles market, Tube Investments of India Limited's bicycles division viz., TI Cycles of India, formed in 1949, has constantly come up with new trends in line with evolving consumer needs. TI Cycles of India's vision is "To be the most preferred brand in fitness, recreation & personal mobility solutions". It strives to give its customers not only a bicycle but a lifetime experience. TI Cycles of India has plants at Chennai and Rajpura, major warehouses and regional offices, through which it serves it nationwide 1,300 plus dealer network.

2. **Engineering**

   Tube Investments of India Limited's engineering division viz., Tube Products of India is the leading supplier of precision tubes, including Electric Resistance Welded (ERW) and Cold Drawn Welded (CDW), to major automobile firms in India and internationally. The Company is the leading name in CDW tubes for the automotive sector in India. It is also well-known in the fields of power plants, boilers, textile machinery, and general engineering. It is the market leader in Telescopic Front Fork Inner Tubes and Cylinder Bore Tubes for shock absorber and gas spring applications, as well as Propeller Shaft Tubes for the Automotive Sector. Rear Axle Tubes, Side Impact Beams, Tie Rods, Drag Links, and Heavy Thick Steering Shields and Hydraulic Cylinder tubes are some of the other speciality components.

3. **Metal Formed Products**

   Tube Investments of India Limited is a pioneer and market leader in precision sheet metal formed components with added value. Chains for Auto sector, Fine blanked products, Car door frames, window and guide channels, impact beams, hydro-formed parts, and frames for various types of motor casings are all manufactured by the Company. Apart from sub-assemblies of sidewalls, end-walls and roofs, the Company manufactures and provides roll formed sections for wagons and coaches for railways.

4. **Others Segment**

   This business segment comprises of Industrial Chains and New Businesses of the Company viz, Truck Body Works, TMT Bars and TI Opto Electronic Solutions, Industrial Chains business manufactures Power Transmission Chains, Engineering Class Chains, Agricultural Chains and Textile Chains for use in agriculture, cement, steel, sugar, textiles, food and other sectors. This business has performed well during the year with healthy growth in both domestic and exports.

Section A: General Information about the Company

Sl. No.	Details	
1.	Corporate Identity Number (CIN)	L35100TN2008PLC069496
2.	Name of the Company	Tube Investments of India Limited
3.	Registered office address	Dare House, 234 N S C Bose Road, Chennai – 600001
4.	Website	www.tiindia.com
5.	E-mail ID	investorservices@tii.murugappa.com
6.	Financial Year reported	1st April 2021 to 31st March 2022
7.	Sectors that the Company is engaged in (industrial activity code-wise)	a) Cycles and Accessories (NIC Code: 3092) b) Steel Strips and Tubes (NIC Code: 2431) c) Metal Formed Products (NIC Code: 2511) d) Others
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	Cycles and Accessories, Steel Strips & Tubes, Metal Formed Products and Others
9.	Total number of locations where business activity is undertaken by the Company	
	(a) Number of International Locations (Provide details of major 5)	There are no international manufacturing operations for the Company of its own. The Company has one subsidiary in France engaged in the manufacture of Industrial chains and two direct subsidiaries in Sri Lanka engaged in manufacture of bicycles and components and five step- down subsidiaries in various countries engaged in manufacture of switchgears, transformers, electric motors and generators.
	(b) Number of National locations	The Company has manufacturing operations in 22 locations nationally (5 - Engineering; 2 - Bicycles; 9 - Metal Formed Products; 6 - others)
10.	Markets served by the Company – Local/State/National/International	The Company predominantly serves the Indian market. The Company also has sizable export of bicycles, tubes and industrial chains to other countries in Asia, Europe and the Americas.

Section B: Financial details of the Company

Sl. No.	Details	
1	Paid up Capital (INR)	19.29 Cr.
2	Total Turnover (INR)	5,986.79 Cr.
3	Total profit after taxes (INR)	475.17 Cr.
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹6.48 Cr. 1.36%
5	List of activities in which expenditure in 4 above has been incurred	Education, Healthcare, Public Infrastructure & Disaster Management and Relief (please refer the CSR Annual Report for details)

Section C: Other details

1. Does the Company have any Subsidiary Company/companies?

   Yes. The Company has 6 direct subsidiaries and 23 step down subsidiaries as per Companies Act, 2013. Of the above, 2 subsidiaries are listed on the Stock Exchanges in India. 21 direct/stepdown subsidiaries are located outside India, while 8 are located in India.

2. Do the subsidiary Company/companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s).

   The listed Indian subsidiaries have their own BR initiatives. The overseas subsidiaries carry out their BR initiatives in consonance with the prevailing requirements at their respective locations.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

   The Company does not mandate its suppliers and distributors to participate in its BR activities. However, they are encouraged to do so.

Section D: BR Information

1. Details of Director/Directors responsible for BR

Details	
a) Details of the Director / Director responsible for implementation of the BR policy/policies	
• DIN Number	09364667
• Name	Mukesh Ahuja
• Designation	Managing Director
b) Details of the BR head	
• DIN Number	09364667
• Name	Mukesh Ahuja
• Designation	Managing Director
• Telephone number	044-42286701
• Email ID	mukeshahuja@tii.murugappa.com

2. Principle-wise (as per NVGs) BR Policy/policies

The 9 areas of business responsibility enunciated under the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs, Government of India are:

Principle ("P")	Area of BR
1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
3	Businesses should promote the well-being of all employees
4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
5	Businesses should respect and promote human rights
6	Business should respect, protect and make efforts to restore the environment
7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
8	Businesses should support inclusive growth and equitable development
9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

No.	Questions	P.1	P.2	P.3	P.4	P.5	P.6	P.7	P.8	P.9
1	Do you have policy/policies for..	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy been approved by the Board? Is yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	https://tiindia.com/business-responsibility-policy/								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

The policies of the Company are based on its guiding principles and core values and are mapped to each of the principles hereunder:

Principle	Applicable Policies
Businesses should conduct and govern themselves with Ethics, Transparency and Accountability	• Values and Beliefs, called the 'Five Lights' • Whistle Blower Policy • TII Code of Conduct
Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	• Safety, Health and Environmental Policy • Total Quality Management (TQM) & Toyota Production System (TPS) practices
Businesses should promote the well-being of all employees	• Safety, Health and Environmental Policy • Policy on prevention of Sexual Harassment at the workplace
Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized	• Corporate Social Responsibility (CSR) Policy
Businesses should respect and promote human rights	• Values and Beliefs, called the 'Five Lights' • Whistle Blower Policy • Code of Conduct
Business should respect, protect and make efforts to restore the environment	• Safety, Health and Environmental Policy
Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	• Values and Beliefs, called the 'Five Lights'
Businesses should support inclusive growth and equitable development	• Corporate Social Responsibility (CSR) Policy
Businesses should engage with and provide value to their customers and consumers in a responsible manner	• Values and Beliefs, called the 'Five Lights' • Total Quality Management (TQM) and Toyota Production System (TPS) practices

2a. If answer to Sl. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options):

Not Applicable

3. Governance related to BR

- **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year.**

  The BR performance revolves around several policies which is assessed by the BR Head monthly, quarterly and annually based upon its importance and impact on the Company's operations and activities. Going forward, we intend to formalize an ESG Governance structure with representation from cross functional teams. This committee will oversee the implementation of sustainability initiatives within the organization and also support achieve targets across environment and social aspects.

- **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

  Yes. The Company publishes a BR Report as part of its Annual Report. The said Report is also available in the Company's website at https://tiindia.com/wp-content/uploads/2022/07/BRR-2021-22.pdf

Section E: Principle-wise Performance

Principle 1 – Ethics, Transparency & Accountability

The Company is committed to developing governance structures, procedures and practices that ensure ethical conduct at all levels; and promoting the adoption of this principle across its value chain. Commitment to ethical and lawful business conduct is a fundamental shared value of the Board of Directors, Senior Management and all employees of the Company.

1. Does the policy relating to Ethics, Bribery and Corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company's policies relating to governance rest on adhering to ethics, transparency in dealing with stakeholders, adequate and timely disclosure etc. These policies are similar across all the entities in the Group. All stakeholders of the Company - internal as well as external are expected to work within the framework of the aforesaid policies/principles. The Company's commitment to ethical and lawful business conduct is a fundamental shared value of the Board of Directors, the Senior Management and all other employees of the Company. It encourages the stakeholders of Tube Investments of India Limited to take positive actions, which not only are commensurate with the Company's values and beliefs but are also perceived to be so. In addition, the Code of Conduct is applicable to the Directors and Senior Management personnel which includes executives who are in the grade of General Manager and above; all executives directly reporting to the Chief Executive and Company Secretary. The Code of Conduct embodies the belief that acting always with the Company's legitimate interest in mind and being aware of the Company's responsibility towards its stakeholders is an essential element of the Company's long-term excellence. In the selection of its vendors and contractors, the Company ensures to identify and deal with those who can maintain and follow ethical standards. The Company further on a regular basis endeavors to reiterate awareness and impart training on these values to its employees. The relevant stakeholders of the Company are also made aware of the said values from time to time.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The Company has set up a Whistle-blower mechanism as an avenue for voicing of concerns *inter alia* relating to unethical behavior. During the year, there were no complaints received under the Company's Whistle Blower mechanism. There were four complaints received from the investors which were closed by the Company and the Stock Exchanges were informed of the same. This policy is in line with the commitment of the Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.

Principle 2 - Safety and sustainability of goods & services

The Company undertakes to assure safety and optimal resource use over the life cycle of its products. The

Company is committed to protect and enhance the environmental performance in all its units through their EOHS and SHE policies. As stated in the policies, all the units strive for the optimal use of resources and ensure safe processes throughout the entire life cycle of products. All the Business units are certified for the environmental management systems. Efforts will be made to ensure that everyone connected with it be it designers, producers, value chain members, customers and recyclers are made aware of their responsibilities.

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

Steel Tubes

The Company has developed several steel tubes which are used in safety critical applications by the automotive industry. Some of the Company's products are import substitutes enabling conservation of foreign currency. The Company caters to the requirements of infrastructure industry by providing products for off-road vehicles.

Industrial Chains

The Company has developed Chains for two-wheeler automotive sector and chains for industrial sector that are used in elevators, escalators and travellators used in the country's infrastructure development projects.

Bicycles

The Company, being conscious that bicycle is a common mode of transport for certain sections of the public, strives to develop new models/products which are affordable and durable. The Company is also developing number of new models catering to the health and leisure segment of the bicycle users.

The Company has strong focus on managing and reducing its energy, water and waste footprint, and is in constant lookout for improvement opportunities. Some interventions taken in this regard include implementation of ISO 14001 and OHSAS 45001 standardization systems, reducing overall dependence on direct fuel consumption at its operational sites. In addition, effluent treatment plants are installed to treat the process effluents and reuse treated water for the process again. Existing ETPs are proposed to be upgraded with (Zero Liquid Discharge) ZLD. Change of processes are also considered to minimise/eliminate the usage of the water for the components polishing in chains manufacturing process. Also extending the shot blasting operations in place of water polishing to reduce the water consumption to an extent of 5 KL per day. The up-gradation plans of ETP across units aim at reduction of raw water consumption by 150 KLD. The ETP has been upgraded to reduce raw water consumption by 150 KLD. Apart from this, the Company also carries out various activities for the conservation of natural resources and implements many maintenance activities and improvements for eliminating the energy losses in the processes. Various energy conservation projects are implemented across units for the reduction in manufacturing cost. The electric resistance heating furnaces are regularly checked for the skin temperatures and adopt corrective measures in case of abnormalities. The insulations are replaced as per periodical maintenance plans to contain the heat losses. All these efforts have allowed us to improve upon resource use efficiency. Therefore, all products manufactured at the facilities have environment and social aspects incorporated in them.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

--

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?**

Yes. Vendors/service providers are encouraged to adopt management practices detailed under the international standards such as ISO 9001, ISO 14001, OHSAS 45001 and Company's Environment, Health and Safety (EHS) Guidelines. The Company's integrated operations ensure sustainable exploitation of the available resources. Joint project opportunities amongst various business units improve efficiencies in sourcing besides resulting in product efficiencies. Conscious efforts are made to ensure that everyone connected with the Company be it the designers, producers, value chain members, customers and recyclers are made aware of their responsibilities. The Company is continuously focused on internal improvements, which helps in achieving operational efficiencies also resulting in energy conservation and sustainable operations. Usage of materials which are either recycled or capable of recycling assumes top priority. Going forward, the Company is looking at developing a sustainable supply chain program formalizing environmental and social assessments for suppliers.

4. **Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

The Company has developed a vendor base around many of its manufacturing locations. Capability building is the primary focus of the Company's vendor development and management process. The Company recognizes the importance of its vendor base and continuously monitors the financial health and business practices of the same.

5. **Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The Company has sustainable processes in place to recycle the products and waste, post completion of manufacturing life cycle.

Principle 3 - Promotion of well-being of employees

The Company's employees have always been at the centre of its businesses. It ensures to create an environment which fosters long-term relationship with its employees by creating an ecosystem that is motivating and fun to work and aim to move towards a high-performance work culture at all levels. The Company ensures a work environment that promotes well-being of all its employees. Focusing on health, safety and preventing discrimination is part of the Company's guiding principles on Employees' well-being.

1	Please indicate the total number of employees	3,107
2	Please indicate the total number of employees hired on temporary/contractual/casual basis	8,979
3	Please indicate the number of permanent women employees	84
4	Please indicate the number of permanent employees with disabilities	2
5	Do you have an employee association that is recognised by management?	Yes
6	What percentage of your permanent employees is members of this recognised employee association?	44%
7	Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	Nil
8	What safety & skill upgradation training was provided in the last year?	Safety: Incident reporting system/Hazardous waste disposal/ Welding safety/Gas cutting safety/Working at height. Material handling/Lock out and tag out Electrical safety/Firefighting & hydrant operation/ Personnel protective equipment (PPE) usage and adherence/COVID precautions/Basic Industrial Safety practices in the Shop floor/POSH/Hot work permit and fire control/Self-contained breathing apparatus usage. Skill upgradation: Operational skill training through DOJO centres. Class room & On the job training. Fire pump operating procedure/electrical safety and lock out and tag out training.
	• Permanent employees (includes women employees and employees with disabilities)	91%
	• Casual/Temporary/Contractual Employees	91%

Principle 4 - Responsiveness towards stakeholders

The Company is responsive to the requirements of all its Stakeholders and this is enshrined in its Corporate Values & Beliefs of Integrity, Passion, Quality, Respect and Responsibility. These values require that the Company act as a responsible corporate citizen and change lives for the better and this is to be done in a manner that reflects humility. The Company considers its employees, business associates, suppliers, stockists, dealers, customers, shareholders/investors and communities surrounding its operations and regulatory authorities as its key stakeholders. The Company continues its engagement with them through various mechanisms such as consultations with local communities, supplier/vendor meetings, customer/employee engagement surveys, investor forums, etc. The Company's website, www.tiindia.com provides comprehensive information to the stakeholders about the Company.

1. **Has the Company mapped its internal and external stakeholders?**

   Yes. The Company has mapped its internal and external stakeholders.

2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?**

   The Company recognizes its responsibility and identifies underprivileged communities around its business locations as disadvantaged, vulnerable and marginalized stakeholders and continuously engages with all such stakeholders identifying their needs and priorities to serve these needs accordingly. The systems and processes are in place to systematically identify stakeholders and for understanding their concerns and for engaging with them which are reviewed from time to time. In its holistic approach towards serving the underprivileged and disadvantaged sections of the community, the Company is focused on Education, Infrastructure, Healthcare and Disaster management. The Company is involved in projects like community development, infrastructure support in the local areas around the factories, in the villages where the factories are located in Tamil Nadu & Punjab and Kalakshetra Foundation Scholarship.

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders.**

   The Company on a periodical basis undertakes dedicated activities as a part of its CSR initiatives for the disadvantaged, vulnerable and marginalized stakeholders in and around the Company's factories/plants. Education, sports and health aids are provided to schools in rural/under-developed areas. Through the Company's Group trust, it has established hospitals, schools, colleges such as Sir Ramaswamy Mudaliar Higher Secondary school, AMM School, TI Matriculation Higher Secondary school, Murugappa Polytechnic college, etc. Vellayan Chettiar Higher Secondary school caters to 2200+ students providing English and Tamil Medium education. Due to pandemic, online classes were conducted for the students throughout the year. The Company through AMM Foundation has established AMMC Centenary scholarship that provides full fee scholarships to poor, meritorious students who are pursuing Professional/Arts and Science courses. Trainings like soft skills were imparted to the scholars. Some of them have cleared the TNPSC Group–II and IV exams.

   Sir Ivan Stedford Hospital serves the community in and around Ambattur, Chennai by rendering excellent medical care facilities at free of cost or a nominal charge for special facilities to the community. The Company also pursues other local community assistance programmes in and around its plants and office locations.

Principle 5 - Promoting human rights

The Company respects the rights and dignity of all individuals and upholds the principles of human rights. The Company's commitment to human rights and fair treatment is set out in its code of conduct and the Five Principles governing the Group. The policy provides conduct of operations with honesty, integrity and openness with respect for human rights and interests of employees. The Company believes that a sustainable organization rests on a foundation of ethics and respect for human rights.

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

   The policy of the Company on human rights is enshrined in the values represented in the Five Lights guiding the Company, its group companies and their employees across all spheres. The alignment with this value system is expected out of any person dealing with the Company.

The Company's Policy on Human Rights covers not only the Company but extends to its subsidiaries. The Company encourages its suppliers, contractors and others to follow the principles laid down in the five principles of its values and beliefs.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   No complaint pertaining to violation of human rights was received during the financial year ended 31st March 2022.

Principle 6 - Protecting the environment

The Company takes responsibility for and accords the highest value to the protection of the environment. Accordingly, the best practices and procedures relating to environment protection are followed by all the factories of the Company. The Company strives to promote ecological sustainability and green initiatives by adopting energy saving mechanism and sensitizing employees to reduce carbon footprint of the Company.

1. **Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**

   Sustainability is an important element of the Company's business processes. The Company encourages all its stakeholders to follow environment-friendly processes. Further it conducts a 'greenery drive' where any visitor to the plant premises, plants a tree. They have been planting and maintaining around 10,000 trees till date. Moreover, all the factories of the Company have a green belt around the plants.

   We are also a part of our customer's supplier assessment programs which enable us to be more proactive in caring for the environment; in terms of improved resource efficiency and improved human rights aspects at our manufacturing units.

2. **Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming etc.? Y/N. If yes, please give hyperlink for webpage etc.**

   As a manufacturing company, necessary mechanisms have been set up for ensuring compliance with the laws on environment to ensure compliance with the applicable environmental laws. The Company is committed to be an environment friendly organization and has a dedicated Environmental Policy across all its business units. The Company is an active player in practicing initiatives to address environmental issues and ensuring sustainable development. Almost all locations of the Company have received the ISO 14001 certificate for their Environment Management Systems and ISO 9001 for Quality Management Systems. All factories of the Company have a green belt around the plant. Rain water harvesting pits are constructed as a commitment to recharge the ground with the roof gutters and drains connected to pits. Other than these, the Company does not have any initiative to address global environmental issues.

3. **Does the Company identify and assess potential environmental risks? Y/N**

   Yes. The Company does have a mechanism to identify and assess potential environmental risks in its plants, projects and operations. Environmental risk identification and mitigation is ingrained in the Company's risk management system.

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any Environmental Compliance Report is filed?**

   No, the Company has not undertaken any specific project related to the Clean Development Mechanism as per the Kyoto Protocol. However, all the manufacturing locations of the Company are certified ISO 14001 (Environment Management System), QMS - ISO 9001 (Quality Management System), OSHAS – 45001.

5. **Has the Company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

   The Company utilises its resources in an optimal and responsible manner ensuring sustainability through reduction, re-use, re-cycling and managing waste. Continuous efforts are on to improve energy efficiency in every sphere of Company's operations.

Appropriate measures to check and prevent pollution are undertaken. The Company seeks to improve its environmental performance by adopting cleaner production methods, promotion of energy efficient and environmentally friendly technologies. Suitable processes and systems are developed with contingency plans and processes that help in preventing, mitigating and controlling environmental damages caused due to the Company's operations. Apart from this, one of the units has successfully installed Solar panels of 2340 KWp capacity and is in use. Another Business unit in Ambattur proposes to install 500 KWp roof top solar panels as pilot project.

6. **Are the emissions/wastes generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

All businesses of the Company are engaged in manufacturing activity. Accordingly, it is being ensured that the emissions/waste parameters being generated through such activities are in compliance with the applicable environmental laws. The Company's policy on environment and the ISO-14001 certification of its facilities emphasizes on its commitment to be an environment friendly organization setting standards in environment management.

7. **Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year**.

Nil.

Principle 7 - Responsibility towards public and regulatory policy

1. **Is your Company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with.**

Yes.

(a) Confederation of Indian Industry

(b) Southern India Chamber of Commerce & Industry

(c) Madras Management Association

(d) All India Cycle Manufacturers' Association

(e) Employers Federation of Southern India

(f) Federation of Indian Chamber of Commerce and Industry

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, others)**

Yes. While the Company is not actively involved in lobbying, as a responsible corporate citizen, the Company as a part of major industry associations/chambers makes recommendations/representations before regulators and associations for advancement and improvement of industrial climate in India.

The Company has been involved with the AICMA (All India's Cycle Manufacturers' Association) in organising rallies, pushing for cycle tracks in major cities, requesting the government for cycle tracks. It has been a part of many events supporting cyclist enthusiasts, schools and institutions by sponsoring cycles, kits and gears. The Company stands by its commitment of 'Selling cycling and not just cycles' and thereby continuously encouraging people from all age-groups to adopt cycling. The Company also represents its views/opinions on energy security, economic reforms, governance etc.

Principle 8 – Supporting inclusive growth and development

1. **Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

Yes. Please refer to the CSR Annual Report for the financial year ended 31st March 2022.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

For the financial year 2021-22, the budgeted CSR initiatives were implemented by the Company with in-house support. For projects requiring specialized experience and expertise for execution, implementing agencies are also involved.

3. **Have you done any impact assessment of your initiative?**

   Though there is no mandatory requirement for conducting impact assessment under Companies Act, 2013, the Company assesses the impact of major CSR initiatives, to ensure that they reach the community intended and positively impact the life of those people it wanted to touch.

4. **What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?**

   Please refer to the CSR Annual Report of the Board's Report for the FY 2021-22 for details of the direct contribution made by the Company during the financial year ended 31st March 2022.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

   Initiatives are identified based on the requirement of the community such that the benefits out of them are of an enduring nature. – Please refer to the CSR Annual Report for the financial year ended 31st March 2022.

Principle 9 – Providing value to customers & consumers

The Company firmly believes in being a quality and customer centric organization offering products/goods of genuine value to all its discerning customers that meets with their expectations every time. The products/goods of the Company undergo several quality checks at every level of the production process chain. Well-defined Standard Operating Procedures (SOPs) and processes aid in identifying and eradicating process/system impediments. The Company's overall approach on this aspect is guided by its quality policy and Total Quality Management (TQM) & Toyota Production System (TPS) practices. Through adopting TQM & Lean principles like JIT, Kanban, Single piece flow & POKA YOKEs (mistake proofing systems) TII delivers consistent, high quality and high value products to automotive sector.

All plants of TII are continuously upgrading the Quality & Safety Management Systems through acquiring international certifications such as IATF 16949 (International Quality System Certification), ISO 45001, ISO 14001 & IRIS ISO / TS 22163 (International Railway Inspection System). It has also been a keen practitioner of product responsibility. It practices 'zero defect' and understands its responsibility of eliminating process waste. It conducts various programs and activities in this regard. The Company is constantly guided by customer requirements and aim to become the preferred customer choice in the market.

1. **What percentage of customer complaints/ consumer cases are pending as on the end of financial year.**

   Pending customer complaints/consumer cases constitute a very meager percentage (less than 1%) as at the end of 31st March 2022. Proactive steps are being taken to resolve the same at the earliest.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./ Remarks (additional information)**

   Yes. The Company displays product information on all product/goods of the Company in accordance with the Legal Metrology Act, 2011 and the applicable Rules thereunder/other laws. In addition, wherever it is considered relevant and appropriate for facilitating better usage of the product/goods by the customer, additional information about the products/goods, the use and the mode of handling thereof are also provided.

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so**

   There have been no cases relating to unfair trade practices, irresponsible advertising and/or anti-competitive behavior against the Company.

4. **Did your Company carry out any consumer survey/consumer satisfaction trends?**

   Yes. The Company carries out periodical consumer surveys and mapping of customer satisfaction trends. The results of these activities are considered and utilized as effective business strategy tools to better understand the customers and their needs.

Annexure-E

DISCLOSURE OF REMUNERATION 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

The details of remuneration during the financial year 2021-22 as per Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as amended, are as follows:

(i) Ratio of remuneration* of each Director to the median remuneration of the employees of the Company for the financial year 2021-22:

Name	Designation	Ratio#
Mr. M A M Arunachalam	Chairman	33.86
Mr. Vellayan Subbiah	Managing Director	128.31
Mr. Sanjay Johri	Director	2.99
Mr. Anand Kumar	Director	2.49
Mr. K R Srinivasan	President & Whole-time Director	26.06
Ms. Sasikala Varadachari@	Director	1.85
Mr. Tejpreet Singh Chopra@	Director	0.15
Mrs. Madhu Dubhashi@	Director	1.15
Mr. Mahesh Chhabria@	Director	1.65

* Remuneration includes sitting fees

Number of times the Median Remuneration

@Part of the financial year 2021-22

(ii) Percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer & Company Secretary in the financial year 2021-22:

Name	Designation	% increase
Mr. M A M Arunachalam*	Chairman	-
Mr. Vellayan Subbiah	Managing Director	5.8%
Mr. Sanjay Johri	Director	(11.1%)
Mr. K R Srinivasan*	President & Whole-time Director	-
Mr. Anand Kumar*	Director	-
Ms. Sasikala Varadachari@	Director	-
Mr. Tejpreet Singh Chopra@	Director	-
Mrs. Madhu Dubhashi@	Director	-
Mr. Mahesh Chhabria@	Director	-
Mr. S Suresh	Company Secretary	13.8%
Mr. K Mahendra Kumar	Chief Financial Officer	13.2%

* Part of the financial year 2020-21

@Part of the financial year 2021-22

(iii)	**Percentage increase / (decrease) in median remuneration of employees in the financial year, 2021-22**	7.9%
(iv)	**Number of permanent employees on the rolls of the Company as on 31.03.2022**	3,107

(v) **Average per centile increase already made in the salaries of employees other than the managerial personnel in the last financial year and comparison with the per centile increase in the managerial remuneration and justification thereof. Whether there are any exceptional circumstances for increase in the managerial remuneration.**

Parameters	
Average % increase in the salaries of employees other than managerial personnel in the financial year 2021-22	7.8%
Average % increase in the managerial remuneration@ in the financial year 2021-22	6.0%
Remarks	The Managing Director's and the Whole-time Director's remuneration comprises of fixed and variable components. The annual increment in salary for the financial year, 2021-22 is determined by the Nomination & Remuneration Committee on the basis of Company financials, level of responsibility, experience and scales prevailing in the industry. The remuneration of Non-Executive Directors (NEDs) consists of commission and sitting fees. During the previous year, remuneration of NEDs was higher compared to current year mainly on account of increased committee membership and higher number of Board Meetings held during the said year in connection with the acquisition of M/s. CG Power and Industrial Solutions Limited.

@ Managerial remuneration includes the remuneration of the Managing Director, President & Whole-time Director and those NEDs who were on the Board as Directors for the full year in both the financial years, 2020-21 and 2021-22.

(vi) **Affirmation**

It is affirmed that the remuneration paid to the employees during the financial year 2021-22 is as per the Remuneration Policy of the Company.

On behalf of the Board

Place : Chennai

Date : 12th May 2022

M A M Arunachalam

Executive Chairman

Certificate of Non-Disqualification of Directors

Pursuant to Regulation 34 (3) read with Schedule V Para-C Sub clause (10) (i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

The Members,
TUBE INVESTMENTS OF INDIA LIMITED
CIN: L35100TN2008PLC069496
Dare House,
234, N S C Bose Road,
Chennai - 600001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TUBE INVESTMENTS OF INDIA LIMITED (CIN: L35100TN2008PLC069496)** having its Registered Office at Dare House, 234, N S C Bose Road, Chennai – 600001 (hereinafter referred to as ("The Company") produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) read with Schedule V Part-C Sub clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In our opinion and to the best of our knowledge and according to the verifications (including Director Identification Number (DIN) Status at the portal www.mca.gov.in) and based on such examination as well as information and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of issue of this certificate and based on such verification as considered necessary, we hereby certify that none of the Directors as stated below on the Board of the Company as on 31st March 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board India /Ministry of Corporate Affairs or any such other statutory authority.

S.NO.	DIN	NAME OF THE DIRECTOR	DESIGNATION	DATE OF APPOINTMENT
1.	00202958	M A M Arunachalam	Non-Executive -Chairman	11/11/2020
2.	01138759	Vellayan Subbiah	Managing Director	19/08/2017
3.	08215289	K R Srinivasan	Whole-time Director	11/11/2020
4.	00032015	Sanjaya Shyam Johri	Non Executive-Independent Director	14/08/2018
5.	00818724	Anand Kumar	Non Executive-Independent Director	24/03/2021
6.	07132398	Sasikala Varadachari	Non-Executive-Independent Director	17/06/2021
7.	00317683	Tejpreet Singh Chopra	Non-Executive-Independent - Additional Director	16/03/2022

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. 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.

For R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES
CS R.SRIDHARAN
CP No. 3239
FCS No. 4775
PR.NO.657/2020
UIN: S2003TN063400
UDIN: F004775D000291138

Place : Chennai
Date : 12th May, 2022

Secretarial Audit Report

Annexure-F

The Members,

TUBE INVESTMENTS OF INDIA LIMITED

CIN:L35100TN2008PLC069496

Dare House

No.234, N S C Bose Road

Chennai – 600001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TUBE INVESTMENTS OF INDIA LIMITED** [Corporate Identification Number: L35100TN2008PLC069496] (hereinafter called "the Company") for the financial year ended 31st March, 2022. 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, 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 covering the financial year ended on 31st March, 2022 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, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

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

(iv) The Company has complied with the applicable provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment. There was no Foreign Direct Investment and External Commercial Borrowings during the year under review;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are applicable;

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

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

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the year under review)

   d) The Employee Stock Option Plan, 2017 approved under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 & the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 & the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable during the year under review);

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review)

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable during the year under review) ; and

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable during the year under review)

(vi) We have reviewed the systems and mechanisms established by the Company for ensuring compliances under the other applicable Acts, Rules, Regulations and Guidelines prescribed under various laws which are applicable to the Company and categorized under the following major heads/groups:

   1. Factories Act, 1948;

   2. Labour laws and other incidental laws related to labour and employees appointed by the Company including those on contractual basis as relating to wages, gratuity, prevention of sexual harassment, dispute resolution, welfare, provident fund, insurance, compensation etc.;

3. Industries (Development & Regulation) Act, 1951;
4. Acts relating to consumer protection including the Competition Act, 2002;
5. Acts and Rules prescribed under prevention and control of pollution;
6. Acts and Rules relating to Environmental protection and energy conservation;
7. Acts and Rules relating to hazardous substances and chemicals;
8. Acts and Rules relating to electricity, fire, petroleum, drugs, motor vehicles, explosives, boilers etc.;
9. Acts relating to protection of Intellectual Property Rights;
10. Land revenue laws: and
11. Other local laws as applicable to various plants and offices.

We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the systems and mechanisms established by the Company are adequate to ensure compliance of laws as mentioned above.

We have also examined compliance with the applicable clauses / regulations 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) The Uniform Listing Agreement entered with BSE Limited and National Stock Exchange of India Limited pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.[hereinafter referred as "listing regulations"]

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director, Woman Independent Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and the listing regulations.

Adequate notice is given to all the directors before the schedule of the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Notes on agenda which are circulated less than the specified period, the necessary compliances under the Companies Act, 2013 and Secretarial Standards on Board Meetings are complied with. During the year under review, directors have participated in the Board/Committee meetings through video conferencing, such meetings were properly convened and recorded in compliance with the provisions of Section 173 (2) of the Act read with Rule 3 & 4 of Companies (Meetings of Board and its Powers) Rules, 2014.

Further, the Circulars, Regulations and Guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and other relevant regulatory authorities in view of the pandemic pertaining to Board/ Committee meetings, General Meetings and other provisions of the Act, Rules and Regulations have been complied with by the Company.

Based on the verification of the records and minutes, the decisions were carried out with the consent of the Board of Directors / Committee Members and no Director / Member dissented on the decisions taken at such Board/ Committee Meetings. Further, in the minutes of the General Meeting, the number of votes cast against the resolution(s) have been recorded.

We further report that based on review of compliance mechanism established by the Company we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that the above mentioned Company being a Listed entity this report is also issued pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 issued by the Securities and Exchange Board of India.

We further report that as per the information and explanations provided by the Management, the Company does not have any Material Unlisted Subsidiary (ies) Incorporated in India as defined in Regulation 16(1)(c) and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015during the period under review.

We further report that during the audit period, the Company has

a) Obtained the approval of the Board of Directors at their meeting held on 12th January, 2022 to convert up to 9,00,00,000 share warrants into equal number of equity shares of M/s. CG Power and Industrial Solutions Limited, by paying the balance 75% subscription money aggregating to ₹57,78,00,000 (Rupees Fifty Seven Crores Seventy Eight Lakhs) as per the terms of offer.

b) Incorporated a wholly owned subsidiary viz., TI Clean Mobility Private Limited on 12th February, 2022. Subscribed 9,95,00,000 equity shares of ₹10/- each aggregating to ₹99,95,00,000/- (Ninety Nine Crores and Ninety Five Lakhs only) by way of rights issue.

c) Obtained the approval of the Board of Directors at their meeting held on 9th July, 2021 and 13th August, 2021 for investment of a sum not exceeding ₹3.50 Crores in the share capital of M/s. Aerostrovilos Energy Private Limited from time to time, whether by way of purchase, transfer, subscription or otherwise.

d) Partially redeemed Secured redeemable non-convertible debentures amounting to ₹50 Crores out of ₹100 Crores.

For **R.SRIDHARAN & ASSOCIATES**
COMPANY SECRETARIES

Place : Chennai
Date : 12th May 2022

CS R.SRIDHARAN
CP No. 3239
FCS No. 4775
PR NO.657/2020
UIN : S2003TN063400
UDIN:F004775D000291050

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.

'Annexure -A'

The Members,
TUBE INVESTMENTS OF INDIA LIMITED
CIN: L35100TN2008PLC069496
Dare House
No.234, N S C Bose Road
Chennai – 600001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records as per the Auditing Standards (CSAS-1 to CSAS-4) and Guidance Notes on ICSI Auditing Standards and Guidance Note on Secretarial Audit issued by The Institute of Company Secretaries of India. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be filed by the Company under the specified laws.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. It is the responsibility of the management of the company to devise proper systems to ensure compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards and to ensure that the systems are adequate and operate effectively. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **R.SRIDHARAN & ASSOCIATES**
COMPANY SECRETARIES

Place : Chennai
Date : 12th May 2022

CS R.SRIDHARAN
CP No. 3239
FCS No. 4775
PR NO.657/2020
UIN : S2003TN063400
UDIN:F004775D000291050

Annexure-G

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

Power & Fuel Consumption

Sl. No.	Particulars	2021-22	2020-21
1	**Electricity**		
	(a) Purchased		
	Units (kWh)	15,05,30,965	12,20,19,301
	Total Cost (₹ Cr.)	109.97	90.07
	Rate per unit (₹)	7.31	7.38
	(b) Own Generation through Diesel Generator		
	Units (kWh)	16,32,152	12,57,714
	Total Cost (₹ Cr.)	4.56	2.95
	Rate per unit (₹)	27.97	23.49
	(c) Own generation through Solar Plant		
	Units (kWh)	3,25,821	2,76,542
	Total Cost (₹ Cr.)	0.19	0.15
	Rate per unit (₹)	5.70	5.51
2	**Consumption per unit of production**	**2021-22**	**2020-21**
	(a) Cycles (kWh per Cycle)	4.06	3.42
	(b) Strips and Tubes (kWh per Ton)	240	241
	(c) Metal Form (kWh per Ton)	882	861
	(d) Chains (kWh per Ton)	975	1,050

Engineering Division

Variable frequency drives (VFDs) have been installed for motors to save energy during operation. Liquid fossil fuel firing has been replaced with Propane gas to reduce emissions. Roof top solar plants have been progressively installed for green energy. Complete mapping of energy meters and analytics has been done and it will help to find and eliminate idle energy. Downsizing of pumps based on actual demand has been carried which are more energy efficient.

Metal Formed Product Division

Motors used for circulation and have been derated to just meet working requirements comfortably and their idle running has been eliminated to reduce energy consumed.

Thyristors have been provided for furnace element control, to save energy. Thermal insulation in furnaces has been improved to reduce energy losses. A systematic power quality analysis has been done on sub-station #6 resulting in a significant energy saving on distribution.

Conveyors have been provided with motor interlocks with associated equipment to save energy and conversion to LED lights are being done progressively.

Mobility Division

The Hot water Generator in SKD Module has been converted to LPG operation from High Speed Diesel (HSD). All ovens and Hot water Generators in TI Cycles of India are running with LPG now with reduced emissions.

Colour change time in paint shop reduced from 12 jigs to 7 jigs per change over and total reduction in time is 60 minutes/day. This has resulted in reduced energy costs. New 800 KVA transformer with on-load tap changer is provided replacing the twenty-year old transformer for higher electrical energy efficiency. PNG conversion is in progress at the Rajpura Plant.

Expenditure on R & D (₹ in Crores)

Particulars	2021-22	2020-21
Capital expenditure	4.81	1.11
Recurring	7.49	10.11
Total	**12.30**	**11.22**
Total R&D expenditure as a % of total turnover (Net)	0.21	0.28

Foreign Exchange Earnings and Outgo

Particulars	2021-22	2020-21
Foreign exchange earnings (CIF Value)	906.00	375.34
Foreign exchange outgo	347.74	268.43

On behalf of the Board

Chennai
12th May 2022

M A M Arunachalam
Executive Chairman

Plant Locations

Tube Products of India
P. B. No. 4&18, CTH Road,
Avadi, Chennai 600 054
Tel: (044) – 42291999

Tube Products of India
Tirupati-Tiruttani Highway
Ponpadi Village, Thiruvelangadu
Block Tiruttani Taluk,
Tiruvallur 631 213
Tel : 09840996496

Tube Products of India
Shirwal Post, Khandala Taluka
Satara District,
Maharastra 412 801
Tel : (02169) - 244080 - 85

Tube Products of India
A-16 & 17, Industrial Focal
Point, Phase VI SAS Nagar
Mohali (PB) 160 0515
Tel : (0172) - 4009318

Tube Products of India
Village : Sandharsi,
Shambu - Ghanaur road
Tehsil : Rajpura, Dist
Patiala Punjab – 140 417
Tel : (01762) - 269400

TI Cycles of India
Post Bag No.5 MTH Road
Ambattur, Chennai 600 053
Tel : (044) – 42093434
Fax: (044) – 42093345

TI Cycles of India
Sandharsi Tehsil
Rajpura, Patiala,
Punjab – 140 417
Tel : (01762) – 269000, 269200

TIDC India
Post Bag No.11, MTH Road
Ambattur, Chennai 600 053
Tel : (040) - 42235555

TIDC India
Kazipally Village, Plot No.1
Jinnaram Mandal
Medak Dist 502 319
Tel : (08458) - 277240,
Fax: (08458) - 277241

TIDC India
Gangnouli
Laksar 247 663
Uttarakhand
Tel : (01332) - 271295

TIDC India
Village Plot No. 79,
SIPCOT Industrial Estate
Complex, Phase-I, Zujuwad
Village Hosur Taluk,
Krishnagiri District, Tamilnadu

TIDC India
No. 191, Vanagaram Road,
Athipet, Chennai - 6000 058.
Cell: 09384675154

TIDC India
Plot No. 108, SIDCO
Industrial Estate, Ambattur,
Chennai - 600 098
Tel : (040) - 42235555
Fax : (044) – 42235406

TI Metal Forming
Chennai – Tiruvallur High Road
Tiruninravur 602 024
Tel : (044) 26390194, 26390437
Fax : (044) 26390856

TI Metal Forming
80/81, SIDCO Industrial Estate
Kakkalur, Thiruvallur 602 003
Tel : (044) – 27667104
Fax: (044) – 26390856

TI Metal Forming
Plot No. 245, Sector 3
Growth Centre, Bawal, Rewari Dist.
Haryana 123 501
Tel : (01284) – 260707, 264106
09812038561, Fax: (01284) – 264426

TI Metal Forming
Plot No.222 Gangnouli Village
Tehsil – Laksar, Haridwar
Uttarakhand 247 663
Tel: 09219401388/9

TI Metal Forming
Tata Motors Ltd. Vendors Park
Plot No.C11, Survey No.1
North Kotpura, Sanand Viroch Nagar Post
Ahmedabad, Gujarat 382 170
Tel: 09228021343/09228021179

TI Optoelectronic Solutions
500 East, Road R1 South
Sri City SEZ , Satyavedu Mandal
Chittoor District
Andhra Pradesh, India
Pin: 517 646

TI Truck Body Works
Plot no 55/1A, Thiruvallur- Redhills Highway,
Poochiatthipattu, Tiruvallur Taluk,
Thiruvallur – 600052.
Tel: 91 98400 71976

TI Truck Body Works
Gat No.312, Sablewadi, Bahul Post
Chakan-Shikrapur Road
Khed Taluk
Pune 410 501
Tel: 09272237117/8

TI Truck Body Works
TI Metal forming
Plot No 245, sector 3,
Bawal Distt. Rewari,
Haryana Pin: 123501

CONTACT ADDRESS

COMPLIANCE OFFICER
Mr. S Suresh
Company Secretary
Tube Investments of India Limited
'Dare House' 234 N S C Bose Road
Chennai 600 001
e-mail: sureshs@tii.murugappa.com
Tel : (044) – 42286711
Fax : (044) - 42110404

For all matters relating to investor services:
KFin Technologies Limited
"Selenium Tower-B"
Plot 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad 500 032
e-mail : einward.ris@kfintech.com
Tel : (040) – 67162222
Fax: (040) - 23001153
Toll Free: 1800-345-4001

Exploring New Frontiers

Independent Auditor's Report

To the Members of Tube Investments of India Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Tube Investments of India Limited ("the Company"), which comprise the Balance sheet as at March 31, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Key audit matters	How our audit addressed the key audit matter
Timing of Revenue Recognition (as described in Note 3.11 and Note 19 of the Standalone Financial Statements)	
The Company has 3 operating segments, namely, Mobility Segment, Engineering Segment and Metal Formed Products Segment. The type of customers varies across these segments, ranging from dealers in Mobility Segment to Original Equipment Manufacturers and their suppliers, dealers and Industrial Customers in respect of the Metal Formed Products and Engineering Segments. The Company recognizes revenue from sale of goods at a point in time based on the terms of the contract with customers which may vary case to case. Terms of sales arrangements with various customers within each of the operating segments, including Incoterms determine the timing of transfer of control and require judgment in determining timing of revenue recognition. Due to the judgement relating to determination of point of time in satisfaction of performance obligations with respect to sale of products, this matter is considered as Key Audit Matter.	Our audit procedures included the following: • We understood the Company's order to cash processes, including design and implementation of controls which vary based on product segment and customer, and tested the operating effectiveness of such controls in relation to revenue recognition. • On a sample basis, we tested revenue transactions to contracts with customers, purchase orders issued by customers and sales invoices raised by the Company to determine the timing of transfer of control along with pricing terms and the timing of revenue recognition in respect of such contracts. • We performed substantive analytical procedures including analyzing revenue transactions near the reporting date and tested whether the timing of revenue was recognized in the appropriate period with reference to shipping records, sales invoices etc for sample transactions. • We read, understood and evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115 - Revenue from Contracts with Customers. • We assessed the disclosures for compliance with applicable accounting standards.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent;

and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to 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 management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

   2. As required by Section 143(3) of the Act, we report that:

      (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

      (ii) 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;

      (iii) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

      (iv) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

      (v) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

      (vi) With respect to the adequacy of the internal financial controls with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

      (vii) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;

      (viii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 36a to the Standalone Financial Statements;

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

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

      iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act. As stated in Note 18d to the Standalone Financial Statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Aravind K
Partner
Membership Number: 221268
UDIN: 22221268AIWFDK3974
Place of Signature: Chennai
Date: May 12, 2022

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Tube Investments of India Limited ('the Company')

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 state that

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(a) (B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) All Property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company. Immovable properties of land and buildings having a net book value of ₹70.48 crores as at March 31, 2022 whose title deeds have been pledged in favour of Trustees for the benefit of debenture holders as security for the Redeemable Non-convertible Debentures based on the Trust Deed executed between the Trustees and the Company and those deposited under custody are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.

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

(ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed. Inventories lying with third parties have been confirmed by them and no discrepancies were noticed in respect of such confirmations.

(b) As disclosed in Note 15a to the financial statements, the Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks / financial institutions during the year on the basis of security of current assets of the Company. The quarterly returns/ statements up to the quarter ended December 31, 2021, filed by the Company with such banks / financial institutions are in agreement with the books of accounts of the Company. The return for the quarter ended March 31, 2022 has not been filed by the Company till the approval of these Standalone Financial Statements.

(iii) (a) During the year the Company has not provided advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. The Company has provided loan to a subsidiary as follows:

Particulars	Amt in ₹crores
Aggregate amount granted / provided during the year	64.00
Balance outstanding as at balance sheet date	64.00

(b) During the year the investments made and the terms and conditions of the grant of all loans to companies are not prejudicial to the Company's interest. During the year, the Company has not provided guarantees, provided security and granted advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties.

(c) The Company has granted loans during the year to a subsidiary where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular. The Company has not granted loans and advances in the nature of loans to firms, Limited Liability Partnerships or any other parties.

(d) There are no amounts of loans granted to companies which are overdue for more than ninety days.

(e) There were no loans granted to companies which had fallen due during the year.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) Loans, investments and guarantees in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company There are no securities granted in respect of which provisions of Section 185 and 186 of the Companies Act, 2013 are applicable and hence not commented upon.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, relating to certain products of the Company to which such rules apply, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of custom, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in crores) *	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	0.06	Apr to Jun 17	Adjudicating Officer
Central Excise Act, 1944	Excise Duty / Interest / Penalty	0.01	1995-96	Commissioner (Appeals)
Custom Act, 1962	Customs Duty	0.14	Aug 15	Customs Excise and Service Tax Appellate Tribunal (CESTAT)
Central Sales Tax, 1956	CST	0.18	2013-14 & 2016-17	Tribunal - West Bengal, Assessing Officer
Sales Tax	VAT	0.81	2016-17 and 2017-18	Joint Commissioner
Income Tax Act, 1961	Income Tax	4.36	2005-06, 2012-13, 2013-14	Commissioner (Appeals)
Income Tax Act, 1961	Income Tax	2.08	2015-16	Adjudicating Officer
Employee State Insurance Act, 1948	Employee State Insurance	0.88	2002-03, 2003-04, 2004-05, 2005-06, 2008-09, 2009-10, 1992-92, 2000-03, 1999-00, 1992-93, 2011-12 & 2018-19	Various Forums
Employee Provident Fund & Misc. provisions Act, 1952	Employee Provident Fund	0.06	2011-13	PF Appellate Tribunal, New Delhi

* Net of amounts paid under protest of ₹ 44.70 crores.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under Sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed by cost auditor / secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) The Group has two Registered Core Investment Companies as part of the Group.

(xvii) The Company has not incurred cash losses in the current financial year and immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in Note 44 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to Sub Section 5 of Section 135 of the Act. This matter has been disclosed in Note 26 to the financial statements.

(b) There are no ongoing projects and hence the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Aravind K
Partner
Membership Number: 221268
UDIN: 22221268AIWFDK3974
Place of Signature: Chennai
Date: May 12, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TUBE INVESTMENTS OF INDIA LIMTED

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone Financial Statements of Tube Investments of India Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("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 its 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by 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 these Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to these Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial controls with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Aravind K
Partner
Membership Number: 221268
UDIN: 22221268AIWFDK3974
Place of Signature: Chennai
Date: May 12, 2022

Standalone Balance Sheet

₹ in Crores

Particulars	Notes	As at 31-Mar-2022	As at 31-Mar-2021
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4a	985.15	953.66
Right-of-use assets	4b	32.08	37.57
Capital Work-in-Progress	4d	55.57	126.32
Investment Property	5	4.67	4.75
Intangible Assets	4c	1.23	1.12
Financial Assets			
(a) Investments			
- Investment in Subsidiaries, Joint venture and Associate	6a	1,377.30	1,214.14
- Other Investments	6b	8.52	16.04
(b) Loans	6c	64.39	-
(c) Other Financial Assets	6d	15.02	16.14
Deferred Tax Assets (Net)	14	-	2.61
Non-Current Tax Assets		16.40	23.79
Other Non-Current Assets	7	30.92	33.22
		2,591.25	**2,429.36**
Current Assets			
Inventories	8	647.88	514.14
Financial Assets			
(a) Loans	9a	2.17	1.93
(b) Trade Receivables	9b	761.23	576.43
(c) Investments	9c	280.45	304.30
(d) Derivative Instruments	40	1.02	-
(e) Cash and Cash Equivalents	9d	2.36	7.09
(f) Bank Balances other than (e) above	9e	2.46	1.65
(g) Other Financial Assets	9f	13.49	19.39
Other Current Assets	10	65.08	66.33
		1,776.14	**1,491.26**
Total Assets		**4,367.39**	**3,920.62**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	19.29	19.28
Other Equity	12	2,682.02	2,273.85
Total Equity		**2,701.31**	**2,293.13**
Non-Current Liabilities			
Financial Liabilities			
(a) Long Term Borrowings	13a	-	51.03
(b) Lease Liabilities	13b	28.21	33.02
Deferred Tax Liabilities (Net)	14	2.03	-
		30.24	**84.05**
Current Liabilities			
Financial Liabilities			
(a) Short Term Borrowings	15a	348.07	258.06
(b) Trade Payables	15b		
- total outstanding dues of micro enterprises and small enterprises		27.01	29.55
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,113.74	1,087.21
(c) Derivative Instruments	40	-	1.43
(d) Lease Liabilities	15c	4.62	3.80
(e) Other Financial Liabilities	15d	39.72	64.09
Government Grants	18c	17.87	18.50
Short Term Provisions	16	37.37	42.47
Current Tax Liability		6.44	5.82
Other Current Liabilities	17	41.00	32.51
		1,635.84	**1,543.44**
Total Liabilities		**1,666.08**	**1,627.49**
Total Equity and Liabilities		**4,367.39**	**3,920.62**
Summary of Significant Accounting Policies	3		

The accompanying notes are an integral part of the financial statements

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Regn. No : 101049W / E300004

On behalf of the Board
For **Tube Investments of India Limited**

per **Aravind K**
Partner
Membership No : 221268

Mukesh Ahuja
Managing Director

M A M Arunachalam
Executive Chairman

Chennai
12th May 2022

K Mahendra Kumar
Chief Financial Officer

S Suresh
Company Secretary

Standalone Statement of Profit and Loss

₹ in Crores

Particulars	Notes	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Revenue from Contracts with Customers	19		
Revenue from Operations		5,986.79	4,026.23
Other Operating Revenues		372.54	229.52
		6,359.33	**4,255.75**
Other Income	20	73.58	46.53
Total Income		**6,432.91**	**4,302.28**
Expenses			
Cost of Materials Consumed	21	3,966.17	2,446.24
Purchase of Stock-in-Trade		261.54	91.66
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	(88.72)	(31.58)
Employee Benefits Expense	23	507.07	454.56
Depreciation and Amortisation Expense	24	145.03	149.64
Finance Costs	25	11.77	19.06
Other Expenses	26	1,002.01	791.99
Total Expenses		**5,804.87**	**3,921.57**
Profit Before Tax and Exceptional items		**628.04**	**380.71**
Less : Exceptional Items	27	-	21.67
Profit Before Tax after Exceptional items		**628.04**	**359.04**
Income Tax Expense	28		
- Current Tax		153.41	106.49
- Adjustment of tax relating to earlier years		(6.21)	(5.27)
- Deferred Tax (Net) (Refer Note 14)		5.67	(15.36)
		152.87	**85.86**
Profit for the year (I)		**475.17**	**273.18**
Other Comprehensive Income:	30		
Other Comprehensive Income to be reclassified to Statement of Profit and Loss in subsequent periods			
Net Movement on Cash Flow Hedges		(0.77)	0.35
Income Tax Effect		0.20	(0.09)
		(0.57)	**0.26**
Other Comprehensive Income not to be reclassified to Statement of Profit and Loss in subsequent periods			
Re-measurement (Loss) on Defined Benefit Obligations (Net)		(3.41)	(3.29)
Income Tax Effect		0.86	0.83
		(2.55)	**(2.46)**
Net (Loss) on FVTOCI Securities		(0.24)	(0.43)
Income Tax Effect		(0.03)	0.12
		(0.27)	**(0.31)**
Other Comprehensive Income for the Year, Net of Tax (II)		**(3.39)**	**(2.51)**
Total Comprehensive Income for the Year, Net of Tax (I + II)		**471.78**	**270.67**
Earnings Per Equity Share of ₹1 each (Previous year - ₹1 each)	31		
Basic		24.64	14.44
Diluted		24.59	14.40

The accompanying notes are an integral part of the financial statements

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Regn. No : 101049W / E300004

per **Aravind K**
Partner
Membership No : 221268

Chennai
12th May 2022

On behalf of the Board
For **Tube Investments of India Limited**

Mukesh Ahuja
Managing Director

M A M Arunachalam
Executive Chairman

K Mahendra Kumar
Chief Financial Officer

S Suresh
Company Secretary

Standalone Statement of Changes in Equity

a. Equity Share Capital:

Particulars	No. of shares	₹ in Crores
As at 31st March 2020		
Equity shares of ₹1 each issued, subscribed and fully paid	18,78,75,429	18.79
Issue of share capital (Refer Note 11)	49,41,442	0.49
As at 31st March 2021		
Equity shares of ₹1 each issued, subscribed and fully paid	19,28,16,871	19.28
Issue of share capital (Refer Note 11)	1,33,350	0.01
As at 31st March 2022	**19,29,50,221**	**19.29**

b. Other Equity

For the year ended 31st March 2022 — **₹ in Crores**

Particulars	Reserves & Surplus						Items of OCI		Total Other Equity
	Securities Premium (Note 12)	Share option outstanding account (Note 12)	Retained Earnings (Note 12)	Debenture Redemption Reserve (DRR) (Note 12)	Capital Reserve (Note 12)	General Reserve (Note 12)	Cash flow Hedge Reserve (Note 12)	FVTOCI Reserve (Note 12)	
As at 1st April 2021	**356.92**	**8.74**	**1,568.55**	**-**	**0.11**	**335.35**	**0.88**	**3.30**	**2,273.85**
Profit for the Year	-	-	475.17	-	-	-	-	-	475.17
Other comprehensive income for the Year (Note 30)	-	-	(2.55)	-	-	-	(0.57)	(0.27)	(3.39)
Total Comprehensive Income	**-**	**-**	**472.62**	**-**	**-**	**-**	**(0.57)**	**(0.27)**	**471.78**
Share-based payment expense	-	0.58	-	-	-	-	-	-	0.58
Employee share options	5.08	(1.76)	-	-	-	-	-	-	3.32
Dividends	-	-	(67.51)	-	-	-	-	-	(67.51)
As at 31st March 2022	**362.00**	**7.56**	**1,973.66**	**-**	**0.11**	**335.35**	**0.31**	**3.03**	**2,682.02**

Standalone Statement of Changes in Equity

For the year ended 31st March, 2021 **₹ in Crores**

Particulars	Reserves & Surplus						Items of OCI		Total Other Equity
	Securities Premium (Note 12)	Share option outstanding account (Note 12)	Retained Earnings (Note 12)	Debenture Redemption Reserve (DRR) (Note 12)	Capital Reserve (Note 12)	General Reserve (Note 12)	Cash flow Hedge Reserve (Note 12)	FVTOCI Reserve (Note 12)	
As at 1st April 2020	**8.93**	**9.07**	**1,311.36**	**25.00**	**0.11**	**335.05**	**0.62**	**3.61**	**1,693.75**
Profit for the Year	-	-	273.18	-	-	-	-	-	273.18
Other comprehensive income for the Year (Note 30)	-	-	(2.46)	-	-	-	0.26	(0.31)	(2.51)
Total Comprehensive Income	**-**	**-**	**270.72**	**-**	**-**	**-**	**0.26**	**(0.31)**	**270.67**
Share-based payment expense	-	1.55	-	-	-	-	-	-	1.55
Employee share options	5.49	(1.88)	0.03	-	-	0.30	-	-	3.94
Preferential allotment of Shares	342.50	-	-	-	-	-	-	-	342.50
DRR transferred to Retained Earnings (Net)	-	-	25.00	(25.00)	-	-	-	-	-
Dividends	-	-	(38.56)	-	-	-	-	-	(38.56)
As at 31st March 2021	**356.92**	**8.74**	**1,568.55**	**-**	**0.11**	**335.35**	**0.88**	**3.30**	**2,273.85**

The accompanying notes are an integral part of the financial statements

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Regn. No : 101049W / E300004

per **Aravind K**
Partner
Membership No : 221268

Chennai
12th May 2022

On behalf of the Board
For **Tube Investments of India Limited**

Mukesh Ahuja
Managing Director

M A M Arunachalam
Executive Chairman

K Mahendra Kumar
Chief Financial Officer

S Suresh
Company Secretary

Standalone Cash Flow Statement

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
A. Cash Flow from Operating Activities:		
Profit Before Tax after exceptional items	**628.04**	**359.04**
Adjustments to reconcile Profit Before Tax to Net Cash Flows:		
Depreciation/Amortisation on Property, Plant and Equipment, Right of use assets, investment property and intangible assets	145.03	149.64
Share based payment expenses	0.58	1.32
(Profit) on Property, Plant and Equipment and ROU Assets sold/discarded, Net	(3.75)	(1.55)
(Profit) on Sale of Investments carried at FVTPL	(8.34)	(8.96)
Impairment allowance / (reversal of allowance) for receivables and advances (including bad debts written off)	(5.13)	11.33
Net Foreign Exchange differences	0.85	(1.63)
Finance Income (including Fair Value changes in Financial Instruments)	(4.91)	(4.73)
Finance Costs	11.77	19.06
Liabilities/Provisions no longer payable written back	(2.78)	(3.60)
Imputed interest on Corporate Guarantee provided to Subsidiary	(1.92)	(0.53)
Interest accrued on Inter Corporate Deposit	(0.39)	-
Dividend Income	(14.18)	(8.42)
Operating Profit before Working Capital / Other Changes	**744.87**	**510.97**
Adjustments for :		
Increase/(Decrease) in Provisions and Government Grants	(9.14)	4.93
Increase/(Decrease) in Trade and Other Payables	24.82	514.88
Increase/(Decrease) in Other Financial Liabilities	0.21	3.05
Increase/(Decrease) in Other Current Liabilities	8.49	4.92
(Increase)/Decrease in Other Financial and Non-Current Assets	1.39	5.20
(Increase)/Decrease in Other Financial and Current Assets	6.91	(11.49)
(Increase)/Decrease in Trade and Other Receivables	(178.80)	(173.10)
(Increase)/Decrease in Inventories	(133.74)	(100.32)
Cash Generated From Operations	**465.01**	**759.04**
Income Tax paid (net of refunds)	(139.19)	(94.27)
Net Cash Flow from Operating Activities	**325.82**	**664.77**

Standalone Cash Flow Statement

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
B. Cash Flow from Investing Activities:		
Capital Expenditure (Including Capital Work-In-Progress and Capital Advances)	(127.53)	(128.72)
Proceeds from Sale of Property, Plant and Equipment	7.84	3.83
(Purchase)/Redemption of Current Investments, Net (Refer Note 9c)	32.19	(205.34)
Sale of Non Current Investments at FVTOCI	7.28	-
Purchase of Investment in Subsidiaries and Associate	(161.24)	(691.15)
Loans to subsidiaries	(64.00)	-
Proceeds/(Investment) in deposits having an original maturity of more than 3 months (Net)	(0.81)	0.24
Interest Income received	1.69	7.21
Dividend Received	14.18	8.42
Net Cash Used in Investing Activities	**(290.40)**	**(1,005.51)**
C. Cash Flow from Financing Activities: (Refer Note 9d)		
Proceeds from issue of equity shares (ESOP)	3.32	4.17
Proceeds from Issue of Shares on Preferential basis, net of expenses relating to the issue	-	342.98
Proceeds from Long Term Borrowings	-	100.00
(Repayment) of Long Term Borrowings	(50.00)	(100.00)
(Repayment)/Proceeds from Short Term Borrowings (Net) (Refer Note 15a)	88.38	41.03
Payment of Lease Liabilities	(6.86)	(7.17)
Finance Costs Paid	(9.79)	(16.06)
Dividends Paid (Net of Dividend Distribution Tax for PY)	(66.70)	(38.85)
Net Cash From / (Used) in Financing Activities	**(41.65)**	**326.10**
Net Increase / (Decrease) in Cash and Cash Equivalents [A+B+C]	**(6.23)**	**(14.64)**
Cash and Cash Equivalents at the beginning of the Year	**6.97**	**21.61**
Cash and Cash Equivalents as at end of the Year (Refer Note 9d)	**0.74**	**6.97**

The accompanying notes are an integral part of the financial statements

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Regn. No : 101049W / E300004

On behalf of the Board
For **Tube Investments of India Limited**

per **Aravind K**
Partner
Membership No : 221268

Mukesh Ahuja
Managing Director

M A M Arunachalam
Executive Chairman

Chennai
12th May 2022

K Mahendra Kumar
Chief Financial Officer

S Suresh
Company Secretary

Notes to Financial Statements

1. General Information of the Company

Corporate Information

Tube Investments of India Limited ("the Company") with CIN No: L35100TN2008PLC069496, is a Public Limited Company domiciled in India. The Company is listed on BSE and National Stock Exchange. The Registered Office of the Company is located at 234, NSC Bose Road, Chennai, Tamilnadu. The Company was originally incorporated as TI Financial Holdings Limited on 6th October 2008 under the Companies Act, 1956, as a wholly-owned subsidiary of erstwhile Tube Investments of India Limited ("Demerged Company").

Pursuant to the Scheme of Arrangement ("the Scheme") approved by NCLT (National Company Law Tribunal), the Manufacturing Business Undertaking of the Demerged Company was vested in/transferred to the Company with effect from 1st August 2017 and the appointed date was 1st April 2016. The name of the Company was changed to "Tube Investments of India Limited" (Resulting Company).

The Company has manufacturing locations across the Country and has three primary product segments namely, "Engineering", "Metal Formed Products" and "Mobility". The Engineering segment comprises of cold rolled steel strips and precision steel tubes viz., Cold Drawn Welded tubes (CDW) and Electric Resistant Welded tubes (ERW). The Metal Formed Products segment comprises of Automotive chains fine blanked products, stamped products, roll-formed car doorframes and cold rolled formed sections for railway wagons and passenger coaches. The Mobility segment comprises of Standard bi-cycles, Special bi-cycles including alloy bikes and Speciality performance bikes, fitness equipment and 3-wheeler electric vehicle. Other product segment includes Industrial chains and certain other new businesses.

The Company also has Subsidiaries, Viz., CG Power and Industrial Solutions Limited and its Subsidiaries, Shanthi Gears Limited, Financiere C10 SAS and its Subsidiaries, Great Cycles (Private) Limited and Creative Cycles (Private) Limited. During the year, the Company has established a wholly owned subsidiary, Viz., TI Clean Mobility Private Limited ("TICMPL"), which has further acquired shares of Cellestial E-Mobility Private Limited (''CEMPL") where TICMPL has joint control. CEMPL has a subsidiary named Cellestial E-Trac Private Limited (Refer Note 6a).

The standalone financial statements were authorised for issue in accordance with a resolution of the directors on 12th May 2022.

2. Basis of Preparation

a. The standalone 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, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statement.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and financial liabilities measured at fair value (refer accounting policy regarding financial instruments)

The standalone financial statements are presented in INR, which is its functional currency and all values are rounded to the nearest crore, except when otherwise. The Company has prepared the standalone financial statements on the basis that it will continue to operate as a going concern.

b. Impact of COVID-19 Pandemic

The Company has considered the possible effects that may result from COVID-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of COVID-19, the Company has, at the date of approval of these standalone financial statements, used internal and external sources of information which are relevant and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's standalone financial statements may differ from that estimated as at the date of approval of these standalone financial statements and the Company will continue to monitor any material changes to the future economic conditions.

Notes to Financial Statements

3. Summary of Significant Accounting Policies

3.1. Presentation and Disclosure of Standalone Financial Statements

An asset has been classified as current when it satisfies any of the following criteria;

a) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;

b) It is held primarily for the purpose of being traded;

c) It is expected to be realized within twelve months after the reporting period; or

d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability has been classified as current when it satisfies any of the following criteria;

a) It is expected to be settled in the Company's normal operating cycle;

b) It is held primarily for the purpose of being traded;

c) It is due to be settled within twelve months after the reporting period; or

d) The Company does not have an unconditional right to defer settlements of the liability for at least twelve months after the reporting period.

All other assets and liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products/activities, the Company has determined its operating cycle as twelve months for the above purpose of classification as current and non-current.

3.2. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Notes to Financial Statements

The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement.

External valuers are involved for valuation of assets such as investment properties and unquoted financial investments. Involvement of external valuers is decided upon annually by the Company. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. Other fair value related disclosures are given in the relevant notes (Refer Note 41).

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above (Refer Note 41).

3.3. Use of Estimates

The preparation of standalone financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, like provision for employee benefits, provision for doubtful trade receivables/advances/contingencies, provision for warranties, allowance for slow/non-moving inventories, useful life of Property, Plant and Equipment, provision for retrospective price revisions, provision for taxation, etc., during and at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

3.4. Cash and Cash Equivalents

Cash and Cash equivalents comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in value.

3.5. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

For the purpose of the Statement of cash flows, cash and cash equivalents as defined above, net of outstanding bank overdrafts as they are considered an integral part of the cash management of the Company.

3.6. Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Capital work in progress are stated at cost, net of accumulated impairment loss, if any. Freehold land is measured at cost and not depreciated. Cost includes related taxes, duties, freight, insurance, etc. attributable to the acquisition, installation of the Property, Plant and Equipment and borrowing cost if capitalisation criteria are met but excludes duties and taxes that are recoverable from tax authorities.

Machinery Spares including spare parts, stand-by and servicing equipment are capitalised as Property, Plant and Equipment if they meet the definition of property, plant and equipment i.e. if the Company intends to use these for more than a period of 12 months. These spare parts capitalized are depreciated as per Ind AS 16.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised only if 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.

Material replacement cost is capitalized provided 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. When replacement cost is eligible for capitalization, the carrying amount of those parts that are replaced is derecognised. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful life.

Notes to Financial Statements

The Company identifies and determines cost of each component/part of the asset separately, if the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate (Refer Note – 3.18).

Pursuant to transition to Ind AS, the Company has elected to continue with the carrying value of all of its Property, Plant and Equipment as per the previous GAAP as its deemed cost on the transition date.

Capital Work-in-Progress: Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, net of accumulated impairment loss, if any. Cost comprises direct cost and attributable interest. Once it has become available for use, their cost is re-classified to appropriate caption and subjected to depreciation.

3.7. Investment Properties

Investment property represents property held to earn rentals or for capital appreciation or both.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition Criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation on building classified as investment property has been provided on the straight-line method over a period of 60 years as prescribed in Schedule II to the Companies Act, 2013. These are based on the Company's estimate of their useful lives taking into consideration technical factors.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an external independent valuer applying valuation models.

Pursuant to transition to Ind AS, the Company has elected to continue with the carrying value of all of its Investment Properties as per the previous GAAP as its deemed cost on the transition date.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of derecognition.

3.8. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Notes to Financial Statements

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

3.9. Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

3.10. Inventories

Raw materials, stores & spare parts and stock–in-trade are valued at lower of weighted average cost and estimated net realisable value. Cost includes freight, taxes and duties and is net of Credit under GST scheme, where applicable.

Work-in-progress and finished goods are valued at lower of weighted average cost and estimated net realisable value. Cost includes all direct costs and appropriate proportion of overheads to bring the goods to the present location and condition based on the normal operating capacity, but excluding borrowing costs.

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost of Traded goods includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

3.11. Revenue from Contracts with Customers

Revenue is recognised when control of the goods or services are transferred to the customer at an

Notes to Financial Statements

amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The Company is the principal in all of its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

However, Goods and Services tax (GST) are not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition Criteria described below must also be met before revenue is recognised.

Sale of Goods and Services:

Revenue from sale of goods is recognised when control of the goods is transferred to the Customers. The normal credit term is 30 to 120 days from the invoice date. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Rendering of Services:

Revenue from rendering of services is recognised with reference to the stage of completion determined based on estimate of work performed, and when the outcome of the transaction can be estimated reliably.

Contract Balances:

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the Customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade Receivable represents the Company's right to an amount of consideration that is unconditional. Refer to accounting policies of financial assets in Note 3.25.A.

Contract liability is the obligation to transfer goods or services to a Customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Cost to obtain a contract:

The Company pays sales commission to agents for obtaining the contract. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions because the amortisation period of the asset that the Company otherwise would have used is one year or less.

Warranty obligations:

The Company provides warranties for certain products and these warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in Note 3.21 Provisions and Contingencies.

3.12. Other Income

Dividends:

Dividend income is accounted for when the right to receive it is established.

Interest Income:

For all debt instruments measured at amortised cost, interest income is recognised on time proportion basis, taking into account the amount outstanding and effective interest rate.

Notes to Financial Statements

Rental Income:

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature.

Royalty Income:

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreement.

3.13. Government Grants, Subsidies and Export Benefits

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants/subsidy will be received.

When the grant or subsidy from the Government relates to an expense item, it is recognised as income on a systematic basis in the statement of profit and loss over the period necessary to match them with the related costs, which they are intended to compensate. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset, i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value of the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

3.14. Employee Benefits

I. **Defined Contribution Plans**

a. Superannuation

The Company contributes a sum equivalent to 15% of the eligible employees salary to a Superannuation Fund administered by trustees and managed by Life Insurance Corporation of India (LIC). The Company has no liability for future Superannuation Fund benefits other than its annual contribution and recognizes such contributions as an expense in the year in which the services are rendered.

b. Provident Fund

Contributions in respect of Employees who are not covered by Company's Employees Provident Fund Trust are made to the Regional Provident Fund. These Contributions are recognised as expense in the year in which the services are rendered. The Company has no obligation other than the contribution payable to the Regional Provident fund.

c. Employee State Insurance

Contributions to Employees State Insurance Scheme are recognised as expense in the year in which the services are rendered.

II. Defined Benefit Plan

a. Gratuity

The Company makes annual contribution to a Gratuity Fund administered by trustees and the Contributions are invested in a Scheme with Life Insurance Corporation of India, as permitted by Indian Law. The Company accounts its liability for future gratuity benefits based on actuarial valuation, as at the Balance Sheet date, determined every year using the Projected Unit Credit method.

Re-measurements, comprising of actuarial gains/losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are immediately recognised in the balance sheet with a corresponding debit or credit in to retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods.

Past service cost is recognised in profit or loss on the earlier of the date of the plan amendment or curtailment, and the date that the Company recognises related restructuring costs.

Notes to Financial Statements

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs and
- Net interest expense or income.

b. Provident Fund

Eligible employees of the Company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company contributes a portion to the Company's Employee Provident Fund Trusts. These trusts invest in specific designated instruments as permitted by the Indian law. The remaining portion is contributed to the government administered pension fund. The rate at which annual interest is payable to the beneficiaries by the trusts is administered by the government. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trusts and the notified interest rate.

Re-measurements, comprising of actuarial gains/losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are immediately recognised in the balance sheet with a corresponding debit or Credit in to retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods.

III. Long Term Compensated Absences

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit Credit method at the year-end. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of profit and loss. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

IV. Short Term Employee Benefits

Short term employee benefits includes short term compensated absences which is recognised based on the eligible leave at Credit on the Balance Sheet date, and the estimated cost is based on the terms of the employment contract.

V. Voluntary Retirement Scheme

Compensation to employees under Voluntary Retirement Schemes is expensed in the period in which the liability arises. The Company recognizes termination benefit as a liability and an expense when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

3.15. 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. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less

Notes to Financial Statements

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. The right-of-use assets are also subject to impairment. Right-of-use assets mainly consists of land and building, having a lease term of 2 to 95 years.

b. 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.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. 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. The Company's lease liabilities are included in financial liabilities (Note 13b and 15c).

c. Short-term leases

The Company applies the short-term lease recognition exemption to its short-term leases (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). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Company as Lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.16. Foreign Currency Transactions

Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction.

Measurement as at Balance Sheet date

Foreign currency monetary items of the Company outstanding at the Balance Sheet date are restated at year end exchange rates.

Non-monetary items carried at historical cost are translated using the exchange rates at the dates of initial transactions.

Treatment of Exchange Differences

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the statement of profit and loss.

3.17. Derivative Instruments and Hedge Accounting

Cash flow hedge:

The Company uses Cash flow hedges (forward contracts and currency swaps) to hedge its risks associated with foreign currency fluctuations relating

Notes to Financial Statements

to firm commitment or highly probable forecast transactions.

The use of Derivative Contracts is governed by the Company's policies on the use of such financial derivatives consistent with the Company's risk management strategy. The Company does not use derivative financial instruments for speculative purposes.

Derivative Contracts are measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of these Derivative Contracts that are designated and effective as hedges of future cash flows are recognised directly in "Other Comprehensive Income" and the ineffective portion is recognised immediately in the statement of profit and loss.

Changes in the fair value of Derivative Contracts that do not qualify for hedge accounting are recognised in the statement of profit and loss as they arise.

The amounts recognised in the Other Comprehensive Income are transferred to the statement of profit and loss when the hedged transactions crystalize.

If the forecast transaction is no longer expected to occur, the cumulative gain or loss previously recognised in Other Comprehensive Income is transferred to statement of profit and loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised. If any of these events occur or if a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised under Other Comprehensive Income is transferred to the statement of profit and loss for the year.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge by applying the hedge accounting principles set out in Ind AS 109 – "Financial Instruments". The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Company will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

3.18. Depreciation and Amortisation

The Company depreciates Property, Plant and Equipment over their estimated useful lives using the Straight-line method, as per Schedule II of Companies Act, 2013. The estimated useful lives are as follows:

Description of Assets	Useful life
Plant & Machinery	7.50 - 15 Years
Electrical Appliances	5 - 10 Years
Furniture & Fixtures	10 Years
Factory Buildings	30 Years
Other Buildings	60 Years
Vehicles	4 Years

The following category of Property, Plant and Equipment and Intangible Assets are not depreciated/ amortised as per Schedule II of Companies Act, 2013. These category of Property, Plant and Equipment and Intangibles are depreciated/amortised based on the Company's estimate of their useful lives taking into consideration, technical advice:

Description of Assets	Useful Life
Buildings - Roof structure on certain factory areas, where useful life is less	10 Years
Plant and Machinery - Special tools and special purpose machines used in door frame products	4 Years
Plant and Machinery - Electrical Appliances such as Air Conditioner, Fridge, Water Cooler, Camera, TV, Grinder etc.,	5 Years
Office Equipment - Data Processing Equipment	3 Years
Vehicles - Motor Vehicles	4 Years
Intangible Assets	3 Years

Depreciation is provided pro-rata from the month of Capitalisation.

Notes to Financial Statements

Certain Property, Plant and Equipment are treated as Continuous Process Plants based on technical evaluation done by the Management and are depreciated on the straight-line method based on the useful life as prescribed in Schedule II to the Companies Act, 2013.

3.19. Research and Development

Revenue expenditure on research and development is expensed when incurred. Capital expenditure on research and development is capitalised under Property, Plant and Equipment and depreciated in accordance with Note 3.18 above.

3.20. Taxes on Income

Income tax expense comprises current and deferred taxes. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax Credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax Credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside the Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable Company and the same taxation authority.

3.21. Provisions and Contingencies

A provision is recognised when a Company has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Notes to Financial Statements

Provisions for warranty-related costs are recognised when the product is sold or service provided. Provision is estimated based on historical experience and technical estimates. The estimate of such warranty-related costs is reviewed annually.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

3.22. Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Capitalisation of Borrowing Costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are expensed in the period they occur.

3.23. Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders 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. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

3.24. Share Based Payments (Employees Stock Option Scheme)

Stock options are granted to the employees under the stock option scheme. The costs of stock options granted to the employees (equity-settled awards) of the Company are measured at the fair value of the equity instruments granted. For each stock option, the measurement of fair value is performed on the grant date. The grant date is the date on which the Company and the employees agree to the stock option scheme. The fair value so determined is revised only if the stock option scheme is modified in a manner that is beneficial to the employees.

This cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves/ stock options outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or Credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is reported under employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

If the options vest in instalments (i.e. the options vest pro rata over the service period), then each instalment is treated as a separate share option grant because each instalment has a different vesting period.

3.25. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one Company and a financial liability or equity instrument of another Company.

A. Financial Assets

i. Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Notes to Financial Statements

ii. Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

a. Debt instruments at amortised cost

b. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

c. Debt instruments, derivatives and equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments At Amortised Cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt Instruments at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Debt instruments at FVOCI

The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI). The interest income on these assets is recognised in profit or loss.

On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

Equity Investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

iii. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is de-recognised primarily when:

- The rights to receive cash flows from the asset have expired, or
- the Company has transferred substantially all the risks and rewards of the asset or has transferred control of the asset

iv. Impairment of Financial Assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and Credit risk exposure:

Notes to Financial Statements

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Company to track changes in Credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets, the Company determines that whether there has been a significant increase in the Credit risk since initial recognition. If Credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if Credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, Credit quality of the instrument improves such that there is no longer a significant increase in Credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected Credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original EIR. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other Credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off Criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in Credit risk and impairment loss, the Company combines financial instruments on the basis of shared Credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in Credit risk to be identified on a timely basis.

B. Financial Liabilities

i. Initial Recognition and Measurement

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

ii. Subsequent Measurement

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

Financial Liabilities At Fair Value Through Profit and Loss

Financial liabilities at fair value through profit or loss include derivatives. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the Criteria in Ind AS 109 are satisfied. For

Notes to Financial Statements

liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own Credit risks are recognised in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

Loans and Borrowings

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

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

Financial guarantee contracts

Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured at the higher of, the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount initially recognised less cumulative amount of income recognised.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of 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 on a net basis, to realise the assets and settle the liabilities simultaneously

3.26. Cash Dividend

The Company recognises a liability to make cash distributions to equity holders, when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

3.27. Equity Investment in Subsidiaries and Joint Ventures

Investment in Subsidiaries and Joint Ventures are carried at Cost in the separate financial statements as permitted under Ind AS 27. These investments are assessed for impairment in the manner outlined in Note 3.9.

3.28. New and amended standards

Amendments to Ind AS 109, Ind AS 107, Ind AS 104 and Ind AS 116: Interest Rate Benchmark Reform – Phase 2

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR)

The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

These amendments had no impact on the standalone financial statements of the Company. The Company intends to use the practical expedients in future periods if they become applicable.

Notes to Financial Statements

Conceptual framework for financial reporting under Ind AS issued by ICAI

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While, the Framework is primarily meant for the standard setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting policies for areas that are not covered by a standard or where there is choice of accounting policy, and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind AS includes amendment of the footnote to the definition of an equity instrument in Ind AS 102 - Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated June 18, 2021, applicable for annual periods beginning on or after April 1, 2021.

These amendments had no impact on the standalone financial statements of the Company.

Amendments to Ind AS 116: COVID-19-Related Rent Concessions

MCA issued an amendment to Ind AS 116 COVID-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021. The amendment applies to annual reporting periods beginning on or after 1 April 2021.

Amendments to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the standalone financial statements of the Company.

Notes to Financial Statements

Note 4a. Property, Plant and Equipment

₹ in Crores

Particulars	Gross Block				Depreciation				Net Block	
	As at 31-Mar-2021	Additions	Deletions	As at 31-Mar-2022	As at 31-Mar-2021	For the year	Deletions	As at 31-Mar-2022	As at 31-Mar-2022	As at 31-Mar-2021
Land (Freehold)	**128.46**	**5.29**	**-**	**133.75**	**-**	**-**	**-**	**-**	**133.75**	**128.46**
	(128.29)	(0.17)	-	(128.46)	-	-	-	-	(128.46)	(128.29)
Buildings	**386.84**	**8.45**	**2.78**	**392.51**	**67.50**	**16.96**	**0.60**	**83.86**	**308.65**	**319.34**
	(363.21)	(23.97)	(0.34)	(386.84)	(50.77)	(16.78)	(0.05)	(67.50)	(319.34)	(312.44)
Plant & Machinery	**1,057.42**	**150.79**	**8.83**	**1,199.38**	**564.92**	**115.86**	**7.43**	**673.35**	**526.03**	**492.50**
	(1,006.39)	(57.62)	(6.59)	(1,057.42)	(449.54)	(120.32)	(4.94)	(564.92)	(492.50)	(556.85)
Railway Siding	**0.01**	**-**	**-**	**0.01**	**-**	**-**	**-**	**-**	**0.01**	**0.01**
	(0.01)	-	-	(0.01)	-	-	-	-	(0.01)	(0.01)
Office Equipment	**19.83**	**4.11**	**0.08**	**23.86**	**16.21**	**2.52**	**0.08**	**18.65**	**5.21**	**3.62**
	(17.48)	(2.41)	(0.06)	(19.83)	(13.71)	(2.56)	(0.06)	(16.21)	(3.62)	(3.77)
Furniture & Fixtures	**12.11**	**0.62**	**0.01**	**12.72**	**6.17**	**1.37**	**0.01**	**7.53**	**5.19**	**5.94**
	(11.57)	(0.55)	(0.01)	(12.11)	(4.90)	(1.28)	(0.01)	(6.17)	(5.94)	(6.67)
Vehicles	**9.93**	**4.83**	**3.85**	**10.91**	**6.14**	**1.80**	**3.34**	**4.60**	**6.31**	**3.79**
	(10.53)	(1.84)	(2.44)	(9.93)	(6.43)	(1.81)	(2.10)	(6.14)	(3.79)	(4.10)
Total	**1,614.60**	**174.09**	**15.55**	**1,773.14**	**660.94**	**138.51**	**11.46**	**787.99**	**985.15**	**953.66**
	(1,537.48)	(86.56)	(9.44)	(1,614.60)	(525.35)	(142.75)	(7.16)	(660.94)	(953.66)	(1,012.13)

Notes:

a. All the above assets are owned by the Company unless otherwise stated as leased asset.

b. Previous Year Figures are given in brackets.

c. Non-Convertible Debentures are secured by first pari-passu charge on certain Land and Building (Refer Note 13a & 15a).

Notes to Financial Statements

Note 4b. Right-of-use assets

₹ in Crores

Particulars	Gross Block				Depreciation				Net Block	
	As at 31-Mar-2021	Additions	Deletions	As at 31-Mar-2022	As at 31-Mar-2021	For the year	Deletions	As at 31-Mar-2022	As at 31-Mar-2022	As at 31-Mar-2021
Land (Leasehold)	**4.51**	**-**	**-**	**4.51**	**0.18**	**0.11**	**-**	**0.29**	**4.22**	**4.33**
	(4.51)	-	-	(4.51)	(0.07)	(0.11)	-	(0.18)	(4.33)	(4.44)
Buildings	**43.01**	**1.72**	**2.33**	**42.40**	**9.77**	**5.60**	**0.83**	**14.54**	**27.86**	**33.24**
	(46.18)	(6.12)	(9.29)	(43.01)	(7.27)	(6.08)	(3.58)	(9.77)	(33.24)	(38.91)
Total	**47.52**	**1.72**	**2.33**	**46.91**	**9.95**	**5.71**	**0.83**	**14.83**	**32.08**	**37.57**
	(50.69)	(6.12)	(9.29)	(47.52)	(7.34)	(6.19)	(3.58)	(9.95)	(37.57)	(43.35)

Notes:

a. Previous Year Figures are given in brackets.

Note 4c. Intangible Assets

Particulars	Gross Block				Amortisation				Net Block	
	As at 31-Mar-2021	Additions	Deletions	As at 31-Mar-2022	As at 31-Mar-2021	For the year	Deletions	As at 31-Mar-2022	As at 31-Mar-2022	As at 31-Mar-2021
Software	**1.99**	**0.84**	**-**	**2.83**	**0.87**	**0.73**	**-**	**1.60**	**1.23**	**1.12**
	(1.60)	(0.39)	-	(1.99)	(0.26)	(0.61)	-	(0.87)	(1.12)	(1.34)

Notes:

a. Previous Year Figures are given in brackets.

Note 4d. Capital Work-in-progress

Particulars	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-2022	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-2021
Projects in progress	40.64	12.53	2.40	-	55.57	42.50	83.12	0.70	-	126.32
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-

Notes:

a. There are no overdue projects as at March 31, 2021. Following are the overdue projects as at March 31, 2022:

Particulars	To be completed in			
Project in progress:	Less than 1 Year	1-2 Years	2-3 Years	> 3Years
Other business	2.41	-	-	-

Notes to Financial Statements

Note 5. Investment Property

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Opening Balance as at the beginning of the year	5.17	5.17
Additions during the year	-	-
Closing Balance as at the end of the year	**5.17**	**5.17**
Depreciation and Impairment		
Opening Balance as at the beginning of the year	0.42	0.33
Depreciation during the year	0.08	0.09
Closing Balance as at the end of the year	**0.50**	**0.42**
Net Block as at the end of the year	**4.67**	**4.75**

Information regarding Income and Expenditure of Investment Property:

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Rental Income derived from Investment Properties	0.64	0.47
Direct Operating Expenses (including repairs and maintenance)	-	-
Profit arising from Investment Properties before Depreciation and Indirect Expenses	**0.64**	**0.47**
Depreciation	(0.08)	(0.09)
Profit arising from Investment Properties before Indirect Expenses	**0.56**	**0.38**

The Company's Investment Property consists of two properties in Mumbai lying vacant and two properties in Chennai, one lying vacant and one let out on rent with a lease term of less than 12 months.

The fair value of the investment properties are determined by an accredited Independent valuer, who is a specialist in valuing these types of investment properties and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The valuation model in accordance with that recommended by the Valuation Standards Committee has been applied. The resulting Fair Value Estimates are classified under Level 3 of the Fair Value Hierarchy (Refer Note 41.2).

The Company has no restrictions on the disposal of its Investment Property and no contractual obligations to purchase, construct or develop Investment Property or for Repairs, Maintenance and Enhancements.

Reconciliation of Fair Value

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Opening Balance as at the beginning of the year	**8.44**	**7.11**
Fair value difference	0.05	1.33
Purchases	-	-
Sales	-	-
Closing Balance as at the end of the year	**8.49**	**8.44**

Notes to Financial Statements

Note 6a. Investment in Subsidiaries Joint venture and Associate

Particulars	Nominal Value ₹ per unit	Number		₹ in Crores	
		As at 31-Mar-2022	As at 31-Mar-2021	As at 31-Mar-2022	As at 31-Mar-2021
Investments at Cost:					
Equity Shares (Fully Paid) - Quoted					
Investment in Subsidiaries					
Shanthi Gears Limited	1	5,40,57,475	5,40,57,475	437.86	437.86
CG Power and Industrial Solutions Limited (Refer Note i)	2	80,12,51,887	71,12,51,887	733.14	654.18
Equity Shares (Fully Paid) - Unquoted					
Investment in Subsidiaries					
Financiere C10 SAS	Euro 15	2,23,920	2,23,920	61.15	61.15
Great Cycles (Private) Limited	LKR 10	40,00,000	40,00,000	16.98	16.98
Creative Cycles (Private) Limited	LKR 10	40,00,000	40,00,000	6.47	6.47
TI Clean Mobility Private Limited (Refer Note ii)	10	10,00,00,000	-	100.00	-
Share Warrants (Partly Paid)					
CG Power and Industrial Solutions Limited (Refer Note i)		8,52,33,645	17,52,33,645	18.24	37.50
Investment in Associate					
Aerostrovilos Energy Private Limited (Refer Note iii)	10	4,151	-	3.46	-
Investment in Joint venture					
TI Tsubamex Private Limited (Refer Note iv)	10	-	2,35,00,000	-	23.50
Total				**1,377.30**	**1,237.64**
Less : Provision for Impairment of Investments				-	(23.50)
Total				**1,377.30**	**1,214.14**

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Quoted		
Cost	1,171.00	1,092.04
Market value*	16,138.62	5,445.89
Unquoted		
Cost	206.30	145.60
Aggregate amount of impairment in the value of investments in Joint venture	-	23.50

*Market value of Quoted Equity Shares

Notes:

i) During the year ended 31st March 2021, the Company had invested ₹654.18 Cr. (including capitalisation of cost) in M/s CG Power and Industrial Solutions Limited ("CGPISL") towards allotment of 71,12,51,887 equity shares (including premium) and an upfront consideration of ₹37.50 Cr. representing 25% for allotment of 17,52,33,645 warrants convertible into equal number of equity shares within 18 months, upon payment of balance 75% consideration. During the current year, the Company converted 9,00,00,000 of the outstanding Share Warrants into Equity for a balance consideration of ₹57.78 Cr., taking the equity holding of the Company to 55.57%. The Company holds 58.05% on fully diluted basis (i.e. assuming conversion of all the warrants into equity shares) in CGPISL as at 31st March 2022.

Notes to Financial Statements

ii) During the year, the Company has incorporated a wholly owned subsidiary viz., TI Clean Mobility Private Limited ("TICMPL") to pursue and engage in Clean Mobility business interests and electric three-wheeler business with an equity investment of ₹100 Cr. TICMPL acquired 1,41,677 equity shares of the face value of ₹10/- each, representing about 69.95% of the subscribed and paid up share capital of M/s Cellestial E-Mobility Private Limited ("CEMPL"), a Company engaged in design and manufacture of electric tractors, aviation ground support electric equipment and other electric machinery. TICMPL has joint control over CEMPL.

iii) During the year, the Company was allotted 4,151 equity shares of face value of ₹10/- each, fully paid up, representing 27.78% of paid up share capital of M/s Aerostrovilos Energy Private Limited ("AEPL") for a consideration of ₹3.46 Cr., pursuant to the Shares Subscription Agreement executed between the Company and AEPL.

iv) Consequent to discontinuance of TI Tsubamex Private Limited ("TTPL") operations, sale of its assets and settling of its liabilities, the Company's application with the Registrar of Companies, Chennai (ROC) for striking off TTPL's name from the Register of Companies has been approved in the current year. Accordingly, the investment have been set off against the provisions in the current year.

Note 6b. Other Investments

Particulars	Nominal Value ₹ per unit	Numbers		₹ in Crores	
		As at 31-Mar-2022	As at 31-Mar-2021	As at 31-Mar-2022	As at 31-Mar-2021
Investments at Fair Value Through Other Comprehensive Income (FVTOCI):					
Equity Shares (Fully Paid) - Unquoted					
Bombay Mercantile Co-operative Limited (Fair value ₹5,000 only)*	10	500	500	-	-
Southern Energy Development Corporation Limited	10	70,000	70,000	7.46	7.35
TI Cycles of India Co-operative Canteen Limited (Fair value - ₹250 only)*	5	50	50	-	-
TI Diamond-Miller Co-operative Canteen Limited (Fair value - ₹100 only)*	5	20	20	-	-
Cauvery Power Generation Chennai Private Limited	10	-	24,00,000	-	-
Watsun Infrabuild Private Limited	10	10,55,913	10,55,913	1.06	1.06
Bond - Quoted					
Tax Free Bond	1,000	-	70,000	-	7.63
Total				**8.52**	**16.04**

Investments at fair value through OCI (fully paid) reflect investment in unquoted equity securities and quoted debt securities. The Company has designated the unquoted equity securities as FVTOCI on the basis that these are not held for trading. (Refer Note 41.1 for determination of their Fair Values)

*Represents amount less than ₹1 Lakh.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Quoted		
Cost	-	7.36
Market value	-	7.63
Unquoted		
Cost	1.13	3.54

Notes to Financial Statements

Note 6c. Loans

(At Amortised Cost and considered good, unsecured unless stated otherwise)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
TI Clean Mobility Private Limited (Loan to Related Parties Considered Good and Unsecured)	64.39	-
Total	**64.39**	**-**

Disclosure required under Sec 186(4) of the Companies Act, 2013

The above loans represents intercorporate deposits the particulars of which are disclosed below as required by Sec 186(4) of the Companies Act, 2013

Name of the Loanee	Rate of interest	Due Date	Secured / Unsecured	As at 31-Mar-2022	As at 31-Mar-2021
TI Clean Mobility Private Limited	8.20%	03-Mar-2024	Unsecured	64.39	-

There are no loans and advances which are either repayable on demand or are without specifying any terms or period of repayment.

Loans are non-derivative financial assets which generate a fixed interest income for the Company and measured at amortised cost. The carrying amount may be affected by the changes in the credit risk of the counter parties.

Note 6d. Other Financial Assets

(At Amortised Cost and considered good, unsecured unless stated otherwise)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Electricity and Other Deposits	15.02	16.14
Total	**15.02**	**16.14**

Note 7. Other Non-Current Assets

(Considered Good, Unsecured unless stated otherwise)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Capital Advances		
- Secured	4.81	0.99
- Unsecured	4.84	10.69
Deposits with Government, Public Bodies and Others:		
- Balance with Customs, Excise and Sales Tax Authorities	21.27	21.54
Total	**30.92**	**33.22**

Notes to Financial Statements

Note 8. Inventories

(Lower of Cost and Net Realisable Value)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Raw Materials	203.99	176.21
Work-in-Progress	184.95	154.95
Finished Goods	188.48	143.61
Stock-in-Trade	21.34	5.14
Stores and Spare Parts	7.11	6.83
Goods-in-Transit		
- Raw Materials	38.91	21.95
- Stock-in-Trade	3.10	5.45
Total	**647.88**	**514.14**

During the year ended March 31, 2022, ₹0.90 Cr. was recognised as an income to recognise inventory at Cost or Net Realisable Value. During the previous year ₹2.52 Cr. was recognised as an expense.

Note 9a. Loans

(Considered Good, Unsecured unless stated otherwise)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Loan to employees	2.17	1.93
Total	**2.17**	**1.93**

Loans to employees are Non-Derivative Financial Assets which generate interest income for the Company.

Note 9b. Trade Receivables

(Unsecured)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Considered Good	762.20	576.58
Provision for Receivables	(2.66)	(2.17)
	759.54	**574.41**
Trade Receivables which have significant increase in credit risk	2.98	4.95
Provision for Receivables	(1.29)	(2.93)
	1.69	**2.02**
Trade Receivables - credit impaired	8.75	13.28
Impairment Allowance (allowance for bad and doubtful debts)	(8.75)	(13.28)
	-	-
Breakup of Security - Credit risk		
Considered Good	762.20	576.58
Trade Receivables which have significant increase in credit risk	2.98	4.95
Trade Receivables - credit impaired	8.75	13.28
	773.93	**594.81**
Provision for Doubtful / Impairment on Receivables		
Considered Good	(2.66)	(2.17)
Trade Receivables which have significant increase in credit risk	(1.29)	(2.93)
Trade Receivables - credit impaired	(8.75)	(13.28)
	(12.70)	(18.38)
Total	**761.23**	**576.43**

Notes to Financial Statements

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Breakup of Security - Customer Relationship		
Trade Receivables	704.15	571.93
Receivables from Related Parties	57.08	4.50
Total	**761.23**	**576.43**
Includes dues from Related parties		
Sedis SAS	4.37	3.53
Shanthi Gears Limited	0.71	0.97
Creative Cycles (Private) Limited (CY ₹33,310)	0.00	-
TI Clean Mobility Private Limited	52.00	-

Trade Receivables are non-interest bearing and are generally have Credit period to a maximum of 120 days. For terms and conditions relating to Related Party receivables (Refer Note 37). There are no debts due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

Reconciliation of Provision / Impairment for Receivables

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Opening Balance as at beginning of the year	18.38	8.42
Created during the year (Net of reversals)	(5.68)	9.96
Closing Balance as at end of the year	**12.70**	**18.38**

Break-up of Trade Receivables as at 31st Mar 2022

₹ in Crores

	Particulars	Current but not due	Outstanding					Total
			< 6 months	6 months - 1 year	1-2 Years	2-3 Years	> 3 Years	
(i)	Undisputed trade Receivables – considered good	635.84	126.36	-	-	-	-	**762.20**
(ii)	Undisputed trade Receivables – which have significant increase in credit risk	-	-	2.98	-	-	-	**2.98**
(iii)	Undisputed trade Receivables – credit impaired	-	-	-	2.73	4.89	1.13	**8.75**
(iv)	Disputed trade Receivables – considered good	-	-	-	-	-	-	-
(v)	Disputed trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed trade Receivables – credit impaired	-	-	-	-	-	-	-

Notes to Financial Statements

Break-up of Trade Receivables as at 31st Mar 2021

₹ in Crores

	Particulars	Current but not due	Outstanding					Total
			< 6 months	6 months - 1 year	1-2 Years	2-3 Years	> 3 Years	
(i)	Undisputed trade Receivables – considered good	498.78	77.80	-	-	-	-	**576.58**
(ii)	Undisputed trade Receivables – which have significant increase in credit risk	-	-	4.95	-	-	-	**4.95**
(iii)	Undisputed trade Receivables – credit impaired	-	-	-	9.21	3.33	0.74	**13.28**
(iv)	Disputed trade Receivables – considered good	-	-	-	-	-	-	**-**
(v)	Disputed trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	**-**
(vi)	Disputed trade Receivables – credit impaired	-	-	-	-	-	-	**-**

Note 9c. Investments

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Quoted Investments - FVTPL		
Investments in Mutual Funds	280.45	304.30
Total	**280.45**	**304.30**

During the year, the Company has invested an aggregate amount of ₹2,063.00 Cr. (Previous Year ₹2,476.00 Cr.) in the units of various Cash Management Schemes of mutual funds, for the purpose of deployment of temporary cash surplus and has ₹280.45 Cr. (Previous Year ₹304.30 Cr.) in mutual funds as at year end. The total consideration received on the sale of units during the year was ₹2,095.19 Cr. (Previous Year ₹2,270.66 Cr.)

Note 9d. Cash and Cash Equivalents

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balances with Banks in Current Accounts	2.35	7.08
Cash on hand	0.01	0.01
Cash and Cash Equivalents as per Balance Sheet	**2.36**	**7.09**
Cash Credit facility (Refer note 15a)	(1.62)	(0.12)
Cash and Cash Equivalents as per Statement of Cash Flows	**0.74**	**6.97**

As at March 31, 2022, the Company had undrawn committed borrowing facilities of ₹227.96 Cr. (Previous Year - ₹317.97 Cr.).

Notes to Financial Statements

Changes in Liabilities arising from Financing Activities

Year Ended 31st March 2022

Particulars	As at 31-Mar-2021	Effects of reclassification	Cash Inflows / (Outflows)	Finance cost charged during the year	Other Adjustments	As at 31-Mar-2022
Debentures	51.03	(50.00)	(1.03)	-	-	-
Working Capital Loans	206.91	-	88.51	-	-	295.42
Cash Credit	0.12	-	1.50	-	-	1.62
Current maturity of long term borrowings - Debentures	51.03	50.00	(51.03)	1.03	-	51.03
Lease Liabilities	36.82	-	(2.27)	-	(1.72)	32.83
Total	**345.91**	**-**	**35.68**	**1.03**	**(1.72)**	**380.90**

Year Ended 31st March 2021

Particulars	As at 31-Mar-2020	Effect of reclassification	Cash Inflows / (Outflows)	Finance cost charged during the year	Other Adjustments	As at 31-Mar-2021
Debentures	-	-	50.00	1.03	-	**51.03**
Working Capital Loans	165.90	-	41.01	-	-	**206.91**
Cash Credit	0.03	-	0.09	-	-	**0.12**
Current maturity of long term borrowings - Debentures	101.97	-	(50.94)	-	-	**51.03**
Lease Liabilities	41.29	-	(4.25)	-	(0.22)	**36.82**
Total	**309.19**	**-**	**35.91**	**1.03**	**(0.22)**	**345.91**

Note 9e. Bank Balances other than Note 9d above

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Unpaid Dividend Accounts *	2.41	1.60
Bank Deposits with original maturity of less than 12 months#	0.05	0.05
Total	**2.46**	**1.65**

* There are restrictions on the bank balances held in unpaid dividend accounts.

The bank deposits are earmarked against certain commitments.

Note 9f. Other Financial Assets

(At Amortised Cost, considered good and unsecured, unless stated otherwise)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Claims Recoverable		
- Goods and Services	0.56	0.64
- Employee Related	0.13	0.04

Notes to Financial Statements

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Other deposits	5.31	6.69
Dividend Receivable	2.45	2.45
Interest Accrued		
- Income recognised on Fixed Deposit and Tax Free Bonds (CY ₹25,482)	0.00	0.94
- Others	2.28	3.31
Government Grants	2.76	5.32
Total	**13.49**	**19.39**

Note 10. Other Current Assets

(Considered Good, Unsecured unless stated otherwise)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Advances Recoverable		
- Goods and Services *	35.42	44.26
- Employee Related	0.36	0.30
- Prepaid Expenses	3.12	1.42
- Gratuity Fund (Net of Provision)	0.95	0.03
	39.85	**46.01**
Balances with Customs, Excise, Sales Tax and GST Authorities	25.23	24.02
Contract Assets	-	-
Total	**65.08**	**70.03**
Provision for Doubtful Advances for Goods and Services	-	(3.70)
Total	**65.08**	**66.33**
* Includes Advances Paid to Related parties		
Great Cycles (Private) Limited	-	0.58
Creative Cycles (Private) Limited	10.63	19.41

Provision for Doubtful Advances for Goods and Services

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
At the beginning of the Year	(3.70)	(3.70)
(Created) / Reversed during the year	3.70	-
At the end of the year	**-**	**(3.70)**

Note: The entire advance amount of ₹3.70 Cr. has been written off, hence the provision created earlier has been reversed during the current year.

Notes to Financial Statements

Note 11. Equity Share Capital

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Authorised Capital		
25,00,00,000 Equity Shares of ₹1 each (31-Mar-2021: 25,00,00,000 Equity Shares of ₹1 each)	25.00	25.00
Issued, Subscribed and Paid-up Capital		
19,29,50,221 Equity Shares of ₹1 each fully paid up (31-Mar-2021: 19,28,16,871 Equity Shares of ₹1 each fully paid up)	19.29	19.28
Total	**19.29**	**19.28**

a) The Reconciliation of Shares Capital is given below:

Particulars	As at 31-Mar-2022		As at 31-Mar-2021	
	No. of Shares	₹ in Crores	No. of Shares	₹ in Crores
At the beginning of the year	19,28,16,871	19.28	18,78,75,429	18.79
Issue of shares on Preferential Basis (Refer Note e below)	-	-	47,83,380	0.48
Shares issued under the Employee Stock Option Scheme	1,33,350	0.01	1,58,062	0.01
At the end of the year	**19,29,50,221**	**19.29**	**19,28,16,871**	**19.28**

b) Terms / Rights attached to class of shares

The Company has only one class of shares referred to as Equity Shares having a par value of ₹1 each. The holders of Equity Shares are entitled to one vote per share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. Repayment of capital will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholder(s) holding more than 5% of Equity Shares in the Company

Particulars	As at 31-Mar-2022		As at 31-Mar-2021	
	No. of Shares	% against total number of shares	No. of Shares	% against total number of shares
Ambadi Investments Limited (Face Value ₹1 each)	6,89,66,595	35.74%	6,89,66,595	35.77%
Small Cap World Fund Inc (Face Value ₹1 each)	1,37,79,230	7.14%	1,39,50,550	7.24%

d) Status on Global Depository Receipts (GDRs)

The aggregate number of GDRs deemed to be outstanding as at 31st March 2022 is 9,300 (As at 31st March 2021 - 9,300) each representing one Equity Share of ₹1 face value. GDR % against total number of shares is 0.005% (Previous Year - 0.005%). The GDRs carry the same terms/rights attached to Equity Shares of the Company. The aforesaid GDRs are not listed in any Stock Exchange.

e) During the previous year, the Company had allotted 47,83,380 shares to eligible investors on preferential basis at ₹731.70 Cr. (including premium) for an aggregate consideration of ₹350 Cr.

f) Details of promoter group shareholding is provided in Note no. 45.

Notes to Financial Statements

Note 12. Other Equity

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
General Reserve	335.35	335.35
Securities Premium	362.00	356.92
Retained Earnings	1,973.66	1,568.55
Other Reserves		
Share Options Outstanding Account	7.56	8.74
Cash Flow Hedge Reserve	0.31	0.88
FVTOCI Reserve	3.03	3.30
Capital Reserve	0.11	0.11
Debenture Redemption Reserve (DRR)	-	-
Total Other Equity	**2,682.02**	**2,273.85**

a. **General Reserve -** Under the erstwhile Companies Act, 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013. Additions to the general reserve is on account of cancellation of share options post vesting period.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the beginning of the year	335.35	335.05
Additions during the year	-	0.30
Balance at the end of the year	**335.35**	**335.35**

b. **Securities Premium -** The Securities premium received during the year represents the premium received towards allotment of 1,33,350 shares. This balance will be utilised in accordance with the provisions of Section 52 of the Companies Act, 2013 towards issuance of fully paid bonus shares, write-off of preliminary expenses, commission / discount expenses on issue of shares / debentures, premium payable on redemption of redeemable preference shares / debentures and buyback of its own shares / securities under Section 68 of the Companies Act, 2013.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the beginning of the year	356.92	8.93
Additions during the year (Refer Note below)	5.08	347.99
Balance at the end of the year	**362.00**	**356.92**

Note: Previous year includes share premium of ₹342.50 Cr. (net of expenses amounting to ₹7.02 Cr.) on account of 47,83,380 shares of the Company allotted on preferential basis to eligible investors at ₹731.70 per share (including premium) for an aggregate consideration of ₹350 Cr. (Refer Note 11(e)).

Notes to Financial Statements

c. **Retained Earnings -** The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported below may not be distributable in entirety.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the beginning of the year	1,568.55	1,311.36
Profit for the Year	475.17	273.18
Dividend Paid during the year	(67.51)	(38.56)
Exercise of share options	-	0.03
Other Comprehensive Income - Re-measurement Loss on Defined Benefit Obligations (Net)	(2.55)	(2.46)
Transferred from DRR (Net)	-	25.00
Balance at the end of the year	**1,973.66**	**1,568.55**

d. **Share Option Outstanding Account –** Under Ind AS 102, fair value of the options granted is to be expensed out over the life of the vesting period as employee compensation costs reflecting period of receipt of service.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the beginning of the year	8.74	9.07
Additions during the year	0.58	1.55
Deductions during the year	(1.76)	(1.88)
Balance at the end of the year	**7.56**	**8.74**

e. **Cash Flow Hedge Reserve -** The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedged item.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the beginning of the year	0.88	0.62
Additions / (Deductions) during the year (Net)	(0.57)	0.26
Balance at the end of the year	**0.31**	**0.88**

f. **FVTOCI Reserve -** This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through Other Comprehensive Income.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the beginning of the year	3.30	3.61
Additions / (Deductions) during the year	(0.27)	(0.31)
Balance at the end of the year	**3.03**	**3.30**

Notes to Financial Statements

g. **Capital Reserve -** The amount represents equity share capital of the Company amounting to ₹0.11 Cr., cancelled pursuant to the Scheme of arrangement (Refer Note 1) and credited to capital reserve.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the beginning of the year	0.11	0.11
Additions during the year	-	-
Deductions during the year	-	-
Balance at the end of the year	**0.11**	**0.11**

h. **Debenture Redemption Reserve (DRR)** - The Companies (Share Capital and Debentures) Rules, 2020 (as amended), does not require the Company to create DRR out of profits of the Company available for payment of dividend. Hence no DRR has been created.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the beginning of the year	-	25.00
Additions during the year	-	-
Deductions during the year	-	(25.00)
Balance at the end of the year	**-**	**-**

Note 13a. Long Term Borrowings

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Secured, Listed and Rated Non-Convertible Debentures (NCD)		
4.80% Privately Placed NCD	-	51.03
Total	**-**	**51.03**

Repayment Schedule:

Secured, Listed and Rated Non-Convertible Debentures (NCD)

₹ in Crores

Coupon Rate	Effective Interest Rate	Outstanding Amount in ₹ Cr.	Maturity date and Redemption particulars
*4.80%	4.80%	50.00	27-Apr-22

*Classified under ''Short Term Borrowings'' (Refer Note 15a)

Nature of Security - All NCDs are secured by a pari-passu first charge on certain Land and Building of the Company (Refer Note 4a). The Company has not defaulted on any loans (including interest) payable during the year and is in compliance with all the borrowing covenants.

Note 13b. Lease Liabilities

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Lease Liabilities (Refer Note 39)	28.21	33.02
Total	**28.21**	**33.02**

Notes to Financial Statements

Note 14. Deferred Tax Assets and Liabilities

₹ in Crores

Particulars	Balance Sheet		Statement of Profit and Loss (including OCI)	
Nature - (Liability) / Asset	**31-Mar-2022**	**31-Mar-2021**	**31-Mar-2022**	**31-Mar-2021**
Deferred Tax Liabilities				
Difference between depreciation as per books of accounts and the Income Tax Act, 1961	(22.59)	(25.82)	(3.23)	(7.15)
Total (A)	**(22.59)**	**(25.82)**	**(3.23)**	**(7.15)**
Deferred Tax Assets				
Provision for Doubtful / Impairment on Receivables	3.82	5.56	1.74	(2.51)
Provision for Employee Benefits	7.23	9.58	2.35	(3.80)
On expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	5.16	10.32	5.16	(2.65)
Effect of transactions routed through Other Comprehensive Income	3.10	2.07	(1.03)	(0.86)
Others	1.25	0.90	(0.35)	0.75
Total (B)	**20.56**	**28.43**	**7.87**	**(9.07)**
Deferred Tax Expenses / (Income) (A+B)			**4.64**	**(16.22)**
Net Deferred Tax (Liabilities) / Assets (A+B)	**(2.03)**	**2.61**		

Reconciliation of Deferred Tax Liabilities (Net)

₹ in Crores

Particulars	31-Mar-2022	31-Mar-2021
Opening balance	2.61	(13.61)
Tax Income/(Expense) during the period recognised in Profit and Loss	(5.67)	15.36
Tax Income/(Expense) during the period recognised in OCI	1.03	0.86
Closing balance	**(2.03)**	**2.61**

Note 15a. Short Term Borrowings

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Current Maturities of Long Term Borrowings		
Secured, Listed and Rated Non-Convertible Debentures (NCD) (Secured by pari-passu first charge on Land & Building)		
-4.80% Privately Placed NCD#	51.03	51.03
Secured Borrowings (Secured by pari-passu first charge on Inventories and Trade Receivables)		
From Banks		
- Working Capital Loan	151.26	82.52
- Cash Credit	1.62	0.12
Unsecured Borrowings		
From Banks		
- Working Capital Loan	144.16	124.39
Total	**348.07**	**258.06**

Note - Short term Borrowings have a maturity of up to 6 months with an interest rate range of 4.5% p.a - 10% p.a.
#Refer Note 13a for nature of security and repayment details.

Notes to Financial Statements

During the current year, the Company has borrowed fresh short term loans amounting to ₹1,098.61 Cr. (Previous year - ₹1,500.54 Cr.) and repaid loans to the tune of ₹1,010.23 Cr. (Previous year - ₹1,459.51 Cr.) relating to Packing Credit, Commercial Paper and other Short Term Working Capital Loans.

Note 15b. Trade Payables

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Trade Payables		
- Dues to Micro Enterprises and Small Enterprises (See Note below)	27.01	29.55
- Dues to creditors other than Micro Enterprises and Small Enterprises *	1,113.74	1,087.21
Total	**1,140.75**	**1,116.76**
* Includes Dues to		
- Key Managerial Personnel	2.94	2.39
- Sedis SAS	0.05	0.02
- Parry Enterprises India Limited	0.03	0.02
- Shanthi Gears Limited	0.09	-
- Great Cycles (Private) Limited	0.19	0.66
- Creative Cycles (Private) Limited	3.80	13.82

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Principal amount due to suppliers under MSMED Act	26.99	29.53
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	21.69	11.27
Interest paid to suppliers under MSMED Act (Section 16)	0.07	0.03
Interest due and payable to suppliers under MSMED Act, for payments already made	0.02	0.02
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	0.02	0.02

Trade payables are non-interest bearing and are normally settled within a period of 90 to 180 days. For terms and conditions relating to Related Party payables (Refer Note 37). The information regarding micro or small enterprise has been determined on the basis of information available with the management.

Break-up of Trade Payables as at 31st Mar 2022 ₹ in Crores

	Particulars	Current but not due	Outstanding for following periods from due date of payment				Total
			< 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i)	Total Outstanding dues to micro enterprises and small enterprises	26.71	0.30	-	-	-	27.01
(ii)	Total Outstanding dues to creditors other than micro enterprises and small enterprises	834.54	272.33	1.37	4.81	0.69	1,113.74
(iii)	Disputed Dues - dues to micro enterprises and small enterprises	-	-	-	-	-	-
(iv)	Disputed Dues - dues to creditors other than micro enterprises and small enterprises	-	-	-	-	-	-

Notes to Financial Statements

Break-up of Trade Payables as at 31st Mar 2021 ₹ in Crores

Particulars	Current but not due	Outstanding for following periods from due date of payment				Total
		< 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i) Total Outstanding dues to micro enterprises and small enterprises	29.52	0.03	-	-	-	29.55
(ii) Total Outstanding dues to creditors other than micro enterprises and small enterprises	969.40	109.27	4.66	1.27	2.61	1,087.21
(iii) Disputed Dues - dues to micro enterprises and small enterprises	-	-	-	-	-	-
(iv) Disputed Dues - dues to creditors other than micro enterprises and small enterprises	-	-	-	-	-	-

Note 15c. Lease Liabilities

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Lease Liabilities (Refer Note 39)	4.62	3.80
Total	**4.62**	**3.80**

Note 15d. Other Financial Liabilities

(At Amortised Cost)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Unpaid dividends #	2.41	1.60
Advances and Deposits from Customers / Others	9.58	10.60
Dues to Directors	2.38	1.10
Other Liabilities		
- Recoveries from Employees	3.74	3.77
- Capital Creditors	21.06	46.45
- Others	0.55	0.57
Total	**39.72**	**64.09**

There are no amounts which are required to be transferred to Investor Education and Protection Fund by the Company.

Note 16. Short Term Provisions

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Provision for Compensated Absences (Refer Note a below)	16.98	15.71
Provident Fund Obligation (Net of plan assets) (Refer Note 35b)	-	5.66
Provision for Warranties (Refer Note b below)	0.96	1.16
Provision for Statutory Liabilities / Others (Refer Note c below)	19.43	19.94
Total	**37.37**	**42.47**

(a) Provision for Compensated Absences

This refers to the Company's liability for accumulated Earned Leave and Sick Leave, which can be encashed at the time of resignation/retirement of employee. The assumptions used to compute the provision are provided in Note 35c.

Notes to Financial Statements

(b) Provision for Warranties

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
At the Beginning of the Year	1.16	1.97
Created during the Year	0.43	0.66
Released during the Year	(0.63)	(1.47)
At the end of the Year	**0.96**	**1.16**

A provision is recognised for expected warranty claims on products sold during the last one year (2 years in respect of certain components), based on past experience of the level of returns. It is expected that most of these costs will be incurred within one year after the reporting date. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns based on the applicable warranty period for all products sold.

(c) Provision for Statuatory Liabilities / Others

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
At the beginning of the Year	19.94	24.25
Created / (Utilised) during the year	(0.51)	(4.31)
At the end of the year	**19.43**	**19.94**

The above Provision represents expected future outflows relating to various tax related matters, timing of which cannot be ascertained. The assumptions used to calculate the provisions are based on past experience of similar matters and professional consultations.

Note 17. Other Current Liabilities

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Statutory Liabilities	29.75	24.08
Advances from Customers	11.25	8.43
Total	**41.00**	**32.51**

Notes to Financial Statements

Note 18a. Financial Assets

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Financial Assets - Non Current		
At Fair Value		
Investments at FVTOCI	8.52	16.04
At Amortised Cost		
Loan to Subsidiary	64.39	-
Other Financial Assets	15.02	16.14
Total Non Current Financial Assets (A)	**87.93**	**32.18**
Financial Assets - Current		
At Fair Value		
Investments at FVTPL	280.45	304.30
Derivative Instruments	1.02	-
At Amortised Cost		
Loans	2.17	1.93
Trade Receivables	761.23	576.43
Cash and Cash Equivalents	2.36	7.09
Bank Balances other than Cash and Cash Equivalents	2.46	1.65
Other Financial Assets	13.49	19.39
Total Current Financial Assets (B)	**1,063.18**	**910.79**
Total Financial Assets (A + B)	**1,151.11**	**942.97**

Note 18b. Financial Liabilities

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Financial Liabilities - Non Current		
At Amortised Cost		
Borrowings	-	51.03
Lease Liabilities	28.21	33.02
Total Non Current Financial Liabilities (A)	**28.21**	**84.05**
At Amortised Cost		
Short Term Borrowings	348.07	258.06
Trade Payables	1,140.75	1,116.76
Lease Liabilities	4.62	3.80
Other Financial Liabilities	39.72	64.09
At Fair Value		
Derivative Instruments	-	1.43
Total Current Financial Liabilities (B)	**1,533.16**	**1,444.14**
Total Financial Liabilities (A + B)	**1,561.37**	**1,528.19**

Notes to Financial Statements

Note 18c. Government Grants

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the Beginning of the Year	18.50	2.19
Received during the Year	6.95	20.76
Released to the Statement of Profit and Loss	(7.58)	(4.45)
Balance at the End of the Year	**17.87**	**18.50**
Current	17.87	18.50
Non current	-	-
Total	**17.87**	**18.50**

Government grants are Interest Subvention given by Reserve Bank of India (RBI) on Packing Credit Rupee Export Loan (PCRE) towards exports of certain products and savings in customs duty on import under Export Promotion Capital Goods Scheme (EPCG).

Note 18d. Distributions made and proposed

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Proposed Dividends on Equity shares:		
Dividend for FY 2021-22 - ₹1.50 per share	28.94	-
	28.94	**-**
Dividends on equity shares declared and paid:		
Final dividend of ₹1.50 per share proposed for the year ended March 31, 2021 was paid during FY 2021-22, after approval in Annual General Meeting held in August 2021	-	28.92
Interim dividend for the year ended on March 31, 2022: ₹2 per share (March 31, 2021: ₹2 per share)	38.59	38.56
	38.59	**67.48**

Proposed Dividend on Equity Shares are subject to approval at the Annual General Meeting and are not recognised as a Liability as at 31st March.

With effect from 1st April, 2020 the Dividend Distribution Tax ('DDT') payable by the Company under section 115O of Income Tax Act, 1961 was abolished and a withholding tax was introduced on the payment of dividend. As a result, dividend is now taxable in the hands of the recipient.

Notes to Financial Statements

Note 18e. Information on Subsidiaries, Joint venture and Associate as per Ind AS 27

Particulars	Relationship	Country of Incorporation	Proportion of ownership as at 31-Mar-2022
Financiere C10 SAS (FC 10)	Subsidiary	France	100.00%
Subsidiaries of FC 10			
- Sedis SAS		France	
- Sedis GmbH		Germany	
- Sedis Co. Ltd		United Kingdom	
Shanthi Gears Limited	Subsidiary	India	70.47%
CG Power and Industrial Solutions Limited (w.e.f. 26th November 2020)	Subsidiary	India	55.57% (Refer Note 6a (i))
Subsidiaries of CG Power and Industrial Solutions Limited			
- CG Adhesive Products Limited (formerly known as CG PPI Adhesive Products Limited)		India	
- CG International Holdings Singapore Pte Limited		Singapore	
- CG Power Solutions Limited		India	
- CG Power Equipments Limited		India	
- CG Sales Networks Malaysia Sdn. Bhd.		Malaysia	
- PT Crompton Prima switchgear Indonesia		Indonesia	
- CG International BV		The Netherlands	
- CG Drives & Automation Netherlands BV		The Netherlands	
- CG Drives & Automation Germany GmbH		Germany	
- CG Industrial Holdings Sweden AB		Sweden	
- CG Drives & Automation Sweden AB		Sweden	
- CG Power Americas, LLC		USA	
- QEI, LLC		USA	
- CG-Ganz Generator and Motor Limited Liability Company (Liquidated w.e.f. 15th December 2021)		Germany	
- CG Power Solutions UK Ltd		United Kingdom	
- CG Middle East FZE		UAE	
- CG Power Systems Canada Inc		Canada	
- CG Power and Industrial Solutions Limited Middle East FZCO		UAE	
TI Clean Mobility Private Limited (w.e.f. 12th February 2022)	Subsidiary	India	100.00% (Refer Note 6a (ii))
Joint Venture of TI Clean Mobility Private Limited			
- Cellestial E Mobility Private Limited (w.e.f. 4th March 2022)	Joint venture	India	69.95% (Refer Note 6a (ii))
Subsidiary of Cellestial E Mobility Private Limited			
- Cellestial E-Trac Private Limited (w.e.f. 4th March 2022)	Joint venture	India	69.95% (Refer Note 6a (ii))
Aerostrovilos Energy Private Limited (w.e.f. 24th November 2021)	Associate	India	27.78% (Refer Note 6a (iii))
TI Tsubamex Private Limited (TTPL) (till 25th October 2021)	Joint venture	India	78.33% (Refer Note 6a (iv))
Great Cycles (Private) Limited	Subsidiary	Sri Lanka	80.00%
Creative Cycles (Private) Limited	Subsidiary	Sri Lanka	80.00%

Notes to Financial Statements

Note 19. Revenue from Contracts with Customers

Disaggregated Revenue Information ₹ in Crores

Particulars	Year Ended 31-Mar-2022					
	Mobility	Engineering	Metal Formed Products	Others	Unallocated Corporate Income	Total
Revenue from Contract with Customers						
Finished Goods	831.36	3,334.51	1,134.43	385.63	-	5,685.93
Traded Goods	127.36	-	23.13	150.37	-	300.86
Sale of Products (A)	**958.72**	**3,334.51**	**1,157.56**	**536.00**	**-**	**5,986.79**
Other Operating Revenue						
Scrap Sales	2.46	257.75	80.61	21.91	-	362.73
Service Income from Subsidiaries	-	-	-	-	2.25	2.25
Conversion Income	-	0.11	-	-	-	0.11
Others	2.15	2.55	1.69	1.06	-	7.45
Other Operating Revenue (B)	**4.61**	**260.41**	**82.30**	**22.97**	**2.25**	**372.54**
Total (A+B)	**963.33**	**3,594.92**	**1,239.86**	**558.97**	**2.25**	**6,359.33**

Disaggregated Revenue Information ₹ in Crores

Particulars	Year Ended 31-Mar-2021					
	Mobility	Engineering	Metal Formed Products	Others	Unallocated Corporate Income	Total
Revenue from Contract with Customers						
Finished Goods	704.13	1,996.41	929.52	241.93	-	3,871.99
Traded Goods	137.73	-	16.39	0.12	-	154.24
Sale of Products (A)	**841.86**	**1,996.41**	**945.91**	**242.05**	**-**	**4,026.23**
Other Operating Revenue						
Scrap Sales	1.02	149.58	58.05	11.30	-	219.95
Service Income from Subsidiaries	-	-	-	-	2.25	2.25
Conversion Income	-	0.16	-	-	-	0.16
Others	3.94	1.09	0.64	1.44	0.05	7.16
Other Operating Revenue (B)	**4.96**	**150.83**	**58.69**	**12.74**	**2.30**	**229.52**
Total (A+B)	**846.82**	**2,147.24**	**1,004.60**	**254.79**	**2.30**	**4,255.75**

Notes to Financial Statements

Reconciliation of the revenue from contract with customers with the amounts disclosed in the segment information (Note 38):

₹ in Crores

Particulars	Year Ended 31-Mar-2022				
Revenue	**Mobility**	**Engineering**	**Metal Formed Products**	**Others**	**Unallocated Corporate Income**
External Customers	963.33	3,594.92	1,239.86	558.97	2.25
Inter-Segment	-	273.04	0.40	3.43	-
	963.33	**3,867.96**	**1,240.26**	**562.40**	**2.25**
Inter Segment Elimination and Adjustment	-	(273.04)	(0.40)	(3.43)	-
Total revenue from contracts with customers	**963.33**	**3,594.92**	**1,239.86**	**558.97**	**2.25**

₹ in Crores

Particulars	Year Ended 31-Mar-2021				
Revenue	**Mobility**	**Engineering**	**Metal Formed Products**	**Others**	**Unallocated Corporate Income**
External Customers	846.82	2,147.24	1,004.60	254.79	2.30
Inter-Segment	-	169.35	27.45	8.64	-
	846.82	**2,316.59**	**1,032.05**	**263.43**	**2.30**
Inter Segment Elimination and Adjustment	-	(169.35)	(27.45)	(8.64)	-
Total revenue from contracts with customers	**846.82**	**2,147.24**	**1,004.60**	**254.79**	**2.30**

Timing of Revenue Recognition

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Revenue recognised at a point in time	6,357.08	4,253.50
Revenue recognised over a period of time	2.25	2.25
Total	**6,359.33**	**4,255.75**

Summary of Contract Balances

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Trade Receivables	761.23	576.43
Advances from customers	11.25	8.43

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price:

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Revenue as per Contracted Price	6,464.78	4,362.02
Adjustments		
- Discounts	(105.45)	(106.27)
Revenue as per Statement of Profit and loss	**6,359.33**	**4,255.75**

Performance obligation is satisfied upon meeting the terms specified in the contractual agreements with the customers.

Notes to Financial Statements

Note 20. Other Income

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Dividend income from Investments in Subsidiaries carried at Cost	13.51	8.11
Dividend income from Investments at FVTOCI	0.67	0.31
Rental Income	0.66	0.51
Royalty Income	0.04	-
Gain on Exchange Fluctuation (Net)	9.05	5.10
Profit on Property, Plant and Equipment and ROU Assets sold/discarded (Net)	3.75	1.55
Profit on Sale of Investments at FVTPL	8.34	8.96
Liabilities / Provisions no longer payable written back	12.16	3.60
Claims recovered	0.03	-
Government Grant	20.68	9.37
Interest Income from Financial Assets		
Fixed Deposits with Banks and Tax Free Bond	0.33	0.73
Others	1.36	6.48
Others*	3.00	1.81
Total	**73.58**	**46.53**

* Includes Income accrued on Corporate Guarantee to CGPISL of ₹1.92 Cr. in current year and ₹0.53 Cr. in previous year.

Note 21. Cost of Materials Consumed

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Opening stock	198.16	128.02
Purchases	4,010.91	2,516.38
Closing stock	(242.90)	(198.16)
Total	**3,966.17**	**2,446.24**

Note 22. Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Closing stock		
Work-in-Progress	184.95	154.95
Finished Goods	188.48	143.61
Stock-in-Trade	24.44	10.59
	397.87	**309.15**
Opening stock		
Work-in-Progress	154.95	146.13
Finished Goods	143.61	105.03
Stock-in-Trade	10.59	26.41
	309.15	**277.57**
Changes in Inventories		
Work-in-Progress	(30.00)	(8.82)
Finished Goods	(44.87)	(38.58)
Stock-in-Trade	(13.85)	15.82
Changes in inventories of Work-In-Progress, Finished Goods and Stock-in-Trade	**(88.72)**	**(31.58)**

Notes to Financial Statements

Note 23. Employee Benefits Expense

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Salaries, Wages and Bonus (Refer Note 34)	416.39	380.24
Gratuity Expenses (Refer Note 35a)	3.37	3.82
Contribution to Provident and Other Funds (Refer Note 35b & 35d)	21.91	20.89
Staff Welfare Expenses	65.40	49.61
Total	**507.07**	**454.56**

Note on Social Security Code: The date on which the Code of Social Security, 2020 ('The Code') relating to employee benefits during employment and post-employment benefits will come into effect is yet to be notified and the related rules are yet to be finalised. The Company will evaluate the code and its rules, assess the impact, if any and account for the same once they become effective.

Note 24. Depreciation and Amortisation Expense

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Depreciation on Property, Plant and Equipment (Refer Note 4a)	138.51	142.75
Depreciation on Right-of-use assets (Refer Note 4b)	5.71	6.19
Depreciation on Investment Properties (Refer Note 5)	0.08	0.09
Amortisation of Intangible Assets (Refer Note 4c)	0.73	0.61
Total	**145.03**	**149.64**

Note 25. Finance Costs

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Interest Expense on Borrowings	8.90	16.12
Interest Expense on Lease Liabilities	2.87	2.93
Other Borrowing Costs	-	0.01
Total	**11.77**	**19.06**

Note - Interest Expense on Borrowings is net of interest subvention received, amounting to ₹5.82 Cr. (Previous year ₹3.55 Cr.) on Packing Credit loans.

Notes to Financial Statements

Note 26. Other Expenses

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Consumption of Stores and Spares	245.47	189.67
Conversion Charges	94.11	74.22
Power and Fuel *	195.52	143.25
Rent (Net of Recoveries) (Refer Note 39)	4.09	3.57
Repairs and Maintenance - Building	1.07	0.71
Repairs and Maintenance - Machinery	102.48	74.12
Insurance	4.51	4.33
Rates and Taxes	3.61	6.70
Travelling and Conveyance	10.94	6.80
Printing, Stationery and Communication	4.14	3.21
Freight, Delivery and Shipping Charges	206.56	144.89
Commission on Sales	13.62	11.41
Advertisement and Publicity	26.50	25.78
Impairment allowance for receivables and advances (Net)	-	9.96
Consultancy Charges	35.72	40.55
Bad debts written off	4.25	1.37
Auditor's Remuneration (Refer Note a below)	0.76	0.76
Commission to Non Whole Time Directors (Refer Note 37)	2.38	1.10
Directors' Sitting Fees	0.34	0.46
Bank Charges	1.57	1.51
Information Technology Expenses	7.91	10.07
Donations to Charitable and other institutions (includes contribution to political trust - CY - Nil ; PY - ₹0.50 Cr.)	1.06	0.98
Expenditure on Corporate Social Responsibility (Refer Note b below)	6.48	7.50
Other Expenses	28.92	29.07
Total	**1,002.01**	**791.99**
* Includes Stores Consumed	84.98	50.70

During the year, M/s TI Tsubamex Private Limited ("TTPL"), a Joint venture ("JV") of the Company, has been struck off and dissolved by the Registrar of Companies, Chennai, Tamilnadu, under section 248(5) of the Companies Act, 2013, consequently the investment of ₹23.50 Cr. in TTPL has been written off and the provision of ₹23.50 Cr. created during earlier years against this investment has now been reversed.

(a) Auditor's Remuneration

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
As Auditor:		
Audit Fee	0.54	0.54
Tax Audit Fee	0.06	0.06
Audit of Consolidated Financial Statements	0.06	0.06
In other capacity:		
Certification Engagements	0.10	0.10
Total	**0.76**	**0.76**

Notes to Financial Statements

(b) Corporate Social Responsibility

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Gross amount required to be spent by the Company during the year	7.34	6.33
Amount approved by the Board to be spent during the year	6.48	7.50

Amount spent during the year:	Year Ended 31-Mar-2022			Year Ended 31-Mar-2021		
	In Cash	Yet to be paid in Cash	Total	In Cash	Yet to be paid in Cash	Total
(i) Construction/acquisition of any asset	-	-	-	-	-	-
(ii) On purposes other than (i) above	6.48	-	6.48	7.50	-	7.50

Amount spent during the year:	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
(i) Contribution to Charitable Trust	3.50	3.25
(ii) Contribution to Public Trust	0.56	0.05
(iii) Others	2.42	4.20
Total	**6.48**	**7.50**

In case of Sec 135(5) Excess amount spent

Year	Opening balance	Amount required to be spent	Amount spent	Closing Balance
2021-22	1.17	7.34	6.48	0.31
2020-21	-	6.33	7.50	1.17

Note 27. Exceptional Items

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Provision for Employee Voluntary Retirement Scheme (Refer Note a)	-	21.67
Total	**-**	**21.67**

Exceptional items represents the cost pertaining to the voluntary retirement schemes ("VRS") implemented by the Company in certain locations to improve the productivity and competitiveness of its business. The total cost on VRS for the year ended March 31, 2021 was ₹ 21.67 Cr.

Note 28. Income Tax Expense

The major components of income tax expense for the years ended March 31, 2022 and March 31, 2021 are:

Statement of Profit and Loss

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Current Tax:		
Current income tax charge	153.41	106.49
Adjustments in respect of current income tax of previous years	(6.21)	(5.27)
Deferred Tax:		
Relating to the origination and reversal of temporary differences	5.67	(15.36)
Income Tax expense reported in the Statement of Profit and Loss	**152.87**	**85.86**

Notes to Financial Statements

Other Comprehensive Income(OCI)

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Tax effect on		
(Loss) / Gain on FVTOCI Equity Investments	0.03	(0.12)
Re-measurement Gain / (Loss) on Defined Benefit Obligations	(0.86)	(0.83)
Movement on cash flow hedges	(0.20)	0.09
Income Tax charged to OCI	**(1.03)**	**(0.86)**

Note 29. Reconciliation of Tax Expense and the Accounting Profit multiplied by Corporate Income Tax Rate applicable for March 31, 2022 and March 31, 2021

The Company has exercised the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019, in the earlier years. Accordingly, the Company has recognised Provision for Income Tax for the year and re-measured its Deferred tax liability basis the rate prescribed in the said section. Accordingly, Deferred Tax Liability have reduced by ₹11.29 Cr. in the earlier years. The tax on the Company's profit before tax differs from the theoretical amount that would arise on using the standard rate of corporation tax in India (25.168%) as follows:

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Accounting Profit before Income Tax	**628.04**	**359.04**
Profit before Income Tax multiplied by Standard Rate of Corporate Tax in India of 25.168%	158.06	90.36
Effects of:		
Dividend Income - Exempt from tax	(3.57)	(2.12)
Others	4.59	1.82
Reversal of provision with respect to prior years	(6.21)	(5.27)
Short Term Capital Gains taxed at Special Rate	-	1.07
Net Effective Income Tax	**152.87**	**85.86**

Note: Deferred tax assets have not been recognised in respect of long term capital losses relating to TTPL as they may not be used to offset taxable profits. If the Company were able to recognise this deferred tax assets, the profits would increase by ₹5.91 Cr.

Note 30. Components of Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in Equity is shown below:

During the year ended 31-Mar-2022 ₹ in Crores

Particulars	Cash flow hedge reserve	FVTOCI reserve	Retained Earnings	Total
Net Movement on Cash Flow Hedges	(0.57)	-	-	(0.57)
Net (Loss) on FVTOCI Securities	-	(0.27)	-	(0.27)
Re-measurement (Loss) on Defined Benefit Obligations (Net)	-	-	(2.55)	(2.55)
Total	**(0.57)**	**(0.27)**	**(2.55)**	**(3.39)**

Notes to Financial Statements

During the year ended 31-Mar-2021

₹ in Crores

Particulars	Cash flow hedge reserve	FVTOCI reserve	Retained Earnings	Total
Net Movement on Cash Flow Hedges	0.26	-	-	0.26
Net (Loss) on FVTOCI Securities	-	(0.31)	-	(0.31)
Re-measurement (Loss) on Defined Benefit Obligations (Net)	-	-	(2.46)	(2.46)
Total	**0.26**	**(0.31)**	**(2.46)**	**(2.51)**

Note 31. Earnings Per Share

The following reflects the Profit and Share data used in the basic and diluted EPS computations:

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Profit After Tax (₹ in Cr.)	475.17	273.18
Weighted average number of Shares		
- Basic	19,28,56,763	18,92,24,350
- Diluted	19,32,83,568	18,96,70,875
Earning Per Share of ₹1 each		
- Basic	24.64	14.44
- Diluted	24.59	14.40
Weighted average number of Equity Shares in calculating Basic Earnings Per Share	19,28,56,763	18,92,24,350
Dilution - Stock Options granted under ESOP	4,26,805	4,46,525
Weighted average number of Equity Shares in calculating Diluted EPS	19,32,83,568	18,96,70,875

Note 32. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Company's Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. **Judgements**

In the process of applying the Company's accounting policies, management has made the following judgement, which has significant effect on the amounts recognised in the Standalone Financial Statements.

i. **Leases**

Determining the lease term of contracts with renewal and termination options - Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination.

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.

Notes to Financial Statements

Refer Note 39 for information on potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term.

b. Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Standalone Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i. Impairment of Non-Financial assets including Investment in Subsidiaries

Impairment exists when the carrying value of an asset or cash generating unit, exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm’s length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model.

ii. Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

iii. Revenue from Contract with Customers

The Company estimates variable considerations to be included in the transaction price for the sale of goods with rights of return and volume rebates. The Company’s expected volume rebates are analysed on a per customer basis for contracts that are subject to volume threshold. Determining whether a customer will be likely entitled to rebate will depend on the customer’s rebates entitlement and accumulated purchases to date.

iv. Allowances for slow / Non moving Inventory and obsolescence

An allowance for Inventory is recognised for cases where the realisable value is estimated to be lower than the inventory carrying value. The inventory allowance is estimated taking into account various factors, including prevailing sales prices of inventory item and losses associated with obsolete / slow-moving / redundant inventory items. The Company has, based on these assessments, made adequate provision in the books.

v. Employee Benefits

The cost of the defined benefit gratuity plan and other post-employment leave encashment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. In determining the appropriate discount rate, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about defined benefit obligations are given in Note 35.

vi. Fair Value Measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the

Notes to Financial Statements

DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, Credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 41 for further disclosures.

Note 33. Standards issued but not yet effective

Ministry of Corporate affairs has issued Companies (Indian Accounting Standards) Amendment rules, 2022 on March 23, 2022, which contains various amendments to IndAS. Management has evaluated these and have concluded that there is no material impact on Company's financial statement.

Note 34. Stock Options

On 16th March 2022 fresh grant of 2,85,400 options at ₹1,471.90 under ESOP 2017 scheme was approved by the Nomination and Remuneration Committee of the Board of Directors of the Company.

With reference to the grants approved by the Nomination and Remuneration Committee of the Board of Directors of the Company, the Company has recognised expense amounting to ₹0.58 Cr. (Previous Year - ₹1.32 Cr.) for employees services received during the year, shown under Salaries, Wages and Bonus (Refer Note 23).

The movement in Stock Options are given below:

Particulars	Date of Grant	Options outstanding	During the Year 2021-22			Options outstanding	Options vested but not exercised
		As at 31-Mar-2021	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	As at 31-Mar-2022	As at 31-Mar-2022
Grant 1	21-Nov-17	3,964	-	-	3,964	-	-
Grant 2	21-Nov-17	-	-	-	-	-	-
Grant 3	21-Nov-17	-	-	-	-	-	-
Grant 4	21-Nov-17	-	-	-	-	-	-
Grant 5	21-Nov-17	-	-	-	-	-	-
Grant 6	21-Nov-17	32,560	-	-	23,270	9,290	9,290
Grant 7	12-Feb-18	423,505	-	-	61,932	361,573	341,841
Grant 8	12-Feb-18	116,612	-	-	44,184	72,428	72,428
Grant 9	27-Mar-19	52,074	-	-	-	52,074	36,342
Grant 10	24-Jul-19	38,684	-	-	-	38,684	38,684
Grant 11	16-Mar-22	-	285,400	-	-	285,400	-
Total		**667,399**	**285,400**	**-**	**133,350**	**819,449**	**498,585**

Particulars	Date of Grant	Options outstanding	During the Year 2020-21			Options outstanding	Options vested but not exercised
		As at 31-Mar-2020	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	As at 31-Mar-2021	As at 31-Mar-2021
Grant 1	21-Nov-17	8,964	-	-	5,000	3,964	3,964
Grant 2	21-Nov-17	-	-	-	-	-	-
Grant 3	21-Nov-17	8,208	-	-	8,208	-	-
Grant 4	21-Nov-17	-	-	-	-	-	-
Grant 5	21-Nov-17	-	-	-	-	-	-
Grant 6	21-Nov-17	49,480	-	-	16,920	32,560	32,560
Grant 7	12-Feb-18	519,975	-	-	96,470	423,505	403,773
Grant 8	12-Feb-18	157,320	-	19,732	20,976	116,612	89,148
Grant 9	27-Mar-19	62,562	-	-	10,488	52,074	20,610
Grant 10	24-Jul-19	38,684	-	-	-	38,684	19,342
Total		**845,193**	**-**	**19,732**	**158,062**	**667,399**	**569,397**

Notes to Financial Statements

The details of Stock Options granted to certain employees for 2021-22 and 2020-21 are given below:

2021-22	Date of Grant	Weighted Average Exercise Price (₹)	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	Options vested and Outstanding at the End of the Year	Options unvested and Outstanding at the End of the Year	Vested Date	Weighted Average Remaining Contractual Life (In Years)
Grant 1	21-Nov-17	44.36	-	-	3,964	-	-	21-Nov-17	-
Grant 2	21-Nov-17	17.61	-	-	-	-	-	-	-
Grant 3	21-Nov-17	43.42	-	-	-	-	-	-	-
Grant 4	21-Nov-17	43.42	-	-	-	-	-	-	-
Grant 5	21-Nov-17	13.78	-	-	-	-	-	-	-
Grant 6	21-Nov-17	187.29	-	-	23,270	9,290	-	15-Mar-18	0.96
Grant 7	12-Feb-18	270.20	-	-	61,932	361,573	-	Partially vested on 12-Feb19, 12-Feb-20 & 12-Feb-21	1.87
Grant 8	12-Feb-18	270.20	-	-	44,184	72,428	-		2.87
Grant 9	27-Mar-19	378.25	-	-	-	52,074	-	Partially vested on 27-Mar-20, 27-Mar-21 & 27-Mar-22	2.50
Grant 10	24-Jul-19	384.20	-	-	-	38,684	-	-	3.82
Grant 11	16-Mar-22	1,471.90	285,400	-	-	-	285,400		7.66
			285,400	**-**	**133,350**	**534,049**	**285,400**		

2020-21	Date of Grant	Weighted Average Exercise Price (₹)	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	Options vested and Outstanding at the End of the Year	Options unvested and Outstanding at the End of the Year	Vested Date	Weighted Average Remaining Contractual Life (In Years)
Grant 1	21-Nov-17	44.36	-	-	5,000	3,964	-	21-Nov-17	0.59
Grant 2	21-Nov-17	17.61	-	-	-	-	-	-	-
Grant 3	21-Nov-17	43.42	-	-	8,208	-	-	21-Nov-17	-
Grant 4	21-Nov-17	43.42	-	-	-	-	-	-	-
Grant 5	21-Nov-17	13.78	-	-	-	-	-	-	-
Grant 6	21-Nov-17	187.29	-	-	16,920	32,560	-	15-Mar-18	1.96
Grant 7	12-Feb-18	270.20	-	-	96,470	423,505	-	Partially vested on 12-Feb19, 12-Feb-20 & 12-Feb-21	2.87
Grant 8	12-Feb-18	270.20	-	19,732	20,976	69,416	47,196		3.87
Grant 9	27-Mar-19	378.25	-	-	10,488	20,610	31,464	Partially vested on 27-Mar-20 & 27-Mar-21	3.50
Grant 10	24-Jul-19	384.20	-	-	-	19,342	19,342	-	4.82
			-	**19,732**	**158,062**	**569,397**	**98,002**		

Notes to Financial Statements

The following tables list the inputs to the Black Scholes model used for the plans for the year ended 31st March 2022:

Particulars	Grant Date	Risk-free Interest Rate	Expected Life	Expected Volatility of Share Price	Dividend Yield	Price of the Underlying Share in the market at the time of Option grant	Fair Value of the Option
		% (p.a)	(Years)	(%)	(%)	(₹.)	(₹.)
Grant 1	21-Nov-17	8.23	4.64	43.70	1.86	44.36	21.30
Grant 2	21-Nov-17	8.23	2.18	33.90	1.86	17.61	6.51
Grant 3	21-Nov-17	8.22	3.93	42.84	1.86	43.42	21.93
Grant 4	21-Nov-17	8.23	2.88	39.83	1.86	43.42	20.71
Grant 5	21-Nov-17	6.58	2.04	28.69	1.86	13.78	5.18
Grant 6	21-Nov-17	6.75	3.50	31.49	0.25	187.29	60.27
Grant 7	12-Feb-18	7.33	4.63	38.19	-	270.20	117.98
Grant 8	12-Feb-18	7.41	5.21	38.19	-	270.20	125.66
Grant 9	27-Mar-19	6.99	4.61	50.72	0.46	378.25	199.60
Grant 10	24-Jul-19	6.24	4.01	49.32	0.65	384.20	167.53
Grant 11	16-Mar-22	6.21	5.21	39.91	0.24	1,471.90	656.18

Note 35. Employee Benefits Obligation

Defined Benefit Plan

a. Gratuity

Under the Gratuity plan operated by the Company, every employee who has completed at least five years of service gets a Gratuity on leaving the organisation at 15 days on last drawn salary for each completed year of service as per Payment of Gratuity Act, 1972. The scheme is funded with an Insurance Company in the form of qualifying insurance policy. The following table summarizes the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the Balance Sheet.

₹ in Crores

A.	Change in defined benefit obligation	31-Mar-2022	31-Mar-2021
1.	Defined benefit obligation at beginning of period	69.71	69.60
2.	Service cost		
	a. Current service cost	3.37	3.76
3.	Interest expenses	4.50	4.70
4.	Cash flows		
	a. Benefit payments from plan	(8.58)	(11.45)
5.	Remeasurements		
	a. Effect of changes in demographic assumptions	-	1.90
	b. Effect of changes in financial assumptions	2.39	0.39
	c. Effect of experience adjustments	1.97	0.81
6.	Transfer In /Out	-	-
7.	Defined benefit obligation at end of period	73.36	69.71

₹ in Crores

B.	Change in fair value of plan assets	31-Mar-2022	31-Mar-2021
1.	Fair value of plan assets at beginning of period	69.74	68.70
2.	Interest income	4.50	4.64
3.	Cash flows		
	a. Total employer contributions	8.32	8.00
	b. Benefit payments from plan assets	(8.58)	(11.45)
4.	Remeasurements		
	a. Return on plan assets (excluding interest income)	0.33	(0.15)
5.	Transfer In /Out	-	-
6.	Fair value of plan assets at end of period	74.31	69.74

Notes to Financial Statements

₹ in Crores

C.	Amounts recognised in the Balance Sheet	31-Mar-2022	31-Mar-2021
1	Defined benefit obligation	73.36	69.71
2	Fair value of plan assets	(74.31)	(69.74)
3.	Funded status	(0.95)	(0.03)
4.	Net defined benefit liability (asset)	(0.95)	(0.03)

₹ in Crores

D.	Components of defined benefit cost	31-Mar-2022	31-Mar-2021
1.	Service cost		
	a. Current service cost	3.37	3.76
2.	Net interest cost		
	a. Interest expense on DBO	4.50	4.70
	b. Less - Interest income on plan assets	4.50	4.64
	c. Total net interest cost	-	0.06
3.	Remeasurements (recognised in OCI)		
	a. Effect of changes in demographic assumptions	-	1.90
	b. Effect of changes in financial assumptions	2.39	0.39
	c. Effect of experience adjustments	1.97	0.81
	d. Less - (Return) on plan assets (excluding interest income)	0.33	(0.15)
	e. Total remeasurements included in OCI	4.03	3.25
4.	Total defined benefit cost recognised in P&L and OCI	7.40	7.07

₹ in Crores

E.	Re-measurement	31-Mar-2022	31-Mar-2021
	a. Actuarial Loss on DBO	4.36	3.10
	b. Less - Returns above Interest Income	(0.33)	0.15
	Total Re-measurements (OCI)	4.03	3.25

₹ in Crores

F.	Employer Expense (P&L)	31-Mar-2022	31-Mar-2021
	a. Current Service Cost	3.37	3.76
	b. Interest Cost on net DBO	-	0.06
	c. Total P&L Expenses	3.37	3.82

₹ in Crores

G.	Net defined benefit liability (asset) reconciliation	31-Mar-2022	31-Mar-2021
1.	Net defined benefit asset as of beginning of period	(0.03)	0.90
2.	Defined benefit cost included in P&L	3.37	3.82
3.	Total remeasurements included in OCI	4.03	3.25
4.	Employer contributions	(8.32)	(8.00)
5.	Net benefit paid from plan assets	-	-
6.	Net defined benefit liability (asset) as of end of period	(0.95)	(0.03)

₹ in Crores

H.	Reconciliation of OCI (Re-measurement)	31-Mar-2022	31-Mar-2021
1.	Recognised in OCI during the period	4.03	3.25
2.	Recognised in OCI at the end of the period	4.03	3.25

Notes to Financial Statements

₹ in Crores

I.	Sensitivity analysis - DBO end of Period	31-Mar-2022	31-Mar-2021
1.	Discount rate +1%	69.45	66.04
2.	Discount rate - 1%	77.59	73.78
3.	Salary Increase Rate +1%	77.35	73.60
4.	Salary Increase Rate -1%	69.64	66.15
5.	Attrition Rate +5%	73.81	70.55
6.	Attrition Rate -5%	72.65	68.61

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

J.	Significant Actuarial Assumptions	31-Mar-2022	31-Mar-2021
1.	Discount rate Current Year	6.80%	6.45%
2.	Discount rate Previous Year	6.45%	6.55%
3.	Salary increase rate	Uniform 6.0%	Uniform 5.0%
4.	Attrition Rate	6%	6%
5.	Retirement Age	58	58
6.	Pre-retirement mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
7.	Disability	Nil	Nil

₹ in Crores

K.	Data	31-Mar-2022	31-Mar-2021
1.	No. of Employees	3,096	3,118
2.	Avg. Age (years)	41	41
3.	Avg. Past Service (years)	14	14
4.	Avg. Sal. Monthly (₹)	27,890	26,305
5.	Future Service (years)	18	18
6.	Weighted average duration of DBO	10	10

₹ in Crores

L.	Expected cash flows for following year	31-Mar-2022	31-Mar-2021
1.	Expected employer contributions / Additional Provision Next Year	4.00	4.00
2.	Expected total benefit payments		
	Year 1	12.57	10.28
	Year 2 to Year 5	30.00	31.13
	Year 6 to Year 10	37.49	33.82
	More than 10 Years	35.27	31.22

₹ in Crores

M.	Defined benefit obligation at end of period	31-Mar-2022	31-Mar-2021
	Current Obligation	12.16	9.97
	Non-Current Obligation	61.20	59.74
	Total	**73.36**	**69.71**

Notes to Financial Statements

SUMMARY			₹ in Crores
	Assets / Liabilities	**31-Mar-2022**	**31-Mar-2021**
1.	Defined benefit obligation at end of period	73.36	69.71
2.	Fair value of plan assets at end of period	74.31	69.74
3.	Net defined benefit liability (asset)	(0.95)	(0.03)
4.	Defined benefit cost included in P&L	3.37	3.82
5.	Total remeasurements included in OCI	4.03	3.25
6.	Total defined benefit cost recognised in P&L and OCI	7.40	7.07

Notes:

i. The entire Plan Assets are invested in insurer managed funds with Life Insurance Corporation of India (LIC).

ii. The expected/actual return on Plan Assets is as furnished by LIC.

iii. The estimate of future salary increase takes into account inflation, likely increments, promotions and other relevant factors.

b. Provident Fund

The Company's Provident Fund is exempted under Section 17 of the The Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The plan guarantees interest at the rate notified by the Provident Fund Authorities. The contribution by the employer and employee together with the interest accumulated thereon are payable to employees at the time of separation from the Company or retirement, whichever is earlier. The benefits vests immediately on rendering of the services by the employee. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust (including any decrease in value of investments) and the notified interest rate. The exempt provident fund set up by the Company is a defined benefit plan under Ind AS 19 - Employee Benefits.

The Company has obtained the actuarial valuation of interest rate obligation in respect of provident fund and a net liablity of ₹5.66 Cr. on re-measurement of the defined benefit plan was recognised in financial statements as at March 31, 2021. Since there is net asset position as at March 31, 2022, the same has not been recognised in the books.

₹ in Crores

A.	**Change in defined benefit obligation**	**31-Mar-22**	**31-Mar-21**
1.	Defined benefit obligation at the beginning of the period	161.12	158.12
2.	Service cost		
	a. Current service cost	13.59	6.88
3.	Interest expenses	13.12	13.15
4.	Employees' Contribution	13.83	12.69
5.	Cash flows		
	a. Benefit payments from plan	(29.27)	(27.22)
6.	Remeasurements		
	a. Effect of changes in demographic assumptions	(0.11)	-
	b. Effect of financial adjustments	(5.54)	0.02
	c. Effect of experience adjustments	(3.93)	(3.42)
7.	Transfer In / Out	3.55	0.90
8.	Defined benefit obligation at end of period	**166.36**	**161.12**

Notes to Financial Statements

₹ in Crores

B.	Change in Fair Value of Plan Assets	31-Mar-22	31-Mar-21
1.	Fair value of plan assets at beginning of period	155.46	153.77
2.	Interest income	11.76	11.88
3.	Cash flows		
	a. Total employer contributions	13.59	6.88
	b. Benefit payments from plan assets	(29.27)	(27.22)
4.	Employee contributions	13.83	12.69
5.	Remeasurement on Plan assets	2.23	(3.44)
6.	Transfer In /Out	3.55	0.90
7.	Fair value of plan assets at end of period	**171.15**	**155.46**

₹ in Crores

C.	Components of Defined Benefit Cost	31-Mar-22	31-Mar-21
1.	Interest cost on obligation	13.12	13.15
2.	Interest income on Plan assets	(11.76)	(11.88)
3.	Current Service cost	13.59	6.88
4.	Defined Benefit Cost recognised in P&L	**14.95**	**8.15**

₹ in Crores

D.	Remeasurement	31-Mar-22	31-Mar-21
1.	Remeasurements on Plan assets	(2.23)	3.44
2.	Remeasurements for Change in financial assumption	(5.54)	0.02
3.	Remeasurements towards Experience variance	(3.93)	(3.42)
4.	Remeasurements for Change in demographic assumptions	(0.11)	-
		(11.81)	**0.04**

₹ in Crores

E.	Net Defined Benefit Liability (Asset) Reconciliation	31-Mar-22	31-Mar-21
1.	Net defined benefit liability / (asset)	5.66	4.35
2.	Defined benefit cost included in P&L	14.95	8.15
3.	Total remeasurements included in OCI	(11.81)	0.04
4.	Contributions to the fund	(13.59)	(6.88)
5.	Net transfers in	-	-
6.	Net defined benefit liability / (asset) at the end of the period	**(4.79)**	**5.66**

₹ in Crores

F.	Proportion of Total Asset Categories	31-Mar-22	31-Mar-21
1.	Government of India securities	10.69%	53.21%
2.	State Government securities	55.37%	6.55%
3.	High quality corporate bonds	26.52%	29.12%
4.	Equity	1.90%	0.09%
5.	Special Deposits	-	11.03%
6.	Bank balance and others	5.52%	-
7.	Funds managed by Insurer	-	-
	Total	**100.00%**	**100.00%**

Notes to Financial Statements

₹ in Crores

G.	Funded Status	31-Mar-22	31-Mar-21
1.	Fair Value of Plan assets	171.15	155.46
2.	Present value of obligation	166.36	161.12
3.	**Net Liability/(Asset)**	**(4.79)**	**5.66**
	Amount as per books (Refer Note 16) Note: Since there is net asset position as at March 31, 2022, the same has not been recognised in the books	-	5.66

₹ in Crores

H.	Current and Non-Current liability	31-Mar-22	31-Mar-21
1.	Current Liability (Less than 1 year)	33.46	21.18
2.	Non-current liability (More than 1 year)	132.90	139.95

₹ in Crores

I.	Sensitivity analysis on Interest rate Guarantee Liability	Liability	Change
1.	Best estimate - Base scenario	4.05	0%
2.	Discount Rate - Increased by 0.50%	3.96	(2%)
3.	Discount Rate - Decreased by 0.50%	4.15	2%
4.	Return on Gov.Securities - Increased by 1.00%	-	(100%)
5.	Return on Gov.Securities - Decreased by 1.00%	13.14	224%
6.	Return on Equities - Increased by 1.00%	5.41	33%
7.	Return on Equities - Decreased by 1.00%	5.84	44%
8.	Return on Bonds - Increased by 1.00%	2.61	(36%)
9.	Return on Bonds - Decreased by 1.00%	8.64	113%

J.	Significant actuarial assumptions	31-Mar-22	31-Mar-21
1.	Discount rate	7.20%	6.60%
2.	Interest rate guarantee	8.10%	8.50%
3.	Attrition Rate	6.0% (AGE 0 - 58)	3.0% (AGE 0 - 29) 2.0% (AGE 30 - 39) 1.0% (AGE - 40 - 58)
4.	Retirement Age	58	58
5.	Pre-retirement mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

₹ in Crores

K.	Membership Data - Summary Statistics	31-Mar-22	31-Mar-21
1.	Number of employees	17,819	16,894
2.	Employee contribution	13.82	12.69
3.	Employer contribution	13.59	6.88
4.	Average attained age	34 years	33 years
5.	Average Past Service	-	-

c. Long Term Compensated Absences

The assumption used for computing the long term accumulated compensated absences on actuarial basis are as follows:

₹ in Crores

Assumptions	31-Mar-2022	31-Mar-2021
Discount Rate	6.80%	6.45%
Future Salary Increase (%)	6.00%	5.00%
Attrition Rate	6.00%	6.00%

Notes to Financial Statements

d. Contributions to Defined Contribution Plans

During the year, the Company recognised ₹5.70 Cr. (Previous Year - ₹7.07 Cr.) to Provident Fund under Defined Contribution Plan, ₹7.81 Cr. (Previous Year - ₹6.04 Cr.) for Contributions to Superannuation Fund and ₹0.60 Cr. (Previous Year - ₹0.69 Cr.) for Contributions to Employee State Insurance Scheme and ₹0.20 Cr. (Previous Year - ₹0.13 Cr.) to Contribution to National Pension Scheme in the Statement of Profit and Loss.

Note 36a. Contingent Liabilities

Note i

a) Matters wherein management has concluded the Company's liability to be probable have accordingly been provided for in the books. Also Refer Note 16.

b) Matters wherein management has concluded the Company's liability to be possible have accordingly been disclosed under Note 36a ii Contingent liabilities below.

c) Matters wherein management is confident of succeeding in these litigations and have concluded the Company's liability to be remote. This based on the relevant facts of judicial precedents and as advised by legal counsel which involves various legal proceedings and claims, in different stages of process.

Note ii: Contingent Liabilities

₹ in Crores

Particulars		As at 31-Mar-2022	As at 31-Mar-2021
(i)	Disputed Income-Tax demands under appeal / remand pending before various appellate/ assessing authorities against the Demerged Company (including interest and penalty)	-	7.05
(ii)	Disputed Service Tax, Excise and Customs duty demand pertaining to financial years 2001-02 to 2002-2003 under appeal pending before the Appellate Tribunal. The Management is of the opinion that the above demands are arbitrary and are not sustainable	0.11	0.11
(iii)	Claims against the Company not acknowledged as debts	0.69	1.21
(iv)	Amounts payable to employees with respect to retrospective applicability of amendments to the Payment of Bonus Act, 1965 in respect of FY 2014-15, pending at High Court under a writ petition. The Management is of the opinion that the above retrospective amendment is not sustainable	2.61	2.61
(v)	Corporate Guarantee (Refer Note d)	-	617.50

Notes:

(a) Draft Assessment Orders received from IT Authorities and Show Cause Notices received from various other government authorities, pending adjudication, have been assessed by the management and considered appropriately in the standalone financial statements.

(b) The uncertainties and possible reimbursement in respect of the above mentioned contingent liabilities are dependent on the outcome of various legal proceedings and therefore, cannot be predicted accurately.

(c) The Company considers the Cash flow in each of the cases to be uncertain and hence considered as Contingent Liabilities.

(d) The Corporate Guarantee facility provided by the Company for an amount not exceeding ₹1,365 Cr. to the lenders of CG Power and Industrial Solutions Limited (CGPISL) in connection with the rupee term loan and fund based working capital limits, were closed in the current year resulting in the termination of such guarantee given. The lenders have confirmed the release and cancellation of the Corporate Guarantee as at March 31, 2022.

Notes to Financial Statements

Note 36b. Commitments

₹ in Crores

	Particulars	As at 31-Mar-2022	As at 31-Mar-2021
(i)	Estimated amount of contracts remaining to be executed on capital expenditure and not provided for	72.85	52.21
(ii)	Export obligation under EPCG / Advance License Scheme to be fulfilled. The Company is confident of meeting its obligations under the Schemes within the Stipulated Period.	96.65	194.56

Note 37. Disclosure in respect of Related Parties pursuant to Ind AS 24

a) List of Related Parties

I. Subsidiary Companies

a. Shanthi Gears Limited

b. Financiere C10 SAS and its Subsidiaries namely

i. Sedis SAS

ii. Sedis Company Limited

iii. Sedis GmbH

c. Great Cycles (Private) Limited

d. Creative Cycles (Private) Limited

e. CG Power and Industrial Solutions Limited and its Subsidiaries namely (w.e.f. 26th November 2020)

i. CG Adhesive Products Limited (formerly known as CG PPI Adhesive Products Limited)

ii. CG International Holdings Singapore Pte Limited

iii. CG Power Solutions Limited

iv. CG Power Equipments Limited

v. CG Sales Networks Malaysia Sdn. Bhd.

vi. PT Crompton Prima Switchgear Indonesia

vii. CG International BV

viii. CG Drives & Automation Netherlands BV

ix. CG Drives & Automation Germany GmbH

x. CG Industrial Holdings Sweden AB

xi. CG Drives & Automation Sweden AB

xii. CG Power Americas, LLC

xiii. QEI, LLC

xiv. CG-Ganz Generator and Motor Limited Liability Company (Liquidated w.e.f. 15th December 2021)

xv. CG Power Solutions UK Ltd

xvi. CG Middle East FZE

xvii. CG Power Systems Canada Inc

xviii. CG Power and Industrial Solutions Limited Middle East FZCO

f. TI Clean Mobility Private Limited (w.e.f. 12th February 2022)

II. Joint venture & Associate Company

a. TI Tsubamex Private Limited (Refer Note 6a(iv)) (till 25th October 2021)

b. Aerostrovilos Energy Private Limited (Refer Note 6a(iii)) (w.e.f. 24th November 2021)

c. Joint Venture of TI Clean Mobility Private Limited (Refer Note 6a(ii))

i. Cellestial E-Mobility Private Limited and its subsidiary (w.e.f. 4th March 2022)

a. Cellestial E-Trac Private Limited (w.e.f. 4th March 2022)

Notes to Financial Statements

III. Company having Significant Influence

a. Ambadi Investments Limited

IV. Other Related Parties

a. Parry Enterprises India

b. Parry Agro Industries

V. Key Management Personnel (KMP)

a. Mr. Vellayan Subbiah - Managing Director (till 31st March 2022)

b. Mr. K R Srinivasan - President and Whole Time Director (w.e.f. 11th November 2020)

c. Mr. S Suresh - Company Secretary

d. Mr. K Mahendra Kumar - Chief Financial Officer

VI. Non Executive Directors

a. Mr. M A M Arunachalam, Chairman (w.e.f. 11th November 2020)

b. Mr. M M Murugappan (till 11th November 2020)

c. Ms. Madhu Dubhashi (till 13th August 2021)

d. Mr. Sanjay Johri

e. Mr. Mahesh Chhabria (till 27th October 2021)

f. Mr. Anand Kumar (w.e.f. 24th March 2021)

g. Ms. Sasikala Varadachari (w.e.f. 17th June 2021)

h. Mr. Tejpreet Singh Chopra (w.e.f. 16th March 2022)

i. Mr. Ramesh K B Menon (till 11th November 2020)

j. Mr. Pradeep V Bhide (till 23rd July 2020)

VII. Post Employment Benefit Funds

a. T.I.I.(Subsidiaries) Employees Provident Fund

b. TI Employees Provident Fund India Ltd

c. Tube Products of India Employees Provident Fund

d. Tube Investments of India Limited, Employees Gratuity Fund

e. Tube Investments of India Limited, Employees Earned Leave Fund

VIII. Post Employment Contribution Fund

a. Tube Investments of India Limited, Senior Staff Superannuation Fund

b) During the year the following transactions were carried out with the related parties in the ordinary course of business:

₹ in Crores

Transaction	Related Party	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Services Received	Parry Enterprises India Limited	1.89	2.31
Dividend Paid	Ambadi Investments Limited	21.72	13.79
	Mr. K R Srinivasan	0.01	-
	Mr. M M Murugappan	-	0.10
	Mr. Mahesh Chhabria (PY ₹18,600)	0.01	0.00
	Mr. M A M Arunachalam	0.19	0.32
Dividend Received	Shanthi Gears Limited	13.51	8.11

Notes to Financial Statements

₹ in Crores

Transaction	Related Party	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Sales and Services rendered	Shanthi Gears Limited	2.43	2.25
	Creative Cycles (Private) Limited (CY ₹31,162)	0.00	0.32
	Great Cycles (Private) Limited	0.11	-
	Sedis SAS	30.66	13.70
Interest Income	TI Clean Mobility Private Limited	0.39	-
Purchases and Services received	Shanthi Gears Limited	0.48	0.84
	Sedis SAS	0.28	0.05
	CG Power and Industrial Solutions Ltd	0.91	-
	Great Cycles (Private) Limited	2.35	1.21
	Creative Cycles (Private) Limited	60.57	27.63
Remuneration (Refer Note i below)	Key Management Personnel	12.04	10.01
Fair value Cost of Stock options granted (Refer Note i below)	Key Management Personnel	0.12	0.23
Sitting Fees and Commission	Non executive directors	2.71	1.56
Reimbursement of Expenses - Paid	Sedis SAS	1.04	-
Reimbursement of Expenses - Received	Shanthi Gears Limited	0.17	0.62
	TI Clean Mobility Private Limited	0.77	-
Contribution to Post Employment Benefit Funds	T.I.I.(Subsidiaries) Employees Provident Fund	6.72	4.81
	TI Employees Provident Fund India Ltd	8.24	5.51
	Tube Products Of India Employees Provident Fund	12.31	9.30
	Tube Investments of India Limited, Employees Gratuity Fund	8.32	8.16
	Tube Investments of India Limited, Employees Earned Leave Fund	4.99	0.87
Contribution to Post Employment Contribution Fund	Tube Investments of India Limited, Senior Staff Superannuation Fund	5.32	4.57
Benefits received from Employment Benefit Funds	Tube Investments of India Limited, Employees Gratuity Fund	8.58	11.45
	Tube Investments of India Limited, Employees Earned Leave Fund	2.28	2.36
Subscription to Equity Shares	CG Power and Industrial Solutions Limited (current year subscription to equity shares through conversion of share warrants)	57.78	650.00
	Aerostrovilos Energy Private Limited	3.46	-
	TI Clean Mobility Private Limited	100.00	-
Subscription to Share Warrants	CG Power and Industrial Solutions Limited	-	37.50
Transfer of Assets	TI Clean Mobility Private Limited	33.10	-
Advance payment transferred	TI Clean Mobility Private Limited	18.90	-

Notes to Financial Statements

₹ in Crores

Transaction	Related Party	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Inter-Corporate Deposit given	TI Clean Mobility Private Limited	64.00	-
Corporate Guarantee provided (Refer Note 36a)	CG Power and Industrial Solutions Limited	-	617.50

₹ in Crores

Balances	Related Party	As at 31-Mar-2022	As at 31-Mar-2021
Payable	Parry Enterprises India Limited	0.03	0.02
	Shanthi Gears Limited	0.09	-
	Sedis SAS	0.05	0.02
	Great Cycles (Private) Limited	0.19	0.66
	Creative Cycles (Private) Limited	3.80	13.82
	Key Managerial Personnel	2.94	2.39
	Commission to Non-Executive Directors	2.38	1.10
	T.I.I.(Subsidiaries) Employees Provident Fund	0.50	0.43
	TI Employees Provident Fund India Ltd	0.52	0.50
	Tube Products Of India Employees Provident Fund	0.80	0.79
Receivable	Shanthi Gears Limited	0.71	0.97
	Creative Cycles (Private) Limited (CY ₹33,310)	0.00	-
	Sedis SAS	4.37	3.53
	TI Clean Mobility Private Limited	52.00	-
Advance Paid	Great Cycles (Private) Limited	-	0.58
	Creative Cycles (Private) Limited	10.63	19.41
Dividend Receivable	Financiere C10 SAS	2.45	2.45
Inter-Corporate Deposit (Incl interest accrued)	TI Clean Mobility Private Limited	64.39	-

Terms and Conditions of transaction with Related Parties

The sale to and purchases from Related Parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in Cash. For the year ended March 31, 2022, the Company has not recorded any impairment of receivables relating to amounts owed by Related Parties.

i) Details of remuneration to Key Managerial Personnel are given below:

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
- Salaries and Allowances	7.77	6.52
- Provident Fund and Superannuation	0.93	0.75
- Perquisites	0.40	0.35
- Incentive	2.94	2.39
- Fair value Cost of Stock options granted	0.12	0.23
- Sitting Fees and Commission to Non executive directors	2.71	1.56
Total	**14.87**	**11.80**

The above figures do not include provisions for encashable leave and gratuity as separate actuarial valuation is not available.

Notes to Financial Statements

Note 38. Segment Information

Effective 1st April 2021, the Company has re-organised certain business units and its operating structure and in view of the structural changes, the Chief Operating Decision Maker (CODM) reviews the business as three primary segments - "Engineering", "Metal Formed Products" and "Mobility", and in accordance with the core principles of IND AS 108 - 'Operating Segments', these have been considered as the reportable segments of the Company.

The Management Committee headed by Managing Director (CODM) consisting of Chief financial officer, Leaders of Strategic Business Units and Human resources have identified the above three reportable operating segments. It reviews and monitors the operating results of the operating segments for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

The Engineering segment comprises of cold rolled steel strips and precision steel tube viz., Cold Drawn Welded tubes (CDW) and Electric Resistance Welded tubes (ERW). The Metal Formed Products segment comprises of Automotive chains, fine blanked products, stamped products, roll-formed car doorframes and cold rolled formed sections for railway wagons and passenger coaches. The Mobility segment comprises of Standard bi-cycles, Special bi-cycles including alloy bikes and Speciality performance bikes and fitness equipment and 3-wheeler electric vehicle. The Industrial chains and new business namely, Optic Lens, TMT Bars, Truck Body Building and TI Machine building are reported as Others for the purpose of segment reporting. The Company has re-presented the information relating to previous year in line with the revised segment classification.

Segment assets and liabilities include those directly identifiable with the respective segments. Unallocated corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and are not allocable to any segment. Expenses that are directly identifiable to segments are considered for determining the segment results. Expenses which relate to the Company as a whole and are not allocable to segments are included under unallocated corporate expenses.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Notes to Financial Statements

₹ in Crores

PARTICULARS	ENGINEERING		METAL FORMED PRODUCTS		MOBILITY		OTHERS		ELIMINATIONS		TOTAL	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
REVENUE												
External Sales	3,334.51	1,996.41	1,157.56	945.91	958.72	841.86	536.00	242.05	-	-	5,986.79	4,026.23
Inter-Segment Sales	273.04	169.35	0.40	27.45	-	-	3.43	8.64	(276.87)	(205.44)	-	-
Other Operating Revenue	260.41	150.83	82.30	58.69	4.61	4.96	22.97	12.74	-	-	370.29	227.22
Unallocated Corporate Income											2.25	2.30
Total Revenue	**3,867.96**	**2,316.59**	**1,240.26**	**1,032.05**	**963.33**	**846.82**	**562.40**	**263.43**	**(276.87)**	**(205.44)**	**6,359.33**	**4,255.75**
Unallocated Corporate Expenses net of Income											14.24	(0.26)
RESULTS												
Operating Profit	376.40	251.03	135.49	74.23	54.53	43.89	36.33	12.63	-	-	616.99	381.52
Profit / (Loss) on Sale of Property, Plant and Equipment	(0.82)	0.13	0.82	0.44	0.30	0.37	-	(0.07)	-	-	0.30	0.87
Net Operating Profit	**375.58**	**251.16**	**136.31**	**74.67**	**54.83**	**44.26**	**36.33**	**12.56**	**-**	**-**	**617.29**	**382.39**
Dividend Income											14.18	8.42
Finance Costs											(11.77)	(19.06)
Tax Expense											(152.87)	(85.86)
Exceptional Items												
- Provision for Employee Voluntary Retirement Scheme	-	(3.19)	-	(4.61)	-	(9.69)	-	(4.18)	-	-	-	(21.67)
Profit on Sale of Current Investments (Net)											8.34	8.96
Net Profit	**375.58**	**247.97**	**136.31**	**70.06**	**54.83**	**34.57**	**36.33**	**8.38**	**-**	**-**	**475.17**	**273.18**
ASSETS												
Segment Assets	1,481.68	1,339.13	562.17	563.64	315.51	250.80	223.02	156.77	(68.92)	(57.74)	2,513.46	2,252.60
Unallocated Corporate Assets											1,852.90	1,665.40
Total Assets	**1,481.68**	**1,339.13**	**562.17**	**563.64**	**315.51**	**250.80**	**223.02**	**156.77**	**(68.92)**	**(57.74)**	**4,366.36**	**3,918.00**
LIABILITIES												
Segment Liabilities	785.17	752.46	272.09	263.15	194.58	222.34	92.19	78.26	(68.92)	(57.74)	1,275.11	1,258.47
Unallocated Corporate Liabilities											40.84	58.50
Total Liabilities	**785.17**	**752.46**	**272.09**	**263.15**	**194.58**	**222.34**	**92.19**	**78.26**	**(68.92)**	**(57.74)**	**1,315.95**	**1,316.97**
OTHER INFORMATION												
Capital Expenditure	74.04	69.73	23.55	35.94	8.13	6.26	13.87	9.59	-	-	119.59	121.52
Unallocated Corporate Capital Expenditure											7.94	7.20
Depreciation and Amortisation expense	77.56	78.09	43.96	48.39	11.69	13.22	7.60	5.60	-	-	140.81	145.30
Unallocated Corporate Depreciation											4.22	4.34

Notes to Financial Statements

Revenue from external customers

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
India	5,453.33	3,880.41
Outside India	906.00	375.34
Total Revenue per Statement of Profit or Loss	**6,359.33**	**4,255.75**

There are no sales to external customers more than 10% of Total Revenue.

Non-Current operating assets

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
India	2,506.65	2,342.15
Outside India	84.60	84.60
Total	**2,591.25**	**2,426.75**

Reconciliation of Segment assets and liabilities to amounts reflected in the Standalone Financial Statements

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Segment Assets	4,366.36	3,918.00
Add: Deferred Tax Assets and others	1.03	2.62
Total Assets	**4,367.39**	**3,920.62**

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Segment Liabilities	1,315.95	1,316.97
Add: Deferred Tax Liabilities and others	2.06	1.43
Add: Long term and Short term Borrowings (Note 13a & 15a)	348.07	309.09
Total Liabilities	**1,666.08**	**1,627.49**

Note 39. Leases

The Company has lease contracts for Land and Building used for the purpose of Warehouses and Factories. Leases of such assets generally have lease terms between 2 and 95 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets and some contracts require the Company to maintain certain financial ratios. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Company also has certain leases of machinery with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

The carrying amounts of right-of-use assets recognised and the movements during the period is explained in Note 4b.

Set out below are the carrying amounts of lease liabilities included under financial liabilities and the movements during the period:

Notes to Financial Statements

Movement of Lease Liability ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Opening Balance	36.82	41.29
Add: Additions during the year	1.72	6.12
Less: Deletions / Remeasurements during the year	(1.72)	(6.35)
Add / Less: Accretion of Interest	2.87	2.93
Less: Payments during the year	(6.86)	(7.17)
Closing Balance	**32.83**	**36.82**
Current	4.62	3.80
Non Current	28.21	33.02

Maturity Analysis of Lease Liability

Year Ended	< 1 Year	1 - 5 Years	> 5 Years
31-Mar-2022	7.09	16.71	30.30
31-Mar-2021	6.61	21.48	32.83

The effective interest rate for lease liabilities is 8% p.a. (PY 8% p.a.).

The following are the amounts recognised in profit or loss:

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Depreciation expense of right-of-use assets	5.71	6.19
Interest expense on lease liabilities	2.87	2.93
Expense relating to short-term leases (included in other expenses)	4.09	3.57
Expense relating to variable leases (included in other expenses)	0.19	0.15
Income from right-of-use assets (included in other income)	-	(0.63)
Total	**12.86**	**12.21**

The Company had total cash outflows for leases of ₹10.95 Cr. in March 31, 2022 (Previous Year ₹10.74 Cr.). The Company also had non-cash additions to right-of-use assets and lease liabilities of ₹1.72 Cr. during the year (Previous Year ₹6.12 Cr.). There are no future cash outflows relating to leases that have not yet commenced.

The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised (Refer Note 32).

The Company does not expect to terminate / extend any lease as at March 31, 2022. There were no termination / extension of any lease for the year ended March 31, 2021.

Notes to Financial Statements

Company as Lessor:

The Group has entered into operating leases on one of its factory buildings on March 2022 onwards having lease term of five years. This includes a clause to enable upward revision of 7% in the rental charge on an annual basis. Rental income recognised by the Company during the during the year is ₹ 0.26 Cr. (Previous Year Nil). Future minimum rentals receivable under operating leases as at 31st March are as follows:

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Within One Year	3.80	-
1 to 5 Years	18.70	-
Total Assets	**22.50**	**-**

Note 40. Hedging activities and derivatives

Cash Flow Hedges

Foreign Exchange Forward Contracts measured at Fair Value through OCI are designated as Hedging Instruments in cash flow hedges of forecast sales in EUR and USD and also for forecast purchases in EUR and USD.

₹ in Crores

Particulars	As at 31-Mar-2022		As at 31-Mar-2021	
	Assets	Liabilities	Assets	Liabilities
Fair Value of Foreign Exchange Forward Contracts	1.02	-	-	1.43

Disclosure of effects of Hedge accounting

As at 31-Mar-2022

Foreign Exchange Risk on Cash Flow Hedge	Nominal Value of Hedging Instruments (No. of Contracts)		Carrying Value of Hedging Instruments (₹ in Crores)		Maturity Date	Hedge Ratio	Weighted Average Rate	Changes in Fair value of Hedging Instrument (₹ in Crores)	Changes in the value of Hedged Item used as a basis for recognising hedge effectiveness
	Asset	Liability	Asset	Liability					
Foreign Currency Forward Contracts	0	30	0	89.53	29-Apr-2022 to 31-Mar-2023	1:1	1 USD - ₹78.08 1 EUR - ₹88.83	0.41	(0.41)

Cash Flow Hedge	Change in the value of Hedging Instrument recognised in Other Comprehensive Income	Hedge Ineffectiveness recognised in Profit or Loss	Amount reclassified from Cash Flow Hedge Reserve to Profit or Loss	Line item affected in Statement of Profit and Loss because of the Reclassification
Foreign Exchange Risk	3.34	-	(4.12)	Other Expenses

As at 31-Mar-2021

Foreign Exchange Risk on Cash Flow Hedge	Nominal Value of Hedging Instruments (No. of Contracts)		Carrying Value of Hedging Instruments (₹ in Crores)		Maturity Date	Hedge Ratio	Weighted Average Rate	Changes in Fair value of Hedging Instrument (₹in Crores)	Changes in the value of Hedged Item used as a basis for recognising hedge effectiveness
	Asset	Liability	Asset	Liability					
Foreign Currency Forward Contracts	4	54	12.42	92.63	7-Apr-2021 to 31-Mar-2022	1:1	1 USD - ₹74.33 1 EUR - ₹89.04	1.18	(1.18)

Notes to Financial Statements

Cash Flow Hedge	Change in the value of Hedging Instrument recognised in Other Comprehensive Income	Hedge Ineffectiveness recognised in Profit or Loss	Amount reclassified from Cash Flow Hedge Reserve to Profit or Loss	Line item affected in Statement of Profit and Loss because of the Reclassification
Foreign Exchange Risk	(0.93)	-	1.29	Other Income

Note 41.1. Fair Values

The following table presents the carrying amounts and fair value of each category of financial assets and liabilities.

₹ in Crores

Particulars	Carrying Value		Fair Value	
	31-Mar-2022	31-Mar-2021	31-Mar-2022	31-Mar-2021
Financial assets				
FVTOCI Investments	8.52	16.04	8.52	16.04
FVTPL Investments	280.45	304.30	280.45	304.30
Other Financial Assets - Non Current	15.02	16.14	15.02	16.14
Loans - Current	2.17	1.93	2.17	1.93
Loans - Non Current	64.39	-	64.39	-
Trade Receivables	761.23	576.43	761.23	576.43
Cash & Bank balances	4.82	8.74	4.82	8.74
Derivative Instruments	1.02	-	1.02	-
Other Financial Assets - Current	13.49	19.39	13.49	19.39
Total	**1,151.11**	**942.97**	**1,151.11**	**942.97**
Financial liabilities				
Borrowings - Non-Current	-	51.03	-	51.03
Borrowings - Current	348.07	258.06	348.07	258.06
Trade Payables	1,140.75	1,116.76	1,140.75	1,116.76
Lease Liability - Non Current	28.21	33.02	28.21	33.02
Lease Liability - Current	4.62	3.80	4.62	3.80
Derivative Instruments	-	1.43	-	1.43
Other Financial Liabilities - Current	39.72	64.09	39.72	64.09
Total	**1,561.37**	**1,528.19**	**1,561.37**	**1,528.19**

The management assessed that cash and cash equivalents, trade receivables, loans, current investments, other financial assets, short term borrowings, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

i. The fair values of quoted equity investments are derived from quoted market prices in active markets.

ii. The fair values of certain unquoted equity investments have been estimated using Discounted Cash-flow Model (DCF). The valuation is based on certain assumptions like forecast cash-flows, discount rate, etc.

iii. The fair value of borrowings is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return, adjusted for the Credit spread considered by the lenders for instruments of the similar maturity.

iv. Derivatives are fair valued using market observable rates and published prices.

Notes to Financial Statements

Note 41.2. Fair Values Hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for assets as at 31st March 2022:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value:				
FVTOCI Investments	8.52	-	-	8.52
FVTPL Investments	280.45	280.45	-	-
Derivative Instruments	1.02	-	1.02	-
Assets for which fair values are disclosed:				
Investment Properties *	8.49	-	-	8.49
Loans	64.39	-	64.39	-

There have been no transfers between the level 1, level 2 and level 3 during the period.

* Fair value of investment property is calculated based on valuation given by external independent valuer.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31st March 2022:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Long term Borrowings (including current maturities)	51.03	-	51.03	-
Derivative Instruments	-	-	-	-

There have been no transfers between the level 1, level 2 and level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for assets as at 31st March 2021:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value:				
FVTOCI Investments	16.04	-	7.63	8.41
FVTPL Investments	304.30	304.30	-	-
Derivative Instruments	-	-	-	-
Assets for which fair values are disclosed:				
Investment Properties *	8.44	-	-	8.44

There have been no transfers between the level 1, level 2 and level 3 during the period.

* Fair value of investment property is calculated based on valuation given by external independent valuer.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31st March 2021:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Long term Borrowings (including current maturities)	102.06	-	102.06	-
Derivative instruments	1.43	-	1.43	-

There have been no transfers between the level 1, level 2 and level 3 during the period.

Notes to Financial Statements

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at March 31, 2022 and March 31, 2021 are given below:

Particulars	Valuation technique	Significant unobservable inputs	Range (Weighted average)	Sensitivity of the input to fair value
Unquoted FVTOCI equity investments As at 31st March 2022	DCF Model	Discount Rate	15.5%	5% sensitivity 2021-22 Discount Rate-20.5%, ₹(2.28) Cr. Discount Rate-10.5%, ₹5.36 Cr.
Unquoted FVTOCI equity investments As at 31st March 2021	DCF Model	Discount Rate	15.0%	5% sensitivity 2020-21 Discount Rate-20%, ₹(2.05) Cr. Discount Rate-10%, ₹4.10 Cr.
Investment Property As at 31st March 2022	Valuation by External Independent Valuer	Price per Sq. feet	₹5000 - ₹16,000 per Sq. ft.	5% sensitivity 2021-22 Rate per Sq. ft - 5%, ₹0.42 Cr.
Investment Property As at 31st March 2021	Valuation by External Independent Valuer	Price per Sq. feet	₹4000 - ₹13,000 per Sq. ft.	5% sensitivity 2020-21 Rate per Sq. ft - 5%, ₹0.42 Cr.

Reconciliation of Fair Value Measurement of Unquoted FVTOCI Equity Investments **₹ in Crores**

Unquoted FVTOCI equity investments	As at 31-Mar-2022	As at 31-Mar-2021
As at the beginning of the period	8.41	8.92
Re-measurement recognised in OCI	0.11	(0.51)
Purchases	-	-
Sales	-	-
As at the end of the period	**8.52**	**8.41**

Note 42. Financial Risk Management Objectives and Policies

The Company's principal financial liabilities, other than derivatives, comprise of borrowings and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short-term deposits, which arise directly from its operations. The Company also holds FVTOCI investments and enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a Risk Management Committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The Risk Management Committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that the financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken

A. Market Risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

Notes to Financial Statements

i Foreign Currency Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective Company.

The Company, as per its forex policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in accordance with its forex policy.

The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 5%.

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to 5% appreciation in USD and EUR exchange rates on foreign currency exposures as at the year end, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material

As at	Nature	Increase/ (Decrease) in PBT for change in USD rates	Increase/ (Decrease) in PBT for change in EUR rates
31-Mar-2022	Receivables	5.52	3.78
	Payables	(0.29)	(0.05)
31-Mar-2021	Receivables	3.90	1.31
	Payables	(1.79)	(0.02)

Derivative Contracts

As at	Nature	Increase/ (Decrease) in PBT for change in USD rates	Increase/ (Decrease) in PBT for change in EUR rates	Increase/ (Decrease) in OCI for change in USD rates	Increase/ (Decrease) in OCI for change in EUR rates
31-Mar-2022	Derivative Contracts	(2.25)	(0.97)	(3.24)	(0.99)
31-Mar-2021	Derivative Contracts	(1.71)	(1.37)	0.26	(4.10)

Conversely, 5% depreciation in the USD and EUR rates against the significant foreign currencies as at March 31, 2022 and March 31, 2021 would have had the same but opposite effect, again holding all other variables constant.

ii Equity Price Risk

Equity Price Risk is related to the change in market reference price of the investments in equity securities.

The majority of the Company's investments are in the shares of group companies, which are carried at cost. The Company has investments in other equity investments, of only ₹8.52 Cr. as at March 31, 2022. (Previous Year ₹8.41 Cr.).

B. Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Notes to Financial Statements

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans and advances and derivative financial instruments. None of the financial instruments of the Company result in material concentrations of credit risks.

Exposure to Credit risk - The carrying amount of financial assets represents the maximum Credit exposure. The maximum exposure to Credit risk was ₹1,151.10 Cr. as at March 31, 2022 and ₹942.97 Cr. as at March 31, 2021, being the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, derivative instruments, mutual fund investments and other financial assets excluding equity investments.

Credit risk from balances with banks and investment of surplus funds in mutual funds is managed by the Company's treasury department. The objective is to minimise the concentration of risks and therefore mitigate financial loss.

Of the above, ₹172.02 Cr. (Previous year ₹73.56 Cr.) is backed by Export Credit Guarantee Cover / Letter of Credit as at March 31, 2022.

C. Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through commercial paper, non-convertible debentures, and other debt instruments. The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark to market risks. The Company also invests 15% of the non-convertible debentures (taken by the Company) falling due for repayment in the next 12 months in bank deposits and mutual funds, to meet the regulatory norms of liquidity requirements.

The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

As at March 31, 2022, the Company has undrawn committed lines of ₹227.96 Cr. (Previous Year ₹317.97 Cr.)

The table below provides details regarding the contractual maturities of financial liabilities based on Contractual undiscounted payments:

Particulars	On demand	< 3 months	3 - 12 months	> 1 year	Total
Year Ended 31-Mar-2022					
Borrowings	1.62	100.44	251.28	-	353.34
Other financial liabilities	21.81	9.08	2.15	6.68	39.72
Trade and other payables	278.53	820.78	41.44	-	1,140.75
Derivatives	-	-	-	-	-
Lease Liabilities	-	1.68	5.41	47.01	54.10
Total	**301.96**	**931.98**	**300.28**	**53.69**	**1,587.91**
Year Ended 31-Mar-2021					
Borrowings	0.12	206.91	54.80	51.20	313.03
Other financial liabilities	46.70	11.46	-	5.93	64.09
Trade and other payables	114.20	986.85	15.71	-	1,116.76
Derivatives	-	-	1.43	-	1.43
Lease Liabilities	-	1.63	4.98	54.31	60.92
Total	**161.02**	**1,206.85**	**76.92**	**111.44**	**1,556.23**

Notes to Financial Statements

Note 43. Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through internal accruals, non-convertible debentures, external commercial borrowings and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors capital employed using a Debt equity ratio, which is total debt divided by total equity and maturity profile of the overall debt portfolio of the Company.

There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

The following table summarizes the capital of the Company:

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
Borrowings		
- Long term	-	51.03
- Short term	348.07	258.06
Total Debt	**348.07**	**309.09**
Equity Share Capital	19.29	19.28
Other Equity	2,682.02	2,273.85
Equity	**2,701.31**	**2,293.13**
Debt Equity ratio	**0.13**	**0.13**

Note 44. Financial Ratios

	Particulars		As at 31-Mar-2022	As at 31-Mar-2021	% Change	Remarks
(i)	Current Ratio	Current Assets / Current Liabilities	1.09	0.97	12.4%	
(ii)	Debt Service Coverage Ratio	(Net profit after tax + Depreciation & Amortization + Finance Cost - Other Income)/ (Interest & Lease payouts + Principal repayment on long term borrowing during the year)	8.38	3.21	161.1%	Higher Profitability and reduction in debt due to repayment
(iii)	Inventory Turnover Ratio	Cost of goods sold including purchase of stock-in-trade/ average inventory	7.12	5.40	31.9%	Increase in purchases with increase in business activities
(iv)	Trade Payables Turnover Ratio	Net Credit Purchases (Purchase of raw materials and stock-in-trade) / Average Trade Payables	3.79	2.98	26.8%	Increase in purchases with increase in business activities
(v)	Debt-Equity Ratio	Debt/Equity	0.13	0.13	(4.4%)	
(vi)	Return on Equity Ratio	(Net Profit after Taxes Less Preference Dividend) / Average Shareholder's Equity	0.19	0.14	39.5%	Increase in profits with improved business scenario

Notes to Financial Statements

	Particulars		As at 31-Mar-2022	As at 31-Mar-2021	% Change	Remarks
(vii)	Trade Receivables Turnover Ratio	Total Revenue from operations / Average Trade Receivables	9.51	8.38	13.4%	
(viii)	Net Capital Turnover Ratio	Total revenue from operations / Working Capital (where Working Capital = Current Assets Less Current Liabilities)	45.33	(81.56)	(155.6%)	Increase in working capital requirements with increase in business activities
(ix)	Return on Capital Employed	Profit Before Interest and Tax / Average Capital Employed	0.23	0.18	27.2%	Increase in profits with improved business scenario
(x)	Net Profit Margin	Net Profit After Tax / Total Revenue from operations	0.07	0.06	16.4%	
(xi)	Return on Investment - Long Term	(Share price movement + Dividend Income) / Total Cost of Quoted Investments	0.16	0.09	86.8%	Increase in share prices of subsidiaries
(xii)	Return on Investment - Short Term	Investment Income / Average Investment	0.03	0.05	(37.2%)	Lower market returns due to COVID impact

Note 45. Promoter and Promoter group Shareholding

FY 2021-22

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
1	AMBADI INVESTMENTS LIMITED	6,89,66,595	-	6,89,66,595	35.74%	0.00%
2	AMBADI ENTERPRISES LTD	10,58,200	-	10,58,200	0.55%	0.00%
3	A.M.MEYYAMMAI	9,31,500	-	9,31,500	0.48%	0.00%
4	SUBBIAH.M.V	8,63,980	-	8,63,980	0.45%	0.00%
5	ARUN ALAGAPPAN	8,33,090	-	8,33,090	0.43%	0.00%
6	A A ALAGAMMAI	7,43,000	-	7,43,000	0.39%	0.00%
7	MURUGAPPA EDUCATIONAL AND MEDICAL FOUNDATION	7,26,200	-	7,26,200	0.38%	0.00%
8	M.A.ALAGAPPAN	7,10,000	-	7,10,000	0.37%	0.00%
9	M V SUBBIAH	6,03,180	-	6,03,180	0.31%	0.00%
10	VELLACHI MURUGAPPAN	1,15,330	4,82,095	5,97,425	0.31%	418.01%
11	M A MURUGAPPAN HOLDINGS LLP	5,46,860	-	5,46,860	0.28%	0.00%
12	M V MURUGAPPAN	5,43,330	-	5,43,330	0.28%	0.00%
13	M V SUBBIAH	5,49,860	(12,500)	5,37,360	0.28%	(2.27%)
14	A VENKATACHALAM	5,13,610	-	5,13,610	0.27%	0.00%
15	M A ALAGAPPAN HOLDINGS PRIVATE LIMITED	5,09,860	-	5,09,860	0.26%	0.00%
16	M M MURUGAPPAN	5,00,000	-	5,00,000	0.26%	0.00%
17	VALLI ARUNACHALAM	-	4,96,095	4,96,095	0.26%	100.00%
18	M M MURUGAPPAN	4,78,055	-	4,78,055	0.25%	0.00%
19	M A M ARUNACHALAM	4,70,160	-	4,70,160	0.24%	0.00%

Notes to Financial Statements

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
20	M M MURUGAPPAN	4,68,055	-	4,68,055	0.24%	0.00%
21	M M VENKATACHALAM	4,59,830	-	4,59,830	0.24%	0.00%
22	M M VENKATACHALAM	4,59,830	-	4,59,830	0.24%	0.00%
23	M V AR MEENAKSHI	4,49,630	-	4,49,630	0.23%	0.00%
24	M M VENKATACHALAM	4,03,900	-	4,03,900	0.21%	0.00%
25	VALLI MUTHIAH	3,87,080	-	3,87,080	0.20%	0.00%
26	A VELLAYAN	3,82,400	-	3,82,400	0.20%	0.00%
27	M M VENKATACHALAM	3,79,905	-	3,79,905	0.20%	0.00%
28	MEYYAMMAI VENKATACHALAM	3,58,580	-	3,58,580	0.19%	0.00%
29	M M MURUGAPPAN	3,55,330	-	3,55,330	0.18%	0.00%
30	V ARUNACHALAM	3,38,990	-	3,38,990	0.18%	0.00%
31	V NARAYANAN	2,81,140	-	2,81,140	0.15%	0.00%
32	M.M.MUTHIAH RESEARCH FOUNDATION	2,80,920	-	2,80,920	0.15%	0.00%
33	M M MURUGAPPAN	2,77,360	-	2,77,360	0.14%	0.00%
34	A VENKATACHALAM	2,52,000	-	2,52,000	0.13%	0.00%
35	A VELLAYAN	2,49,500	-	2,49,500	0.13%	0.00%
36	M M MURUGAPPAN	2,31,800	-	2,31,800	0.12%	0.00%
37	SIGAPI ARUNACHALAM	2,27,990	-	2,27,990	0.12%	0.00%
38	UMAYAL.R.	2,26,580	-	2,26,580	0.12%	0.00%
39	M A M ARUNACHALAM	2,20,278	-	2,20,278	0.11%	0.00%
40	ARUN ALAGAPPAN	2,16,777	-	2,16,777	0.11%	0.00%
41	SIGAPI ARUNACHALAM	2,15,410	-	2,15,410	0.11%	0.00%
42	M M MURUGAPPAN	2,09,715	(5,000)	2,04,715	0.11%	(2.38%)
43	ARUN VENKATACHALAM	1,98,130	-	1,98,130	0.10%	0.00%
44	M V SUBBIAH	1,71,200	-	1,71,200	0.09%	0.00%
45	LAKSHMI CHOCKA LINGAM	1,58,660	-	1,58,660	0.08%	0.00%
46	VALLI ANNAMALAI	1,57,127	-	1,57,127	0.08%	0.00%
47	M A M ARUNACHALAM	1,48,660	-	1,48,660	0.08%	0.00%
48	M V SUBBIAH	1,35,000	-	1,35,000	0.07%	0.00%
49	M V SEETHA SUBBIAH	45,000	-	45,000	0.02%	0.00%
50	A M M VELLAYAN SONS P LTD	38,430	-	38,430	0.02%	0.00%
51	PRANAV ALAGAPPAN	25,950	-	25,950	0.01%	0.00%
52	VALLIAMMAI MURUGAPPAN	17,032	-	17,032	0.01%	0.00%
53	SUBBIAH VELLAYAN	14,500	-	14,500	0.01%	0.00%
54	M V SUBBIAH	14,500	-	14,500	0.01%	0.00%
55	DHRUV M ARUNACHALAM	11,000	-	11,000	0.01%	0.00%
56	SOLACHI RAMANATHAN	8,500	-	8,500	0.00%	0.00%
57	M.M.MUTHIAH SONS PRIVATE LTD	4,200	-	4,200	0.00%	0.00%
58	M M VENKATACHALAM	4,000	-	4,000	0.00%	0.00%
59	A V NAGALAKSHMI	3,600	-	3,600	0.00%	0.00%
60	V VASANTHA	2,300	-	2,300	0.00%	0.00%
61	UMA RAMANATHAN	2,000	-	2,000	0.00%	0.00%

Notes to Financial Statements

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
62	LAKSHMI VENKATACHALAM	1,200	-	1,200	0.00%	0.00%
63	CARBORUNDUM UNIVERSAL LIMITED	1,000	-	1,000	0.00%	0.00%
64	VALLI ALAGAPPAN	1,000	-	1,000	0.00%	0.00%
65	A.KEERTIKA UNNAMALAI	500	-	500	0.00%	0.00%
66	MEENAKSHI MURUGAPPAN	70	-	70	0.00%	0.00%
67	KRISHNA MURUGAPPAN MUTHIAH	-	5,000	5,000	0.00%	100.00%
68	M A ALAGAPPAN HUF	-	1,30,660	1,30,660	0.07%	100.00%
69	AR.LAKSHMI ACHI TRUST	-	3,91,510	3,91,510	0.20%	100.00%
70	AR LAKSHMI ACHI TRUST	3,91,510	(3,91,510)	-	0.00%	(100.00%)
71	LALITHA VELLAYAN	3,07,160	(3,07,160)	-	0.00%	(100.00%)
72	M A ALAGAPPAN	1,30,660	(1,30,660)	-	0.00%	(100.00%)
73	M V VALLI MURUGAPPAN	9,78,190	(9,78,190)	-	0.00%	(100.00%)
	TOTAL	**8,99,66,889**	**(3,19,660)**	**8,96,47,229**	**46.5%**	

FY 2020-21

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
1	AMBADI INVESTMENTS LIMITED	6,89,66,595	-	6,89,66,595	35.77%	0.00%
2	AMBADI ENTERPRISES LTD	10,58,200	-	10,58,200	0.55%	0.00%
3	M V VALLI MURUGAPPAN	9,78,190	-	9,78,190	0.51%	0.00%
4	A M MEYYAMMAI	9,31,500	-	9,31,500	0.48%	0.00%
5	SUBBIAH.M.V	8,63,980	-	8,63,980	0.45%	0.00%
6	ARUN ALAGAPPAN	8,33,090	-	8,33,090	0.43%	0.00%
7	A A ALAGAMMAI	7,43,000	-	7,43,000	0.39%	0.00%
8	MURUGAPPA EDUCATIONAL AND MEDICAL FOUNDATION	7,26,200	-	7,26,200	0.38%	0.00%
9	M.A.ALAGAPPAN	7,10,000	-	7,10,000	0.37%	0.00%
10	M V SUBBIAH	6,03,180	-	6,03,180	0.31%	0.00%
11	M V SUBBIAH	5,49,860	-	5,49,860	0.29%	0.00%
12	M A MURUGAPPAN HOLDINGS LLP	5,46,860	-	5,46,860	0.28%	0.00%
13	M V MURUGAPPAN	5,43,330	-	5,43,330	0.28%	0.00%
14	A VENKATACHALAM	5,13,610	-	5,13,610	0.27%	0.00%
15	M A ALAGAPPAN HOLDINGS PRIVATE LIMITED	5,09,860	-	5,09,860	0.26%	0.00%
16	M M MURUGAPPAN	5,00,000	-	5,00,000	0.26%	0.00%
17	M M MURUGAPPAN	4,78,055	-	4,78,055	0.25%	0.00%
18	M A M ARUNACHALAM	4,70,160	-	4,70,160	0.24%	0.00%
19	M M MURUGAPPAN	4,68,055	-	4,68,055	0.24%	0.00%
20	M M VENKATACHALAM	4,59,830	-	4,59,830	0.24%	0.00%
21	M M VENKATACHALAM	4,59,830	-	4,59,830	0.24%	0.00%
22	M V AR MEENAKSHI	4,49,630	-	4,49,630	0.23%	0.00%

Notes to Financial Statements

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
23	LAKSHMI VENKATACHALAM	4,05,100	(4,03,900)	1,200	0.00%	(99.70%)
24	M M VENKATACHALAM	-	4,03,900	4,03,900	0.21%	100.00%
25	AR LAKSHMI ACHI TRUST	3,91,510	-	3,91,510	0.20%	0.00%
26	VALLIMUTHIAH	3,87,080	-	3,87,080	0.20%	0.00%
27	A VELLAYAN	3,82,400	-	3,82,400	0.20%	0.00%
28	M M VENKATACHALAM	3,79,905	-	3,79,905	0.20%	0.00%
29	MEYYAMMAI VENKATACHALAM	3,58,580	-	3,58,580	0.19%	0.00%
30	M M MURUGAPPAN	3,55,330	-	3,55,330	0.18%	0.00%
31	V ARUNACHALAM	3,38,990	-	3,38,990	0.18%	0.00%
32	LALITHA VELLAYAN	3,07,160	-	3,07,160	0.16%	0.00%
33	V NARAYANAN	2,81,140	-	2,81,140	0.15%	0.00%
34	M.M.MUTHIAH RESEARCH FOUNDATION	2,80,920	-	2,80,920	0.15%	0.00%
35	M M MURUGAPPAN	2,77,360	-	2,77,360	0.14%	0.00%
36	A VENKATACHALAM	2,51,000	1,000	2,52,000	0.13%	0.40%
37	A VELLAYAN	2,49,500	-	2,49,500	0.13%	0.00%
38	M M MURUGAPPAN	2,31,800	-	2,31,800	0.12%	0.00%
39	SIGAPI ARUNACHALAM	2,27,990	-	2,27,990	0.12%	0.00%
40	UMAYAL.R.	2,26,580	-	2,26,580	0.12%	0.00%
41	M A M ARUNACHALAM	2,20,278	-	2,20,278	0.11%	0.00%
42	ARUN ALAGAPPAN	2,16,777	-	2,16,777	0.11%	0.00%
43	SIGAPI ARUNACHALAM	2,15,410	-	2,15,410	0.11%	0.00%
44	M M MURUGAPPAN	2,09,715	-	2,09,715	0.11%	0.00%
45	ARUN VENKATACHALAM	1,98,130	-	1,98,130	0.10%	0.00%
46	M V SUBBIAH	1,71,200	-	1,71,200	0.09%	0.00%
47	LAKSHMI CHOCKA LINGAM	1,58,660	-	1,58,660	0.08%	0.00%
48	VALLI ANNAMALAI	1,57,127	-	1,57,127	0.08%	0.00%
49	M A M ARUNACHALAM	1,48,660	-	1,48,660	0.08%	0.00%
50	M V SUBBIAH	1,35,000	-	1,35,000	0.07%	0.00%
51	M A ALAGAPPAN	1,30,660	-	1,30,660	0.07%	0.00%
52	M VELLACHI	1,15,330	-	1,15,330	0.06%	0.00%
53	M V SEETHA SUBBIAH	45,000	-	45,000	0.02%	0.00%
54	A M M VELLAYAN SONS P LTD	38,430	-	38,430	0.02%	0.00%
55	PRANAV ALAGAPPAN	25,950	-	25,950	0.01%	0.00%
56	VALLIAMMAI MURUGAPPAN	17,032	-	17,032	0.01%	0.00%
57	S.VELLAYAN	14,500	-	14,500	0.01%	0.00%
58	S.VELLAYAN	14,500	-	14,500	0.01%	0.00%
59	DHRUV M ARUNACHALAM	11,000	-	11,000	0.01%	0.00%
60	SOLACHI RAMANATHAN	8,500	-	8,500	0.00%	0.00%
61	M.M.MUTHIAH SONS PRIVATE LTD	4,200	-	4,200	0.00%	0.00%
62	M M VENKATACHALAM	4,000	-	4,000	0.00%	0.00%
63	A V NAGALAKSHMI	3,600	-	3,600	0.00%	0.00%
64	V VASANTHA	2,300	-	2,300	0.00%	0.00%

Notes to Financial Statements

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
65	UMA RAMANATHAN	2,000	-	2,000	0.00%	0.00%
66	VALLI ALAGAPPAN	1,000	-	1,000	0.00%	0.00%
67	CARBORUNDUM UNIVERSAL LIMITED	1,000	-	1,000	0.00%	0.00%
68	A.KEERTIKA UNNAMALAI	500	-	500	0.00%	0.00%
69	MEENAKSHI MURUGAPPAN	70	-	70	0.00%	0.00%
	TOTAL	**8,99,65,889**	**1,000**	**8,99,66,889**	**46.7%**	

Note 46. Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

(iv) During the year, the Company has incorporated a wholly owned subsidiary viz., TI Clean Mobility Private Limited ("TICMPL") to pursue and engage in Clean Mobility business interests and electric three-wheeler business with an equity investment of ₹100 Cr. Further the Company has provided an intercorporate deposit of ₹64 Cr. to TICMPL. Subsequently, TICMPL acquired 69.95% of the subscribed and paid up share capital of M/s. Cellestial E-Mobility Private Limited, a Company engaged in design and manufacture of electric tractors, aviation ground support electric equipment and other electric machinery by purchasing 1,41,677 equity shares of the face value of ₹10/- each.

(v) The Company has not received any fund from any person or entity, including foreign entities (Funding Parties) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) 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

(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vi) The Company has not made any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act,1961 (such as search or survey or any other relevant provision of the Income Tax Act, 1961).

(vii) The Company does not have any transactions with companies which has been struck off by ROC under section 248 of the companies Act, 2013 other than the following:

Name of struck off company	Nature of transactions with struck off company	Balance outstanding as on 31st March 2022	Balance outstanding as on 31st March 2021	Relationship with struck off companies
Aditya Inkjet Technologies Private Ltd	Payables	₹67,246 /-	₹94,946 /-	Third party vendor and not related party of the Company

Notes to Financial Statements

Note 47. Previous Year's figures

The Company has reclassified / regrouped previous year figures to conform to this year's classification.

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Regn. No : 101049W / E300004

per **Aravind K**
Partner
Membership No : 221268

Chennai
12th May 2022

On behalf of the Board
For **Tube Investments of India Limited**

Mukesh Ahuja
Managing Director

M A M Arunachalam
Executive Chairman

K Mahendra Kumar
Chief Financial Officer

S Suresh
Company Secretary

Independent Auditor's Report

To the Members of Tube Investments of India Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Tube Investments of India Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint ventures comprising of the Consolidated Balance sheet as at March 31 2022, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associate and joint ventures, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint ventures as at March 31, 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">1a. Accounting for business combinations – Acquisition of CG Power and Industrial Solutions Limited by the Holding Company (CGPISL) (as described in Note 5.2 and Note 40.2 of the Consolidated Financial Statements)</td></tr>
<tr><td>During the year ended March 31, 2021, CGPISL became a subsidiary of the Holding Company in the manner more fully described in Note 40.2 to the Consolidated Financial Statements. The Holding Company determined the acquisition to be a business combination in accordance with Ind AS 103 ‘Business Combinations’ which requires the identified assets and liabilities be recognized at fair value at the date of acquisition.

The accounting for this transaction includes the identification and valuation of net assets acquired and liabilities assumed, and the consequent allocation of the purchase price to the assets and liabilities arising from this transaction, and management’s use of external valuation experts and estimates and assumptions for this purpose.

For the year ended March 31, 2021, the Holding Company had accounted for the aforesaid acquisition based on provisional amounts as permitted by Paragraph 45 of Ind AS 103, which provides a measurement period of one year from the acquisition date, to complete the final acquisition accounting. During the current year, the Holding Company has retrospectively adjusted the provisional amounts recognized at the acquisition date to reflect new information obtained during such measurement period (which ended on November 26, 2021) about facts and circumstances that existed as of the acquisition date, as permitted by Ind-AS 103.

Considering the complex accounting and the significant estimates and judgements involved, we have considered this as key audit matter.</td><td>Our audit procedures included the following:
• We obtained and read the Share Subscription Agreement along with other relevant agreements in relation to this acquisition and evaluated the value of the consideration transferred as a part of the acquisition.
• We understood and assessed the design and tested the operating effectiveness of the key controls over the accounting of business combination.
• We evaluated the competence and objectivity of the management’s expert engaged for the valuation of tangible and intangible assets, obtained an understanding of the work of management’s expert and assessed the appropriateness of the resultant goodwill computed in accordance with Ind AS 103, by the management, based on such valuation.
• We reviewed (including through the use of auditor’s experts where required) the valuation of tangible and intangible assets including Goodwill arising from the acquisition and assessed the reasonableness of the underlying key estimates and assumptions used in determining the fair value of assets and liabilities as at the acquisition date.
• We assessed the disclosures for compliance with applicable accounting standards.</td></tr>
</table>

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">1b. Timing of Revenue Recognition (as described in Note 5.12 and Note 21 of the Consolidated Financial Statements)</td></tr>
<tr><td>The Holding Company has 3 operating segments, namely, Mobility Segment, Engineering Segment and Metal Formed Products Segment. The type of customers varies across these segments, ranging from dealers in Mobility Segment to Original Equipment Manufacturers and their suppliers, dealers and Industrial Customers in respect of the Metal Formed Products and Engineering Segments.

The Holding Company recognizes revenue from sale of goods at a point in time based on the terms of the contract with customers which may vary case to case. Terms of sales arrangements with various customers within each of the operating segments, including Incoterms determine the timing of transfer of control and require judgment in determining timing of revenue recognition.

Due to the judgement relating to determination of point of time in satisfaction of performance obligations with respect to sale of products, this matter is considered as Key Audit Matter.</td><td>Our audit procedures included the following:
• We understood the Holding Company's order to cash processes, including design and implementation of controls which vary based on product segment and customer, and tested the operating effectiveness of such controls in relation to revenue recognition.
• On a sample basis, we tested revenue transactions to contracts with customers, purchase orders issued by customers and sales invoices raised by the Holding Company to determine the timing of transfer of control along with pricing terms and the timing of revenue recognition in respect of such contracts.
• We performed substantive analytical procedures including analyzing revenue transactions near the reporting date and tested whether the timing of revenue was recognized in the appropriate period with reference to shipping records, sales invoices etc for sample transactions.
• We read, understood and evaluated the Holding Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115 – Revenue from Contracts with Customers.
• We assessed the disclosures for compliance with applicable accounting standards.</td></tr>
<tr><td colspan="2">2. In connection with Subsidiary Company – Shanthi Gears Limited ("SGL")</td></tr>
<tr><td colspan="2">2a. Valuation of inventory Work in Progress (as described in Note 5.11 and Note 10 of the Consolidated Financial Statements)</td></tr>
<tr><td>The auditors of SGL, a subsidiary of the Holding Company have reported valuation of inventory work in progress as a Key Audit Matter. SGL has significant balance in inventory work in progress. The valuation of inventory work in progress are complex as it includes inputs for overheads from various process, each overhead is allocated to inventory work in progress based on different basis for allocation. Inventory work in progress are valued at lower of cost or net realizable value, and is dependent on establishing appropriate valuation processes.

SGL's Management uses Information Technology System (Oracle) for calculating and apportioning the overheads cost in inventory work in progress.</td><td>The procedures performed by the auditors of SGL, as reported by them, was a combination of test of internal controls and substantive procedures which included the following:
• They obtained an understanding of the determination and allocation of the overheads values to inventory work in progress and assessed and tested the appropriateness of capturing the overhead from various process, basis of allocation of overheads.
• They evaluated the design of internal controls relating to the overhead allocation in inventory work in progress and tested the operating effectiveness of the controls relating to overhead allocation of inventory work in progress. They also tested the controls placed in Information Technology for overheads allocation in inventory work in progress using their experts.
• They traced on a sample basis the cost of overheads considered for inventory work in progress to the actual cost of expenses accounted in the financial statements of SGL.
• They have tested on a sample basis, the correctness of capturing of cost of overheads from various process and tested on sample basis the correctness of basis of allocation of overheads in accordance with the GAAP.
• They have verified on a sample basis, the cost of inventory and sales value agreed for inventory in the sales contract.
• They have used Information technology expert to validate the information system configurations that are relevant to allocation of overheads to the inventory work in progress.</td></tr>
</table>

Key audit matters	**How our audit addressed the key audit matter**
3. In connection with Subsidiary Company – CGPISL	
3a. Revenue Recognition (as described in Note 5.12 and Note 21 of the Consolidated Financial Statements)	
CGPISL and its subsidiaries (collectively called as "CG Power") has two operating segments, namely, Power and Industrial Segment. The type of customers varies across these segments, ranging from Large Government Companies / corporations to Original Equipment Manufacturers and Industrial Customers etc. Majority of the CG Power's revenue is from sale of goods which are recognized at a point in time based on the terms of the contract with customers which may vary case to case. Terms of sales arrangements with various customers within each of the operating segments, including Incoterms determine the timing of transfer of control and require judgment in determining timing of revenue recognition. Due to the judgement relating to determination of point of time in satisfaction of performance obligations with respect to sale of products, this matter is considered as Key Audit Matter.	Our audit procedures amongst others included the following: • We read and understood the CG Power's accounting policy for timing of revenue recognition and assessed compliance in terms of Ind AS 115 - Revenue from Contracts with Customers. • We understood CGPISL's revenue processes, including design and implementation of controls which vary based on product segment and customer, and tested the operating effectiveness of such controls in relation to revenue recognition. • On a sample basis, we tested contracts with customers, purchase orders issued by customers, and sales invoices raised to determine the timing of transfer of control along with pricing terms and the timing of the revenue recognition in respect of such contracts. • We compared revenue with historical trends and where appropriate, conducted further enquiries and testing. • On a sample basis, we analyzed revenue transactions near the reporting date and tested whether the timing of revenue was recognized in the appropriate period with reference to shipping records, sales invoices etc. for those transactions. • We assessed the disclosures for compliance with applicable accounting standards.
3b. Recognition of Deferred Tax Asset (as described in Note 16 of the Consolidated Financial Statements)	
CG Power has Deferred Tax Asset (DTA) of ₹613.35 crores as at March 31, 2022 on tax losses based on availability of future taxable profits against which DTA will be utilized. The tax losses were primarily on account of write off of receivable balances in relation to various transactions in earlier years, which are under investigations by regulatory authorities. Basis legal opinion, management of CGPISL has considered these written-offs as an allowable expense under the Income tax and recognized deferred tax assets on such losses. The recognition of deferred tax asset is identified as key audit matter considering the significance of amounts and judgements involved.	Our audit procedures amongst others included the following: • We obtained an understanding, assessed and tested the operating effectiveness of internal control relating to the measurement and recognition of deferred tax. • We involved internal experts to assess tax computation as per the local fiscal regulations in India. • We tested on a sample basis the identification and quantification of differences between the recognition of assets and liabilities according to tax law and financial reporting in accordance with Ind AS. • We obtained and verified the budgeted forecast approved by the senior management of CGPISL which was in line with the projections approved by the Board of CGPISL for recoverability of deferred tax asset. • We performed reasonability testing in relation to assumptions and estimates considered by the management of CGPISL for assessing recoverability of deferred tax asset. • We obtained and read the legal opinion considered by the management of CGPISL for recognition of deferred tax assets on losses. • We assessed the disclosures in the Consolidated Financial Statements of CGPISL in accordance with the requirements of Ind AS 12 "Income Taxes".

Key audit matters	How our audit addressed the key audit matter
3c. Claims and exposures relating to taxation and litigation (as described in Note 35a of the Consolidated Financial Statements)	
CG Power has disclosed contingent liabilities of ₹25.31 crores in respect of disputed claims / levies under tax and legal matters. Taxation and litigation exposures have been identified as a key audit matter due to significant outstanding matters with authorities and CGPISL's management assessment towards potential financial impact of these matters will involve significant judgement and assumptions.	Our audit procedures amongst others included the following: • We understood the process and assessed the internal control environment relating to the identification, recognition and measurement of provisions for disputes, potential claims and litigation, and contingent liabilities. • We obtained details of legal and tax disputed matters from management of CGPISL and assessed CGPISL management's position through discussions on both the probability of success in significant cases, and the magnitude of any potential loss. • We involved tax specialists to assist us in evaluating tax positions taken by management of CGPISL. • We circulated legal confirmation for material litigations to external legal counsel and reviewed their assessment and had a discussion on their assessment with the senior management of CGPISL. • We assessed the relevant disclosures made in the Consolidated Financial Statements of CGPISL for compliance with the requirements of Ind AS 37.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the Companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the Companies included in the Group and of its associate and joint ventures are responsible for assessing the ability of the Group and of its associate and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the Companies included in the Group and of its associate and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associate and joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated 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 Holding 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 management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint ventures 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 Consolidated 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 Group and its associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint ventures of which we are the independent auditors, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended March 31, 2022 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.

Other Matters

(a) We did not audit the financial statements and other financial information, in respect of 18 subsidiaries, whose financial statements include total assets of ₹2,196.94 crores as at March 31, 2022, and total revenues of ₹1,264.77 crores and net cash outflows of ₹114.02 crores for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The Consolidated Financial Statements also include the Group's share of net loss of ₹2.92 crores for the year ended March 31, 2022, as considered in the Consolidated Financial Statements, in respect of 1 associate and 1 joint venture, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associate, and our report in terms of Sub-Sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and joint operations and associate, is based solely on the report(s) of such other auditors.

(b) The accompanying Consolidated Financial Statements include unaudited financial statements and other unaudited financial information in respect of 6 subsidiaries, whose financial statements and other financial information reflect total assets of ₹142.36 crores as at March 31, 2022, total revenues of ₹ Nil and net cash outflows of ₹2.49 crores for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. The consolidated financial statements also include the Group's share of net loss of ₹0.004 crores for the year ended March 31, 2022, as considered in the consolidated financial statements, in respect of 1 joint venture, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries, and our report in terms of Sub-Sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central

Government of India in terms of Sub-Section (11) of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the Subsidiary Companies, Associate and Joint ventures Companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associate and joint ventures, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;

(d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its Subsidiary Companies, Associate Company and Joint ventures, none of the directors of the Group's Companies, its associate and joint ventures, incorporated in India, is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its Subsidiary Companies, Associate Company and Joint ventures, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associate and joint ventures incorporated in India, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Holding Company, its subsidiaries, associate and joint ventures incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;

(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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associate and joint ventures, as noted in the 'Other matter' paragraph:

i. The Consolidated Financial Statements disclose the impact of pending litigations on its consolidated financial position of the Group, its Associate and Joint ventures in its Consolidated Financial Statements

– Refer Note 35a to the Consolidated Financial Statements;

ii. The Group, its associate and joint ventures did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2022;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company's subsidiaries, associate and joint ventures, incorporated in India, where applicable, during the year ended March 31, 2022.

iv. a) The respective managements of the Holding Company and its subsidiaries, associate and joint ventures which are Companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associate and joint ventures respectively that, to the best of its knowledge and belief, other than as disclosed in the notes to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, associate and joint ventures to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries, associate and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries, associate and joint ventures which are Companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associate and joint ventures respectively that, to the best of its knowledge and belief, other than as disclosed in the notes to the Consolidated Financial Statements, no funds have been received by the respective Holding Company or any of such subsidiaries, associate and joint ventures from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, associate and joint ventures 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 the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries, associate and joint ventures which are Companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. The final dividend paid by the Holding Company, its Subsidiaries, Associate and Joint venture Companies incorporated in India, where applicable, during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid during the year by the Holding Company, its Subsidiaries, Associate and Joint venture Companies incorporated in India, where applicable, and until the date of the respective audit reports of such Holding Company, subsidiaries, associate and joint ventures is in accordance with Section 123 of the Act.

As stated in Note 20d to the Consolidated Financial Statements, the respective Board of Directors of the Holding Company, its Subsidiaries, Associate and Joint venture Companies, incorporated in India, where applicable, have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Aravind K
Partner
Membership Number: 221268
UDIN: 22221268AIWFHM6607
Place of Signature: Chennai
Date: May 12, 2022

Annexure 1 referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Tube Investments of India Limited ("the Holding Company")

In terms of the information and explanations sought by us and given by the Holding 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 and consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary Companies, associate and joint venture Companies incorporated in India, we state that:

(xxi) Adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the Consolidated Financial Statements are:

S. No.	Name	CIN	Relation	Clause number of the CARO report which is adverse
1	CG Power Solutions Limited	U40300MH2012PLC228170	Subsidiary	(xix)

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Aravind K
Partner
Membership Number: 221268
UDIN: 22221268AIWFHM6607
Place of Signature: Chennai
Date: May 12, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TUBE INVESTMENTS OF INDIA LIMTED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of Tube Investments of India Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and joint ventures, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Companies included in the Group, its associate and joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (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 its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by 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 Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Consolidated Financial Statements

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

Opinion

In our opinion, the Group, its associate and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, in so far as it relates to these 5 subsidiaries and 1 joint venture, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries, associate and joint venture incorporated in India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Aravind K
Partner
Membership Number: 221268
UDIN: 22221268AIWFHM6607
Place of Signature: Chennai
Date: May 12, 2022

Consolidated Balance Sheet

₹ in Crores

	Notes	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)*
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	6a	1,915.26	1,929.65
Right-of-use assets	6b	329.28	331.95
Capital Work-in-Progress	6c	117.27	138.27
Investment Properties	7	11.92	12.26
Intangible Assets	6d	404.87	487.04
Intangible Assets under development	6e	11.01	13.96
Goodwill on Consolidation	6f	663.14	664.67
Financial Assets			
(a) Investment in Joint ventures and Associate	8a	161.41	-
(b) Other Investments	8b	31.36	45.57
(c) Other Financial Assets	8c	56.17	57.42
Deferred Tax Assets (Net)	16	513.57	495.96
Non-Current Tax Assets		20.41	27.71
Other Non-Current Assets	9	56.49	35.69
		4,292.16	**4,240.15**
Current Assets			
Inventories	10	1,327.11	1,106.13
Financial Assets			
(a) Loans	11a	2.17	1.93
(b) Trade Receivables	11b	1,785.34	1,238.85
(c) Investments	11c	348.99	323.49
(d) Derivative Instruments		1.02	-
(e) Cash and Cash Equivalents	11d	413.77	513.81
(f) Bank Balances other than (e) above	11e	158.89	102.77
(g) Other Financial Assets	11f	155.13	184.79
Current Tax Assets		83.19	129.19
Other Current Assets	12	312.48	402.27
		4,588.09	**4,003.23**
Assets classified as held for sale and discontinued operations	43	8.06	392.32
Total Assets		**8,888.31**	**8,635.70**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	19.29	19.28
Other Equity	14	3,051.79	2,292.95
Equity Attributable to equity holders of the Parent		**3,071.08**	**2,312.23**
Non-Controlling Interests	39	654.18	383.36
Total Equity		**3,725.26**	**2,695.59**
Non-Current Liabilities			
Financial Liabilities			
(a) Long Term Borrowings	15a	345.29	924.90
(b) Lease Liabilities	15b	52.24	44.90
(c) Other Financial Liabilities	15c	14.83	8.07
Government Grants	20c	0.69	2.32
Long term Provisions	15d	30.75	27.78
Deferred Tax Liabilities (Net)	16	7.23	2.13
		451.03	**1,010.10**
Current Liabilities			
Financial Liabilities			
(a) Short Term Borrowings	17a	458.47	989.72
(b) Trade Payables	17b		
- total outstanding dues of micro enterprises and small enterprises		68.01	115.30
- total outstanding dues of creditors other than micro enterprises and small enterprises		2,275.22	2,115.01
(c) Lease Liabilities	38	14.91	12.88
(d) Derivative Instruments		-	1.43
(e) Other Financial Liabilities	17c	750.76	615.67
Government Grants	20c	17.87	18.50
Short Term Provisions	18	197.59	253.36
Current Tax Liabilities		6.44	5.82
Other Current Liabilities	19	913.91	791.27
		4,703.18	**4,918.96**
Liabilities associated with group of assets classified as held for sale and discontinued operations	43	8.84	11.05
Total Liabilities		**5,163.05**	**5,940.11**
Total Equity and Liabilities		**8,888.31**	**8,635.70**
* Refer Note 40.2			
Summary of Significant Accounting Policies	5		
The accompanying notes are an integral part of the financial statements			

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Regn. No : 101049W / E300004

per **Aravind K**
Partner
Membership No : 221268

Chennai
12th May 2022

On behalf of the Board
For **Tube Investments of India Limited**

Mukesh Ahuja
Managing Director

M A M Arunachalam
Executive Chairman

K Mahendra Kumar
Chief Financial Officer

S Suresh
Company Secretary

Consolidated Statement of Profit and Loss

₹ in Crores

	Notes	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)*
Revenue from Contracts with Customers	21		
Revenue from Operations		12,060.40	5,827.46
Other Operating Revenues		464.90	255.83
		12,525.30	**6,083.29**
Other Income	22	108.58	68.13
Total Income		**12,633.88**	**6,151.42**
Expenses			
Cost of Materials Consumed	23	7,953.33	3,578.66
Purchases of Stock-in-Trade		506.54	171.02
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	(137.40)	(107.65)
Employee Benefits Expense	25	1,044.88	710.56
Depreciation and Amortisation Expense	26	349.21	250.57
Finance Costs	27	58.27	45.88
Other Expenses	27a	1,724.18	1,096.00
Total Expenses		**11,499.01**	**5,745.04**
Profit before share of profit / (loss) from Joint Venture / Associate, Exceptional Items and Tax		**1,134.87**	**406.38**
Share of profit / (loss) of Joint Venture / Associate (net of Tax)	40.1	(2.92)	-
Profit Before Exceptional Items and Tax		**1,131.95**	**406.38**
Less: Exceptional Items	27b	(20.21)	41.88
Profit Before Tax		**1,152.16**	**364.50**
Income Tax Expense	28		
- Current Tax		179.26	112.89
- Adjustment of tax relating to earlier years		(6.21)	(5.51)
- Deferred Tax (Net) (Refer Note 16)		(12.28)	(28.62)
		160.77	**78.76**
Profit for the year before discontinuing operations		**991.39**	**285.74**
Profit/(Loss) from discontinuing operations		(0.35)	0.08
Profit for the year (I)		**991.04**	**285.82**
Other Comprehensive Income:	29		
Other Comprehensive Income to be reclassified to Statement of Profit and Loss in subsequent periods:			
Net Movement on Cash Flow Hedges		(0.76)	0.35
Income Tax Effect		0.20	(0.09)
		(0.56)	**0.26**
Exchange Difference on Translation of financial statements of Foreign Subsidiaries		13.34	21.86
Income Tax Effect		2.03	(1.77)
		15.37	**20.09**
Other Comprehensive Income not to be reclassified to Statement of Profit and Loss in subsequent periods:			
Re-measurement (Loss) on Defined Benefit Obligations (Net)		(6.61)	(7.42)
Income Tax Effect		1.65	0.90
		(4.96)	**(6.52)**
Net Gain/(Loss) on FVTOCI Securities		(0.25)	0.57
Income Tax Effect		(0.03)	0.12
		(0.28)	**0.69**
Other Comprehensive Income/(Loss) for the Year, Net of Tax (II)		**9.57**	**14.52**
Total Comprehensive Income for the Year, Net of Tax (I + II)		**1,000.61**	**300.34**
Profit for the year attributable to :			
- Equity holders of the Parent Company		768.83	275.25
- Non-Controlling Interest		222.21	10.57
Other Comprehensive Income for the year attributable to :			
- Equity holders of the Parent Company		2.21	9.63
- Non-Controlling Interest		7.36	4.89
Total Comprehensive Income for the year attributable to :			
- Equity holders of the Parent Company		771.04	284.88
- Non-Controlling Interest		229.57	15.46
Earnings Per Equity Share of ₹1 each - Continued Operations	30		
Basic		39.87	14.55
Diluted		39.78	14.51
Earnings Per Equity Share of ₹1 each - Discontinued Operations			
Basic		(0.02)	0.00
Diluted		(0.02)	0.00

* Refer Note 40.2

The accompanying notes are an integral part of the financial statements

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Regn. No : 101049W / E300004

per **Aravind K**
Partner
Membership No : 221268

Chennai
12th May 2022

On behalf of the Board
For **Tube Investments of India Limited**

Mukesh Ahuja
Managing Director

M A M Arunachalam
Executive Chairman

K Mahendra Kumar
Chief Financial Officer

S Suresh
Company Secretary

Consolidated Statement of Changes in Equity

a. Equity Share Capital:

	No. of shares	₹ in Crores
As at 31st March 2020 Equity shares of ₹1 each issued, subscribed and fully paid	**18,78,75,429**	**18.79**
Issue of Share Capital (Refer Note 13)	49,41,442	0.49
As at 31st March 2021 Equity shares of ₹1 each issued, subscribed and fully paid	**19,28,16,871**	**19.28**
Issue of Share Capital (Refer Note 13)	1,33,350	0.01
As at 31st March 2022	**19,29,50,221**	**19.29**

b. Other Equity

For the year ended 31st March 2022

Particulars	Reserves & Surplus							Items of OCI			Total Other Equity	Non-Controlling Interest (NCI) (Note 39)	Total Other Equity and NCI
	Securities Premium (Note 14)	Share option outstanding account (Note 14)	Retained Earnings (Note 14)	Debenture Redemption Reserve (DRR) (Note 14)	Capital Redemption Reserve (Note 14)	Capital Reserve (Note 14)	General Reserve (Note 14)	Cash flow Hedge Reserve (Note 14)	Foreign Currency Translation Reserve (Note 14)	FVTOCI Reserve (Note 14)			
As at 1st April 2021	340.65	8.74	1,557.21	-	0.01	0.60	359.81	0.88	21.33	3.72	**2,292.95**	383.36	**2,676.31**
Effect of Change in Share Holdings of CG Power and Industrial Solutions Limited (CGPISL)	-	-	51.41	-	-	-	-	-	-	-	**51.41**	46.62	**98.03**
Profit for the Year	-	-	768.83	-	-	-	-	-	-	-	**768.83**	222.21	**991.04**
Other comprehensive income for the Year (Note 29)	-	-	(4.00)	-	-	-	-	(0.56)	7.05	(0.28)	**2.21**	7.36	**9.57**
Exercise of share options	5.08	(1.76)	-	-	-	-	-	-	-	-	**3.32**	-	**3.32**
Share-based payment expenses	-	0.58	-	-	-	-	-	-	-	-	**0.58**	0.29	**0.87**
Dividend paid during the year	-	-	(67.51)	-	-	-	-	-	-	-	**(67.51)**	(5.66)	**(73.17)**
As at 31st March 2022	**345.73**	**7.56**	**2,305.94**	**-**	**0.01**	**0.60**	**359.81**	**0.32**	**28.38**	**3.44**	**3,051.79**	**654.18**	**3,705.97**

Consolidated Statement of Changes in Equity

For the year ended 31st March, 2021 (Restated)*

Particulars	Reserves & Surplus							Items of OCI			Total Other Equity	Non-Controlling Interest (NCI) (Note 39)	Total Other Equity and NCI
	Securities Premium (Note 14)	Share option outstanding account (Note 14)	Retained Earnings (Note 14)	Debenture Redemption Reserve (DRR) (Note 14)	Capital Redemption Reserve (Note 14)	Capital Reserve (Note 14)	General Reserve (Note 14)	Cash flow Hedge Reserve (Note 14)	Foreign Currency Translation Reserve (Note 14)	FVTOCI Reserve (Note 14)			
As at 1st April 2020	8.93	9.07	1,300.34	25.00	0.01	0.60	359.51	0.62	7.27	3.56	**1,714.91**	72.58	**1,787.49**
Additions / Adjustments pertaining to Business Combination (Refer Note 40.2)	-	-	-	-	-	-	-	-	-	-	**-**	308.29	**308.29**
Profit for the Year	-	-	275.25	-	-	-	-	-	-	-	**275.25**	10.57	**285.82**
Other comprehensive income for the Year (Note 29)	-	-	(4.85)	-	-	-	-	0.26	14.06	0.16	**9.63**	4.89	**14.52**
Exercise of share options	5.49	(1.88)	0.03	-	-	-	0.30	-	-	-	**3.94**	-	**3.94**
Share-based payments expenses	-	1.55	-	-	-	-	-	-	-	-	**1.55**	-	**1.55**
Preferential Allotment of Shares	342.50	-	-	-	-	-	-	-	-	-	**342.50**	-	**342.50**
DRR transferred to Retained Earnings (Net)	-	-	25.00	(25.00)	-	-	-	-	-	-	**-**	-	**-**
Expenses relating to issue of shares & warrants	(16.27)	-	-	-	-	-	-	-	-	-	**(16.27)**	(9.57)	**(25.84)**
Dividend paid during the year	-	-	(38.56)	-	-	-	-	-	-	-	**(38.56)**	(3.40)	**(41.96)**
As at 31st March 2021	**340.65**	**8.74**	**1,557.21**	**-**	**0.01**	**0.60**	**359.81**	**0.88**	**21.33**	**3.72**	**2,292.95**	**383.36**	**2,676.31**

* Refer Note 40.2

The accompanying notes are an integral part of the financial statements

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Regn. No : 101049W / E300004

per **Aravind K**
Partner
Membership No : 221268

Chennai
12th May 2022

On behalf of the Board
For **Tube Investments of India Limited**

Mukesh Ahuja
Managing Director

M A M Arunachalam
Executive Chairman

K Mahendra Kumar
Chief Financial Officer

S Suresh
Company Secretary

Consolidated Cash Flow Statement

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)*
A. Cash Flow from Operating Activities:		
Profit Before Tax		
Profit Before Tax on Continued Operations	1,152.16	364.50
Profit / (Loss) Before Tax on Discontinued Operations	(0.35)	0.08
Profit Before Tax	**1,151.81**	**364.58**
Adjustments to reconcile Profit Before Tax to Net Cash Flows:		
Depreciation on Property, Plant and Equipment	244.89	202.04
Amortisation of Right-of-use assets	19.04	15.36
Depreciation on Investment Properties	0.20	0.21
Amortisation of Intangible assets	85.08	32.96
Intangible assets written off	-	7.15
Share based payment expenses	2.36	1.32
Loss / (Profit) on Property Plant and Equipment and ROU Assets sold/ discarded, Net	0.95	(1.69)
Profit on Sale of Investments carried at FVTPL	(8.39)	(8.96)
Impairment allowance for receivables and advances (Net) (includes bad debts written off)	(20.78)	45.49
Net Foreign Exchange differences including impact of Foreign Currency Translation	18.99	(8.82)
Finance Income (including Fair Value changes in Financial Instruments)	(28.80)	(16.77)
Finance Costs	58.27	45.88
Liabilities / Provisions no longer payable written back	(6.80)	(3.60)
Interest accrued on Inter Corporate Deposit	(0.39)	-
Government Grants	(0.92)	-
Dividend Income	(2.43)	(3.34)
Operating Profit before Working Capital / Other Changes	**1,513.08**	**671.81**
Adjustments for :		
Increase/(Decrease) in Provisions and Government Grants	(43.19)	(7.46)
Increase/(Decrease) in Trade and Other Payables	90.10	230.32
Increase/(Decrease) in Other Financial Liabilities	35.15	(31.66)
Increase/(Decrease) in Other Current Liabilities	(28.82)	(32.09)
(Increase)/Decrease in Other Financial and Non-Current Assets	27.80	8.73
(Increase)/Decrease in Other Financial and Current Assets	100.97	13.07
(Increase)/Decrease in Trade and Other Receivables	(479.00)	(289.72)
(Increase)/Decrease in Inventories	(223.92)	(206.89)
Cash Generated From Operations	**992.17**	**356.11**
Income Tax paid (Net of refunds)	(114.88)	(100.40)
Net Cash Flow from discontinued operating activities	-	1.45
Net Cash Flow from Operating Activities	**877.29**	**257.16**

Consolidated Cash Flow Statement

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)*
B. Cash Flow from Investing Activities:		
Capital Expenditure (Including Capital Work In Progress and Capital Advances)	(248.08)	(150.36)
Proceeds from Sale of Property, Plant and Equipment	11.18	5.51
(Purchase)/Sale or redemption of Current Investments (Net)	(88.30)	(216.92)
Purchase of Investment in Associate and Joint Venture	(161.45)	-
Net cash flow (used in) / from discontinued investing activities	367.18	-
(Purchase)/Sale of Non Current Investments at FVTOCI	14.03	-
Proceeds/(Investment) in deposits having a original maturity of more than 3 months (Net)	(0.81)	0.24
Interest Income received	24.52	13.40
Dividend received	2.43	3.34
Net Cash Used in Investing Activities	**(79.30)**	**(344.79)**
C. Cash Flow from Financing Activities: (Refer Note 11e)		
Proceeds from Exercise of Share Options	3.32	4.17
Proceeds from Issue of Shares on Preferential basis, net of expenses relating to the issue	-	342.86
Proceeds from Long Term Borrowings	81.10	751.92
(Repayment) of Long Term Borrowings	(651.10)	(607.09)
(Repayment)/Proceeds from Short Term Borrowings (Net)	(44.69)	(100.92)
Corporate Guarantee Settlement	(138.72)	-
Payment of Lease Liabilities	(17.74)	(11.33)
Finance Costs Paid	(59.14)	(33.67)
Dividends Paid (Including Net Dividend Distribution Tax)	(72.37)	(42.25)
Net Cash Used in Financing Activities	**(899.34)**	**303.69**
Net Increase in Cash and Cash Equivalents [A+B+C]	(101.35)	216.06
Cash and Cash Equivalents at the Beginning of the Year	**515.77**	**34.96**
Additions on account of Business Combination (Refer Note 40.2)	**-**	**264.75**
Cash and Cash Equivalents at the End of the Year	**414.42**	**515.77**
Cash and Cash Equivalents as per Note 11d	413.77	513.81
Less: Cash Credit facility	(1.60)	(0.12)
Add: Cash and Cash Equivalents from Discontinued Operations	2.25	2.08
Total Cash and Cash Equivalents as per Statement of Cash Flow	**414.42**	**515.77**

* Refer Note 40.2

The accompanying notes are an integral part of the financial statements

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Regn. No : 101049W / E300004

per **Aravind K**
Partner
Membership No : 221268

Chennai
12th May 2022

On behalf of the Board
For **Tube Investments of India Limited**

Mukesh Ahuja
Managing Director

M A M Arunachalam
Executive Chairman

K Mahendra Kumar
Chief Financial Officer

S Suresh
Company Secretary

Notes to Consolidated Financial Statements

1. Corporate Information

General Information

Tube Investments of India Limited ("the Company" or "the Holding Company") with CIN No: L35100TN2008PLC069496, is a Public Limited Company domiciled in India. The Company is listed on BSE and National Stock Exchange. The Registered Office of the Company is located at 234, NSC Bose Road, Chennai, Tamilnadu. The Company was originally incorporated as TI Financial Holdings Limited on 6th October 2008 under the Companies Act, 1956, as a wholly-owned subsidiary of erstwhile Tube Investments of India Limited ("Demerged Company").

Pursuant to the Scheme of Arrangement ("the Scheme") approved by NCLT (National Company Law Tribunal), the Manufacturing Business Undertaking of the Demerged Company was vested in/transferred to the Company with effect from 1st August 2017 and the appointed date was 1st April 2016. The name of the Company was changed to "Tube Investments of India Limited" (Resulting Company).

The Consolidated Financial Statements ("CFS") relates to Tube Investments of India Limited (the Company), its Subsidiary Companies (together, "the Group").

The Group has several manufacturing locations and has six product segments namely, Mobility, Engineering, Metal Formed Products, Gear and Gear Products, Power Systems, and Industrial Systems. The Company also has Subsidiaries and Associate Companies, Viz., Shanthi Gears Limited, Financiere C10 SAS and its Subsidiaries, Great Cycles (Private) Limited, Creative Cycles (Private) Limited, CG Power and Industrial Solutions Limited ('CGPISL') and its Subsidiaries (together 'CG Power'), Aerostrovilos Energy Private limited and TI Clean Mobility Private limited and Join ventures ('TICMPL'). During the year, the Company had incorporated wholly owned subsidiary TI Clean Mobility Private limited and acquired controlling stake in Cellestial E Mobility Private limited through TICMPL (Refer Note 40.2).

The Consolidated Financial Statements were authorised for issue in accordance with a resolution of the directors on 12th May 2022.

2. Principles of Consolidation

The Financial Statements of the Subsidiaries, Associate and Joint Ventures used in the Consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March except for certain foreign subsidiaries indicated in Paragraph 3 below for which the financial statements as on the reporting date are not available and hence, the same have been consolidated based on the latest available audited financial statements as at 31st December. No significant transactions or events have occurred between this date and the date of consolidation.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Group controls an investee if and only if the Group has:

a. Power over the investee (i.e. existing rights that gives it the current ability to direct the relevant activities of the investee)

b. Exposure, or rights, to variable returns from its involvement with the investee, and

c. The ability to use its power over the investee to affect its returns

Notes to Consolidated Financial Statements

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

a. The contractual arrangement with the other vote holders of the investee

b. Rights arising from other contractual arrangements

c. The Group's voting rights and potential voting rights

d. The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity and any resultant gain or loss arising from such loss of control, is recognised in consolidated statement of profit and loss. Any investment retained is recognised at fair value.

Changes in the Group's holding that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's holding and the non-controlling interests are adjusted to reflect the changes in their relative holding. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

Consolidation procedures:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and Property, Plant and Equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.

d) The carrying value of Goodwill arising on consolidation is tested for impairment, if there are any indicators for impairment and also tested at the end of each reporting period.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

a) Subsidiary

The Financial Statements of the Company and its Subsidiary Companies have been combined on a line-by-line basis by adding together the amounts of like items of assets, liabilities, income and expenses, after fully eliminating material

Notes to Consolidated Financial Statements

intra-group balances, intra-group transactions and the resulting unrealised profits or losses, unless cost cannot be recovered, as per Indian Accounting Standard 110 - Consolidated Financial Statements (Ind AS 110).

Non-Controlling Interest in the Net Assets of the Consolidated Subsidiaries consists of:

i. The amount of Equity attributable to holders of non-controlling interest at the date on which the investment in the Subsidiary is made; and

ii. The Non-Controlling Interests' share of movements in Equity since the date the Parent Subsidiary relationship came into existence.

Non-Controlling Interest (NCI) share in the Net Profit / (Loss) for the year of the Consolidated Subsidiaries is identified and adjusted against the Profit After Tax of the Group even if this results in the NCI having a deficit balance.

b) Associate and Joint Venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate or joint venture is shown on the face of the statement of profit and loss.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the

Notes to Consolidated Financial Statements

recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit and loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss

3. Particulars of Consolidation

The list of Subsidiary Companies, Joint Ventures and the Company's holding therein are as under:

Company	Relationship	Year End	Country of Incorporation	Proportion of ownership	
				As at 31st March 2022	As at 31st March 2021 (Restated)
Financiere C10 SAS (FC 10) Subsidiaries of FC 10 - Sedis SAS - Sedis GmbH - Sedis Co. Ltd	Subsidiary – Others	31st December	France Germany United Kingdom	100.00%	100.00%
Shanthi Gears Limited (SGL)	Subsidiary – Gear and Gear Products	31st March	India	70.47%	70.47%
Great Cycles (Private) Limited	Subsidiary – Mobility	31st March	Sri Lanka	80.00%	80.00%
Creative Cycles (Private) Limited	Subsidiary – Mobility	31st March	Sri Lanka	80.00%	80.00%
CG Power and Industrial Solutions Limited Subsidiaries of CG Power and Industrial Solutions Limited:	Subsidiary - Power generation and Transmission	31st March	India	58.05% (Refer Note 40.2)	57.58%
CG PPI Adhesive Products Limited			India		
CG International Holdings Singapore Pte Limited			Singapore		
CG Power Solutions Limited			India		
CG Power Equipments Limited			India		
CG Sales Networks Malaysia Sdn. Bhd.			Malaysia		
PT Crompton Prima Switchgear Indonesia			Indonesia		
CG International BV			The Netherlands		
CG Drives & Automation Netherlands BV			The Netherlands		
CG Drives & Automation Germany GmbH			Germany		
CG Industrial Holdings Sweden AB			Sweden		
CG Drives & Automation Sweden AB			Sweden		
CG Power Americas, LLC			USA		
QEI, LLC			USA		
CG-Ganz Generator and Motor Limited Liability Company			Germany		
CG Power Solutions UK Ltd			United Kingdom		
CG Middle East FZE			UAE		
CG Power Systems Canada Inc			Canada		
CG Power and Industrial Solutions Limited Middle East FZCO			UAE		

Notes to Consolidated Financial Statements

Company	Relationship	Year End	Country of Incorporation	Proportion of ownership	
				As at 31st March 2022	As at 31st March 2021 (Restated)
TI Clean Mobility Private Limited	Subsidiary - Mobility	31st March	India	100.00%	NA
Joint Venture of TI Clean Mobility Private Limited:					
- Cellestial E-Mobility Private limited			India	69.95%	NA
Subsidiary of Cellestial E-Mobility Private Limited:					
Wholly-owned Subsidiary of Cellestial E-Mobility Private Limited:					
- Cellestial E-Trac Private limited			India		

4. Basis of Preparation

a. The CFS (Consolidated Financial Statement) are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and presentation requirements of Division II of Schedule III of the Companies Act, 2013 (Ind AS compliant Schedule III) as applicable to the consolidated financial statement.

The CFS have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and financial liabilities measured at fair value (refer accounting policy regarding financial instruments)

The CFS have been prepared using uniform accounting policies for like transactions and other events in similar circumstances with certain exceptions as mentioned in the paragraphs below and are presented to the extent possible, in the same manner as the Company's separate financial statements.

The Consolidated financial statements are presented in INR, which is its functional currency and all values are rounded to the nearest crore, except when otherwise indicated.

b. Impact of COVID-19 Pandemic

The Group has considered the possible effects that may result from COVID-19 in the preparation of these Consolidated Financial Statement including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of COVID-19, the Group has, at the date of approval of these Consolidated Financial Statement, used internal and external sources of information which are relevant and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Group's Consolidated Financial Statement may differ from that estimated as at the date of approval of these Consolidated Financial Statement and the Group will continue to monitor any material changes to the future economic conditions.

5. Summary of Significant Accounting Policies

5.1 Presentation and disclosure of financial statements

An asset has been classified as current when it satisfies any of the following criteria:

a) It is expected to be realised in, or is intended for sale or consumption in, the normal operating cycle relevant for each of the entities in the Group;

b) It is held primarily for the purpose of being traded;

c) It is expected to be realised within twelve months after the reporting date; or

d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

A liability has been classified as current when it satisfies any of the following criteria:

a) It is expected to be settled within the normal operating cycle relevant for each of the entities in the Group;

b) It is held primarily for the purpose of being traded;

c) It is due to be settled within twelve months after the reporting date; or

Notes to Consolidated Financial Statements

d) The entities in the Group do not have an unconditional right to defer settlements of the liability for at least twelve months after the reporting date.

All other assets and liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products/activities, the Group has determined its operating cycle as twelve months for the above purpose of classification as current and non-current.

5.2 Business Combination and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred. Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent to its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based

Notes to Consolidated Financial Statements

on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Where it is not possible to complete the determination of fair values by the date on which the first post-acquisition financial statements are approved, a provisional assessment of fair value is made and any adjustments required to those provisional fair values are finalised within 12 months of the acquisition date. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed twelve months from the acquisition date.

5.3 Fair Value Measurement

The financial instruments, such as, derivatives are measured at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs are used.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement.

External valuers are involved for valuation of assets such as investment properties. Involvement of external valuers is decided upon annually by the Group. At each reporting date, the Group analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the accounting policies. For this analysis, the Group verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant

Notes to Consolidated Financial Statements

documents. Other fair value related disclosures are given in the relevant notes (Refer Note 41.1).

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above (Refer Note 41.2).

5.4 Use of Estimates

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, like provision for employee benefits, impairment of trade receivables/advances/contingencies, provision for warranties, allowance for slow/non-moving inventories, useful life of Property, Plant and Equipment, provision for retrospective price revisions, provision for taxation, etc., during and at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

5.5 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in value.

5.6 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents are as defined above, net of outstanding bank overdrafts as they are considered an integral part of the cash management of the Group.

5.7 Property, Plant and Equipment

Property, Plant and Equipment (PPE) are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is measured at cost and not depreciated. Cost includes related taxes, duties, freight, insurance, etc. attributable to the acquisition and installation of the Property, Plant and Equipment but excludes duties and taxes that are recoverable from tax authorities. When significant parts of plant and equipment are required to be replaced at intervals, it is depreciated separately based on their specific useful life.

Machinery Spares including spare parts, stand-by and servicing equipment are capitalised as property, plant and equipment if they meet the definition of property, plant and equipment i.e. if the intention is to use these for more than a period of 12 months. These spare parts capitalized are depreciated as per Ind AS 16.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised only if it is probable that future economic benefits associated with the item will flow and the cost of the item can be measured reliably.

Material replacement cost is capitalized provided it is probable that future economic benefits associated with the item will flow and the cost of the item can be measured reliably. When replacement cost is eligible for capitalization, the carrying amount of those parts that are replaced is derecognised. When significant parts of plant and equipment are required to be replaced at intervals, it is depreciated separately based on their specific useful life.

The Group identifies and determines cost of each component/part of the asset separately, if the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Notes to Consolidated Financial Statements

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate (Refer Note 5.19).

Pursuant to transition to Ind AS, the Group has elected to continue with the carrying value of all of its Property, Plant and Equipment as per the previous GAAP as its deemed cost on the transition date.

Capital Work-in-Progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, net of accumulated impairment loss if any. Cost comprises direct cost and attributable interest. Once it becomes available for use, their cost is re-classified to appropriate caption and subjected to depreciation.

5.8 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

5.9 Investment Properties

Investment property represents property held to earn rentals or for capital appreciation or both.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, it is depreciated separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation on building classified as investment property has been provided on the straight-line method over a period of 30-60 years as prescribed in Schedule II to the Companies Act, 2013. These are based on the estimate of their useful lives taking into consideration technical factors.

Though the investment property is measured using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an external independent valuer applying valuation models.

Pursuant to transition to Ind AS, the Group has elected to continue with the carrying value of all of its Investment Properties as per the previous GAAP as its deemed cost on the transition date.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of de-recognition.

5.10 Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU)

Notes to Consolidated Financial Statements

net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The impairment calculations are based on detailed budgets and forecast calculations which are prepared separately for each of the cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts cash flow projections in the budget are extrapolated using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the asset's or cash-generating unit's recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

5.11 Inventories

Raw materials, stores & spare parts and stock–in-trade are valued at lower of weighted average cost and estimated net realisable value. Cost includes freight, taxes and duties and is net of Credit under GST scheme, where applicable.

Work-in-progress and finished goods are valued at lower of weighted average cost and estimated net realisable value. Cost includes all direct costs and appropriate proportion of overheads to bring the goods to the present location and condition based on the normal operating capacity, but excluding borrowing costs.

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost of Traded goods includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

5.12 Revenue from Contracts with Customers

Revenue is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The Group is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

However, Goods and Services tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Notes to Consolidated Financial Statements

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Goods and Services:

Revenue from sale of goods is recognised when control of the goods is transferred to the Customers. The normal credit term is 30 to 120 days from the invoice date. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Generally, the Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Rendering of Services:

Revenue from rendering of services is recognised with reference to the stage of completion determined based on estimate of work performed, and when the outcome of the transaction can be estimated reliably.

Contract Balances:

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the Customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade Receivable represents the Group's right to an amount of consideration that is unconditional. Refer to accounting policies of financial assets in Note 5.28.A.

Construction Contracts:

Performance obligations with reference to construction contracts are satisfied over the period of time, and accordingly, Revenue from such contracts is recognised based on progress of performance determined using input method with reference to the cost incurred on contract and their estimated total costs. Revenue is adjusted towards liquidated damages, and price variations / escalation, wherever, applicable. Variation in contract work and other claims are included to the extent that the amount can be measured reliably and generally when it is agreed with customer. Estimates of revenue and costs are reviewed periodically and revised, wherever circumstances change, resulting increases or decreases in revenue determination, is recognised in the period in which estimates are revised.

Contract liability is the obligation to transfer goods or services to a Customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Cost to obtain a contract:

The Group pays sales commission to agents for obtaining the contract. The Group has elected to apply the optional practical expedient for costs to obtain a contract which allows the Group to immediately expense sales commissions because the amortisation period of the asset that the Group otherwise would have used is one year or less.

Warranty obligations:

The Group provides warranties for certain products and these warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in Note 5.22 Provisions and Contingencies.

5.13 Other Income

Dividends:

Dividend income is accounted for when the right to receive it is established.

Notes to Consolidated Financial Statements

Interest Income:

For all debt instruments measured at amortised cost, interest income is recognised on time proportion basis, taking into account the amount outstanding and effective interest rate.

Rental Income:

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature.

Royalty Income:

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreement.

5.14 Government Grants, Subsidies and Export Incentives

Government grants and subsidies are recognised when there is reasonable assurance that the conditions attached to them are complied with and the grants/subsidy will be received.

When the grant or subsidy from the Government relates to an expense item, it is recognised as income on a systematic basis in the statement of profit and loss over the period necessary to match them with the related costs, which they are intended to compensate. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

On receipt of grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset, i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value of the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

5.15 Employee Benefits

I. Defined Contribution Plans

a. Superannuation

Contributions at a sum equivalent to 15% of eligible employees salary are made to Superannuation Funds administered by trustees and managed by Life Insurance Corporation of India (LIC). There is no liability for future Superannuation Fund benefits other than the annual contribution and such contributions are recognised as an expense in the year in which the services are rendered.

b. Provident Fund

Contributions towards Employees Provident Fund made to the Regional/Employee Provident Fund are recognised as expense in the year in which the services are rendered.

c. Employee State Insurance

Contributions to Employees State Insurance Scheme are recognised as expense in the year in which the services are rendered.

II. Defined Benefit Plan

a. Gratuity

Annual contributions, in respect of Company and certain subsidiaries incorporated in India, are made to Gratuity Funds administered by trustees and the Contributions are invested in a Scheme with Life Insurance Corporation of India, as permitted by Indian Law. In respect of certain other subsidiaries incorporated in India the contributions are made to the Funds operated by such subsidiaries. The liability for future gratuity benefits is accounted for based on actuarial valuation, as at the Balance Sheet date, determined every year using the Projected Unit Credit method.

Re-measurements comprising of Actuarial gains/ losses the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are immediately recognised in the balance sheet with a corresponding debit or Credit in to retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods.

Notes to Consolidated Financial Statements

Past service cost is recognised in profit or loss on the earlier of the date of the plan amendment or curtailment, and the date recognised for related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The following changes are recognised in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs and
- Net interest expense or income.

b. Provident Fund

Eligible employees of the Group receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Group make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Group contributes a portion to the Group's Employee Provident Fund Trusts. These trusts invest in specific designated instruments as permitted by the Indian law. The remaining portion is contributed to the government administered pension fund. The rate at which annual interest is payable to the beneficiaries by the trust is administered by the government. The Group has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate.

Re-measurements, comprising of actuarial gains/ losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are immediately recognised in the balance sheet with a corresponding debit or Credit in to retained earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods.

III. Long Term Compensated Absences

The accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/ losses are immediately taken to the statement of profit and loss and are not deferred. The Group presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Group has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

IV. Short Term Employee Benefits

Short term employee benefits include short term compensated absences which is recognised based on the eligible leave at credit on the Balance Sheet date, and the estimated cost is based on the terms of the employment contract.

V. Voluntary Retirement Scheme

Compensation to employees under Voluntary Retirement Schemes is expensed in the period in which the liability arises. The Group recognizes termination benefit as a liability and an expense when the Group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Employee benefits relating to employees of overseas subsidiaries are covered based on the labour laws prevailing in the country of incorporation of the subsidiaries.

VI. Termination benefits:

Termination benefits are recognised as an expense when the entity can no longer withdraw the offer of the termination benefits or when the entity recognise any related restructuring costs whichever is earlier.

5.16 Leases

The Group 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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and low value leases. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Notes to Consolidated Financial Statements

a. **Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). 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. The right-of-use assets are also subject to impairment. Right-of-use assets mainly consists of land, building and vehicles, having a lease term of 2 to 99 years.

b. **Lease Liabilities**

At the commencement date of the lease, the Group 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 Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. 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. The Group's lease liabilities are included in financial liabilities.

c. **Short-term leases and Leases of Low Value Assets**

The Group applies the short-term lease recognition exemption to its short-term leases (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). It also applies the lease of low value assets recognition exemption to leases of assets that are considered to be low value. Lease payments on short-term leases and leases on low value assets are recognised as expense on a straight-line basis over the lease term.

Operating Lease as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

5.17 Foreign Currency Transactions

Initial recognition

Transactions in foreign currencies entered are accounted at the exchange rates prevailing on the date of the transaction.

Measurement as at Balance Sheet Date

Foreign currency monetary items that are outstanding at the Balance Sheet date are restated at year end exchange rates.

Non-monetary items carried at historical cost are translated using the exchange rates at the dates of initial transactions.

Notes to Consolidated Financial Statements

Treatment of exchange differences

Exchange differences arising on settlement/ restatement of foreign currency monetary assets and liabilities are recognised as income or expense in the statement of profit and loss.

Consolidation of subsidiaries situated in foreign countries

The translation of financial statements of the foreign subsidiaries from their respective functional currencies to the presentation currency (INR) is performed for assets and liabilities using the exchange rates prevailing at the reporting date and for revenue, expense and cash-flow items using the average exchange rate for the respective periods. The gains or losses resulting from such translation are included in currency translation reserves under OCI.

When a subsidiary is disposed of, in full, the relevant amount is transferred to net profit in the consolidated statement of profit and loss. However, when a change in the parent's ownership does not result in loss of control of a subsidiary, such changes are recorded through equity.

Any goodwill arising in the acquisition/ business combination of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

5.18 Derivative Instruments and Hedge Accounting

Cash flow Hedge

The Group uses cash flow hedges (forward contracts and currency swaps) to hedge its risks associated with foreign currency fluctuations relating to firm commitment or highly probable forecast transactions.

The use of Derivative Contracts is governed by the Group's policies on the use of such financial derivatives consistent with the Group's risk management strategy. The Group does not use derivative financial instruments for speculative purposes.

Derivative Contracts are measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of these Derivative Contracts that are designated and effective as hedges of future cash flows are recognised directly in "Other Comprehensive Income" and the ineffective portion is recognised immediately in the statement of profit and loss.

Changes in the fair value of Derivative Contracts that do not qualify for hedge accounting are recognised in the statement of profit and loss as they arise.

The amounts recognised in the Other Comprehensive Income are transferred to the statement of profit and loss when the hedged transactions crystalizes.

If the forecast transaction is no longer expected to occur, the cumulative gain or loss previously recognised in Other Comprehensive Income is transferred to statement of profit and loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised. If any of these events occur or if a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised under Other Comprehensive Income is transferred to the statement of profit and loss for the year.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge by applying the hedge accounting principles set out in Ind AS 109 – "Financial Instruments". The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the Group will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

5.19 Depreciation and Amortisation

The Group depreciates Property, Plant and Equipment over their estimated useful lives using the Straight-line method, as per Schedule II of Companies Act, 2013. The estimated useful lives are as follows:

Notes to Consolidated Financial Statements

Description of Assets	Useful life
Plant & Machinery	7.5 Years - 15 Years
Electrical Appliances	5 Years – 10 Years
Furniture & Fixtures	10 Years
Factory Buildings	30 Years
Other Buildings	60 Years
Vehicles	4 Years

The following category of Property, Plant and Equipment and Intangibles are not depreciated/ amortised as per Schedule II of Companies Act, 2013. These category of Property, Plant and Equipment and Intangibles are depreciated/amortised based on the Group's estimate of their useful lives taking into consideration, technical advice:

Description of Assets	Category	Useful life
Buildings - Roof structure on certain factory areas, where useful life is less	PPE	3 Years – 93 Years
Plant and Machinery - Special tools and special purpose machines used in door frame products	PPE	4 Years
Plant and Machinery - Electrical Appliances such as Air Conditioner, Fridge, Water Cooler, Camera, TV, Grinder etc.,	PPE	5 Years
Plant and Machinery - used in die making process	PPE	10 Years
Plant and Machinery – Others	PPE	1 Year - 20 Years
Office Equipment - Data Processing Equipment	PPE	1 Year - 15 Years
Vehicles - Motor Vehicles	PPE	1 Year - 10 Years
Furniture & Fixtures	PPE	1 Year - 15 Years
Software	Intangibles	3 Years - 15 Years
Other Intangibles	Intangibles	2 Years - 15 Years
Intangible Asset on Lease Contract	Intangibles	19 Years - 71 Years
Technical Know-How	Intangibles	7 Years
Brand	Intangibles	5 Years - 15 Years
Customer Relationship	Intangibles	3 Years - 7 Years
Development cost R&D	Intangibles	3 Years

Depreciation/amortisation is provided pro-rata from the month of Capitalisation.

Certain Property, Plant and Equipment are treated as Continuous Process Plants based on technical evaluation done by the Management and are depreciated on the straight-line method based on the useful life as prescribed in Schedule II to the Companies Act, 2013.

5.20 Research and Development

Revenue expenditure on research and development is expensed when incurred. Capital expenditure on research and development is capitalised under Property, Plant and Equipment and depreciated in accordance with Note 5.19 above.

Development expenditure on an individual project is capitalised as intangible asset, if all of the following criteria can be demonstrated:

a. The technical feasibility of completing the intangible asset so that it will be available for use or sale;

b. The Group has intention to complete the development of intangible asset and use or sell it;

c. The Group has ability to use or sell the intangible asset;

d. The manner in which the probable future economic benefit will be generated including the existence of a market for output of the intangible asset or the intangible asset itself or if it is to be used internally, the usefulness of the intangible asset;

e. The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and

f. The Group has ability to measure the expenditure attributable to the intangible asset during the development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over a period of five years. During the period of development, the asset is tested for impairment annually.

5.21 Taxes on Income

Income tax expense comprises current and deferred taxes. Income tax expense is recognised in the statement of profit and loss except to the extent it

Notes to Consolidated Financial Statements

relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The DTA is recognised for MAT credit available only to the extent that it is probable that the group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is probable that it will pay normal tax during the specified period.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred Tax Liability is not recognised in respect of taxable temporary differences associated with investments in subsidiaries and investments in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not be reversed in the foreseeable future.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

ii. In respect of taxable temporary differences associated with investments in subsidiaries, and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except

i. When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

ii. In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside the Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Notes to Consolidated Financial Statements

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

In the situations where one or more entities in the Group are entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where they operate, no deferred tax (asset or liability) is recognised in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned entity's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognised in the year in which the temporary differences originate.

In respect of overseas subsidiaries, income tax is provided for based on income tax laws prevailing in the country of incorporation of the respective subsidiaries.

5.22 Provisions and Contingencies

A provision is recognised when there is a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for warranty-related costs are recognised when the product is sold or service provided. Provision is estimated based on historical experience and technical estimates. The estimate of such warranty-related costs is reviewed annually.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The contingent liability is not recognised but its existence is disclosed in the financial statements.

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

5.23 Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Capitalisation of Borrowing Costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are expensed in the period they occur.

5.24 Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders of parent 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. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of parent company and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Notes to Consolidated Financial Statements

5.25 Share Based Payments (Employees Stock Option Scheme)

Stock options are granted to the employees under the stock option scheme. The costs of stock options granted to the employees (equity-settled awards) of the Group are measured at the fair value of the equity instruments granted. For each stock option, the measurement of fair value is performed on the grant date. The grant date is the date on which the Group and the employees agree to the stock option scheme. The fair value so determined is revised only if the stock option scheme is modified in a manner that is beneficial to the employees.

This cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves/ stock options outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

If the options vests in instalments (i.e. the options vest pro rata over the service period), then each instalment is treated as a separate share option grant because each instalment has a different vesting period.

5.26 Cash Dividend

The Group recognises a liability to make cash distributions to equity holders, when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

5.27 Treasury Shares

The Group had an Employee Benefit Trust, having Company's shares, for providing share-based payment to its employees. The Group treats Trust as its extension and shares held by Trust were treated as treasury shares.

Own equity instruments (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, on sale, is recognised in equity.

During the previous year, the Trust had, in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014, sold these shares as they were not backed by ESOP grants. Subsequent to this, there are no further Treasury Shares held by the Employee Benefit Trust.

5.28 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

i. Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

ii. Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

a. Debt instruments at amortised cost

b. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

c. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt Instruments at Amortised Cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b. Contractual terms of the asset give rise on specified dates to cash flows that are solely

Notes to Consolidated Financial Statements

payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt Instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt Instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Equity Investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

iii. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is de-recognised primarily when:

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

b. The Group has transferred substantially all the risks and rewards of the asset or has transferred control of the asset.

iv. Impairment of Financial Assets

In accordance with Ind-AS 109, the Group applies Expected Credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and Credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the group to track changes in Credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets, the group

Notes to Consolidated Financial Statements

determines that whether there has been a significant increase in the Credit risk since initial recognition. If Credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if Credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, Credit quality of the instrument improves such that there is no longer a significant increase in Credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected Credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original EIR. When estimating the cash flows, the group is required to consider:

a. All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the group is required to use the remaining contractual term of the financial instrument

b. Cash flows from the sale of collateral held or other Credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off Criteria, the group does not reduce impairment allowance from the gross carrying amount.

For assessing increase in Credit risk and impairment loss, the group combines financial instruments on the basis of shared Credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in Credit risk to be identified on a timely basis.

B. Financial Liabilities

i. Initial Recognition and Measurement

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

The group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

ii. Subsequent measurement

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

Financial Liabilities at Fair Value Through Profit or Loss

Financial liabilities at fair value through profit or loss include derivatives. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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

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

Loans and Borrowings

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

Notes to Consolidated Financial Statements

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

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of 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 on a net basis, to realise the assets and settle the liabilities simultaneously.

C. Financial Guarantee Contracts

A financial guarantee contract is a contract that requires the Group to make specified payment to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are Subsequently measured at the higher of, the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount initially recognised less cumulative amount of income recognised.

5.29 Segment accounting:

Operating segments are those components of the business whose operating results are regularly reviewed by the management to make decisions for performance assessment and resource allocation. Segment performance is evaluated based on the profit or loss of reportable segment and is measured consistently.

The Operating segments have been identified on the basis of the nature of products / services.

a. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter-segment revenue.

b. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.

c. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.

d. Segment result includes margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.

e. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.

5.30 Exceptional items:

An item of income or expense which by its size, type or incidence is such that its disclosure improves the understanding of the performance of the Group, such income or expense is classified as an exceptional item and accordingly, disclosed as such in the CFS.

5.31 Non-current assets held for sale and discontinued operations:

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss. Also comparative

Notes to Consolidated Financial Statements

statement of profit and loss is represented as if the operation had been discontinued from the start of the comparative period. Assets and liabilities classified as held for disposal are presented separately from other assets and liabilities in the balance sheet. Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

5.32 New and amended standards

Amendments to Ind AS 109, Ind AS 107, Ind AS 104 and Ind AS 116: Interest Rate Benchmark Reform – Phase 2

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR)

The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

These amendments had no impact on the standalone financial statements of the Company. The company intends to use the practical expedients in future periods if they become applicable.

Conceptual framework for financial reporting under Ind AS issued by ICAI

The Framework is not a Standard and it does not override any specific standard. Therefore, this does not form part of a set of standards pronounced by the standard-setters. While, the Framework is primarily meant for the standard setter for formulating the standards, it has relevance to the preparers in certain situations such as to develop consistent accounting policies for areas that are not covered by a standard or where there is choice of accounting policy, and to assist all parties to understand and interpret the Standards.

The amendments made in following standards due to Conceptual Framework for Financial Reporting under Ind AS includes amendment of the footnote to the definition of an equity instrument in Ind AS 102 - Share Based Payments, footnote to be added for definition of liability i.e. definition of liability is not revised on account of revision of definition in conceptual framework in case of Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets etc.

The MCA has notified the Amendments to Ind AS consequential to Conceptual Framework under Ind AS vide notification dated June 18, 2021, applicable for annual periods beginning on or after April 1, 2021. Accordingly, the Conceptual Framework is applicable for preparers for accounting periods beginning on or after 1 April 2021.

These amendments had no impact on the consolidated financial statements of the Company.

Amendments to Ind AS 116: COVID-19-Related Rent Concessions

MCA issued an amendment to Ind AS 116 COVID-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021. The amendment applies to annual reporting periods beginning on or after 1 April 2021.

Amendments to Ind AS 105, Ind AS 16 and Ind AS 28

The definition of "Recoverable amount" is amended such that the words "the higher of an asset's fair value less costs to sell and its value in use" are replaced with "higher of an asset's fair value less costs of disposal and its value in use". The consequential amendments are made in Ind AS 105, Ind AS 16 and Ind AS 28.

These amendments had no impact on the consolidated financial statements of the Company.

Notes to Consolidated Financial Statements

Note 6a. Property, Plant and Equipment

₹ in Crores

Particulars	Gross Block at Cost							Depreciation						Net Block	
	As at 31-Mar-2021 (Restated)	Acquisition through Business Combination (Refer Note 40.2)	Re-classification	Exchange Fluctuation pertaining to Foreign Subsidiaries	Additions	Deletions	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)	Re-classification	Exchange Fluctuation pertaining to Foreign Subsidiaries	For the Year	On Deletions	As at 31-Mar-2022	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Land (Freehold)	206.03	-	-	(0.30)	5.29	-	211.02	-	-	-	-	-	-	211.02	206.03
	(136.04)	(68.52)	-	(1.30)	(0.17)	-	(206.03)	-	-	-	-	-	-	(206.03)	(136.04)
Buildings	909.24	-	-	(3.74)	12.03	2.78	914.75	118.37	-	(2.22)	41.42	0.60	156.97	757.78	790.87
	(425.05)	(456.23)	(1.14)	(3.21)	(24.12)	(0.51)	(909.24)	(91.51)	(0.77)	(3.33)	(22.91)	(0.15)	(118.37)	(790.87)	(333.54)
Plant & Machinery	1,683.39	-	-	(13.60)	209.86	16.13	1,863.52	803.40	-	(11.96)	190.73	9.14	973.03	890.49	879.99
	(1,268.36)	(344.74)	-	(16.41)	(69.69)	(15.81)	(1,683.39)	(624.69)	-	(24.02)	(168.87)	(14.18)	(803.40)	(879.99)	(643.67)
Railway Siding	0.01	-	-	-	-	-	0.01	-	-	-	-	-	-	0.01	0.01
	(0.01)	-	-	-	-	-	(0.01)	-	-	-	-	-	-	(0.01)	(0.01)
Office Equipment	55.15	-	-	(0.69)	8.23	0.37	62.32	29.51	-	(0.84)	5.67	0.37	33.97	28.35	25.64
	(28.43)	(22.49)	-	(0.67)	(3.93)	(0.37)	(55.15)	(22.63)	-	(0.66)	(6.49)	(0.27)	(29.51)	(25.64)	(5.80)
Furniture & Fixtures	27.69	-	-	0.02	0.89	0.24	28.36	8.31	-	0.05	3.83	0.16	12.03	16.33	19.38
	(13.35)	(13.98)	-	0.57	(1.17)	(0.24)	(27.69)	(6.44)	-	-	(1.90)	(0.03)	(8.31)	(19.38)	(6.91)
Vehicles	14.64	-	-	(0.14)	7.82	5.57	16.75	6.91	-	(0.11)	3.24	4.57	5.47	11.28	7.73
	(11.81)	(3.71)	-	0.32	(2.29)	(2.85)	(14.64)	(7.00)	-	-	(1.87)	(1.96)	(6.91)	(7.73)	(4.81)
TOTAL	2,896.15	-	-	(18.45)	244.12	25.09	3,096.73	966.50	-	(15.08)	244.89	14.84	1,181.47	1,915.26	1,929.65
	(1,883.05)	(909.67)	(1.14)	(20.70)	(101.37)	(19.78)	(2,896.15)	(752.27)	(0.77)	(28.01)	(202.04)	(16.59)	(966.50)	(1,929.65)	(1,130.78)

Notes:

a. All the above assets are owned by the Company unless otherwise stated as leased asset.

b. Previous Year Figures are given in brackets

c. Non Convertible Debentures are secured by first pari-passu charge on certain Land and Building (refer note 15a and 17a).

Notes to Consolidated Financial Statements

Note 6b - Right-of-use assets

₹ in Crores

	Gross Block at Cost												Net Block	
Particulars	As at 31-Mar-2021 (Restated)	Acquisition through Business Combination (Refer Note 40.2)	Re-classification	Exchange Fluctuation pertaining to Foreign Subsidiaries	Additions	Deletions	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)	Re-classification	Exchange Fluctuation pertaining to Foreign Subsidiaries	For the Year	On Deletions	As at 31-Mar-2022	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Land (Leasehold)	**313.25**	-	**-**	**1.84**	**29.68**	**13.98**	**330.79**	**26.34**	**-**	**0.60**	**8.35**	**-**	**35.29**	**295.50**	**286.91**
	(15.55)	(289.13)	-	(2.31)	(7.76)	(1.50)	(313.25)	(15.34)	-	(4.96)	(6.43)	(0.39)	(26.34)	(286.91)	(0.21)
Buildings	**57.65**	**-**	**-**	**(0.07)**	**4.87**	**8.54**	**53.91**	**14.79**	**-**	**0.29**	**7.64**	**0.83**	**21.89**	**32.02**	**42.86**
	(61.36)	-	-	(1.47)	(6.12)	(11.30)	(57.65)	(9.87)	-	(0.38)	(8.12)	(3.58)	(14.79)	(42.86)	(51.49)
Vehicles	**2.19**	**-**	**-**	**0.22**	**1.81**	**-**	**4.22**	**1.95**	**-**	**-**	**2.27**	**-**	**4.22**	**-**	**0.24**
	(1.97)	-	-	(0.22)	-	-	(2.19)	(1.00)	-	(0.14)	(0.81)	-	(1.95)	(0.24)	(0.97)
Office equipments	**-**	**-**	**-**	**-**	**0.48**	**-**	**0.48**	**-**	**-**	**-**	**0.16**	**-**	**0.16**	**0.32**	**-**
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	**1.94**	**-**	**-**	**0.22**	**-**	**-**	**2.16**	**-**	**-**	**0.10**	**0.62**	**-**	**0.72**	**1.44**	**1.94**
	-	-	-	-	(1.94)	-	(1.94)	-	-	-	-	-	-	(1.94)	-
TOTAL	**375.03**	**-**	**-**	**2.21**	**36.84**	**22.52**	**391.56**	**43.08**	**-**	**0.99**	**19.04**	**0.83**	**62.28**	**329.28**	**331.95**
	(78.88)	(289.13)	-	(4.00)	(15.82)	(12.80)	(375.03)	(26.21)	-	(5.48)	(15.36)	(3.97)	(43.08)	(331.95)	(52.67)

Notes:

a. Previous Year Figures are given in brackets.

Note 6c. Capital Work in progress

Particulars	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-22	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-21 (Restated)
Projects in progress	99.09	15.64	2.41	0.13	117.27	50.44	86.47	1.31	0.05	138.27
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
Total	**99.09**	**15.64**	**2.41**	**0.13**	**117.27**	**50.44**	**86.47**	**1.31**	**0.05**	**138.27**

Capital work in progress (CWIP) completion schedule as at 31-03-2022*

Particulars	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-22	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-21 (Restated)
Variable frequency drives frame	0.93	-	-	-	0.93	-	0.85	-	-	0.85
VSI modules	4.58	-	-	-	4.58	-	1.99	-	-	1.99
Variable frequency drives	1.37	-	-	-	1.37	-	1.18	-	-	1.18
Emo variable frequency drives	0.20	-	-	-	0.20	-	0.08	-	-	0.08
Testing facility - GIS	-	-	-	-	-	0.34	-	-	-	0.34
Low Power variable frequency drives	-	-	-	-	-	2.66	-	-	-	2.66
High power for Variable frequency drives	-	-	-	-	-	0.41	-	-	-	0.41
Other Business	2.41	-	-	-	2.41	-	-	-	-	-
Total	**9.49**	**-**	**-**	**-**	**9.49**	**3.41**	**4.10**	**-**	**-**	**7.51**

*Project wise completion schedule where project cost has exceeded or projects are overdue

Notes to Consolidated Financial Statements

Note 6d - Intangible Assets

₹ in Crores

Particulars	Gross Block at Cost							Depreciation						Net Block	
	As at 31-Mar-2021 (Restated)	Acquisition through Business Combination (Refer Note 40.2)	Re-classification	Exchange Fluctuation pertaining to Foreign Subsidiaries	Additions	Deletions	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)	Re-classification	Exchange Fluctuation pertaining to Foreign Subsidiaries	For the Year	On Deletions	As at 31-Mar-2022	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Software	**3.79**	-	-	**(0.65)**	**3.58**	-	**6.72**	**2.55**	-	**(0.75)**	**2.35**	-	**4.15**	**2.57**	**1.24**
	(3.39)	-	-	-	(0.40)	-	(3.79)	(1.72)	-	-	(0.83)	-	(2.55)	(1.24)	(1.67)
Fair Value of Lease Contracts	**9.50**	-	-	-	-	-	**9.50**	**1.07**	-	-	**0.50**	-	**1.57**	**7.93**	**8.43**
	(10.18)	-	-	0.68	-	-	(9.50)	(1.12)	-	0.59	(0.54)	-	(1.07)	(8.43)	(9.06)
Technical Know-How	**194.92**	-	-	**(1.82)**	**1.02**	-	**194.12**	**8.16**	-	**0.60**	**28.28**	-	**37.04**	**157.08**	**186.76**
	-	(197.00)	-	2.08	-	-	(194.92)	-	-	1.98	(10.14)	-	(8.16)	(186.76)	-
Brand	**149.96**	-	-	**(5.49)**	-	-	**144.47**	**5.74**	-	**4.22**	**10.40**	-	**20.36**	**124.11**	**144.22**
	-	(151.20)	-	1.24	-	-	(149.96)	-	-	1.18	(6.92)	-	(5.74)	(144.22)	-
Customer Relationship	**154.63**	-	-	-	-	-	**154.63**	**8.38**	-	**0.83**	**41.65**	-	**50.86**	**103.77**	**146.25**
	-	(155.30)	-	0.67	-	-	(154.63)	-	-	0.59	(8.97)	-	(8.38)	(146.25)	-
Development Cost	**0.45**	-	-	**(1.98)**	**11.56**	-	**10.03**	**0.31**	-	**(1.59)**	**1.90**	-	**0.62**	**9.41**	**0.14**
	-	(5.70)	-	-	-	(5.25)	(0.45)	-	-	-	(5.56)	(5.25)	(0.31)	(0.14)	-
Total	**513.25**	-	-	**(9.94)**	**16.16**	-	**519.47**	**26.21**	-	**3.31**	**85.08**	-	**114.60**	**404.87**	**487.04**
	(13.57)	(509.20)	-	4.67	(0.40)	(5.25)	(513.25)	(2.84)	-	4.34	(32.96)	(5.25)	(26.21)	(487.04)	(10.73)

Notes:

a. Previous Year Figures are given in brackets

Note 6e. Intangible Assets under Development

Particulars	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-22	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-21 (Restated)
Projects in progress	4.78	0.10	3.54	2.59	11.01	0.25	7.02	4.43	2.26	13.96
Projects temporarily suspended	-	-	-	-	-	-	-	-	-	-
Total	**4.78**	**0.10**	**3.54**	**2.59**	**11.01**	**0.25**	**7.02**	**4.43**	**2.26**	**13.96**

Notes:

a. There are no overdue projects as at March 31, 2022 and March 31, 2021.

Notes to Consolidated Financial Statements

Note 6f. Goodwill on Consolidation

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Opening Balance as at beginning of the year	664.67	309.22
Adjustment on account of business combination (Refer Note 40.2)	-	352.65
Effect of Foreign Currency Translation	(1.53)	2.80
Closing Balance as at end of the year	**663.14**	**664.67**
Impairment		
Opening Balance as at beginning of the year	-	-
Impairment during the year		
Closing Balance as at end of the year	**-**	**-**
Goodwill as at end of the year	**663.14**	**664.67**

Goodwill recognised at the time of acquisition of Shanthi Gears Limited (SGL)

The Goodwill recognised at the time of acquisition of the SGL represents the significant portion of the total Goodwill carried by the Group. The quoted market value of shares of SGL held by the Group as on 31st March 2022 is ₹974.93 Cr. which is significantly higher than the acquisition price. Accordingly, based on the assessment of goodwill done by the group, it believes that the carrying amount of goodwill is recoverable and no impairment has been considered.

Goodwill recognised at the time of acquisition of CG Power and Industrial Solutions Limited (CGPISL)

The Goodwill recognised at the time of acquisition of the CGPISL represents the significant portion of the total Goodwill carried by the Group. The quoted market value of shares of CGPISL held by the Group as on 31st March 2022 is ₹15,167.95 Cr. which is significantly higher than the acquisition price. Accordingly, based on the assessment of goodwill done by the group, it believes that the carrying amount of goodwill is recoverable and no impairment has been considered.

Goodwill recognised at the time of acquisition of other entities

The remaining goodwill relating to other Subsidiary, viz., Financiere C10 has been evaluated based on the cash flow forecasts of the related CGUs and the recoverable amounts of these CGUs exceeded their carrying amount.

Note 7. Investment Properties

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Opening Balance as at beginning of the year	14.01	12.87
Additions during the year	-	-
Transferred from PPE	-	1.14
Closing Balance as at end of the year	**14.01**	**14.01**
Depreciation		
Opening Balance as at beginning of the year	1.75	0.77
Accumulated Depreciation - Transferred from PPE	-	0.77
Other Adjustment	0.14	-
Depreciation during the year	0.20	0.21
Closing Balance as at end of the year	**2.09**	**1.75**
Net Block as at the end of the year	**11.92**	**12.26**

Notes to Consolidated Financial Statements

Information regarding income and expenditure of Investment property ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Rental Income derived from Investment Properties	2.28	2.03
Direct Operating Expenses (including repairs and maintenance)	-	-
Profit arising from Investment Properties before Depreciation and Indirect Expenses	**2.28**	**2.03**
Depreciation	(0.20)	-
Profit arising from Investment Properties before Indirect Expenses	**2.08**	**2.03**

Reconciliation of fair value: ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Opening Balance as at beginning of the year	44.68	30.30
Transferred from PPE	-	12.93
Fair value difference	0.17	1.45
Closing Balance as at end of the year	**44.85**	**44.68**

The Group's Investment Property consists of properties in Chennai, Mumbai and Coimbatore.

As at 31st March 2022, the Fair Value of the Properties is ₹44.85 Cr. (31st March 2021 - ₹44.68 Cr.)

The fair value of the investment properties are determined by an accredited Independent valuer, who is a specialist in valuing these types of investment properties and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. The valuation model in accordance with that recommended by the Valuation Standards Committee has been applied. The resulting Fair Value Estimates are classified under Level 3 of the Fair Value Hierarchy (Refer Note 41.2).

The Group has no restrictions on the disposal of its Investment Property and no contractual obligations to purchase, construct or develop Investment Property or for repairs, maintenance and enhancements.

Note 8a. Investment in Joint ventures and Associate

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Investments at Cost:		
Equity Shares (Fully Paid) - Unquoted		
Investment in Joint Ventures		
Cellestial E-Mobility Private Limited and its Subsidiary (Refer Note ii)	157.98	-
TI Tsubamex Private Limited (Refer Note iii)	-	-
Investment in Associate		
M/s Aerostrovilos Energy Private Limited (Refer Note i)	3.43	-
Total	**161.41**	**-**

Notes:

i) During the year, the Holding Company was allotted 4,151 equity shares of face value of ₹10/- each, fully paid up, representing 27.78% of paid up share capital of M/s Aerostrovilos Energy Private Limited ("AEPL") for a consideration of ₹3.46 Cr., pursuant to the Shares Subscription Agreement executed between the Company and AEPL. AEPL is an associate of the Holding Company.

Notes to Consolidated Financial Statements

ii) During the year, the Holding Company has incorporated a wholly owned subsidiary viz., TI Clean Mobility Private Limited ("TICMPL") to pursue and engage in Clean Mobility business interests and electric three-wheeler business with an equity investment of ₹100 Cr. TICMPL acquired 1,41,677 equity shares of the face value of ₹10/- each, representing about 69.95% of the subscribed and paid up share capital of M/s. Cellestial E-Mobility Private Limited ("CEMPL"), a company engaged in design and manufacture of electric tractors, aviation ground support electric equipment and other electric machinery for a consideration of ₹160.90Cr. TICMPL has joint control over CEMPL.

iii) Consequent to discontinuance of TI Tsubamex Private Limited ("TTPL") operations, sale of its assets and settling of its liabilities, the Holding Company's application with the Registrar of Companies, Chennai (ROC) for striking off TTPL's name from the Register of Companies has been approved in the current year. Accordingly, the investment have been set off against the provisions previously made in the current year.

Note 8b. Financial assets - Other Investments

Particulars	Nominal Value ₹ per unit	Number of Securities		₹ in Crores	
		As at 31-Mar-2022	As at 31-Mar-2021 (Restated)	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
(A) Investments at Fair Value Through Other Comprehensive Income (FVTOCI):					
Equity Shares (Fully Paid) - Unquoted					
Bombay Mercantile Co-op. Limited (Fair value ₹5,000 only) (Refer Note b)	10	500	500	-	-
Southern Energy Development Corporation Limited	10	70,000	70,000	7.46	7.35
TI Cycles of India Co-operative Canteen Limited (Fair value - ₹250 only) (Refer Note b)	5	50	50	-	-
TI Diamond-Miller Co-operative Canteen Limited (Fair value - ₹100 only) (Refer Note b)	5	20	20	-	-
Cauvery Power Generation Chennai Private Limited	10	-	24,00,000	-	-
Watsun Infrabuild Private Limited	10	10,55,913	10,55,913	1.06	1.06
Bond - Quoted					
Tax Free Bonds	1,000	-	70,000	-	7.63
Total (A)				**8.52**	**16.04**
(B) Investments at Amortised Cost:					
Investments in Bonds - Quoted					
PFC Tax Free Bonds	1,000	2,567	12,567	0.26	1.31
IRFC Tax Free Bonds	1,000	36,783	36,783	3.96	3.96
NHAI Bonds 2015 escrow A/c	1,000	71,428	71,428	8.01	8.01
IREDA Tax Free Bonds	1,000	23,624	23,624	2.41	2.41
HUDCO Tax Free Bonds	1,000	18,442	41,442	1.87	4.28
NABARD Tax Free Bonds	1,000	4,008	4,008	0.40	0.40
RECL Tax Free Bonds	1,000	28,000	28,000	3.23	3.23
NTPC Tax Free Bonds	1,000	17,735	17,735	1.99	1.99
NHPC Limited Tax Free Bonds	1,000	800	800	0.09	0.09
SBI - PERPETUAL BONDS	10,00,000	-	20	-	1.99
10.18% GOI 2026	100	39,000	39,000	0.39	0.39
Total (B)				**22.61**	**28.06**

Notes to Consolidated Financial Statements

(C) Investments at Fair Value Through Profit and Loss (FVTPL):

Particulars	Nominal Value ₹ per unit	Number of Securities		₹ in Crores	
		As at 31-Mar-2022	As at 31-Mar-2021 (Restated)	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Equity Shares (Fully Paid) - Unquoted					
Dinette Exclusive Club Pvt Ltd	100	500	500	0.01	0.01
Radiant Electronics Limited	100	1,90,000	1,90,000	-	-
Other non-current investments				0.17	1.41
Investments in Debentures/Bonds					
Avantha Holdings Limited (Optionally Convertible, Zero Coupon, Non-marketable, Transferable Debentures)	100	8,00,000	8,00,000	8.00	8.00
Dinette Exclusive Club Pvt Ltd (0% unsecured irredeemable non-convertible debentures)	100	5,000	5,000	0.05	0.05
Total (C)				**8.23**	**9.47**
Less: Provision for impairment in value of investment				(8.00)	(8.00)
				0.23	**1.47**
Total (A + B + C)				**31.36**	**45.57**

Quoted		
Cost	22.61	35.42
Market value	22.61	35.42
Unquoted		
Cost	9.37	12.95
Provision for impairment in value of investment	8.00	8.00

Notes:

a) Investments at fair value through OCI (fully paid) reflect investment in unquoted equity securities and quoted debt securities. The Group has designated the unquoted equity securities as FVTOCI on the basis that these are not held for trading. Investments at amortised cost reflect investments in quoted tax free bonds. Refer Note 41.1 for determination of their fair value.

b) Represents amounts less than ₹1 Lakh.

Note 8c. Other Financial assets

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Electricity & Other deposits	23.65	25.79
Deposits with banks (with maturity period of more than 12 months)*	11.06	10.64
Others	21.46	20.99
Total	**56.17**	**57.42**

* Deposit as at 31st March, 2022 includes ₹0.01 Cr. as Margin money (31st March, 2021 ₹0.14 Cr.)

Notes to Consolidated Financial Statements

Note 9. Other non-current assets

(Considered Good, Unsecured unless stated otherwise) ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Capital Advances		
- Secured	4.81	0.99
- Unsecured	30.27	13.17
	35.08	**14.16**
Less: Provision for Doubtful Advance	(0.18)	(0.18)
	34.90	**13.98**
Balance with Customs, Excise and Sales Tax Authorities	21.27	21.54
Rental Advance	0.32	0.17
Total	**56.49**	**35.69**

Note 10. Inventories

(Lower of Cost and Net Realisable Value) ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Raw Materials	468.12	399.28
Work-in-Progress	469.23	381.62
Finished Goods	285.46	256.27
Stock-in-Trade	40.68	18.26
Stores and Spare Parts	12.06	10.36
Goods-in-Transit		
- Raw Materials	47.48	34.44
- Stock-in-Trade	4.08	5.90
Total	**1,327.11**	**1,106.13**

During the year ended 31st March 2022, ₹0.90 Cr. was recognised as an income to bring the inventories to record them at Net Realisable Value. (31st March 2021 - expense of ₹2.52 Cr.)

Note 11a. Financial assets - Loans

(Considered Good, Unsecured unless stated otherwise) ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Loan to Employees	2.17	1.93
Total	**2.17**	**1.93**

Loan to employee are Non Derivative financial assets which generate a fixed or variable interest income for the group.

Note 11b. Trade Receivables

(Unsecured) ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Considered Good	1,788.00	1,239.49
Provision for Receivables	(4.50)	(3.45)
	1,783.50	**1,236.04**

Notes to Consolidated Financial Statements

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Trade Receivables which have significant increase in Credit Risk	3.14	6.90
Provision for Receivables	(1.30)	(4.09)
	1.84	**2.81**
Trade Receivables - credit impaired	166.94	181.79
Impairment Allowance (allowance for bad and doubtful debts)	(166.94)	(181.79)
	-	-
Total	**1,785.34**	**1,238.85**
Breakup of Security - Credit Risk		
Considered Good	1,788.00	1,239.49
Trade Receivables which have significant increase in Credit Risk	3.14	6.90
Trade Receivables - credit impaired	166.94	181.79
	1,958.08	**1,428.18**
Provision for Doubtful / Impairment on Receivables		
Considered Good	(4.50)	(3.45)
Trade Receivables which have significant increase in credit Risk	(1.30)	(4.09)
Trade Receivables - credit impaired	(166.94)	(181.79)
Total	**(172.74)**	**(189.33)**
Total	**1,785.34**	**1,238.85**

Reconciliation of Provision / Impairment for Receivables ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Opening Balance as at beginning of the year	189.33	11.99
Additions / adjustments on account of Business Combination (Refer Note 40.2)	-	280.35
Created / (Reversed) during the year	(16.59)	(103.01)
Closing Balance as at end of the year	**172.74**	**189.33**

Trade Receivables are non-interest bearing and generally have credit period to a maximum of 120 days. For terms and conditions, relating to related party receivables, refer to Note 36. There are no debts due by directors or other officers of the Group or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

Break-up of Trade Receivables as at 31st Mar 2022 ₹ in Crores

	Particulars	Current but not due	Outstanding					Total
			< 6 months	6 months - 1 year	1-2 Years	2-3 Years	> 3 Years	
(i)	Undisputed trade Receivables – considered good	1,201.10	525.08	27.76	5.82	18.58	9.16	1,787.50
(ii)	Undisputed trade Receivables – which have significant increase in credit risk	-	-	2.98	-	-	0.14	3.12
(iii)	Undisputed trade Receivables – credit impaired	-	0.02	1.57	7.96	91.60	65.03	166.18
(iv)	Disputed trade Receivables – considered good	-	0.09	0.23	0.09	-	0.09	0.50
(v)	Disputed trade Receivables – which have significant increase in credit risk	-	-	0.01	-	-	0.01	0.02
(vi)	Disputed trade Receivables – credit impaired	-	-	-	0.04	0.09	0.63	0.76
	Total	**1,201.10**	**525.19**	**32.55**	**13.91**	**110.27**	**75.06**	**1,958.08**

Notes to Consolidated Financial Statements

Break-up of Trade Receivables as at 31st Mar 2021 (Restated) ₹ in Crores

	Particulars	Current but not due	Outstanding < 6 months	6 months - 1 year	1-2 Years	2-3 Years	> 3 Years	Total
(i)	Undisputed trade Receivables – considered good	856.72	279.71	19.12	66.96	1.39	16.60	1,240.50
(ii)	Undisputed trade Receivables – which have significant increase in credit risk	-	-	4.95	0.01	0.06	0.09	5.11
(iii)	Undisputed trade Receivables – credit impaired	5.51	37.54	5.47	17.37	25.19	90.34	181.42
(iv)	Disputed trade Receivables – considered good	-	0.07	0.08	-	-	0.05	0.20
(v)	Disputed trade Receivables – which have significant increase in credit risk	-	-	-	-	-	0.01	0.01
(vi)	Disputed trade Receivables – credit impaired	-	-	0.09	0.10	0.09	0.66	0.94
	Total	**862.23**	**317.32**	**29.71**	**84.44**	**26.73**	**107.75**	**1,428.18**

Note 11c. Financial assets - Investments

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Quoted Investments - FVTPL		
Investments in Mutual Funds	348.98	323.48
Investments in equity instruments (FVTPL)	0.01	0.01
Total	**348.99**	**323.49**

During the year, the Group has invested an aggregate amount of ₹2,121.04 Cr. (Previous Year - ₹2,476.00 Cr.) in the units of various Cash Management Schemes of Mutual funds, for the purposes of deployment of temporary cash surplus and has ₹348.99 Cr. (Previous Year - ₹323.49 Cr.) in mutual funds as at year end. The total consideration received on the sale of units during the year was ₹2,103.93 Cr. (Previous Year - ₹2,303.12 Cr.).

Note 11d. Cash and Cash Equivalents

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balances with Banks in Current Account	167.14	214.52
Bank Deposits with maturity less than 3 months	239.40	284.56
Cash on Hand	7.23	14.73
Total Cash and Cash Equivalents	**413.77**	**513.81**
Cash Credit facility (Secured)	(1.60)	(0.12)
Cash and Cash Equivalents from Discontinued Operations	2.25	2.08
Total Cash and Cash Equivalents as per Statement of Cash Flow	**414.42**	**515.77**

Notes:

a) As at 31st March 2022, the Group has undrawn committed lines of ₹894.36 Cr. (As at 31st March 2021 - ₹1,065.47 Cr.).

Notes to Consolidated Financial Statements

(b) Changes in Liabilities arising from Financing Activities

Particulars	As at 31-Mar-2021 (Restated)	Additions on account of Business Combination (Refer Note 40.2)	Additions / Deletions to Lease	Cash Inflows / (Outflows)	Foreign exchange movement impact	Finance cost charged during the year	As at 31-Mar-2022
Borrowings							
Term Loan from Banks	673.87	-	-	(528.58)	-	-	145.29
Debentures	302.06	-	-	(52.06)	-	1.03	251.03
Working Capital Loan	401.14	-	-	(41.76)	-	-	359.38
Borrowings from Bank	537.43	-	-	(490.97)	-	-	46.46
Cash Credit	0.12	-	-	1.48	-	-	1.60
Lease Liabilities							
Lease Liabilities	57.78	-	23.11	(17.74)	(0.38)	4.38	67.15
Total	**1,972.40**	**-**	**23.11**	**(1,129.63)**	**(0.38)**	**5.41**	**870.91**

Particulars	As at 31-Mar-2020	Additions on account of Business Combination (Refer Note 40.2)	Effect of reclassification	Cash Inflows / (Outflows)	Foreign exchange movement impact	Finance cost charged during the year	As at 31-Mar-2021 (Restated)
Borrowings							
Term Loan from Banks	15.79	631.09	-	26.99	-	-	673.87
Debentures	102.06	200.00	-	(2.06)	-	2.06	302.06
Working Capital Loan	253.61	132.83	-	14.70	-	-	401.14
Borrowings from Bank	-	537.43	-	-	-	-	537.43
Cash Credit	0.03	-	-	0.09	-	-	0.12
Lease Liabilities							
Lease Liabilities	42.84	22.47	1.59	(11.33)	(1.56)	3.77	57.78
Total	**414.33**	**1,523.82**	**1.59**	**28.39**	**(1.56)**	**5.83**	**1,972.40**

Note 11e. Bank Balances other than above

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Unpaid Dividend Accounts (Refer note a)	3.30	3.12
Bank Deposits with original maturity of more than 12 months (Refer note b)	155.26	89.20
Others	0.33	10.45
Total	**158.89**	**102.77**

Notes:

a) There are restrictions in the balances in Unpaid Dividend accounts.

b) The bank deposits are earmarked against certain commitments

Notes to Consolidated Financial Statements

Note 11f. Other Financial assets

₹ in Crores

(At Amortised Cost, considered good and unsecured, unless stated otherwise)

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Interest Accrued		
- Income recognised on Fixed Deposit and Tax Free Bonds	2.10	3.15
- Others	2.28	3.31
Claims Recoverable		
- Goods and Services	0.56	0.89
- Employee Related	0.13	0.04
Other Deposits	16.04	39.75
Government Grants	2.76	5.32
Others	4.56	5.03
Receivable on deconsolidation of HBE Group *	126.70	127.30
Total	**155.13**	**184.79**

* The subsidiaries of CGPISL namely CG Holdings Belgium NV CG Power Systems Belgium NV (PSBE), the step down subsidiaries of PSBE, CG Power Systems Ireland Ltd, PT CG Power Systems Indonesia, CG Sales Networks France SA and CG Power Solutions Saudi Arabia Ltd are collectively known as 'HBE Group'. These entities are under liquidation and no longer forms part of the Group. These amounts represent the amount receivable from such entities.

Note 12. Other current assets

(Considered Good, Unsecured unless stated otherwise)

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Advances Recoverable		
- Goods and Services	85.65	99.84
- Employee Related	11.67	13.84
- Prepaid Expenses	7.67	5.89
	104.99	**119.57**
Balances with Customs, Excise, Sales Tax and GST Authorities*	207.49	286.40
	312.48	**405.97**
Provision for Doubtful advances for Goods and Services	-	(3.70)
Total	**312.48**	**402.27**

Balances with Customs, Excise, Sales Tax and GST Authorities as at 31st March, 2021 includes statutory receivables of ₹140.22 Cr. (PY - ₹140.22 Cr.) and deposits (includes towards disputed tax demands) of ₹67.18 Cr. (PY - ₹67.18 Cr.).

Provision for Doubtful Advances for Goods and Services

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
At the beginning of the year	3.70	3.70
Created / (Reversed) during the year	(3.70)	-
At the end of the year	**-**	**3.70**

Notes:

The entire advance amount of ₹ 3.70 Cr. has been written off, hence the provision created earlier has been reversed during the current year.

Notes to Consolidated Financial Statements

Note - 13. Equity Share Capital

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Authorised Capital		
25,00,00,000 Equity Shares of ₹1 each	25.00	25.00
(31st March 2021: 25,00,00,000 Equity Shares of ₹1 each)		
Issued, Subscribed and Paid-up Capital		
19,29,50,221 Equity Shares of ₹1 each fully paid up (31-Mar-2021: 19,28,16,871 Equity Shares of ₹1 each fully paid up)	19.29	19.28
	19.29	**19.28**

a) The Reconciliation of shares capital is given below:

₹ in Crores

Particulars	As at 31-Mar-2022		As at 31-Mar-2021 (Restated)	
	No. of Shares	₹ in Crores	No. of Shares	₹ in Crores
At the beginning of the year	19,28,16,871	19.28	18,78,75,429	18.79
Issue of shares on Preferential Basis (Refer Note e below)	-	-	4,783,380	0.48
Shares issued under the Employee Stock Option Scheme	133,350	0.01	158,062	0.02
At the end of the year	**19,29,50,221**	**19.29**	**19,28,16,871**	**19.28**

b) Terms/Rights attached to class of shares

The Company has only one class of shares referred to as Equity Shares having a par value of ₹1 each. The holders of Equity Shares are entitled to one vote per share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. Repayment of capital will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholder(s) holding more than 5 percent of Equity Shares in the Company

₹ in Crores

Particulars	As at 31-Mar-2022		As at 31-Mar-2021 (Restated)	
	No. of Shares	% against total number of shares	No. of Shares	% against total number of shares
Ambadi Investments Limited (Face Value ₹1 each)	6,89,66,595	35.74%	6,89,66,595	35.77%
Small Cap World Fund Inc (Face Value ₹1 each)	1,37,79,230	7.14%	1,39,50,550	7.24%

d) Status on Global Depository Receipts (GDRs):

The aggregate number of GDRs deemed to be outstanding as at 31st March 2022 is 9,300 (As at 31st March 2021 - 9,300) each representing one Equity Share of ₹1 face value. GDR % against total number of shares is 0.005% (Previous Year - 0.005%). The GDRs carry the same terms/rights attached to Equity Shares of the Company. The aforesaid GDRs are not listed in any Stock Exchange

e) During the previous year, the Company had allotted 47,83,380 shares to eligible investors on preferential basis at ₹731.70 Cr. (including premium) for an aggregate consideration of ₹350 Cr.

f) Details of promoter holding is provided in note no. 44

Notes to Consolidated Financial Statements

Note - 14. Other equity

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
General Reserve (refer Note 14a below)	359.81	359.81
Securities Premium (refer Note 14b below)	345.73	340.65
Retained Earnings (refer Note 14c below)	2,305.94	1,557.21
Other Reserves		
Share Options Outstanding Account (refer Note 14d below)	7.56	8.74
Cash Flow Hedge Reserve (refer Note 14e below)	0.32	0.88
Foreign Currency Translation Reserve (refer Note 14f below)	28.38	21.33
Capital Redemption Reserve	0.01	0.01
FVTOCI Reserve (refer Note 14g below)	3.44	3.72
Capital Reserve (refer Note 14h below)	0.60	0.60
Total	**3,051.79**	**2,292.95**

14 a. General Reserve

General Reserve - Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013. Additions to the general reserve during the year are on account of cancellation of share options post vesting period.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balance at the beginning of the year	359.81	359.51
Exercise of share options	-	0.30
Balance at the end of the year	**359.81**	**359.81**

14 b. Securities Premium Reserve

The Securities premium received during the year represents the premium received towards allotment of shares. This balance will be utilised in accordance with the provisions of Section 52 of the Companies Act towards issuance of fully paid bonus shares, write-off of preliminary expenses, commission / discount expenses on issue of shares / debentures, premium payable on redemption of redeemable preference shares / debentures and buyback of its own shares / securities under Section 68 of the Companies Act, 2013.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balance at the beginning of the year	340.65	8.93
Preferential Allotment of Shares	-	342.50
Expenses relating to issue of Shares & Warrants	-	(16.27)
Exercise of share options	5.08	5.49
Balance at the end of the year	**345.73**	**340.65**

Notes to Consolidated Financial Statements

14 c. Retained Earnings

The amount that can be distributed by the Group as dividends to its equity shareholders is determined based on the financial statements of the Group and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported below may not be distributable in entirety.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balance at the beginning of the year	1,557.21	1,300.34
Profit for the Year	768.83	275.25
Other Comprehensive Income - Re-measurement Gain/(Loss) on Defined Benefit Obligations (Net)	(4.00)	(4.85)
DRR transferred to Retained Earnings (Net)	-	25.00
Effect of Change in Share Holdings of CGPISL	51.41	-
Exercise of share options	-	0.03
Dividend paid during the year	(67.51)	(38.56)
Balance at the end of the year	**2,305.94**	**1,557.21**

14 d. Share Option Outstanding Account

Under Ind AS 102, fair value of the options granted is to be expensed out over the life of the vesting period as employee compensation costs reflecting period of receipt of service.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balance at the beginning of the year	8.74	9.07
Exercise of share options	(1.76)	(1.88)
Share-based payment expenses	0.58	1.55
Balance at the end of the year	**7.56**	**8.74**

14 e. Cash Flow Hedge Reserve

The cash flow hedge reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss, or included as a basis adjustment to the non-financial hedged item.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balance at the beginning of the year	0.88	0.62
Other comprehensive income for the Year (Note 29)	(0.56)	0.26
Balance at the end of the year	**0.32**	**0.88**

14 f. Foreign Currency Translation Reserve

Exchange differences relating to the translation of the Results and Net Assets of the Foreign Subsidiaries from their functional currencies to the Group's presentation currency (i.e., Indian Rupees) are recognised directly in Other Comprehensive Income and accumulated in the Foreign Currency Translation Reserve. At the time of disposal of the foreign operation, it is reclassified to the Statement of Profit and Loss.

Notes to Consolidated Financial Statements

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balance at the beginning of the year	21.33	7.27
Other comprehensive income for the Year (Note 29)	7.05	14.06
Balance at the end of the year	**28.38**	**21.33**

14.g. FVTOCI Reserve

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balance at the beginning of the year	3.72	3.56
Other comprehensive income for the Year (Note 29)	(0.28)	0.16
Balance at the end of the year	**3.44**	**3.72**

14 h. Capital Reserve

The share capital of the Holding Company as at 31st March 2016, had been cancelled pursuant to the Scheme of Arrangement (Refer Note 1) and the same has been credited to the Capital Reserve. The amount also includes the gain on bargain purchase relating to acquisition of two subsidiaries namely, Great Cycles (Private) Limited and Creative Cycles (Private) Limited.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balance at the beginning of the year	0.60	0.60
Deductions during the year	-	-
Balance at the end of the year	**0.60**	**0.60**

14 i. Debenture Redemption Reserve

The Companies (Share capital and Debentures) Rules, 2020 (as amended), does not require the company to create DRR out of profits of the company available for payment of dividend. Hence no DRR has been created.

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Balance at the beginning of the year	-	25.00
DRR transferred to Retained Earnings	-	(25.00)
Balance at the end of the year	**-**	**-**

Note 15 a. Long term Borrowings

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Secured		
Listed and Rated Non-Convertible Debentures (NCD) (refer Note d)	-	51.03
Term Loan from Banks (refer Note a)	145.29	669.85
Unsecured		
Unlisted Non-Convertible Debentures (NCD)(refer Note b(i))	200.00	200.00
Term Loan from Banks (refer Note c(ii))	-	4.02
Total	**345.29**	**924.90**

Notes to Consolidated Financial Statements

(a) Secured term loans from banks:

(i) The term loans of ₹ 98.87 Cr. (as at 31st March, 2021 - ₹ 612.99 Cr.) has been drawn at rate of interest of 6 months MCLR plus applicable spread and is secured by first charge on fixed assets except such properties as may be specifically excluded. Second charge by way of hypothecation of inventories and book debts / receivables of CGPISL and a corporate guarantee from the Holding Company. As at 31st March, 2022, the Bank has released this corporate guarantee considering the financial performances of CGPISL. The repayment of the loan is due in year 2027-28.

(ii) The term loans of ₹ 0.11 Cr. (as at 31st March, 2021 - ₹ 0.15 Cr.) are repayable in 6-48 equal monthly instalments and are secured by hypothecation of vehicles. (Current maturity of the said loan is ₹ 0.05 Cr. (as at 31st March, 2021 - ₹ 0.12 Cr.) (Refer Note 17a)).

(iii) The term loan of Nil (as at 31st March, 2021 - ₹ 237.77 Cr.) at an interest rate of 3 Months LIBOR+450 bps. The loan was secured by way of exclusive charge on all inventory and receivables of subsidiary and was supported by Corporate Guarantee of CG International B.V. Current maturity of the said loan as at 31st March, 2021 was ₹ 237.77 Cr.. During the year, on completion of settlement agreement and payment of settlement consideration, the bank has discharged its rights, claims and interest against the Group and the loan is extinguished. (Refer note 17c).

(iv) The term loan of ₹36.56 Cr. (as at 31st March, 2021 - ₹36.56 Cr.) is secured by land, factory, machineries, inventories and receivables of one of the subsidiary. The loan is supported by Corporate Guarantee of CGPISL up to 51% of loan liability. (Current maturity of the said loan is ₹36.56 Cr. (as at 31st March 2021 - ₹36.56 Cr.) (Refer note 17c)).

(v) Term loan of ₹16.67 Cr. (as at 31st March 2021 - ₹23.93 Cr.) 'Stibor 3M + 2.25% for a period of 4 years. The loan is repayable in quarterly instalment of SEK 2.5 Mn. The loan is secured by pledging of shares of subsidiary. Current maturity of the said loan is ₹8.13 Cr. (as at 31st March 2021 - ₹5.04 Cr.). Refer note 17c.

(b) Unsecured loans (Debentures):

(i) The Non-convertible Debentures (NCDs) are unlisted, unsecured, redeemable and non-convertible. NCDs are issued to lenders in terms of Settlement Agreement towards settlement of borrowings. NCDs carry coupon rate of 0.01% for the initial period of 2 years and thereafter 8% p.a. until the maturity date. The NCDs is repayable after 5 years from December, 2020, the date of allotment. CGPISL has the right to redeem the NCDs, in whole or part, on and after initial period of 2 years from date of allotment of the NCDs till the date of maturity.

(c) Unsecured term loan from bank:

(i) The term loan of Nil (as at 31st March, 2021 - ₹ 221.09 Cr.) at an interest rate Euribor + 2.25%. The loan was supported by Corporate Guarantee of CGPISL. Current maturity of the said loan as at 31st March, 2021 was ₹ 221.09 Cr.. During the year, on completion of settlement agreement and payment of settlement consideration, the bank has discharged its rights, claims and interest against the Group and the loan is extinguished. (Refer note 17c).

(ii) Term loan of ₹ Nil (as at 31st March, 2021 - ₹ 4.02 Cr.) availed by the subsidiary from a bank bears interest at a rate of 1%. During the year, the said loan is fully forgiven under the Government initiated Paycheck Protection Program in the United States of America.

(d) Secured, Listed and Rated Non-Convertible Debentures (NCD)

4.80% Privately placed NCDs are secured by a pari passu first charge on certain land and building of the Group. (Refer Note 6a)

Coupon Rate and Effective Interest Rate	Outstanding Amount in ₹ Cr.	Maturity date and Redemption particulars
*4.80%	51.03	27-Apr-22

* Classified as "Short Term Borrowings" (Refer Note 17a)

Notes to Consolidated Financial Statements

Note 15 b. Lease Liabilities

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Lease Liability (Refer Note 38)	52.24	44.90
Total	**52.24**	**44.90**

Note 15 c. Other Financial Liabilities

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Deposits payable	3.78	4.67
Other	11.05	3.40
Total	**14.83**	**8.07**

Note 15 d. Long Term Provisions

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Provision for Compensated Absences (refer Note 18 a)	17.70	19.71
Provision for warranty (Refer note 18 b)	13.05	8.07
Total	**30.75**	**27.78**

Note 16. Deferred Tax Assets & Liabilities

₹ in Crores

Particulars	Balance Sheet		Statement of Profit and Loss including OCI	
Nature - (Liability) / Asset	**31-Mar-2022**	**31-Mar-2021 (Restated)**	**31-Mar-2022**	**31-Mar-2021 (Restated)**
Deferred Tax Liabilities				
Difference between depreciation as per books of accounts and the Income Tax Act, 1961	(123.47)	(260.10)	(135.21)	25.81
Accelerated Depreciation	(41.94)	(47.73)	(5.79)	4.98
Deferred Tax on fair valuation of assets on acquisition of Subsidiaries	(124.78)	(143.55)	(18.87)	7.29
Deferred Tax on Foreign Currency Translation Reserve	2.64	4.33	(2.03)	1.77
Deferred Tax Liabilities - A	**(287.55)**	**(447.05)**	**(161.90)**	**39.85**
Deferred Tax Assets				
Provision for Doubtful / Impairment on Receivables	57.75	90.74	32.99	26.17
Provision for Employee Benefits	7.99	10.35	2.36	(3.83)
On expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	48.44	33.99	(14.45)	14.28
Effect of Cash Flow Hedge and Fair Value of Equity Investments through OCI	3.10	2.07	(1.03)	(0.86)
Provision for Corporate Guarantee obligation settlement	31.46	26.71	(4.75)	75.88
Unabsorbed losses and unabsorbed depreciation	614.88	731.65	116.77	(2.58)
Others	30.27	45.37	13.88	(176.69)
Deferred Tax Assets - B	**793.89**	**940.88**	**145.77**	**(67.63)**
Deferred Tax (Income) / Expense (A+B)			**(16.13)**	**(27.78)**
Net Deferred Tax (Liabilities)/ Assets (A+B)	**506.34**	**493.83**		

Notes to Consolidated Financial Statements

Summary		
Deferred Tax Assets	**513.57**	**495.96**
Deferred Tax Liabilities	**(7.23)**	**(2.13)**
Deferred Tax Assets / (Liabilities) Net	**506.34**	**493.83**

Reconciliation of Deferred Tax Assets (Net) **₹ in Crores**

Particulars	31-Mar-22	31-Mar-21 (Restated)
Opening balance	493.83	(7.57)
Adjustment on account of Business Combination (Refer Note 40.2)	-	463.11
Tax Expense during the period recognised in Statement of Profit and Loss	12.28	28.62
Tax (Income)/Expense during the period recognised in OCI	1.82	0.93
Tax on Foreign Currency Translation Reserve	2.03	(1.77)
Others	(3.62)	10.51
Closing balance	**506.34**	**493.83**

During the year ended 31st March, 2022, the Group has recognised deferred tax asset on losses based on availability of future taxable profits and the same is subject to change, if any, which may arise due to recasting exercise. Deferred tax assets have not been recognised in respect of losses arisen in subsidiaries of CGPISL and Cellestial E Mobility Private Limited as they may not be used to offset taxable profits elsewhere in the Group. Those subsidiaries have been loss-making for some time, and there are no other tax planning opportunities or other evidence of recoverability in the near future.

The net deferred tax assets of ₹506.34 Cr. (31st March 2021 - ₹493.83 Cr.) includes deferred tax assets of ₹614.88 Cr. (31st March 2021 - ₹731.65 Cr.) relates to tax losses. Based on future forecast and current economic conditions in India, there is a reasonable certainty that the deferred tax assets on tax losses will be recovered on or before expiry of 8 years period.

Note 17a. Short term Borrowings

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Current maturities of Long Term Borrowings		
Listed and Rated Non-Convertible Debentures (NCD) (refer Note a)	51.03	51.03
Borrowings from Banks (refer Note b)		
- Secured	46.46	316.34
- Unsecured	-	221.09
	97.49	**588.46**
Secured Borrowings (secured by pari passu first charge on Inventories and Trade Receivables)		
Working Capital Loans (refer Note c)	215.22	276.75
Cash Credit (refer Note d)	1.60	0.12
	216.82	**276.87**
Unsecured Borrowings		
Working Capital Loans.	144.16	124.39
	144.16	**124.39**
Total	**458.47**	**989.72**

Note:

a) Refer Note 15a for nature of security and repayment terms

b) Short term Borrowings have a maturity of up to 6 months with an interest rate range of 4.5%-10%.

Notes to Consolidated Financial Statements

c) During the current year, the Group has borrowed fresh short term loans amounting to ₹1,098.61 Cr. (Previous year - ₹1,643.24 Cr. (includes ₹142.72 Cr. relating to borrowings taken over by Group pursuant to the acquisition of CGPISL)) and repaid loans to the tune of ₹1,140.37 Cr. (Previous year - ₹1,495.71 Cr.) relating to Packing Credit, Commercial Paper and other Short Term Working Capital Loans.

d) Working capital demand loan of Nil (as at 31st March 2021 - ₹0.24 Cr.) from bank was secured by hypothecation of stocks and book debts and is further secured by mortgage by deposit of title deeds in respect of its immovable properties of subsidiary, both present and future consisting of land, factory building structures, erections, godowns and furniture and fixtures of subsidiary of CGPISL. Loan from banks of Nil (as at 31st March 2021 - ₹127.75 Cr.) has been repaid during the year.

Note 17b. Trade Payables

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Trade Payables*		
- Dues to Micro, Small & Medium Enterprises	68.01	115.30
- Others	2,275.22	2,115.01
Total	**2,343.23**	**2,230.31**

* Refer Note 36 for transactions with related parties

Break-up of Trade Payables as at 31st Mar 2022

₹ in Crores

	Particulars	Current but not due	Outstanding				Total
			< 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i)	Total Outstanding dues to micro enterprises and small enterprises	60.61	7.24	0.07	0.09	-	68.01
(ii)	Total Outstanding dues to creditors other than micro enterprises and small enterprises	1,749.83	460.19	6.36	29.13	10.63	2,256.14
(iii)	Disputed Dues - dues to micro enterprises and small enterprises	-	-	-	-	-	-
(iv)	Disputed Dues - dues to creditors other than micro enterprises and small enterprises	-	-	-	0.66	18.42	19.08
	Total	**1,810.44**	**467.43**	**6.43**	**29.88**	**29.05**	**2,343.23**

Break-up of Trade Payables as at 31st Mar 2021 (Restated)

₹ in Crores

	Particulars	Current but not due	Outstanding				Total
			< 1 Year	1-2 Years	2-3 Years	> 3 Years	
(i)	Total Outstanding dues to micro enterprises and small enterprises	91.42	22.98	0.89	-	-	115.29
(ii)	Total Outstanding dues to creditors other than micro enterprises and small enterprises	1,692.95	341.98	31.74	12.62	16.65	2,095.94
(iii)	Disputed Dues - dues to micro enterprises and small enterprises	-	-	-	-	-	-
(iv)	Disputed Dues - dues to creditors other than micro enterprises and small enterprises	-	-	-	19.07	0.01	19.08
	Total	**1,784.37**	**364.96**	**32.63**	**31.69**	**16.66**	**2,230.31**

Notes to Consolidated Financial Statements

Note 17c. Other Financial Liabilities

(At Amortised Cost) ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Unpaid Dividends #	3.30	2.77
Advances and Deposits from Customers / Others	19.85	19.96
Dues to Directors	2.38	1.10
Liability on deconsolidation of HBE group (Refer Note 11f)	342.39	339.77
Other liabilities		
- Recoveries from Employees	27.34	31.30
- Capital Creditors	73.07	46.45
- Others ##	282.43	174.32
Total	**750.76**	**615.67**

Amount of unclaimed dividend due to be transferred to Investor Education and Protection Fund ('IEPF') as at 31st March 2022 ₹ Nil (as at 31st March 2021 - ₹ 0.16 Cr.). Subsequent to year end, CGPISL has remitted amount to IEPF ₹ Nil (31st March 2021 - ₹ 0.16 Cr.).

Major items includes provision towards guarantee settlement consideration of ₹ 165.80 Cr. (as at 31st March 2021 - ₹ 58.59 Cr.), provision towards delay in completion of contractual obligation of ₹ Nil (as at 31st March 2021 - ₹ 20.21 Cr.), provision towards disputed claims ₹ 40 Cr. (as at 31st March 2021 - ₹ Nil)

Note 18. Short Term Provisions

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Provision for Compensated Absences (Refer Note a below)	23.02	17.86
Gratuity Obligation (Net of plan assets) (Refer Note 34a)	5.78	6.82
Provident Fund (Net of plan assets) (Refer Note 34b)	-	5.66
Provision for Warranties (Refer Note b below)	43.61	41.76
Provision for Statutory liabilities / Others (Refer Note c below)	118.11	164.91
Provision for Other litigation Claims (Refer Note d below)	3.88	13.11
Provision for Onerous Contracts (Refer Note e below)	3.19	3.24
Total	**197.59**	**253.36**

(a) Provision for Compensated absences

This refers to the Group's liability for accumulated Earned Leave and Sick Leave, which can be encashed at the time of resignation/retirement of employee. The assumptions used to compute the provision are provided in Note 34c.

Notes to Consolidated Financial Statements

(b) Provision for Warranties ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
At the Beginning of the Year	49.83	2.13
Addition on account of Business Combination (Refer Note 40.2)	-	64.40
Created during the Year	17.10	3.71
Amounts used during the year	(10.27)	(20.41)
At the End of the Year	**56.66**	**49.83**
- Current	43.61	41.76
- Non-Current	13.05	8.07

A provision is recognised for expected warranty claims on products sold during the last one year (2 years in respect of certain components), based on past experience of the level of returns. It is expected that most of these costs will be incurred within one year after the reporting date. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about returns based on the applicable warranty period for all products sold.

(c) Provision for Statutory liabilities/Others ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
At the Beginning of the Year	164.91	24.25
Addition on account of Business Combination (Refer Note 40.2)	-	29.64
(Utilised) / Created during the Year	(46.80)	111.02
At the End of the Year	**118.11**	**164.91**

The above Provision represents expected future outflows relating to various tax related matters, timing of which cannot be ascertained. The assumptions used to calculate the provisions are based on past experience of similar matters and professional consultations.

(d) Provision for Other litigation Claims ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
At the Beginning of the Year	13.11	-
Addition on account of Business Combination (Refer Note 40.1)	-	13.81
(Utilised) / Created during the Year	(9.23)	(0.70)
At the End of the Year	**3.88**	**13.11**

Provision for Litigation related obligations represents estimated liabilities that are expected to materialise in respect of matters under litigation.

(e) Provision for Onerous Contracts ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
At the Beginning of the Year	3.24	-
Addition on account of Business Combination (Refer Note 40.2)	-	3.02
(Utilised) / Created during the Year	(0.05)	0.22
At the End of the Year	**3.19**	**3.24**

Provision for onerous contracts have been made on contracts when it is probable that the estimated cost will exceed the total contract revenue.

Notes to Consolidated Financial Statements

Note 19. Other current liabilities

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Statutory Liabilities	80.00	109.51
Advances from Customers	241.48	80.61
Advance from Others*	566.70	566.70
Others	25.73	34.45
Total	**913.91**	**791.27**

*The Group had received certain advances from unrelated parties aggregating to ₹ 566.70 Cr. (as at 31st March, 2021 ₹ 566.70 Cr.). The Group has recognised these advances as current liability and will continue to do so until fulfilment/ extinguishment of aforesaid liability.

Note 20a. Financial Assets

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Financial Assets - Non Current		
At Fair Value		
Investments at FVTOCI	8.52	16.04
Investments at FVTPL	0.23	1.47
At Amortised Cost		
Investments at Amortised Cost	22.61	28.06
Other Financial Assets	56.17	57.42
Total Non Current Financial Assets (A)	**87.53**	**102.99**
Financial Assets - Current		
At Fair Value		
Investments at FVTPL	348.99	323.49
Derivative Instruments	1.02	-
At Amortised Cost		
Loans	2.17	1.93
Trade Receivables	1,785.34	1,238.85
Cash and Cash Equivalents	413.77	513.81
Bank Balances other than Cash and Cash Equivalents	158.89	102.77
Other Financial Assets	155.13	184.79
Total Current Financial Assets (B)	**2,865.31**	**2,365.64**
Total Financial Assets (A + B)	**2,952.84**	**2,468.63**

Note 20b. Financial Liabilities

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Financial Liabilities - Non Current		
At Amortised Cost		
Long Term Borrowings	345.29	924.90
Lease Liabilities	52.24	44.90
Other Financial Liabilities	14.83	8.07
Total Non Current Financial Liabilities (A)	**412.36**	**977.87**

Notes to Consolidated Financial Statements

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Financial Liabilities - Current		
At Amortised Cost		
Short Term Borrowings	458.47	989.72
Trade Payables	2,343.23	2,230.31
Lease Liabilities	14.91	12.88
Other Financial Liabilities	750.76	615.67
At Fair Value		
Derivative Instruments	-	1.43
Total Current Financial Liabilities (B)	**3,567.37**	**3,850.01**
Total Financial Liabilities (A + B)	**3,979.73**	**4,827.88**

Note 20c. Government Grants

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Opening balance at the beginning of the year	20.82	3.57
Received during the Year	6.95	22.45
Released to the Statement of Profit and Loss	(9.21)	(5.20)
Closing balance at the end of the year	**18.56**	**20.82**
Current	17.87	18.50
Non Current	0.69	2.32
	18.56	**20.82**

Government grants are Interest Subvention given by Reserve Bank of India (RBI) on Packing Credit Rupee Export Loan towards Exports of Certain Products and savings in Customs Duty on import under Export Promotion Capital Goods (EPCG) Scheme.

Note 20d. Distribution made and proposed

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Proposed dividend on Equity Shares:		
Dividend for FY 2021-22 - ₹ 1.50 per share	28.94	
Closing balance at the end of the year	**28.94**	**-**
Dividends on equity shares declared and paid:		
Final dividend of ₹1.50 per share proposed for the year ended 31 March 2021 was paid during FY 2021-22, after approval in annual general meeting held in August'21	-	28.92
Interim dividend for the year ended on 31 March 2022: ₹2 per share (31 March 2021: ₹2 per share)	38.59	38.56
	38.59	**67.48**

Proposed Dividend on Equity Shares are subject to approval at the Annual General Meeting and are not recognised as a Liability as at 31st March.

With effect from 1st April, 2020 the Dividend Distribution Tax ('DDT') payable by the Company under section 115O of Income Tax Act was abolished and a withholding tax was introduced on the payment of dividend. As a result, dividend is now taxable in the hands of the recipient.

Notes to Consolidated Financial Statements

Note 21. Revenue from Operations

₹ in Crores

Particulars	Year Ended 31-Mar-2022								
	Mobility	Engineering	Metal Formed Products	Gear and Gear Products	Power Segment	Industrial Segment	Others	Unallocated Corporate Income	Total
Revenue from Contract with Customers									
Finished Goods	848.68	3,334.51	1,134.43	316.31	1,582.60	3,882.97	660.04	-	11,759.54
Traded Goods	127.36	-	23.13	-	-	-	150.37	-	300.86
Sale of Products (A)	**976.04**	**3,334.51**	**1,157.56**	**316.31**	**1,582.60**	**3,882.97**	**810.41**	**-**	**12,060.40**
Other Operating Revenue									
Scrap Sales	2.57	257.74	80.61	6.65	10.58	69.29	24.43	-	451.87
Service Income	-	-	-	5.37	-	-	-	-	5.37
Conversion Income	-	0.11	-	-	-	-	-	-	0.11
Others	2.14	2.55	1.69	0.53	-	-	0.64	-	7.55
Other Operating Revenue (B)	**4.71**	**260.40**	**82.30**	**12.55**	**10.58**	**69.29**	**25.07**	**-**	**464.90**
Total (A+B)	**980.75**	**3,594.91**	**1,239.86**	**328.86**	**1,593.18**	**3,952.26**	**835.48**	**-**	**12,525.30**

Particulars	Year Ended 31-Mar-2021 (Restated)								
	Mobility	Engineering	Metal Formed Products	Gear and Gear Products	Power Segment	Industrial Segment	Others	Unallocated Corporate Income	Total
Revenue from Contract with Customers									
Finished Goods	713.44	1,996.41	930.54	206.76	375.09	993.05	457.93	-	5,673.22
Traded Goods	137.73	-	16.39	-	-	-	0.12	-	154.24
Sale of Products (A)	**851.17**	**1,996.41**	**946.93**	**206.76**	**375.09**	**993.05**	**458.05**	**-**	**5,827.46**
Other Operating Revenue									
Scrap Sales	1.10	149.58	58.05	4.70	0.56	19.39	12.08	-	245.46
Service Income	-	-	-	2.66	-	-	0.01	-	2.67
Conversion Income	-	0.16	-	-	-	-	-	-	0.16
Others	3.94	1.09	0.64	0.38	-	-	1.44	0.05	7.54
Other Operating Revenue (B)	**5.04**	**150.83**	**58.69**	**7.74**	**0.56**	**19.39**	**13.53**	**0.05**	**255.83**
Total (A+B)	**856.21**	**2,147.24**	**1,005.62**	**214.50**	**375.65**	**1,012.44**	**471.58**	**0.05**	**6,083.29**

Notes to Consolidated Financial Statements

Reconciliation of the revenue from contract with customers with the amounts disclosed in the segment information (Note 37):

₹ in Crores

Particulars	Year Ended 31-Mar-2022							
Revenue	**Mobility**	**Engineering**	**Metal Formed Products**	**Gear and Gear Products**	**Power Segment**	**Industrial Segment**	**Others**	**Unallocated Corporate Income**
External Customers	980.75	3,594.91	1,239.86	328.86	1,593.18	3,952.26	835.48	-
Inter-Segment	-	273.05	0.40	8.21	0.34	0.31	1.16	2.25
	980.75	**3,867.96**	**1,240.26**	**337.07**	**1,593.52**	**3,952.57**	**836.64**	**2.25**
Inter Segment Elimination and Adjustment	-	(273.05)	(0.40)	(8.21)	(0.34)	(0.31)	(1.16)	(2.25)
Total revenue from contracts with customers	**980.75**	**3,594.91**	**1,239.86**	**328.86**	**1,593.18**	**3,952.26**	**835.48**	**-**

₹ in Crores

Particulars	Year Ended 31-Mar-2021 (Restated)							
Revenue	**Mobility**	**Engineering**	**Metal Formed Products**	**Gear and Gear Products**	**Power Segment**	**Industrial Segment**	**Others**	**Unallocated Corporate Income**
External Customers	856.21	2,147.24	1,005.62	214.50	375.65	1,012.44	471.58	0.05
Inter-Segment	-	169.35	26.43	1.03	0.64	-	0.11	2.25
	856.21	**2,316.59**	**1,032.05**	**215.53**	**376.29**	**1,012.44**	**471.69**	**2.30**
Inter Segment Elimination and Adjustment	-	(169.35)	(26.43)	(1.03)	(0.64)	-	(0.11)	(2.25)
Total revenue from contracts with customers	**856.21**	**2,147.24**	**1,005.62**	**214.50**	**375.65**	**1,012.44**	**471.58**	**0.05**

Timing of Revenue Recognition

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Revenue recognised at a point in time	12,472.35	6,043.08
Revenue recognised over a period of time	52.95	40.21
Total	**12,525.30**	**6,083.29**

Summary of Contract Balances

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Trade Receivables	1,785.34	1,238.85
Contract asset	0.63	0.98
Advances from Customers	241.48	80.61

Notes to Consolidated Financial Statements

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price:

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Revenue as per Contracted Price	12,670.46	6,245.14
Adjustments		
- Discounts	(133.00)	(137.46)
- Others (includes liquidated damages, price variations, etc)	(12.16)	(24.39)
Revenue as per Statement of Profit and loss	**12,525.30**	**6,083.29**

Performance obligation is satisfied upon meeting the terms specified in the contractual agreement with the customers.

Note 22. Other Income

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Dividend Income from Investments at FVTOCI	0.67	0.31
Dividend Income from Investments at FVTPL	2.57	0.98
Rental Income	8.28	4.88
Royalty Income	0.04	-
Gain on Exchange Fluctuation (Net)	5.93	5.12
Profit on Property, Plant and Equipment and ROU Assets sold/discarded (Net)	-	1.69
Profit on sale of Investments at FVTPL	8.39	8.96
Fair Value Gain on Financial Instruments at FVTPL	1.12	0.46
Liabilities / Provisions no longer payable written back	12.16	3.60
Claims recovered	0.03	-
Government Grant	22.31	10.12
Interest Income from Financial Assets		
Fixed Deposits with Banks and Tax Free Bond	13.97	9.48
Others investments	10.79	11.53
Others	22.32	11.00
Total	**108.58**	**68.13**

Note 23. Cost of material consumed

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Opening Raw Materials	433.72	193.01
Addition on account of Business Combination (Refer Note 40.2)	-	148.97
Purchases	8,035.21	3,670.40
Closing Raw Materials	(515.60)	(433.72)
Cost of Raw Material and Components Consumed	**7,953.33**	**3,578.66**

Notes to Consolidated Financial Statements

Note 24. Changes in inventories of work-in-process, finished goods and stock - in - trade

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Closing Stock		
Work-in-Progress	469.23	381.62
Finished Goods	285.46	256.27
Stock-in-Trade	44.76	24.16
	799.45	**662.05**
Opening Stock		
Work-in-Progress	381.62	180.91
Finished Goods	256.27	155.34
Stock-in-Trade	24.16	35.93
	662.05	**372.18**
Addition on account of Business Combination (Refer Note 40.2)		
Work-in-Progress	-	123.43
Finished Goods	-	56.37
Stock-in-Trade	-	2.42
	-	**182.22**
Changes in Inventories		
Work-in-Progress	(87.61)	(77.28)
Finished Goods	(29.19)	(44.56)
Stock-in-Trade	(20.60)	14.19
Total	**(137.40)**	**(107.65)**

Note 25. Employee Benefit Expense

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Salaries, Wages and Bonus (Refer Note 33)	854.40	582.12
Gratuity Expenses (Refer Note 34 (a))	6.88	5.41
Contribution to Provident and Other Funds	90.19	60.12
Staff Welfare Expenses	93.41	62.91
Total	**1,044.88**	**710.56**

Note on Social Security Code: The date on which the Code of Social Security, 2020 ('The Code') relating to employee benefits during employment and post-employment benefits will come into effect is yet to be notified and the related rules are yet to be finalised. The Company will evaluate the code and its rules, assess the impact, if any and account for the same once they become effective.

Note 26.Depreciation and amortization expense

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Depreciation of Property, Plant and Equipment (Refer Note 6a)	244.89	202.04
Amortisation on Right of use of assets (Refer Note 6b)	19.04	15.36
Depreciation of Investment properties (Refer Note 7)	0.20	0.21
Amortisation of Intangible Assets (Refer Note 6d)	85.08	32.96
Total	**349.21**	**250.57**

Notes to Consolidated Financial Statements

Note 27. Finance Costs

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Interest Expense on Borrowings	53.89	42.10
Interest Expense on Lease liability (Refer Note 38)	4.38	3.77
Other Borrowing Costs	-	0.01
Total	**58.27**	**45.88**

Note – Interest Expense on Borrowings is net of interest subvention received, amounting to ₹5.82 Cr. (Previous year - ₹3.55 Cr.) on Packing Credit loans.

Note 27a. Other Expenses

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Consumption of Stores and Spares	339.84	221.54
Conversion Charges	213.03	116.90
Power and Fuel	240.10	163.52
Rent (Net of recoveries)	17.41	8.65
Repairs and Maintenance - Building	6.66	3.53
Repairs and Maintenance - Machinery	131.92	90.19
Repairs - Others	15.30	6.42
Insurance	14.56	9.98
Rates and Taxes	12.01	8.09
Travelling and Conveyance	22.51	12.38
Printing, Stationery and Communication	6.10	4.86
Freight, Delivery and Shipping Charges	327.59	180.16
Commission on Sales	16.15	14.20
Advertisement and Publicity	33.08	26.88
Impairment allowance for receivables and advances (Net)	3.39	44.12
Bad Debts	4.25	1.37
Auditor's Remuneration	2.60	4.42
Commission to Non Whole Time Directors	2.70	1.36
Directors' Sitting Fees	1.49	0.98
Bank Charges	16.95	6.05
Information Technology Expenses	10.70	11.51
Loss on Property, Plant and Equipment and ROU Assets sold/discarded (Net)	0.95	-
Donations to Charitable and Other Institutions	1.44	1.38
Expenditure on Corporate Social Responsibility	7.38	8.61
Consultancy Charges	100.87	52.62
Other Expenses	175.20	96.28
	1,724.18	**1,096.00**

Notes to Consolidated Financial Statements

Note 27b. Exceptional Items

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Provision for Employee Voluntary Retirement Scheme (Refer Note a)	-	21.67
Provision / (Reversal) towards non-performance of contractual obligation towards delay in completion of land sale and expected restructuring cost (Refer Note b)	(20.21)	20.21
	(20.21)	**41.88**

Note:

a. This represents the cost pertaining to the Voluntary Retirement Schemes ("VRS") implemented by the Company in certain locations to improve the productivity and competitiveness of its business.

b. The amount represents the accrual / reversal of provision relating to penal charges pertaining to land transaction of CG Power and Industrial Solution Limited.

Note 28. Income Tax Expense

The major components of income tax expense for the years ended 31 March 2022 and 31 March 2021 are:

Statement of Profit and Loss

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Current Tax:		
Current Income Tax charge	179.26	112.89
Adjustments in respect of Current Income Tax of Prior Years	(6.21)	(5.51)
Deferred Tax:		
Relating to the origination and reversal of Temporary Differences	(12.28)	(28.62)
Income Tax Expense reported in the Statement of Profit and Loss	**160.77**	**78.76**

Other Comprehensive Income(OCI)

Deferred tax related to items recognised in OCI during the year:

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Net Gain / (Loss) on FVTOCI Equity Investments	(0.03)	0.12
Re-measurement Loss on Defined Benefit Obligations (Net)	1.65	0.90
Exchange difference on translation of Foreign Subsidiaries	2.03	(1.77)
Movement on cash flow hedges	0.20	(0.09)
Income Tax charged to OCI	**3.85**	**(0.84)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31st March 2022 and 31st March 2021

The Holding Company has exercised the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, it has recognised Provision for Income Tax for the year and re-measured its Deferred tax liability on the basis of the rate prescribed in the said section. Certain subsidiaries of the Group had continued to provide for Tax at old rates, based on the available outstanding MAT credit and/or various exemptions and deductions available to such subsidiaries under Income Tax Act, 1961. The tax on the Group's profit before tax differs from the theoretical amount that would arise on using the standard rate of corporate tax in India (25.168%) as follows:

Notes to Consolidated Financial Statements

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Accounting Profit Before Tax	**1,152.15**	**364.50**
Profit before income tax multiplied by standard rate of corporate tax in India of 25.168% (Previous year: 25.168%)	295.38	94.82
Effects of:		
Income - Exempt from tax	(69.47)	60.70
Change in Income Tax Rate / Effect of different tax rates applicable to Subsidiaries	1.88	(11.29)
Deferred Tax Assets not recognised due to absence of convincing evidence in respect of recognition	22.24	-
Capital Allowance u/s 32AC of Income Tax Act, 1961	(0.13)	-
Impact of Deferred Tax created at lower tax rates	(50.50)	-
Tax on fair valuation of PPE	(68.73)	(0.01)
Reversal of provision with respect to prior years	(6.21)	(3.93)
Others	36.31	(61.53)
	160.77	**78.76**

Note: Deferred tax assets have not been recognized in respect of long term capital losses relating to TTPL as they may not be used to offset taxable profits. If the Group were able to recognise this deferred tax assets, the profit would increase by ₹5.91 Cr

Note 29. Components of Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended 31 March 2022 ₹ in Crores

	Cash flow hedge reserve	FVTOCI reserve	Retained Earnings	Foreign Currency Translation Reserve	Total
Foreign Exchange forward contracts	(0.56)	-	-	-	(0.56)
Net Gain / (Loss) on FVTOCI financial assets	-	(0.28)	-	-	(0.28)
Re-measurement loss on defined benefit plans (Net)	-	-	(4.96)	-	(4.96)
Exchange Difference on Translation of Foreign Subsidiaries	-	-	-	15.37	15.37
	(0.56)	**(0.28)**	**(4.96)**	**15.37**	**9.57**

During the year ended 31 March 2021 (Restated) ₹ in Crores

	Cash flow hedge reserve	FVTOCI reserve	Retained Earnings	Foreign Currency Translation Reserve	Total
Foreign Exchange forward contracts	0.26	-	-	-	0.26
Net Gain / (Loss) on FVTOCI financial assets	-	0.69	-	-	0.69
Re-measurement loss on defined benefit plans (Net)	-	-	(6.52)	-	(6.52)
Exchange Difference on Translation of Foreign Subsidiary	-	-	-	20.09	20.09
	0.26	**0.69**	**(6.52)**	**20.09**	**14.52**

Notes to Consolidated Financial Statements

Note 30.Earnings Per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations: **₹ in Crores**

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Profit After Tax - attributable to equity holders of the Parent (₹ in crores) - Continued Operations	768.83	275.25
Profit After Tax - attributable to equity holders of the Parent (₹ in crores) - Discontinued Operations	(0.35)	0.08
Weighted average number of Equity Shares		
- Basic	19,28,56,763	18,92,24,350
- Diluted	19,32,83,568	18,96,70,875
Earnings Per Share of ₹1 each - Continued Operations		
- Basic	39.87	14.55
- Diluted	39.78	14.51
Earnings Per Share of ₹1 each - Discontinued Operations		
- Basic	(0.02)	0.00
- Diluted	(0.02)	0.00
Weighted average number of Equity Shares in calculating Basic Earnings Per Share	19,28,56,763	18,92,24,350
Dilution - Stock options granted under ESOP (Refer Note 33)	4,26,805	4,46,525
Weighted average number of Equity Shares in calculating Diluted EPS	19,32,83,568	18,96,70,875

Note 31. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Holding Company's Consolidated Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a. Judgements

In the process of applying the Group's accounting policies, management has made the following judgement, which has significant effect on the amounts recognised in the Consolidated Financial Statements.

i. Leases

Determining the lease term of contracts with renewal and termination options - Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination.

The Group 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 Group would have to pay to borrow.

Notes to Consolidated Financial Statements

Refer Note 38 for information on potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term.

b. Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the Consolidated Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i. Impairment of Non-Financial Assets including Goodwill

Impairment exists when the carrying value of an asset or cash generating unit, exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model.

ii. Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

iii. Revenue from Contract with Customers

The Group estimates variable considerations to be included in the transaction price for the sale of goods with rights of return and volume rebates. The Group's expected volume rebates are analysed on a per customer basis for contracts that are subject to volume threshold. Determining whether a customer will be likely entitled to rebate will depend on the customer's rebates entitlement and accumulated purchases to date.

iv. Allowances for slow / Non-moving Inventory and obsolescence

An allowance for Inventory is recognised for cases where the realisable value is estimated to be lower than the inventory carrying value. The inventory allowance is estimated taking into account various factors, including prevailing sales prices of inventory item and losses associated with obsolete / slow-moving / redundant inventory items. The Group has, based on these assessments, made adequate provision in the books.

v. Employee Benefits

The cost of the defined benefit gratuity plan, provident fund plan and other post-employment leave encashment benefit and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. In determining the appropriate discount rate, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about defined benefit obligations are given in Note 34.

vi. Fair Value Measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of

Notes to Consolidated Financial Statements

inputs such as liquidity risk, Credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 41 for further disclosures.

vii. Development Cost

Development costs are recognised as an asset when all the criteria are met, whereas research costs are expensed as incurred. Management assesses and monitors whether the recognition requirements for development costs continue to be met. There is inherent uncertainty in the economic success of any product development. The Group uses judgement in assessment of development cost eligible for capitalisation.

viii. Business Combination

During the year ended March 31, 2021, the Holding Company had acquired controlling stake in CG Power and Industrial Solution Limited and has accounted for the acquisition in accordance with paragraph 45 of Ind AS 103 (Also refer Note 40.2). As a part of the acquisition accounting, the Group measures all assets and liabilities as at the acquisition date at its fair values. The Company engaged an independent valuation specialist to assess fair values of tangible and intangible assets. Fair value was determined as follows –

i) Freehold land and Leasehold Land – market approach (sales comparison method) and income approach (discounted cash flow method)

ii) Building – Cost approach (depreciated replacement cost method).

iii) Plant and Machinery - market approach (sales comparison method) and cost approach (discounted cash flow method).

The estimated useful life of tangible and intangible assets for such assets acquired as part of the business combination were considered based on economic life of those assets as estimated by the management on the basis of technical assessment.

ix. Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

x. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in notes but are not recognised, the cases which have been determined as remote by the Group are not disclosed.

Note 32.Standards issued but not yet effective

Ministry of Corporate Affairs has issued Companies (Indian Accounting Standards) Amendment Rules, 2022 on March 23, 2022, which contains various amendments to Ind AS. Management has evaluated these and have concluded that there is no material impact on the Group's consolidated financial statements

Note 33.Stock Options

With reference to the grants approved by the Nomination and Remuneration Committee of the Board of Directors of the Holding Company and its respective subsidiary, the Group has recognised expense amounting to ₹2.36 Cr. (Previous Year - ₹1.32 Cr.) for employees services received during the year, shown under Salaries, Wages and Bonus (Refer Note 25).

Tube Investments of India Limited

On 16th March 2022 fresh grant of 2,85,400 options at ₹1,471.90 under ESOP 2017 scheme was approved by the Nomination and Remuneration Committee of the Board of Directors of the Holding Company.

Notes to Consolidated Financial Statements

The movement in Stock Options are given below:

Particulars	Date of Grant	Options outstanding	During the Year 2021-22			Options outstanding	Options vested but not exercised
		As at 31-Mar-2021	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	As at 31-Mar-2022	As at 31-Mar-2022
Grant 1	21-Nov-17	3,964	-	-	3,964	-	-
Grant 2	21-Nov-17	-	-	-	-	-	-
Grant 3	21-Nov-17	-	-	-	-	-	-
Grant 4	21-Nov-17	-	-	-	-	-	-
Grant 5	21-Nov-17	-	-	-	-	-	-
Grant 6	21-Nov-17	32,560	-	-	23,270	9,290	9,290
Grant 7	12-Feb-18	4,23,505	-	-	61,932	3,61,573	3,41,841
Grant 8	12-Feb-18	1,16,612	-	-	44,184	72,428	72,428
Grant 9	27-Mar-19	52,074	-	-	-	52,074	36,342
Grant 10	24-Jul-19	38,684	-	-	-	38,684	38,684
Grant 11	16-Mar-22	-	2,85,400	-	-	2,85,400	-
Total		**6,67,399**	**2,85,400**	**-**	**1,33,350**	**8,19,449**	**4,98,585**

Particulars	Date of Grant	Options outstanding	During the Year 2020-21			Options outstanding	Options vested but not exercised
		As at 31-Mar-2020	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	As at 31-Mar-2021	As at 31-Mar-2021
Grant 1	21-Nov-17	8,964	-	-	5,000	3,964	3,964
Grant 2	21-Nov-17	-	-	-	-	-	-
Grant 3	21-Nov-17	8,208	-	-	8,208	-	-
Grant 4	21-Nov-17	-	-	-	-	-	-
Grant 5	21-Nov-17	-	-	-	-	-	-
Grant 6	21-Nov-17	49,480	-	-	16,920	32,560	32,560
Grant 7	12-Feb-18	5,19,975	-	-	96,470	4,23,505	4,03,773
Grant 8	12-Feb-18	1,57,320	-	19,732	20,976	1,16,612	89,148
Grant 9	27-Mar-19	62,562	-	-	10,488	52,074	20,610
Grant 10	24-Jul-19	38,684	-	-	-	38,684	19,342
Total		**8,45,193**	**-**	**19,732**	**1,58,062**	**6,67,399**	**5,69,397**

Notes to Consolidated Financial Statements

The details of Stock Options granted to certain employees for 2021-22 and 2020-21 are given below:

2021-22	Date of Grant	Weighted Average Exercise Price (₹)	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	Options vested and Outstanding at the End of the Year	Options unvested and Outstanding at the End of the Year	Vested Date	Weighted Average Remaining Contractual Life (In Years)
Grant 1	21-Nov-17	44.36	-	-	3,964	-	-	21-Nov-17	-
Grant 2	21-Nov-17	17.61	-	-	-	-	-	-	-
Grant 3	21-Nov-17	43.42	-	-	-	-	-	-	-
Grant 4	21-Nov-17	43.42	-	-	-	-	-	-	-
Grant 5	21-Nov-17	13.78	-	-	-	-	-	-	-
Grant 6	21-Nov-17	187.29	-	-	23,270	9,290	-	15-Mar-18	0.96
Grant 7	12-Feb-18	270.20	-	-	61,932	3,61,573	-	Partially vested on 12-Feb-19, 12-Feb-20 & 12-Feb-21	1.87
Grant 8	12-Feb-18	270.20	-	-	44,184	72,428	-		2.87
Grant 9	27-Mar-19	378.25	-	-	-	52,074	-	Partially vested on 27-Mar-21 & 27-Mar-22	2.50
Grant 10	24-Jul-19	384.20	-	-	-	38,684	-	-	3.82
Grant 11	16-Mar-22	1,471.90	2,85,400	-	-	-	2,85,400	-	7.66
			2,85,400	**-**	**1,33,350**	**5,34,049**	**2,85,400**		

2020-21	Date of Grant	Weighted Average Exercise Price (₹)	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	Options vested and Outstanding at the End of the Year	Options unvested and Outstanding at the End of the Year	Vested Date	Weighted Average Remaining Contractual Life (In Years)
Grant 1	21-Nov-17	44.36	-	-	5,000	3,964	-	21-Nov-17	0.59
Grant 2	21-Nov-17	17.61	-	-	-	-	-	-	-
Grant 3	21-Nov-17	43.42	-	-	8,208	-	-	21-Nov-17	-
Grant 4	21-Nov-17	43.42	-	-	-	-	-	-	-
Grant 5	21-Nov-17	13.78	-	-	-	-	-	-	-
Grant 6	21-Nov-17	187.29	-	-	16,920	32,560	-	15-Mar-18	1.96
Grant 7	12-Feb-18	270.20	-	-	96,470	4,23,505	-	Partially vested on 12-Feb-19, 12-Feb-20 & 12-Feb-21	2.87
Grant 8	12-Feb-18	270.20	-	19,732	20,976	69,416	47,196		3.87
Grant 9	27-Mar-19	378.25	-	-	10,488	20,610	31,464	Partially vested on 27-Mar-21 & 27-Mar-22	3.50
Grant 10	24-Jul-19	384.20	-	-	-	19,342	19,342	-	4.82
			-	**19,732**	**1,58,062**	**5,69,397**	**98,002**		

Notes to Consolidated Financial Statements

The following tables list the inputs to the Black Scholes model used for the plans for the year ended 31st March 2022:

Particulars	Grant Date	Risk-free Interest Rate	Expected Life	Expected Volatility of Share Price	Dividend Yield	Price of the Underlying Share in the market at the time of Option grant	Fair Value of the Option
		% (p.a)	(Years)	(%)	(%)	(₹)	(₹)
Grant 1	21-Nov-17	8.23	4.64	43.70	1.86	44.36	21.30
Grant 2	21-Nov-17	8.23	2.18	33.90	1.86	17.61	6.51
Grant 3	21-Nov-17	8.22	3.93	42.84	1.86	43.42	21.93
Grant 4	21-Nov-17	8.23	2.88	39.83	1.86	43.42	20.71
Grant 5	21-Nov-17	6.58	2.04	28.69	1.86	13.78	5.18
Grant 6	21-Nov-17	6.75	3.50	31.49	0.25	187.29	60.27
Grant 7	12-Feb-18	7.33	4.63	38.19	-	270.20	117.98
Grant 8	12-Feb-18	7.41	5.21	38.19	-	270.20	125.66
Grant 9	27-Mar-19	6.99	4.61	50.72	0.46	378.25	199.60
Grant 10	24-Jul-19	6.24	4.01	49.32	0.65	384.20	167.53
Grant 11	16-Mar-22	6.21	5.21	39.91	0.24	1,471.90	656.18

CG Power and Industrial Solutions Limited

During the year, 18,34,100 stock options were granted to eligible employees at the rate of one stock option of CG Power and Industrial Solutions Limited for every stock option held and outstanding in CG Power and Industrial Solutions Limited.

Particulars	Date of Grant	Options outstanding	During the Year 2021-22			Options outstanding	Options vested but not exercised
		As at 31-Mar-2021	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	As at 31-Mar-2022	As at 31-Mar-2022
Grant 1	18-Nov-21	-	8,38,020	-	-	8,38,020	-
Grant 2	18-Nov-21	-	3,17,120	-	-	3,17,120	-
Grant 3	18-Nov-21	-	3,39,480	-	-	3,39,480	-
Grant 4	18-Nov-21	-	3,39,480	-	-	3,39,480	-

Details of stock options granted to certain employees for 2021-22 are given below :

2021-22	Date of Grant	Weighted Average Exercise Price (`)	Options Granted	Options Cancelled/ lapsed	Options Exercised and allotted	Options vested and Outstanding at the End of the Year	Options unvested and Outstanding at the End of the Year	Vested Date	Weighted Average Remaining Contractual Life (In Years)
Grant 1	18-Nov-21	156.20	8,38,020	-	-	-	8,38,020	-	0.64
Grant 2	18-Nov-21	156.20	3,17,120	-	-	-	3,17,120	-	1.64
Grant 3	18-Nov-21	156.20	3,39,480	-	-	-	3,39,480	-	2.64
Grant 4	18-Nov-21	156.20	3,39,480	-	-	-	3,39,480	-	3.64

Notes to Consolidated Financial Statements

The following tables list the input to the Black Scholes model used for the plans for the year ended 31-03-2022 :

Particulars	Grant Date	Risk-free Interest Rate	Expected Life	Expected Volatility of Share Price	Dividend Yield	Price of the Underlying Share in the market at the time of Option grant	Fair Value of the Option
		% (p.a)	(Years)	(%)	(%)	(₹)	(₹)
Grant 1	18-Nov-21	3.81	1.00	47.82	-	156.20	31.98
Grant 2	18-Nov-21	4.46	2.00	55.99	-	156.20	52.97
Grant 3	18-Nov-21	4.96	3.00	56.02	-	156.20	65.54
Grant 4	18-Nov-21	5.36	4.00	53.10	-	156.20	73.22

Note 34.Employee Benefits Obligation

a. Gratuity (Defined Benefit Plan)

Under the Gratuity plan operated by the Group, every employee who has completed at least five years of service gets a Gratuity on leaving the organisation at 15 days of last drawn salary for each completed year of service as per Payment of Gratuity Act, 1972. The scheme is funded with an Insurance Company in the form of qualifying insurance policy. The following table summarizes the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the Balance Sheet.

₹ in Crores

Particulars		31-Mar-22	31-Mar-21 (Restated)
A.	**Change in defined benefit obligation**		
1.	Defined benefit obligation at beginning of period	121.02	75.53
	Adjustments pursuant to Business Combination (Refer Note 40.2)	-	41.62
2.	Service cost		
	a. Current service cost	6.39	5.26
3.	Interest expenses	7.98	6.03
4.	Cash flows		
	a. Benefit payments from plan	(18.21)	(15.34)
5.	Remeasurements		
	a. Effect of changes in demographic assumptions	1.26	1.90
	b. Effect of changes in financial assumptions	2.93	0.18
	c. Effect of experience adjustments	3.35	5.84
6.	Transfer In /Out	-	-
7.	Defined benefit obligation at end of period	**124.72**	**121.02**

₹ in Crores

B.	**Change in fair value of plan assets**	31-Mar-22	31-Mar-21 (Restated)
1.	Fair value of plan assets at beginning of period	114.20	74.65
	Adjustments pursuant to Business Combination (Refer Note 40.2)	-	37.59
2.	Interest income	7.49	5.88
3.	Cash flows		
	a. Total employer contributions	15.17	10.89
	b. Benefit payments from plan assets	(18.21)	(15.34)
4.	Remeasurements		
	a. Return on plan assets (excluding interest income)	0.29	0.53
5.	Transfer In /Out	-	-
6.	Fair value of plan assets at end of period	**118.94**	**114.20**

Notes to Consolidated Financial Statements

₹ in Crores

C.	**Amounts recognised in the Balance Sheet**	**31-Mar-22**	**31-Mar-21 (Restated)**
1.	Defined benefit obligation	124.72	121.02
2.	Fair value of plan assets	(118.94)	(114.20)
3.	Funded status	5.78	6.82
4.	Net defined benefit liability / (asset)	5.78	6.82
D.	**Components of defined benefit cost**	**31-Mar-22**	**31-Mar-21 (Restated)**
1.	Service cost		
	a. Current service cost	6.39	5.26
2.	Net interest cost		
	a. Interest expense on DBO	7.98	6.03
	b. Less - Interest income on plan assets	7.49	5.88
	c. Total net interest cost	0.49	0.15
3.	Remeasurements (recognised in OCI)		
	a. Effect of changes in demographic assumptions	1.26	1.90
	b. Effect of changes in financial assumptions	2.93	0.18
	c. Effect of experience adjustments	3.35	5.84
	d. Less - (Return) on plan assets (excluding interest income)	(0.29)	(0.53)
	e. Total remeasurements included in OCI	7.25	7.39
4.	Total defined benefit cost recognised in P&L and OCI	**14.13**	**12.80**

₹ in Crores

E.	**Re-measurement**	**31-Mar-22**	**31-Mar-21 (Restated)**
	a. Actuarial Loss on DBO	7.54	7.92
	b. Less - Returns above Interest Income	(0.29)	(0.53)
	Total Re-measurements (OCI)	**7.25**	**7.39**

₹ in Crores

F.	**Employer Expense (P&L)**	**31-Mar-22**	**31-Mar-21 (Restated)**
	a. Current Service Cost	6.39	5.26
	b. Interest Cost on net DBO	0.49	0.15
	c. Total P&L Expenses	**6.88**	**5.41**

₹ in Crores

G.	**Net defined benefit liability (asset) reconciliation**	**31-Mar-22**	**31-Mar-21 (Restated)**
1.	Net defined benefit asset	6.82	0.88
	Adjustments pursuant to Business Combination (Refer Note 40.2)	-	4.03
2.	Defined benefit cost included in P&L	6.88	5.41
3.	Total remeasurements included in OCI	7.25	7.39
4.	Employer contributions	(15.17)	(10.89)
5.	Net benefit paid from plan assets	-	-
6.	Net defined benefit liability / (asset) as of end of period	**5.78**	**6.82**
H.	**Reconciliation of OCI (Re-measurement)**	**31-Mar-22**	**31-Mar-21 (Restated)**
1.	Recognised in OCI during the period	7.25	7.39
2.	Recognised in OCI at the end of the period	7.25	7.39

Notes to Consolidated Financial Statements

₹ in Crores

I.	Sensitivity analysis - DBO end of Period	31-Mar-22	31-Mar-21 (Restated)
1.	Discount rate +1%	66.93	63.30
2.	Discount rate - 1%	80.40	76.86
3.	Salary Increase Rate +1%	80.22	76.74
4.	Salary Increase Rate -1%	67.03	63.32
5.	Attrition Rate +1%	74.28	71.19
6.	Attrition Rate -1%	72.13	67.91

J.	Significant actuarial assumptions	31-Mar-22	31-Mar-21 (Restated)
1.	Discount rate Current Year	6.80%-7.37%	6.00%-6.90%
2.	Discount rate Previous Year	6.00%-6.90%	6.00%-6.60%
3.	Salary increase rate	Uniform 6.0%	Uniform 5.0%
4.	Attrition Rate	2.0% [AGE 0 - 30] 1.0% [AGE 31 - 40] 6.0% [AGE DEFAULT]	3.0% (AGE 0 - 30) 1.0% (AGE 31 - 40) 2.0% (AGE - 41 - 58)
5.	Retirement Age	58	58
6.	Pre-retirement mortality	Indian Assured Lives Mortality (2006-08 & 2012-14) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
7.	Disability	Nil	Nil

₹ in Crores

K.	Data	31-Mar-22	31-Mar-21 (Restated)
1.	No. of employees	6,217	6,233
2.	Avg. Age (years)	42	43
3.	Avg. Past Service (years)	14	14
4.	Avg. Sal. Monthly (₹)	24,367	23,260
5.	Future Service (years)	15	29
6.	Weighted average duration of DBO	18	10

₹ in Crores

L.	Expected cash flows for following year	31-Mar-22	31-Mar-21 (Restated)
1.	Expected employer contributions / Additional Provision Next Year	11.52	4.45
2.	Expected total benefit payments		
	Year 1	19.77	18.40
	Year 2 to Year 5	52.92	49.46
	Year 6 to Year 10	57.44	52.58
	More than 10 Years	35.27	31.67

Notes to Consolidated Financial Statements

₹ in Crores

M.	Defined benefit obligation at end of period	31-Mar-22	31-Mar-21
	Current Obligation	18.40	18.16
	Non-Current Obligation	106.32	102.85
	Total	**124.72**	**121.01**

₹ in Crores

SUMMARY			
	Assets / Liabilities	**31-Mar-22**	**31-Mar-21**
1.	Defined benefit obligation at end of period	124.72	121.02
2.	Fair value of plan assets at end of period	118.94	114.20
3.	Net defined benefit liability (asset)	5.78	6.82
4.	Defined benefit cost included in P&L	6.88	5.41
5.	Total remeasurements included in OCI	7.25	7.39
6.	Total defined benefit cost recognised in P&L and OCI	14.13	12.80

Notes:

i The entire Plan Assets are invested in insurer managed funds with Life Insurance Corporation of India (LIC).

ii The expected / actual return on Plan Assets is as furnished by LIC.

iii The estimate of future salary increase takes into account inflation, likely increments, promotions and other relevant factors.

b. Provident Fund

Tube Investments of India Limited

The Holding Company's Provident Fund is exempted under Section 17 of the The Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The plan guarantees interest at the rate notified by the Provident Fund Authorities. The contribution by the employer and employee together with the interest accumulated thereon are payable to employees at the time of separation from the Company or retirement, whichever is earlier. The benefits vests immediately on rendering of the services by the employee. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust (including any decrease in value of investments) and the notified interest rate. The exempt provident fund set up by the company is a defined benefit plan under Ind AS 19 - Employee Benefits.

The Holding Company has obtained the actuarial valuation of interest rate obligation in respect of provident fund and a net liability of ₹5.66 Cr. on re-measurement of the defined benefit plan was recognised in financial statements as at 31st March 2021. Since there is net asset position as at 31st March 2022, the same has not been recognised in the books.

₹ in Crores

Particulars		31-Mar-22	31-Mar-21
A.	**Change in defined benefit obligation**		
1.	Defined benefit obligation at the beginning of the period	161.12	158.12
2.	Service cost		
	a. Current service cost	13.59	6.88
3.	Interest expenses	13.12	13.15
4.	Employees' Contribution	13.82	12.69
5.	Cash flows		
	a. Benefit payments from plan	(29.27)	(27.22)

Notes to Consolidated Financial Statements

₹ in Crores

		31-Mar-22	31-Mar-21
6.	Remeasurements		
	a. Effect of changes in demographic assumptions	(0.12)	-
	b. Effect of financial adjustments	(5.54)	0.02
	c. Effect of experience adjustments	(3.92)	(3.42)
7.	Transfer In /Out	3.54	0.90
8.	Defined benefit obligation at end of period	**166.34**	**161.12**

₹ in Crores

B.	**Change in Fair Value of Plan Assets**	**31-Mar-22**	**31-Mar-21**
1.	Fair value of plan assets at beginning of period	155.45	153.77
2.	Interest income	11.76	11.88
3.	Cash flows		
	a. Total employer contributions	13.59	6.88
	b. Benefit payments from plan assets	(29.27)	(27.22)
4.	Employee's contributions	13.82	12.69
5.	Remeasurement on Plan assets	2.23	(3.45)
6.	Transfer In /Out	3.54	0.90
7.	Fair value of plan assets at end of period	**171.12**	**155.45**

₹ in Crores

C.	**Components of Defined Benefit Cost**	**31-Mar-22**	**31-Mar-21**
1.	Interest cost on obligation	13.12	13.15
2.	Interest income on Plan assets	(11.76)	(11.88)
3.	Current Service cost	13.59	6.88
4.	Defined Benefit Cost recognised in P&L	**14.95**	**8.15**

₹ in Crores

D.	**Remeasurement**	**31-Mar-22**	**31-Mar-21**
1.	Remeasurements on Plan assets	(2.23)	3.45
2.	Remeasurements for Change in financial assumption	(5.54)	0.02
3.	Remeasurements towards Experience variance	(3.92)	(3.42)
4.	Remeasurements for Change in demographic assumptions	(0.12)	-
		(11.81)	**0.05**

₹ in Crores

E.	**Net Defined Benefit Liability (Asset) Reconciliation**	**31-Mar-22**	**31-Mar-21**
1.	Net defined benefit liability / (asset)	5.67	4.35
2.	Defined benefit cost included in P&L	14.95	8.15
3.	Total remeasurements included in OCI	(11.81)	0.05
4.	Contributions to the fund	(13.59)	(6.88)
5.	Net transfers in	-	-
6.	Net defined benefit liability (asset) at the end of the period	**(4.78)**	**5.67**

Notes to Consolidated Financial Statements

₹ in Crores

F.	Proportion of Total Asset Categories	31-Mar-22	31-Mar-21
1.	Government of India securities	10.69%	53.22%
2.	State Government securities	55.37%	6.55%
3.	High quality corporate bonds	26.52%	29.12%
4.	Equity	1.90%	0.09%
5.	Special Deposits	0.00%	11.03%
6.	Bank balance and others	5.52%	0.00%
7.	Funds managed by Insurer	0.00%	0.00%
	Total	**100.00%**	**100.00%**

₹ in Crores

G.	Funded Status	31-Mar-22	31-Mar-21
1.	Fair Value of Plan assets	171.14	155.46
2.	Present value of obligation	166.36	161.13
3.	**Net (Asset)/Liability**	**(4.78)**	**5.66**
4.	Amount as per books	-	5.66

Note: Since there is net asset position as at 31 March 2022, the same has not been recognised in the books

₹ in Crores

H.	Current and Non-Current liability	31-Mar-22	31-Mar-21
1.	Current Liability (Less than 1 year)	33.47	21.18
2.	Non-current liability (More than 1 year)	132.89	139.95

₹ in Crores

I.	Sensitivity analysis on interest rate guarantee liability	Liability	Change
1.	Best estimate - Base scenario	4.05	0%
2.	Discount Rate - Increased by 0.5%	3.96	(2%)
3.	Discount Rate - Decreased by 0.5%	4.15	2%
4.	Return on Gov.Securities - Increased by 1.00%	-	(100%)
5.	Return on Gov.Securities - Decreased by 1.00%	13.14	224%
6.	Return on Equities - Increased by 1.00%	5.41	33%
7.	Return on Equities - Decreased by 1.00%	5.84	44%
8.	Return on Bonds - Increased by 1.00%	2.61	(36%)
9.	Return on Bonds - Decreased by 1.00%	8.64	113%

J.	Significant actuarial assumptions	31-Mar-22	31-Mar-21
1.	Discount rate	7.20%	6.60%
2.	Interest rate guarantee	8.10%	8.50%
3.	Attrition Rate	6.0% (AGE 0 - 58)	3.0% (AGE 0 - 29) 2.0% (AGE 30 - 39) 1.0% (AGE - 40 - 58)
4.	Retirement Age	58	58
5.	Pre-retirement mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

Notes to Consolidated Financial Statements

₹ in Crores

K.	Membership Data - Summary Statistics	31-Mar-22	31-Mar-21
1.	Number of employees	17,819	16,894
2.	Employee contribution	13.82	12.69
3.	Employer contribution	13.59	6.88
4.	Average attained age	34 years	33 years
5.	Average Past Service	-	-

CG Power and Industrial Solutions Limited

CG Power and Industrial Solutions Limited (CGPISL) makes contribution towards provident fund to CG Provident Fund which is administered by the trustees. During the year, CGPISL has decided to transfer the fund to government administered Employee's Provident Fund Organisation ('EPFO'). Accordingly, majority of the plan assets held by the Trust is sold and the amount received is transferred to EPFO. CGPISL has agreed to pay to EPFO any shortfall in fund to the extent of employee provident fund liability as on March 31, 2022. CGPISL has paid ₹5.92 Cr. towards shortfall assessed till date. CGPISL is carrying sufficient provision in the books of account as at March 31, 2022, towards shortfall.

c. Long Term Compensated Absences

The assumption used for computing the long term accumulated compensated absences on actuarial basis are as follows:

Assumptions	31-Mar-22	31-Mar-21
Discount Rate	6.80% - 7.40%	6.00% - 6.90%
Future Salary Increase	5.00% - 6.00%	3.50% - 5.00%
Attrition Rate	3.00% - 6.00%	1.00% - 4.00%

d. Contributions to Defined Contribution Plan ₹ in Crores

Contribution to	31-Mar-22	31-Mar-21
Provident Fund	16.69	17.41
Super Annuation Fund	11.46	9.98
Employee State Insurance	0.76	0.87
Labour State Insurance Scheme	0.02	0.01
National Pension Scheme	1.19	1.06
Family Pension	21.52	23.24
Total	**51.64**	**52.57**

Note 35. Capital Commitment and Contingencies

Note 35a. Contingent Liabilities

Note i

a) Matters wherein management has concluded the Group's liability to be probable have accordingly been provided for in the books (Refer Note 18)

b) Matters wherein management has concluded the Group's liability to be possible have accordingly been disclosed under Note 35a ii Contingent liabilities below.

c) Matters wherein management is confident of succeeding in these litigations and have concluded the Group's liability to be remote. This is based on the relevant facts of judicial precedents and as advised by legal counsel which involves various legal proceedings and claims, in different stages of process.

Notes to Consolidated Financial Statements

Note ii Contingent Liabilities ₹ in Crores

	Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
(i)	Disputed Income-Tax demands under appeal / remand pending before various appellate/ assessing authorities against the Demerged Company (including interest and penalty).	5.23	9.12
(ii)	Disputed Service Tax, Excise and Customs duty demand pertaining to financial years 2001-02 to 2002-2003 under appeal pending before the Appellate Tribunal. The Management is of the opinion that the above demands are arbitrary and are not sustainable	0.11	0.11
(iii)	Claims against the Group not acknowledged as debts	6.04	6.62
(iv)	Sales tax / VAT liability that may arise in respect of matters in appeal	5.57	14.79
(v)	Excise duty / custom duty / service tax liability that may arise in respect of matters in appeal	15.60	15.60
(vi)	Amounts payable to employees with respect to retrospective applicability of amendments to the Payment of Bonus Act, 1965 in respect of FY 2014-15, pending at High Court under a writ petition. The Management is of the opinion that the above retrospective amendment is not sustainable.	2.61	2.61

Notes

a. Draft Assessment Orders received from IT Authorities and Show Cause Notices received from various other government authorities, pending adjudication, have been assessed by the management and considered appropriately in the consolidated financial statements.

b. The uncertainties and possible reimbursement in respect of the above mentioned contingent liabilities are dependent on the outcome of various legal proceedings and therefore, cannot be predicted accurately.

c. The Group considers the Cash flow in each of the cases to be uncertain and hence considered as Contingent Liabilities.

d. From time to time, the Group is involved in claims and legal matters arising in the ordinary course of business. Management is not currently aware of any matters that will have a material adverse effect on the financial position, results of operations, or cash flows of the Group.

e. It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at A(a) to A(d) above, pending resolution of the arbitration / appellate proceedings.

f. Sales tax / VAT cases include disputes pertaining to disallowances of Input tax credit and non-submission of various forms with authorities.

g. Excise duty / custom duty / service tax cases include disputes pertaining to inadmissibility of cenvat credit, short payment of service tax on work contracts, refund of excise duty on export of transformers, interest payment on Provisional Assessment Cases, etc.

h. Contingent liabilities for Income tax cases pertains to difference on account of cenvat credit and valuation of closing inventory, disallowance of expenses, etc.

i. The Holding Company's subsidiary (CGPISL) had received notice of demand under Income Tax Act for ₹606.30 Cr. for financial year 2016-17, and the Hon'ble Bombay High Court has granted an interim stay against the notice of demand until admission of appeal before the High Court. CGPISL has filed its detailed submissions in response to the notices received for the appeal filed before Commissioner of Income Tax (Appeals). Considering the facts and underlying documents with respect to the demand raised under Section 68 of the Income Tax Act, 1961, the management strongly believes that the demand is not sustainable, bad in law and will be reversed at appellate levels.

Notes to Consolidated Financial Statements

Note 35b. Commitments

₹ in Crores

	Particulars	As at 31-Mar-2022	As at 31-Mar-2021
(i)	Estimated amount of contracts remaining to be executed on capital expenditure and not provided for	92.12	64.37
(ii)	Export obligation under EPCG / Advance License Scheme to be fulfilled. The Group is confident of meeting its obligations under the Schemes within the Stipulated Period.	97.34	196.88

Note 36. Disclosure in respect of Related Parties pursuant to Ind AS 24

a) List of Related Parties

I. Joint venture & Associate Companies

a. TI Tsubamex Private Limited (Refer Note 8a(iii)) (till 25th October 2021)

b. Aerostrovilos Energy Private Limited (w.e.f 24th November 2021)

c. Joint Venture of TI Clean Mobility Private Limited

i. Cellestial E-Mobility Private Limited and its subsidiary (w.e.f 04th March 2022)

a. Cellestial E-Trac Private Limited (w.e.f 04th March 2022)

II. Company having Significant Influence

a. Ambadi Investments Limited

III. Other Related Parties

a. Parry Enterprises India

b. Parry Agro Industries

c. Clean Max Enviro Energy Solutions Private Limited (Ceased to be a related party w.e f. 02nd September, 2021)

IV. Key Management Personnel (KMP)

a. Mr. Vellayan Subbiah - Managing Director (till 31st March 2022)

b. Mr. K R Srinivasan - President and Whole Time Director (w.e.f 11th November 2020)

c. Mr. S Suresh - Company Secretary

d. Mr. K Mahendra Kumar - Chief Financial Officer

V. Non Executive Directors

a. Mr. M A M Arunachalam, Chairman (w.e.f 11th November 2020)

b. Mr. MM Murugappan (till 11th November 2020)

c. Ms. Madhu Dubhashi (till 13th August 2021)

d. Mr. Sanjay Johri

e. Mr. Mahesh Chhabria (till 27th October 2021)

f. Mr. Anand Kumar (w.e.f 24th March 2021)

g. Ms. Sasikala Varadachari (w.e.f 17th June 2021)

h. Mr. Tejpreet Singh Chopra (w.e.f. 16th March 2022)

i. Mr. Ramesh K B Menon (till 11th November 2020)

j. Mr. Pradeep V Bhide (till 23rd July 2020)

Notes to Consolidated Financial Statements

VI. Post Employment Benefit Funds

a. T.I.I.(Subsidiaries) Employees Provident Fund

b. TI Employees Provident Fund India Ltd

c. Tube Products Of India Employees Provident Fund

d. Tube Investments of India Limited, Employees Gratuity Fund

e. Tube Investments of India Limited, Employees Earned Leave Fund

f. CG Provident Fund

g. CG Gratuity Fund

VII. Post Employment Contribution Funds

a. Tube Investments of India Limited, Senior Staff Superannuation Fund

b) During the year the following transactions were carried out with the related parties in the ordinary course of business:

₹ in Crores

Transaction	Related Party	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
Services Received	Parry Enterprises India Limited	1.89	2.31
Dividend Paid	Ambadi Investments Limited	21.72	13.79
	Mr. K R Srinivasan	0.01	-
	Mr. M M Murugappan	-	0.10
	Mr. Mahesh Chhabria (PY ₹18,600)	0.01	0.00
	Mr M A M Arunachalam	0.19	0.32
Remuneration (Refer Note c below)	Key Management Personnel	12.04	10.01
Fair value Cost of Stock options granted (Refer Note c below)	Key Management Personnel	0.12	0.23
Sitting Fees and Commission	Non executive directors	2.71	1.56
Other Expenses	Clean Max Enviro Energy Solutions Private Limited	0.38	0.24
	Parry Enterprises India Limited	1.19	0.28
Contribution to Post Employment Benefit / Contribution Funds	T.I.I.(Subsidiaries) Employees Provident Fund	6.72	4.81
	TI Employees Provident Fund India Ltd	8.24	5.51
	Tube Products Of India Employees Provident Fund	12.31	9.30
	Tube Investments of India Limited, Employees Gratuity Fund	8.32	8.16
	Tube Investments of India Limited, Senior Staff Superannuation Fund	5.32	4.57
	Tube Investments of India Limited, Employees Earned Leave Fund	4.99	0.87
	CG Provident Fund	10.91	10.22
	CG Gratuity Fund	6.69	2.05
Benefits received from Employment Benefit / Contribution funds	Tube Investments of India Limited, Employees Gratuity Fund	8.58	11.45
	Tube Investments of India Limited, Employees Earned Leave Fund	2.28	2.36

Notes to Consolidated Financial Statements

₹ in Crores

Balances	Related Party	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Payable	Parry Enterprises India Limited	0.10	0.13
	Clean Max Enviro Energy Solutions Private Limited	-	0.11
	Key Managerial Personnel	2.94	2.39
	T.I.I.(Subsidiaries) Employees Provident Fund	0.43	0.43
	TI Employees Provident Fund India Ltd	0.50	0.50
	Tube Products Of India Employees Provident Fund	0.79	0.79
Other Current Assets	Parry Enterprises India Limited	0.75	-

Terms and Conditions of transaction with Related Parties

The sale to and purchases from Related Parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in Cash. For the year ended 31st March 2022, the Group has not recorded any impairment of receivables relating to amounts owed by Related Parties.

c) Details of remuneration to Key Managerial Personnel are given below:

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
- Salaries and Allowances	7.77	6.52
- Provident Fund and Super Annuation	0.93	0.75
- Perquisites	0.40	0.35
- Incentive	2.94	2.39
- Fair value Cost of Stock options granted	0.12	0.23
- Sitting Fees and Commission to Non executive directors	2.71	1.56
	14.87	**11.80**

The above figures do not include provisions for encashable leave and gratuity as separate actuarial valuation is not available.

Notes to Consolidated Financial Statements

Note 37.Segment Information

Effective 1st April 2021, the Group has re-organised certain business units and its operating structure and in view of the structural changes, the Chief Operating Decision Maker (CODM) reviews the business as six primary segments - "Engineering", "Metal Formed Products", "Mobility", "Gear and Gear Products", "Power Systems" and "Industrial Segments", and in accordance with the core principles of Ind AS 108 - 'Operating Segments', these have been considered as the reportable segments of the Group.

The Management Committee headed by Managing Director (CODM) consisting of Chief Financial Officer, Leaders of Strategic Business Units and Human resources have identified the above six reportable business segments. It reviews and monitors the operating results of the business segments for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

The Engineering segment comprises of cold rolled steel strips and precision steel tube viz., Cold Drawn Welded tubes (CDW) and Electric Resistance Welded tubes (ERW). The Metal Formed Products segment comprises of Automotive chains, fine blanked products, stamped products, roll-formed car doorframes and cold rolled formed sections for railway wagons and passenger coaches. The Mobility segment comprises of Standard bi-cycles, Special bi-cycles including alloy bikes and Speciality performance bikes, fitness equipment and 3-wheeler electric vehicle. Gear and Gear Products segment consists of gears, gear boxes, gear motors and gear assemblies. The Power systems segment consists of Transformer, switchgear, Automation and Turnkey Projects. The Industrial systems segment consists of Electric Motors, Alternators, Drives, Traction Electronics and SCADA. The Industrial chains business along with new businesses of the Group and Financiere C10 are reported as Others for the purpose of segment reporting. The Industrial chains and new business namely, Optic Lens, TMT Bars, Truck Body Building and TI Machine building are reported as Others for the purpose of segment reporting. The Company has re-presented the information relating to previous year in line with the revised segment classification.

Segment assets and liabilities include those directly identifiable with the respective segments. Unallocated corporate assets and liabilities represent the assets and liabilities that relate to the Group as a whole and are not allocable to any segment. Expenses that are directly identifiable to segments are considered for determining the segment results. Expenses which relate to the Group as a whole and are not allocable to segments are included under unallocated corporate expenses.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Particulars	MOBILITY		ENGINEERING		METAL FORMED PRODUCTS		Gear and Gear Products		Power Systems		Industrial Systems		Others		Discontinued Operations		Eliminations		Consolidated Total	
	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)
REVENUE																				
External Sales	976.04	851.17	3,334.51	1,996.41	1,157.56	946.93	316.31	206.76	1,582.60	375.09	3,882.97	993.05	810.41	458.05	-	-	-	-	12,060.40	5,827.46
Inter-Segment Sales	-	-	273.05	169.35	0.40	26.43	8.21	1.03	0.34	0.64	0.31	-	1.16	0.11	-	-	(283.47)	(197.56)	-	-
Other Operating Revenue	4.71	5.04	260.40	150.83	82.30	58.69	12.55	7.74	10.58	0.56	69.29	19.39	25.07	13.53	-	-	(2.25)	(2.25)	462.65	253.53
Unallocated Corporate Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2.25	2.30
Total Revenue	**980.75**	**856.21**	**3,867.96**	**2,316.59**	**1,240.26**	**1,032.05**	**337.07**	**215.53**	**1,593.52**	**376.29**	**3,952.57**	**1,012.44**	**836.64**	**471.69**	**-**	**-**	**(285.72)**	**(199.81)**	**12,525.30**	**6,083.29**
Unallocated Corporate Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(40.45)	(18.63)
RESULT																				
Operating Profit	40.33	43.98	376.40	251.03	135.49	74.23	58.74	26.07	146.63	(26.62)	418.04	80.66	47.28	9.52	-	-	-	-	1,182.46	440.24

Notes to Consolidated Financial Statements

Particulars	MOBILITY		ENGINEERING		METAL FORMED PRODUCTS		Gear and Gear Products		Power Systems		Industrial Systems		Others		Discontinued Operations		Eliminations		Consolidated Total	
	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)	2021-22	2020-21 (Restated)
Profit / (Loss) on Sale of Property, Plant and Equipment	0.30	0.37	(0.82)	0.13	0.82	0.44	-	-	-	-	-	-	-	(0.07)	-	-	-	-	(0.95)	1.69
Net Operating Profit	**40.63**	**44.35**	**375.58**	**251.16**	**136.31**	**74.67**	**58.74**	**26.07**	**146.63**	**(26.62)**	**418.04**	**80.66**	**47.28**	**9.45**	**-**	**-**	**-**	**-**	**1,181.51**	**441.93**
Dividend Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3.24	1.29
Finance Costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(58.27)	(45.88)
Tax Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(160.77)	(78.76)
Exceptional Items																				
- Accrual / Reversal of provision made on Land Transactions towards penal charges	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	20.21	(20.21)
- Compensation under Voluntary Retirement Scheme	-	(9.69)	-	(3.19)	-	(4.61)	-	-	-	-	-	-	-	(4.18)	-	-	-	-	-	(21.67)
Profit on Sale of Current Investments (Net)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8.39	8.96
Loss from Associates and JVs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2.92)	-
Loss from discontinued operations after tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.35)	0.08	-	-	(0.35)	0.08
Net Profit	**40.63**	**34.66**	**375.58**	**247.97**	**136.31**	**70.06**	**58.74**	**26.07**	**146.63**	**(26.62)**	**418.04**	**80.66**	**47.28**	**5.27**	**(0.35)**	**0.08**	**-**	**-**	**991.04**	**285.74**
ASSETS																				
Segment Assets	586.77	273.64	1,481.68	1,339.13	562.17	563.64	339.15	322.95	1,529.88	1,454.56	1,593.26	1,785.77	593.47	385.60	8.06	392.32	(206.48)	(59.49)	6,487.96	6,458.12
Unallocated Corporate Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,222.62	1,016.95
Total Assets	**586.77**	**273.64**	**1,481.68**	**1,339.13**	**562.17**	**563.64**	**339.15**	**322.95**	**1,529.88**	**1,454.56**	**1,593.26**	**1,785.77**	**593.47**	**385.60**	**8.06**	**392.32**	**(206.48)**	**(59.49)**	**7,710.58**	**7,475.07**
LIABILITIES																				
Segment Liabilities	300.69	211.50	785.17	752.46	272.09	263.15	80.80	88.29	1,775.80	1,780.03	760.64	765.00	180.20	155.85	8.84	11.05	(142.09)	(59.49)	4,022.14	3,967.84
Unallocated Corporate Liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	329.95	54.09
Total Liabilities	**300.69**	**211.50**	**785.17**	**752.46**	**272.09**	**263.15**	**80.80**	**88.29**	**1,775.80**	**1,780.03**	**760.64**	**765.00**	**180.20**	**155.85**	**8.84**	**11.05**	**(142.09)**	**(59.49)**	**4,352.09**	**4,021.93**
OTHER INFORMATION																				
Capital Expenditure	8.13	6.26	74.04	69.73	23.55	35.94	2.15	2.65	17.71	7.45	51.15	8.31	14.46	10.17	-	-	-	-	191.19	140.51
Unallocated Corporate Capital Expenditure	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	56.89	9.85
Depreciation and Amortisation	11.69	13.22	77.56	78.09	43.96	48.39	10.37	8.86	53.42	20.91	116.80	49.08	31.19	27.68	-	-	-	-	344.99	246.23
Unallocated Corporate Depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.22	4.34

Notes to Consolidated Financial Statements

Revenue from external customers

₹ in Crores

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021 (Restated)
India	10,603.31	5,088.19
Outside India	1,921.99	995.10
Total Revenue per Statement of Profit or Loss	**12,525.30**	**6,083.29**

There are no sales to external customers more than 10% of Total Revenue.

Non-Current operating assets

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
India	3,770.15	3,656.74
Outside India	522.01	583.41
Total	**4,292.16**	**4,240.15**

Reconciliation of Segment assets and liabilities to amounts reflected in the Standalone Financial Statements

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Segment Assets	7,710.58	7,475.07
Add: Deferred Tax Assets	513.57	495.96
Add: Goodwill on Consolidation	663.14	664.67
Add: Derivative Instruments	1.02	-
Total Assets	**8,888.31**	**8,635.70**

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Segment Liabilities	4,352.09	4,021.93
Add: Deferred Tax Liabilities and others	7.20	2.13
Add: Long term and Short term Borrowings (Note 15a and Note 17a)	803.76	1,914.62
Add: Derivative Instruments	-	1.43
Total Liabilities	**5,163.05**	**5,940.11**

Notes to Consolidated Financial Statements

Note 38. Leases

The Group has lease contracts for Land, Building, Furnitures and Vehicles used for the purpose of Warehouses and Factories. Leases of such assets generally have lease terms between 2 and 99 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets and some contracts require the Group to maintain certain financial ratios. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Group also has certain leases of machinery with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases.

The carrying amounts of right-of-use assets recognised and the movements during the year is explained in Note No.6b

Set out below are the carrying amounts of lease liabilities included under financial liabilities and the movements during the year:

Movement of Lease Liability ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Opening Balance	57.78	42.84
Additions on account of Business Combination (Refer Note 40.2)	-	22.47
Add: Additions during the year	36.84	15.82
Less: Deletions / Remeasurements during the year	(13.73)	(14.23)
Add / Less: Exchange Differences	(0.38)	(1.56)
Add / Less: Accretion of Interest	4.38	3.77
Less: Payments during the year	(17.74)	(11.33)
Closing Balance	**67.15**	**57.78**
Current	14.91	12.88
Non Current	52.24	44.90

Maturity Analysis of Lease Liability ₹ in Crores

Year Ended	Less than 1 Year	1 - 5 Years	More than 5 Years
31-Mar-2022	18.72	37.98	39.45
31-Mar-2021 (Restated)	16.53	34.35	36.77

The effective interest rate for lease liabilities is 8% - 13% p.a. (PY - 8% - 13% p.a.).

The following are the amounts recognised in profit or loss:

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Depreciation expense of right-of-use assets	19.04	15.36
Interest expense on lease liabilities	4.38	3.77
Expense relating to short-term leases and variable leases (included in other expenses)	17.41	8.65
Income from right-of-use assets (included in other income)	-	(0.63)
Total	**40.83**	**27.15**

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised (see Note 31).

Notes to Consolidated Financial Statements

The Group does not expect undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term

Group as Lessor:

The Group has entered into operating leases pertaining to certain land and buildings on March 2022 onwards having lease term of five years. This includes a clause to enable upward revision of 7% in the rental charge on an annual basis. Rental income recognised by the Group during the year is ₹8.28 Cr. (₹4.88 Cr. during the previous year). Future minimum rentals receivable under operating leases as at 31 March are as follows:

₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Within One Year	4.13	1.88
1 to 5 Years	18.70	0.05
Total Assets	**22.83**	**1.93**

Note 39.Non-Controlling Interest

Financial information of Subsidiaries having Non-Controlling Interest is given below ₹ in Crores

Name of the Subsidiary	Country of Incorporation	As on 31st March 2022	Profit allocated to Non-Controlling Interest (₹ in Crores)	Other Comprehensive Income allocated to Non-Controlling Interest (₹ in Crores)	Accumulated Non-Controlling Interest (₹ in Crores)
Shanthi Gears Limited	India	29.53%	12.54	(0.13)	76.77
Great Cycles (Private) Limited	Sri Lanka	20.00%	1.42	-	3.76
Creative Cycles (Private) Limited	Sri Lanka	20.00%	(2.69)	-	(1.40)
CGPISL and its subsidiaries (Refer Note 40.2)	India	41.95%	210.94	7.49	575.05

₹ in Crores

Name of the Subsidiary	Country of Incorporation	As on 31st March 2021 (Restated)	Profit allocated to Non-Controlling Interest (₹ in Crores)	Other Comprehensive Income allocated to Non-Controlling Interest (₹ in Crores)	Accumulated Non-Controlling Interest (₹ in Crores)
Shanthi Gears Limited	India	29.53%	6.18	(0.05)	70.02
Great Cycles (Private) Limited	Sri Lanka	20.00%	0.34	-	3.94
Creative Cycles (Private) Limited	Sri Lanka	20.00%	(0.40)	-	0.74
CGPISL and its subsidiaries (Refer Note 40.2)	India	41.42%	4.45	4.94	308.66

The summarised financial information of the Subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

Notes to Consolidated Financial Statements

Summarised Statement of Profit and Loss ₹ in Crores

Particulars	31st March 2022			
	Shanthi Gears Limited	Great Cycles (Private) Limited	Creative Cycles (Private) Limited	CGPISL
Income	346.12	36.60	69.89	5,603.11
Expenditure	287.39	27.89	83.42	5,126.19
Profit / (Loss) Before Tax	58.73	8.71	(13.53)	476.92
Tax Expenses	16.26	1.62	(0.06)	(7.50)
Profit / (Loss) for the Year	42.47	7.09	(13.47)	484.42
- attributable to the equity holders of the Parent	29.93	5.67	(10.78)	273.48
- attributable to the non-controlling interest	12.54	1.42	(2.69)	210.94
Other Comprehensive Income	(0.46)	-	-	18.04
- attributable to the equity holders of the Parent	(0.33)	-	-	10.55
- attributable to the non-controlling interest	(0.13)	-	-	7.49
Total Comprehensive Income	42.01	7.09	(13.47)	502.46
- attributable to the equity holders of the Parent	29.60	5.67	(10.78)	284.03
- attributable to the non-controlling interest	12.41	1.42	(2.69)	218.43

Particulars	31st March 2021			
	Shanthi Gears Limited	Great Cycles (Private) Limited	Creative Cycles (Private) Limited	CGPISL
Income	223.81	18.90	40.53	1,413.15
Expenditure	196.98	16.96	42.57	1,414.98
Profit / (Loss) Before Tax	26.83	1.94	(2.04)	(1.83)
Tax Expenses	5.90	0.22	(0.03)	(12.59)
Profit / (Loss) for the Year	20.93	1.72	(2.01)	10.76
- attributable to the equity holders of the Parent	14.75	1.38	(1.61)	6.31
- attributable to the non-controlling interest	6.18	0.34	(0.40)	4.45
Other Comprehensive Income	(0.16)	-	-	11.91
- attributable to the equity holders of the Parent	(0.11)	-	-	6.97
- attributable to the non-controlling interest	(0.05)	-	-	4.94
Total Comprehensive Income	20.77	1.72	(2.01)	22.67
- attributable to the equity holders of the Parent	14.64	1.38	(1.61)	13.28
- attributable to the non-controlling interest	6.13	0.34	(0.40)	9.39

Notes to Consolidated Financial Statements

Summarised Balance Sheet ₹ in Crores

Particulars	31st March 2022			
	Shanthi Gears Limited	Great Cycles (Private) Limited	Creative Cycles (Private) Limited	CGPISL
Non-Current Asset	101.89	5.28	4.88	2,117.61
Current Asset	238.87	18.50	21.39	2,441.87
Assets classified as held for sale and discontinued operations	-	-	-	8.07
Non-Current Liabilities	0.85	1.95	1.15	363.58
Current Liabilities	79.95	3.02	32.10	2,825.56
Liabilities associated with group of assets classified as held for sale and discontinued operations	-	-	-	8.84
Total Equity	259.96	18.81	(6.98)	1,369.57
- attributable to the equity holders of the Parent	183.19	15.05	(5.58)	794.52
- attributable to the non-controlling interest	76.77	3.76	(1.40)	575.05

Particulars	31st March 2021			
	Shanthi Gears Limited	Great Cycles (Private) Limited	Creative Cycles (Private) Limited	CGPISL
Non-Current Asset	112.89	8.69	7.16	2,266.75
Current Asset	212.53	19.47	23.18	2,147.55
Assets classified as held for sale and discontinued operations	-	-	-	392.32
Non-Current Liabilities	2.48	1.58	1.49	886.88
Current Liabilities	85.81	6.88	25.13	3,164.13
Liabilities associated with group of assets classified as held for sale and discontinued operations	-	-	-	11.05
Total Equity	237.13	19.70	3.72	744.56
- attributable to the equity holders of the Parent	167.11	15.76	2.98	435.90
- attributable to the non-controlling interest	70.02	3.94	0.74	308.66

Summarised Cash Flow Statement ₹ in Crores

Particulars	31st March 2022			
	Shanthi Gears Limited	Great Cycles (Private) Limited	Creative Cycles (Private) Limited	CGPISL
Net cash inflow / (outflow) from operating activities	35.01	(3.08)	0.69	488.82
Net cash inflow / (outflow) from investing activities	(16.48)	(0.03)	(0.07)	220.94
Net cash inflow / (outflow) from financing activities	(19.18)	0.01	(0.14)	(797.20)
Net Increase / (Decrease) in Cash and Cash equivalents	**(0.65)**	**(3.10)**	**0.48**	**(87.44)**

Notes to Consolidated Financial Statements

Particulars	31st March 2021			
	Shanthi Gears Limited	Great Cycles (Private) Limited	Creative Cycles (Private) Limited	CGPISL
Net cash inflow / (outflow) from operating activities	30.72	(0.13)	(2.63)	(457.80)
Net cash inflow / (outflow) from investing activities	(18.30)	(0.03)	-	(0.99)
Net cash inflow / (outflow) from financing activities	(11.51)	(0.17)	(0.13)	681.36
Net Increase / (Decrease) in Cash and Cash equivalents	**0.91**	**(0.33)**	**(2.76)**	**222.57**

Note 40.1 - Interest in Joint Ventures and Associate

Interest in Joint Ventures

During the year ended 31st March 2021, consequent to discontinuance of TI Tsubamex Private Limited ("TTPL") operations, sale of its assets and settling of its liabilities, the Group made an application to the Registrar of Companies, Chennai (ROC) for striking off TTPL's name from the Register of Companies. The final approval from ROC was received during the year ended March 31, 2022. Accordingly, the Company ceases to be a Joint Venture with effect from 25th October 2021.

During the year, the Company has incorporated a wholly owned subsidiary viz., TI Clean Mobility Private Limited ("TICMPL") to pursue and engage in Clean Mobility business interests and electric three-wheeler business with an equity investment of ₹100 Cr.. TICMPL acquired 1,41,677 equity shares of the face value of ₹10/- each, representing about 69.95% of the subscribed and paid up share capital of M/s. Cellestial E-Mobility Private Limited ("CEMPL"), a company engaged in design and manufacture of electric tractors, aviation ground support electric equipment and other electric machinery. TICMPL has joint control over CEMPL.

Interest in Associate

During the year, the Company was allotted 4,151 equity shares of face value of ₹10/- each, fully paid up, representing 27.78% of paid up share capital of M/s. Aerostrovilos Energy Private Limited ("AEPL") for a consideration of ₹3.46 Cr., pursuant to the Shares Subscription Agreement executed between the Company and AEPL.

Summarised Financial Information

The Group's interest in the above mentioned associate and joint venture is accounted using the equity method in the Consolidated Financial Statements. Summarised financial information of the joint venture and associate based on their Ind AS financial statements for the year ended 31st March 2022 is given below:

₹ in Crores

Particulars	CEMPL	AEPL
Summarised statement of profit and loss		
Income	0.06	0.02
Expenditure	4.15	0.14
Profit / (Loss) before Tax	(4.09)	(0.12)
Tax Expenses	0.04	-
Profit / (Loss) after Tax	(4.13)	(0.12)
Other Comprehensive Income	-	-
Total Comprehensive Income	(4.13)	(0.12)
Proportion of Group's ownership	69.95%	27.78%
Group's share in Total Comprehensive Income	(2.89)	(0.03)
Summarised Balance Sheet		
Non-Current Asset	2.77	0.35
Current Asset	51.87	0.14
Non-Current Liabilities	1.71	0.27
Current Liabilities	5.50	0.08
Total Equity	47.43	0.14
Carrying amount of Investment in Consolidated Financial Statements	157.98	3.43

Notes to Consolidated Financial Statements

Note 40.2 - Business Combination

a) The Holding Company had entered into a Securities Subscription Agreement dated August 7, 2020 and the amendment thereto dated 2nd September 2020 (together "SSA") with CGPISL. CGPISL is a global enterprise providing end-to-end solutions to utilities, industries and consumers for the management and application of efficient and sustainable electrical energy. The decision by the Group to acquire controlling interest in CGPISL was driven by the long-term business objectives of the Group.

b) Consequently, as on the acquisition date, the Group has acquired CGPISL and its subsidiaries (together, "CG Power"), and the Holding Company was allotted 71,12,51,887 equity shares of ₹2/- each against a consideration of ₹650 Cr. (resulting in CGPISL becoming a subsidiary of the Holding Company effective 26th November 2020, the "Acquisition Date") and 17,52,33,645 warrants at a value of ₹8.56 each, convertible within 18 months of subscription into an equal number of equity shares (at the option of the Holding Company), against which the Holding Company has paid 25% of the value, i.e. ₹37.50 Cr., till date, under the terms of the SSA. This has resulted in the Holding Company holding 58.58% stake in CGPISL on a fully dilutive basis. Also, in relation to this acquisition:

   i. the Holding Company and CGPISL entered into agreements for compromise, settlement and restructuring of the pre-existing funded and non-funded credit facilities of CGPISL, which envisage, inter alia, repayment of ₹650 Cr. of debt by CGPISL, conversion of ₹200 Cr. of debt of CGPISL into unsecured non-convertible debentures, and the settlement of certain borrowings at ₹132 Cr., and discharge of lien over certain assets, as full and final settlement.

   ii. the Holding Company and CGPISL entered into separate agreements or are / were in negotiations, with lenders, for settlement of corporate guarantee obligations by CGPISL and its subsidiaries;

   Post the above acquisition, the Holding Company has exercised its warrants amounting to ₹77.04 Cr.. Further, during the year ended 31st March 2022, CGPISL has issued further shares resulting in the decrease in Holding Company's stake in CGPISL to 58.05%.

c) Assets acquired and liabilities assumed

   i. Under Ind AS 103 - Business Combinations ("Ind AS 103"), the Group is required to account for the afore-mentioned acquisition, at the fair values of assets and liabilities of CG Power as at Acquisition Date, and record necessary Intangibles and any resultant goodwill arising from such acquisition, in its consolidated financial statements. For the year ended March 31, 2021, the Group had accounted for the aforesaid acquisition based on provisional amounts as permitted by Paragraph 45 of Ind AS 103, which provides a measurement period of one year from the acquisition date, to complete the final acquisition accounting. During the current year, the Group has retrospectively adjusted the provisional amounts recognised at the acquisition date to reflect new information obtained during such measurement period, which ended on 26th November 2021, about facts and circumstances that existed as of the acquisition date, as permitted by Ind-AS 103 referred to above, including the adjustments described in Note 40.2(c)(ii) below.

   ii. Upon Completion in October 2021, of the re-opening of books of account and re-casting of financial statements of CGPISL for the years ended 31st March 2015 to 31st March 2019 pursuant to National Company Law Tribunal (NCLT) Order, CGPISL applied for voluntary revision of its financial statements for the years ended 31st March 2020 and 31st March 2021, under Section 131(1) of the Companies Act, 2013, which was approved by NCLT vide its order dated 22nd December 2021. Accordingly, CGPISL amended and published such revised financial statements, in December 2021. The various matters of restatement in such restated / revised financial statements, relate to periods prior to the Acquisition Date and, therefore, have been considered by the Group as measurement period adjustments.

   iii. Accordingly, and as required by paragraph 49 of Ind AS 103, the Group has revised the information for comparative periods presented in the Statement of Consolidated Financial Statements, including necessary consequential adjustments required, as a result of the foregoing.

Notes to Consolidated Financial Statements

₹ in Crores

Particulars	Provisional Fair Values	Fair Value at Acquisition
Non-Current Assets	2,736.65	2,345.04
Current Assets	2,478.26	2,494.80
Asset held for sale and Discontinued operations	498.96	389.90
Total Assets (A)	**5,713.87**	**5,229.74**
Non-current liabilities	106.34	66.78
Current Liabilities	4,724.19	4,390.31
Liabilities associated with asset held for sale and Discontinued operations	9.01	9.01
Total Liabilities (B)	**4,839.54**	**4,466.10**
Net Assets (C=A-B)	**874.33**	**763.64**
Fair value of total purchase consideration (D)	800.00	800.00
Non-Controlling Interest on acquisition ('E)	362.15	316.29
Goodwill (D+E-C)	**287.82**	**352.65**

* the difference between the provisional and final fair values represents measurement period adjustments in accordance with paragraph 45 of Ind AS 103

Other Matters

i. The entire purchase consideration paid till date was made through cash. There is no contingent consideration to be paid as per the SSA, and transactions to be recognised separately from acquisition of assets and assumption of liabilities. The carrying value of trade receivables equals to the fair values. However, none of the trade receivables is credit impaired and it is expected that the full contractual amounts can be collected.

ii. The goodwill of ₹352.65 Cr. comprises the value of expected synergies arising from the acquisition, which is not separately recognised. Goodwill recognised is not deductible for income tax purposes.

iii. From the date of acquisition, CG Power has contributed ₹5,561.40 Cr. and ₹1,393.37 Cr. of revenue and ₹484.42. Cr. to the profit before tax from continuing operations of the Group and ₹1.83 Cr. to the loss before tax from continuing operations of the Group for the year ended March 31, 2022 and March 31, 2021 respectively.

iv. The Consolidated Financial Statements of CGPISL from the date of acquisition to 31st March, 2021 have been included in the Consolidated Financial Statements of the Group in the previous year.

v. Non-controlling interest has been measured at the non-controlling interest's proportionate share of CG Power's identifiable net assets. Acquisition costs of ₹3.65 Cr. related to CG Power Group have been charged to consolidated statement of profit and loss.

Notes to Consolidated Financial Statements

Note 40.3. Hedging activities and derivatives

Cash Flow Hedges

Foreign Exchange Forward Contracts measured at Fair Value through OCI are designated as Hedging Instruments in cash flow hedges of forecast sales in EUR and USD and also for forecast purchases in EUR and USD.

₹ in Crores

Particulars	As at 31-Mar-2022		As at 31-Mar-2021 (Restated)	
	Assets	Liabilities	Assets	Liabilities
Fair Value of Foreign Exchange Forward Contracts	1.02	-	-	1.43

Disclosure of effects of Hedge accounting

As at 31-Mar-2022

Foreign Exchange Risk on Cash Flow Hedge	Nominal Value of Hedging Instruments (No. of Contracts)		Carrying Value of Hedging Instruments (₹ in Crores)		Maturity Date	Hedge Ratio	Weighted Average Rate	Changes in Fair value of Hedging Instrument ₹ in Crores	Changes in the value of Hedged Item used as a basis for recognising hedge effectiveness
	Asset	Liability	Asset	Liability					
Foreign Currency Forward Contracts	-	30	-	89.53	29-Apr-2022 to 31-Mar-2023	1:1	1 USD - ₹78.08 1 EUR - ₹88.83	0.41	(0.41)

₹ in Crores

Cash Flow Hedge	Change in the value of Hedging Instrument recognised in Other Comprehensive Income	Hedge Ineffectiveness recognised in Profit or Loss	Amount reclassified from Cash Flow Hedge Reserve to Profit or Loss	Line item affected in Statement of Profit and Loss because of the Reclassification
Foreign Exchange Risk	3.34	-	(4.12)	Other Expenses

As at 31-Mar-2021 (Restated)

Foreign Exchange Risk on Cash Flow Hedge	Nominal Value of Hedging Instruments (No. of Contracts)		Carrying Value of Hedging Instruments (₹ in Crores)		Maturity Date	Hedge Ratio	Weighted Average Rate	Changes in Fair value of Hedging Instrument ₹ in Crores	Changes in the value of Hedged Item used as a basis for recognising hedge effectiveness
	Asset	Liability	Asset	Liability					
Foreign Currency Forward Contracts	4	5	12.42	92.63	7-Apr-2021 to 31-Mar-2022	1:1	1 USD - ₹74.33 1 EUR - ₹89.04	1.18	(1.18)

₹ in Crores

Cash Flow Hedge	Change in the value of Hedging Instrument recognised in Other Comprehensive Income	Hedge Ineffectiveness recognised in Profit or Loss	Amount reclassified from Cash Flow Hedge Reserve to Profit or Loss	Line item affected in Statement of Profit and Loss because of the Reclassification
Foreign Exchange Risk	(0.93)	-	1.29	Other Income

Notes to Consolidated Financial Statements

Note 41.1 Fair Values

The following table presents the carrying amounts and fair value of each category of financial assets and liabilities.

₹ in Crores

Particulars	Carrying value		Fair value	
	31-Mar-22	31-Mar-21 (Restated)	31-Mar-22	31-Mar-21 (Restated)
Financial assets				
FVTOCI Equity Investments	8.52	8.41	8.52	8.41
FVTOCI Debt Investments	-	7.63	-	7.63
FVTPL Debt Investments	0.23	1.47	0.23	1.47
Investments at amortised cost	22.61	28.06	22.61	28.06
Other Financial Assets - Non Current	56.17	57.42	56.17	57.42
Loans	2.17	1.93	2.17	1.93
Trade Receivables	1,785.34	1,238.85	1,785.34	1,238.85
FVTPL Investments in Mutual Funds	348.99	323.49	348.99	323.49
Derivative Instruments - Current	1.02	-	1.02	-
Cash and Bank Balances	572.66	616.58	572.66	616.58
Other Financial Assets - Current	155.13	184.79	155.13	184.79
Total	**2,952.84**	**2,468.63**	**2,952.84**	**2,468.63**
Financial liabilities				
Non-current Borrowings	345.29	924.90	345.29	924.90
Lease Liabilities - Non Current	52.24	44.90	52.24	44.90
Other Financial Liabilities - Non-Current	14.83	8.07	14.83	8.07
Current Borrowings	458.47	989.72	458.47	989.72
Trade Payables	2,343.23	2,230.31	2,343.23	2,230.31
Lease Liabilities - Current	14.91	12.88	14.91	12.88
Derivative Instruments - Current	-	1.43	-	1.43
Other Financial Liabilities - Current	750.76	615.67	750.76	615.67
Total	**3,979.73**	**4,827.88**	**3,979.73**	**4,827.88**

The management assessed that cash and cash equivalents, trade receivables, loans, current investments, other financial assets, short term borrowings, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

i. The fair values of quoted equity investments are derived from quoted market prices in active markets.

ii. The fair values of certain unquoted equity investments have been estimated using Discounted Cash-flow Model (DCF). The valuation is based on certain assumptions like forecast cash-flows, discount rate, etc.

iii. The fair value of borrowings is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return, adjusted for the Credit spread considered by the lenders for instruments of the similar maturity.

iv. Derivatives are fair valued using market observable rates and published prices.

Notes to Consolidated Financial Statements

Note 41.2 Fair Values Hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2022: **₹ in Crores**

Particulars	Total	Fair Value Measurement using		
		Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value:				
FVTOCI Investments	8.52	-	-	8.52
FVTPL Investments	349.22	349.22	-	-
Foreign Exchange Forward Contracts	1.02	-	1.02	-
Assets for which fair values are disclosed:				
Investment Properties *	44.85	-	-	44.85
Investments carried at amortised cost	22.61	-	22.61	-

* Fair value of investment property is calculated based on valuation given by external independent valuers.

There have been no transfers between level 1, level 2 and level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2022: **₹ in Crores**

Particulars	Total	Fair Value Measurement using		
		Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities for which fair values are disclosed:				
Long term Borrowings	345.29	-	345.29	-

There have been no transfers between the level 1, level 2 and level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for assets as at 31 March 2021 (Restated):

₹ in Crores

Particulars	Total	Fair Value Measurement using		
		Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value:				
FVTOCI Investments	16.04		7.63	8.41
FVTPL Investments	324.96	324.96	-	-
Assets for which fair values are disclosed:				
Investment Properties *	44.68	-	-	44.68
Investments carried at amortised cost	28.06	-	28.06	-

* Fair value of investment property is calculated based on valuation given by external independent valuers.

There have been no transfers between the level 1, level 2 and level 3 during the period.

Notes to Consolidated Financial Statements

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31 March 2021 (Restated):

₹ in Crores

Particulars	Total	Fair Value Measurement using		
		Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Liabilities measured at fair value:				
Derivative Financial Liabilities:				
Foreign Exchange forward Contracts	1.43	-	1.43	-
Liabilities for which fair values are disclosed:				
Long term Borrowings	924.90	-	924.90	-

There have been no transfers between the level 1, level 2 and level 3 during the period.

Particulars	Valuation technique	Significant unobservable inputs	Range (Weighted average)	Sensitivity of the input to fair value
Unquoted FVTOCI equity investments As at 31st March 2022	DCF Model	Discount Rate	15%	5% sensitivity 2021-22- Discount Rate-20%, ₹(2.05) Cr. Discount Rate-10%, ₹4.10 Cr.
Unquoted FVTOCI equity investments As at 31st March 2021	DCF Model	Discount Rate	15%	5% sensitivity 2020-21- Discount Rate-20%, ₹(2.26) Cr. Discount Rate-10%, ₹4.64 Cr.
Investment Property As at 31st March 2022	Valuation by External Independent Valuer	Price per Sq. feet	₹4000 - ₹13,000 per Sq. ft.	"5% sensitivity 2021-22- Rate per Sq. ft - 5%, ₹0.42 Cr.
Investment Property As at 31st March 2021	Valuation by External Independent Valuer	Price per Sq. feet	₹4000 - ₹13,000 per Sq. ft.	5% sensitivity 2020-21- Rate per Sq. ft - 5%, ₹0.36 Cr.

Note 41.3 Financial Risk Management Objectives and Policies

The Group's principal financial liabilities, other than derivatives, comprise of bank loans and trade payables. The main purpose of these financial liabilities is to raise finance for the operations. The Group has various financial assets such as trade receivables, cash and short-term deposits, which arise directly from its operations. There are FVTOCI investments and derivative transactions.

There is exposure to market risk, credit risk and liquidity risk. The senior management oversees the management of these risks. The senior management is supported by a Risk Management Committee that advises on financial risks and the appropriate financial risk governance framework. The Risk Management Committee provides assurance to the senior management that the financial risk activities are governed by appropriate policies and procedures and that the financial risks are identified, measured and managed in accordance with the policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the policy that no trading in derivatives for speculative purposes may be undertaken.

A. Market Risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

Notes to Consolidated Financial Statements

i. Foreign Currency Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective consolidated entities.

As per the forex policy, foreign exchange and other derivative instruments are primarily used to hedge foreign exchange and interest rate exposure.

The impact of foreign exchange rate fluctuations is evaluated by assessing its exposure to exchange rate risks. A part of these risks are hedged by using derivative financial instruments in accordance with the forex policy.

The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 5%.

Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to 5% appreciation in USD and EUR exchange rates on foreign currency exposures as at the year end, with all other variables held constant. The impact on the profit before tax is due to changes in the fair value of monetary assets and liabilities. The exposure to foreign currency changes for all other currencies is not material.

₹ in Crores

As at	Nature	Increase/ (Decrease) in PBT for change in USD rates	Increase/ (Decrease) in PBT for change in EUR rates	Increase/ (Decrease) in PBT for change in GBP rates	Increase/ (Decrease) in PBT for change in IDR rates	Increase/ (Decrease) in PBT for change in Other rates
31-Mar-2022	Receivables	9.04	3.83	-	-	0.25
	Payables	(0.29)	(0.05)	-	-	-
31-Mar-2021 (Restated)	Receivables	20.64	14.54	1.15	0.80	1.01
	Payables	(27.26)	(30.74)	1.25	5.19	1.45

Derivative Contracts **₹ in Crores**

As at	Nature	Increase/ (Decrease) in PBT for change in USD rates	Increase/ (Decrease) in PBT for change in EUR rates	Increase/ (Decrease) in OCI for change in USD rates	Increase/ (Decrease) in OCI for change in EUR rates	Increase/ (Decrease) in OCI for change in JPY rates
31-Mar-2022	Derivative Contracts	2.25	(0.97)	(3.24)	(0.99)	-
31-Mar-2021 (Restated)	Derivative Contracts	(1.71)	(1.37)	0.26	(4.10)	-

Conversely, 5% depreciation in the USD and EUR rates against the significant foreign currencies as at 31st March 2022 and 31st March 2021 would have had the same but opposite effect, again holding all other variables constant.

ii. Equity Price Risk

Equity Price Risk is related to the change in market reference price of the investments in equity securities.

The Group has investments in other equity investments, routed through FVTOCI of only ₹8.52 Cr. as at 31st March 2022. (As at 31st March 2021 - ₹8.41 Cr.)

Notes to Consolidated Financial Statements

B. Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans and advances and derivative financial instruments. None of the financial instruments of the Group result in material concentrations of credit risks.

Exposure to Credit risk - The carrying amount of financial assets represents the maximum Credit exposure. The maximum exposure to Credit risk was ₹2,945.61 Cr. as at 31st March 2022 and ₹2,453.90 Cr. as at 31st March 2021, being the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables and other financial assets excluding equity investments.

Credit risk from balances with banks and investment of surplus funds in mutual funds is managed by the Group's treasury department. The objective is to minimise the concentration of risks and therefore mitigate financial loss.

Of the above, ₹172.02 Cr. (Previous year – ₹73.56 Cr.) is backed by Export Credit Guarantee Cover / Letter of Credit as at 31st March 2022.

C. Liquidity Risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Group has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Group has access to funds from debt markets through commercial paper, non-convertible debentures, and other debt instruments. The Group invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no / low mark to market risks. The Group has also invested 15% of the non-convertible debentures (taken by the group) falling due for repayment in the next 12 months in bank deposits, to meet the regulatory norms of liquidity requirements.

The Group also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

As at 31st March 2022, the Group has undrawn committed lines of ₹894.36 Cr. (As at 31st March 2021 - ₹1,065.47 Cr.).

The table below provides details regarding the contractual maturities of financial liabilities based on Contractual undiscounted payments:

₹ in Crores

Particulars	On demand	< 3 months	3 to 12 months	> 1 year	Total
Year ended 31-Mar-22					
Borrowings	1.62	154.69	307.77	346.41	810.49
Other Financial Liabilities	51.51	693.55	5.00	15.53	765.59
Trade and Other Payables	320.30	1,979.17	43.46	0.30	2,343.23
Derivatives	-	-	-	-	-
Lease Liabilities	-	5.18	13.54	77.43	96.15
	373.43	**2,832.59**	**369.77**	**439.67**	**4,015.46**

Notes to Consolidated Financial Statements

Year ended 31-Mar-2021 (Restated)					
Borrowings	0.12	262.00	733.81	934.41	1,930.34
Other Financial Liabilities	47.68	570.11	-	5.95	623.74
Trade and Other Payables	134.71	2,072.75	20.04	2.81	2,230.31
Derivatives	-	-	1.43	-	1.43
Lease Liabilities	-	4.11	12.42	71.12	87.65
	182.51	**2,908.97**	**767.70**	**1,014.29**	**4,873.47**

Note 42.Capital Management

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals.

The amount of capital required is determined based on annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through internal accruals, non-convertible debentures, external commercial borrowings and other long-term / short-term borrowings. The Group's policy is aimed at combination of short-term and long-term borrowings.

The Group monitors capital employed using a Debt equity ratio, which is total debt divided by total equity and maturity profile of the overall debt portfolio of the Group.

The following table summarizes the Capital of the Group:

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Borrowings		
- Long Term	345.29	924.90
- Short Term	458.47	989.72
Total Debt	**803.76**	**1,914.62**
Equity Share Capital	19.29	19.28
Other Equity	3,051.79	2,292.95
Equity	**3,071.08**	**2,312.23**
Debt Equity ratio	0.26	0.83

Note 43 Non-current assets held for sale and Discontinued Operations

(a) Following subsidiaries / business units are considered as discontinued operations as at 31 March, 2022:

(i) CG Sales Networks Malaysia Sdn. Bhd.

(ii) CG Power Equipments Limited

(iii) CG Power Systems Canada Inc.

(b) Transformer Division - Kanjurmarg

CGPISL had entered into a definitive agreement followed with revised term sheet with a Buyer for sale of its remaining portion of land at Kanjurmarg. During the year, CGPISL has complied with Conditions Precedent required as laid down in the binding term sheet signed and completed the sale transaction in December, 2021. CGPISL received net sale consideration ₹367.18 Cr.

The plant and machineries of factory at this Kanjurmarg were shifted to other manufacturing facilities and the carrying value of land and building was classified as 'Asset held for sale'. The restructuring provision, utilisation thereof and provision towards delay in completing contractual obligation towards completion of land sale aggregating to

Notes to Consolidated Financial Statements

₹94.67 Cr. was accounted in the consolidated financial statements. On completion of sale transaction, during current year accumulated provision of ₹20.21 Cr. is reversed and accounted as exceptional gain.

(c) During the year, subsidiary CG- Ganz Generator and Motor Limited Liability Company has been liquidated.

(d) Liquidation of subsidiaries CG Sales Networks Malaysia Sdn. Bhd, and CG Power Systems Canada Inc. is under process. Consequently, as on 31st March 2022, business of these subsidiaries has been classified as discontinued operation.

Statement of profit and loss of the discontinued operations is as under: ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Revenue from operations	-	-
Expenses (net of other income)	0.35	(0.08)
Profit / (loss) before tax	**(0.35)**	**0.08**
Tax expense	-	-
Profit / (loss) after tax from discontinued operations	**(0.35)**	**0.08**

The major classes of assets and liabilities of the discontinued operation are as under: ₹ in Crores

Particulars	As at 31-Mar-2022	As at 31-Mar-2021 (Restated)
Assets		
Land and building (net)	-	382.00
Trade receivables	0.35	1.30
Cash and cash equivalents	2.21	2.08
Bank balances other than above	-	1.33
Current tax	0.87	0.90
Other current assets	4.63	4.71
Assets classified as held for sale (A)	**8.06**	**392.32**
Liabilities		
Trade payables	1.44	2.86
Other current liabilities	0.04	0.86
Provisions	7.36	7.33
Liabilities directly associated with assets classified as held for sale (B)	**8.84**	**11.05**
Net assets directly associated with disposal group (A-B)	**(0.78)**	**381.27**

Note 44. Promoter and Promoter Group Shareholding

FY 2021-22

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
1	AMBADI INVESTMENTS LIMITED	68,966,595	-	68,966,595	35.74%	0.00%
2	AMBADI ENTERPRISES LTD	1,058,200	-	1,058,200	0.55%	0.00%
3	A.M.MEYYAMMAI	931,500	-	931,500	0.48%	0.00%
4	SUBBIAH.M.V	863,980	-	863,980	0.45%	0.00%
5	ARUN ALAGAPPAN	833,090	-	833,090	0.43%	0.00%
6	A A ALAGAMMAI	743,000	-	743,000	0.39%	0.00%

Notes to Consolidated Financial Statements

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
7	MURUGAPPA EDUCATIONAL AND MEDICAL FOUNDATION	726,200	-	726,200	0.38%	0.00%
8	M.A.ALAGAPPAN	710,000	-	710,000	0.37%	0.00%
9	M V SUBBIAH	603,180	-	603,180	0.31%	0.00%
10	VELLACHI MURUGAPPAN	115,330	482,095	597,425	0.31%	418.01%
11	M A MURUGAPPAN HOLDINGS LLP	546,860	-	546,860	0.28%	0.00%
12	M V MURUGAPPAN	543,330	-	543,330	0.28%	0.00%
13	M V SUBBIAH	549,860	(12,500)	537,360	0.28%	(2.27%)
14	A VENKATACHALAM	513,610	-	513,610	0.27%	0.00%
15	M A ALAGAPPAN HOLDINGS PRIVATE LIMITED	509,860	-	509,860	0.26%	0.00%
16	M M MURUGAPPAN	500,000	-	500,000	0.26%	0.00%
17	VALLI ARUNACHALAM	-	496,095	496,095	0.26%	100.00%
18	M M MURUGAPPAN	478,055	-	478,055	0.25%	0.00%
19	M A M ARUNACHALAM	470,160	-	470,160	0.24%	0.00%
20	M M MURUGAPPAN	468,055	-	468,055	0.24%	0.00%
21	M M VENKATACHALAM	459,830	-	459,830	0.24%	0.00%
22	M M VENKATACHALAM	459,830	-	459,830	0.24%	0.00%
23	M V AR MEENAKSHI	449,630	-	449,630	0.23%	0.00%
24	M M VENKATACHALAM	403,900	-	403,900	0.21%	0.00%
25	VALLI MUTHIAH	387,080	-	387,080	0.20%	0.00%
26	A VELLAYAN	382,400	-	382,400	0.20%	0.00%
27	M M VENKATACHALAM	379,905	-	379,905	0.20%	0.00%
28	MEYYAMMAI VENKATACHALAM	358,580	-	358,580	0.19%	0.00%
29	M M MURUGAPPAN	355,330	-	355,330	0.18%	0.00%
30	V ARUNACHALAM	338,990	-	338,990	0.18%	0.00%
31	V NARAYANAN	281,140	-	281,140	0.15%	0.00%
32	M.M.MUTHIAH RESEARCH FOUNDATION	280,920	-	280,920	0.15%	0.00%
33	M M MURUGAPPAN	277,360	-	277,360	0.14%	0.00%
34	A VENKATACHALAM	252,000	-	252,000	0.13%	0.00%
35	A VELLAYAN	249,500	-	249,500	0.13%	0.00%
36	M M MURUGAPPAN	231,800	-	231,800	0.12%	0.00%
37	SIGAPI ARUNACHALAM	227,990	-	227,990	0.12%	0.00%
38	UMAYAL.R.	226,580	-	226,580	0.12%	0.00%
39	M A M ARUNACHALAM	220,278	-	220,278	0.11%	0.00%
40	ARUN ALAGAPPAN	216,777	-	216,777	0.11%	0.00%

Notes to Consolidated Financial Statements

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
41	SIGAPI ARUNACHALAM	215,410	-	215,410	0.11%	0.00%
42	M M MURUGAPPAN	209,715	(5,000)	204,715	0.11%	(2.38%)
43	ARUN VENKATACHALAM	198,130	-	198,130	0.10%	0.00%
44	M V SUBBIAH	171,200	-	171,200	0.09%	0.00%
45	LAKSHMI CHOCKA LINGAM	158,660	-	158,660	0.08%	0.00%
46	VALLI ANNAMALAI	157,127	-	157,127	0.08%	0.00%
47	M A M ARUNACHALAM	148,660	-	148,660	0.08%	0.00%
48	M V SUBBIAH	135,000	-	135,000	0.07%	0.00%
49	M V SEETHA SUBBIAH	45,000	-	45,000	0.02%	0.00%
50	A M M VELLAYAN SONS P LTD	38,430	-	38,430	0.02%	0.00%
51	PRANAV ALAGAPPAN	25,950	-	25,950	0.01%	0.00%
52	VALLIAMMAI MURUGAPPAN	17,032	-	17,032	0.01%	0.00%
53	SUBBIAH VELLAYAN	14,500	-	14,500	0.01%	0.00%
54	M V SUBBIAH	14,500	-	14,500	0.01%	0.00%
55	DHRUV M ARUNACHALAM	11,000	-	11,000	0.01%	0.00%
56	SOLACHI RAMANATHAN	8,500	-	8,500	0.00%	0.00%
57	M.M.MUTHIAH SONS PRIVATE LTD	4,200	-	4,200	0.00%	0.00%
58	M M VENKATACHALAM	4,000	-	4,000	0.00%	0.00%
59	A V NAGALAKSHMI	3,600	-	3,600	0.00%	0.00%
60	V VASANTHA	2,300	-	2,300	0.00%	0.00%
61	UMA RAMANATHAN	2,000	-	2,000	0.00%	0.00%
62	LAKSHMI VENKATACHALAM	1,200	-	1,200	0.00%	0.00%
63	CARBORUNDUM UNIVERSAL LIMITED	1,000	-	1,000	0.00%	0.00%
64	VALLI ALAGAPPAN	1,000	-	1,000	0.00%	0.00%
65	A.KEERTIKA UNNAMALAI	500	-	500	0.00%	0.00%
66	MEENAKSHI MURUGAPPAN	70	-	70	0.00%	0.00%
67	KRISHNA MURUGAPPAN MUTHIAH	-	5,000	5,000	0.00%	100.0%
68	M A ALAGAPPAN HUF	-	130,660	130,660	0.07%	100.0%
69	AR.LAKSHMI ACHI TRUST	-	391,510	391,510	0.20%	100.0%
70	AR LAKSHMI ACHI TRUST	391,510	(391,510)	-	0.00%	(100.0%)
71	LALITHA VELLAYAN	307,160	(307,160)	-	0.00%	(100.0%)
72	M A ALAGAPPAN	130,660	(130,660)	-	0.00%	(100.0%)
73	M V VALLI MURUGAPPAN	978,190	(978,190)	-	0.00%	(100.0%)
	TOTAL	**89,966,889**	**(319,660)**	**89,647,229**	**46.46%**	

Notes to Consolidated Financial Statements

FY 2020-21

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
1	AMBADI INVESTMENTS LIMITED	6,89,66,595	-	6,89,66,595	35.77%	0.00%
2	AMBADI ENTERPRISES LTD	10,58,200	-	10,58,200	0.55%	0.00%
3	M V VALLI MURUGAPPAN	9,78,190	-	9,78,190	0.51%	0.00%
4	A M MEYYAMMAI	9,31,500	-	9,31,500	0.48%	0.00%
5	SUBBIAH.M.V	8,63,980	-	8,63,980	0.45%	0.00%
6	ARUN ALAGAPPAN	8,33,090	-	8,33,090	0.43%	0.00%
7	A A ALAGAMMAI	7,43,000	-	7,43,000	0.39%	0.00%
8	MURUGAPPA EDUCATIONAL AND MEDICAL FOUNDATION	7,26,200	-	7,26,200	0.38%	0.00%
9	M.A.ALAGAPPAN	7,10,000	-	7,10,000	0.37%	0.00%
10	M V SUBBIAH	6,03,180	-	6,03,180	0.31%	0.00%
11	M V SUBBIAH	5,49,860	-	5,49,860	0.29%	0.00%
12	M A MURUGAPPAN HOLDINGS LLP	5,46,860	-	5,46,860	0.28%	0.00%
13	M V MURUGAPPAN	5,43,330	-	5,43,330	0.28%	0.00%
14	A VENKATACHALAM	5,13,610	-	5,13,610	0.27%	0.00%
15	M A ALAGAPPAN HOLDINGS PRIVATE LIMITED	5,09,860	-	5,09,860	0.26%	0.00%
16	M M MURUGAPPAN	5,00,000	-	5,00,000	0.26%	0.00%
17	M M MURUGAPPAN	4,78,055	-	4,78,055	0.25%	0.00%
18	M A M ARUNACHALAM	4,70,160	-	4,70,160	0.24%	0.00%
19	M M MURUGAPPAN	4,68,055	-	4,68,055	0.24%	0.00%
20	M M VENKATACHALAM	4,59,830	-	4,59,830	0.24%	0.00%
21	M M VENKATACHALAM	4,59,830	-	4,59,830	0.24%	0.00%
22	M V AR MEENAKSHI	4,49,630	-	4,49,630	0.23%	0.00%
23	LAKSHMI VENKATACHALAM	4,05,100	(4,03,900)	1,200	0.00%	(99.70%)
24	M M VENKATACHALAM	-	4,03,900	4,03,900	0.21%	100.00%
25	AR LAKSHMI ACHI TRUST	3,91,510	-	3,91,510	0.20%	0.00%
26	VALLI MUTHIAH	3,87,080	-	3,87,080	0.20%	0.00%
27	A VELLAYAN	3,82,400	-	3,82,400	0.20%	0.00%
28	M M VENKATACHALAM	3,79,905	-	3,79,905	0.20%	0.00%
29	MEYYAMMAI VENKATACHALAM	3,58,580	-	3,58,580	0.19%	0.00%
30	M M MURUGAPPAN	3,55,330	-	3,55,330	0.18%	0.00%
31	V ARUNACHALAM	3,38,990	-	3,38,990	0.18%	0.00%
32	LALITHA VELLAYAN	3,07,160	-	3,07,160	0.16%	0.00%
33	V NARAYANAN	2,81,140	-	2,81,140	0.15%	0.00%
34	M.M.MUTHIAH RESEARCH FOUNDATION	2,80,920	-	2,80,920	0.15%	0.00%

Notes to Consolidated Financial Statements

Sl. No.	Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% Change during the year
35	M M MURUGAPPAN	2,77,360	-	2,77,360	0.14%	0.00%
36	A VENKATACHALAM	2,51,000	1,000	2,52,000	0.13%	0.40%
37	A VELLAYAN	2,49,500	-	2,49,500	0.13%	0.00%
38	M M MURUGAPPAN	2,31,800	-	2,31,800	0.12%	0.00%
39	SIGAPI ARUNACHALAM	2,27,990	-	2,27,990	0.12%	0.00%
40	UMAYAL.R.	2,26,580	-	2,26,580	0.12%	0.00%
41	M A M ARUNACHALAM	2,20,278	-	2,20,278	0.11%	0.00%
42	ARUN ALAGAPPAN	2,16,777	-	2,16,777	0.11%	0.00%
43	SIGAPI ARUNACHALAM	2,15,410	-	2,15,410	0.11%	0.00%
44	M M MURUGAPPAN	2,09,715	-	2,09,715	0.11%	0.00%
45	ARUN VENKATACHALAM	1,98,130	-	1,98,130	0.10%	0.00%
46	M V SUBBIAH	1,71,200	-	1,71,200	0.09%	0.00%
47	LAKSHMI CHOCKA LINGAM	1,58,660	-	1,58,660	0.08%	0.00%
48	VALLI ANNAMALAI	1,57,127	-	1,57,127	0.08%	0.00%
49	M A M ARUNACHALAM	1,48,660	-	1,48,660	0.08%	0.00%
50	M V SUBBIAH	1,35,000	-	1,35,000	0.07%	0.00%
51	M A ALAGAPPAN	1,30,660	-	1,30,660	0.07%	0.00%
52	M VELLACHI	1,15,330	-	1,15,330	0.06%	0.00%
53	M V SEETHA SUBBIAH	45,000	-	45,000	0.02%	0.00%
54	A M M VELLAYAN SONS P LTD	38,430	-	38,430	0.02%	0.00%
55	PRANAV ALAGAPPAN	25,950	-	25,950	0.01%	0.00%
56	VALLIAMMAI MURUGAPPAN	17,032	-	17,032	0.01%	0.00%
57	S.VELLAYAN	14,500	-	14,500	0.01%	0.00%
58	S.VELLAYAN	14,500	-	14,500	0.01%	0.00%
59	DHRUV M ARUNACHALAM	11,000	-	11,000	0.01%	0.00%
60	SOLACHI RAMANATHAN	8,500	-	8,500	0.00%	0.00%
61	M.M.MUTHIAH SONS PRIVATE LTD	4,200	-	4,200	0.00%	0.00%
62	M M VENKATACHALAM	4,000	-	4,000	0.00%	0.00%
63	A V NAGALAKSHMI	3,600	-	3,600	0.00%	0.00%
64	V VASANTHA	2,300	-	2,300	0.00%	0.00%
65	UMA RAMANATHAN	2,000	-	2,000	0.00%	0.00%
66	VALLI ALAGAPPAN	1,000	-	1,000	0.00%	0.00%
67	CARBORUNDUM UNIVERSAL LIMITED	1,000	-	1,000	0.00%	0.00%
68	A.KEERTIKA UNNAMALAI	500	-	500	0.00%	0.00%
69	MEENAKSHI MURUGAPPAN	70	-	70	0.00%	0.00%
	TOTAL	**8,99,65,889**	**1,000**	**8,99,66,889**	**46.7%**	

Notes to Consolidated Financial Statements

Note 45. Other Statutory Information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

(iii) During the year, the Holding Company has incorporated a wholly owned subsidiary viz., TI Clean Mobility Private Limited ("TICMPL") to pursue and engage in Clean Mobility business interests and electric three-wheeler business with an equity investment of ₹100 Cr. Further, the Holding Company has provided an intercorporate deposit of ₹64 Cr. to TICMPL. Subsequently, TICMPL acquired 69.95% of the subscribed and paid up share capital of M/s. Cellestial E-Mobility Private Limited, a company engaged in design and manufacture of electric tractors, aviation ground support electric equipment and other electric machinery by purchasing 1,41,677 equity shares of the face value of ₹10/- each.

(iv) As explained in note (iii) above, one of the subsidiary of the Holding Company, namely, TI Clean Mobility Private Limited had received an amount of ₹100 Cr. towards issue of share capital and ₹64 Cr. as Inter-corporate deposit for the purpose of further investment in Cellestial E-Mobility Private Limited.

(v) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act,1961 (such as search or survey or any other relevant provision of the Income Tax Act, 1961).

(vi) The Group does not have any transactions with companies which has been struck off by ROC under section 248 of the companies Act, 2013 other than the following companies -

Name of stuck off company	Nature of transactions	Balance Outstanding as at March 31, 2022	Relationship with the stuck off company, if any, to be disclosed
Aditya inkjet Technologies Pvt Ltd	Payables	0.01 (March 31, 2021 - 0.01)	No
Kusum Multi Trade Pvt Ltd	Other liabilities	0.33	No
Blazing Star Infrastructure Pvt Ltd	Other liabilities	0.10	No
Bloomburg Multiventures Pvt Ltd	Other liabilities	0.25	No
Charming Infrastructure Pvt Ltd	Other liabilities	0.10	No
Converge Tradex Private Limited	Other liabilities	0.03	No
Kriarj Entertainment Private Limited	Other liabilities	0.20	No
Krutika Diamond Pvt Ltd	Other liabilities	0.15	No
Overall Distributors Pvt Ltd	Other liabilities	0.30	No
Scordite Impex Private Limited	Other liabilities	0.33	No
Sodha Infrastructure Private Limited	Other liabilities	1.60	No
Spireon Cargo Private Limited	Other liabilities	0.92	No
Starleaf Impex India Private Limited	Other liabilities	0.29	No
Trieye Distributors Private Limited	Other liabilities	0.20	No

Note: During year ended March 31, 2022, there are no transactions entered into with Struck off Companies. The closing balances of other parties represents balances carried forward from earlier years. One subsidiary company of the Group has reported outstanding balances with above Struck off Companies as on 31st March 2022. The said subsidiary had entered into transactions with these struck off companies when subsidiary was under the control of the previous management.

Notes to Consolidated Financial Statements

Note 46. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 as at and for the year ended 31st March 2022 and 31st March 2021

Year ended 31st March 2022

Name of the Entities	Net Assets		Share in Profit and Loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (₹ in Crores)	As % of Consolidated Profit and Loss	Amount (₹ in Crores)	As % of Consolidated Other Comprehensive Income	Amount (₹ in Crores)	As % of Consolidated Total Comprehensive Income	Amount (₹ in Crores)
I. Parent								
Tube Investments of India Limited	72%	2,697.95	48%	475.17	(35%)	(3.39)	47%	471.78
II. Subsidiaries								
a) Indian								
Shanthi Gears Limited	5%	183.19	3%	29.93	(3%)	(0.33)	3%	29.60
CG Power and Industrial Solutions Limited	34%	1,266.92	13%	126.79	8%	0.79	13%	127.58
CG Adhesive Products Limited	0%	12.08	0%	1.64	0%	-	0%	1.64
CG Power Solutions Limited	(29%)	(1,085.50)	0%	-	0%	-	0%	-
CG Power Equipments Limited	0%	0.01	0%	-	0%	-	0%	-
TI Clean Mobility Private Limited	(2%)	(69.29)	(1%)	(9.92)	0%	-	(1%)	(9.92)
b) Foreign								
Financiere C10 SAS	2%	68.81	0%	2.18	0%	-	0%	2.18
Great Cycles Private Limited	0%	15.05	1%	5.66	0%	-	1%	5.66
Creative Cycles Private Limited	0%	(5.59)	(1%)	(10.78)	0%		(1%)	(10.78)
CG International B.V.	(24%)	(902.47)	(6%)	(59.86)	0%	-	(6%)	(59.86)
CG Power Systems Canada Inc.	0%	2.15	0%	-	0%	-	0%	-
CG-Ganz Generator and Motor LLC	0%	-	0%	(0.01)	0%	-	0%	(0.01)
CG Power Americas, LLC	(3%)	(122.35)	0%	(1.22)	0%	-	0%	(1.22)
QEI, LLC	2%	63.96	1%	13.91	0%	-	1%	13.91
CG Power Solutions UK Limited	0%	(8.92)	0%	-	0%	-	0%	-
CG Industrial Holdings Sweden AB	2%	63.90	0%	0.05	0%	-	0%	0.05
CG Drives and Automation Sweden AB	3%	129.22	0%	2.53	0%	-	0%	2.53
CG Drives and Automation Netherlands B.V.	1%	19.38	0%	2.31	0%	-	0%	2.31

Notes to Consolidated Financial Statements

Name of the Entities	Net Assets		Share in Profit and Loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (₹ in Crores)	As % of Consolidated Profit and Loss	Amount (₹ in Crores)	As % of Consolidated Other Comprehensive Income	Amount (₹ in Crores)	As % of Consolidated Total Comprehensive Income	Amount (₹ in Crores)
CG Drives and Automation Germany GmbH	0%	11.10	0%	2.66	0%	-	0%	2.66
CG Middle East FZE	(8%)	(295.45)	15%	150.98	0%	-	15%	150.98
CG International Holdings Singapore Pte. Limited	(1%)	(45.58)	13%	130.69	0%	-	13%	130.69
CG Sales Network Malaysia sdn.bhd.	0%	1.86	0%	(0.19)	0%	-	0%	(0.19)
PT Crompton Prima Switchgear Indonesia	0%	(14.29)	0%	-	0%	-	0%	-
CG Power and Industrial Solutions Limited Middle East FZCO	0%	-	0%	-	0%	-	0%	-
Total	**53%**	**1,986.14**	**87%**	**862.52**	**(31%)**	**(2.93)**	**86%**	**859.59**
Less: Eliminations	25%	923.53	(9%)	(90.77)	54%	5.14	(9%)	(85.63)
Net Total	**78%**	**2,909.67**	**78%**	**771.75**	**23%**	**2.21**	**77%**	**773.96**
Non Controlling Interest								
I. Subsidiaries								
a) Indian								
Shanthi Gears Limited	2%	76.77	1%	12.54	(1%)	(0.13)	1%	12.41
CG Power and Industrial Solutions Limited	25%	917.12	9%	91.62	6%	0.57	9%	92.19
CG Adhesive Products Limited	0%	8.73	0%	1.19	0%	-	0%	1.19
CG Power Solutions Limited	(21%)	(784.44)	0%	-	0%	-	0%	-
CG Power Equipments Limited	0%	0.01	0%	-	0%	-	0%	-
b) Foreign								
Great Cycles Private Limited	0%	3.76	0%	1.41	0%	-	0%	1.41
Creative Cycles Private Limited	0%	(1.40)	0%	(2.69)	0%	-	0%	(2.69)
CG International B.V.	(18%)	(652.17)	(4%)	(43.26)	0%	-	(4%)	(43.26)
CG Power Systems Canada Inc.	0%	1.55	0%	-	0%	-	0%	-
CG-Ganz Generator and Motor LLC	0%	-	0%	-	0%	-	0%	-
CG Power Americas, LLC	(2%)	(88.42)	0%	(0.88)	0%	-	0%	(0.88)
QEI, LLC	1%	46.22	1%	10.05	0%	-	1%	10.05

Notes to Consolidated Financial Statements

Name of the Entities	Net Assets		Share in Profit and Loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (₹ in Crores)	As % of Consolidated Profit and Loss	Amount (₹ in Crores)	As % of Consolidated Other Comprehensive Income	Amount (₹ in Crores)	As % of Consolidated Total Comprehensive Income	Amount (₹ in Crores)
CG Power Solutions UK Limited	0%	(6.45)	0%	-	0%	-	0%	-
CG Industrial Holdings Sweden AB	1%	46.18	0%	0.04	0%	-	0%	0.04
CG Drives and Automation Sweden AB	3%	93.38	0%	1.82	0%	-	0%	1.82
CG Drives and Automation Netherlands B.V.	0%	14.01	0%	1.67	0%	-	0%	1.67
CG Drives and Automation Germany GmbH	0%	8.02	0%	1.93	0%	-	0%	1.93
CG Middle East FZE	(6%)	(213.51)	11%	109.11	0%	-	11%	109.11
CG International Holdings Singapore Pte. Limited	(1%)	(32.94)	10%	94.44	0%	-	9%	94.44
CG Sales Network Malaysia sdn.bhd.	0%	1.34	0%	(0.14)	0%	-	0%	(0.14)
PT Crompton Prima Switchgear Indonesia	0%	(10.32)	0%	-	0%	-	0%	-
CG Power and Industrial Solutions Limited Middle East FZCO	0%	-	0%	-	0%	-	0%	-
Total	**(15%)**	**(572.56)**	**28%**	**278.85**	**5%**	**0.44**	**28%**	**279.29**
Less: Eliminations	33%	1,226.74	(6%)	(56.64)	72%	6.92	(5%)	(49.72)
Net Total	**18%**	**654.18**	**22%**	**222.21**	**77%**	**7.36**	**23%**	**229.57**
Joint Venture								
Cellestial E-Mobility Private Limited	4%	157.98	0%	(2.89)	0%	-	0%	(2.89)
Associate								
Aerostrovilos Energy Private Limited	0%	3.43	0%	(0.03)	0%	-	0%	(0.03)
Total	**100%**	**3,725.26**	**100%**	**991.04**	**100%**	**9.57**	**100%**	**1,000.61**

Notes to Consolidated Financial Statements

Year ended 31st March 2021 (Restated)

Name of the Entities	Net Assets		Share in Profit and Loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (₹ in Crores)	As % of Consolidated Profit and Loss	Amount (₹ in Crores)	As % of Consolidated Other Comprehensive Income	Amount (₹ in Crores)	As % of Consolidated Total Comprehensive Income	Amount (₹ in Crores)
I. Parent								
Tube Investments of India Limited	85%	2,293.19	96%	273.18	(17%)	(2.51)	90%	270.67
II. Subsidiaries								
a) Indian								
Shanthi Gears Limited	6%	167.10	5%	14.21	(1%)	(0.16)	5%	14.05
CG Power and Industrial Solutions Limited	40%	1,090.92	51%	146.94	(12%)	(1.70)	48%	145.24
CG Adhesive Products Limited	0%	10.53	0%	0.25	0%	-	0%	0.25
CG Power Solutions Limited	(41%)	(1,095.41)	0%	-	0%	-	0%	-
CG Power Equipments Limited	0%	0.01	0%	(0.01)	0%	-	0%	(0.01)
b) Foreign								
Financiere C10 SAS	3%	67.80	(2%)	(5.65)	0%	-	(2%)	(5.65)
Great Cycles Private Limited	1%	15.76	0%	1.35	0%	-	0%	1.35
Creative Cycles Private Limited	0%	2.97	(1%)	(1.60)	0%	-	(1%)	(1.60)
CG International B.V.	(31%)	(831.02)	(16%)	(46.08)	0%	-	(15%)	(46.08)
CG Power Systems Canada Inc.	0%	2.08	0%	0.04	0%	-	0%	0.04
CG-Ganz Generator and Motor LLC	0%	0.01	(13%)	(36.13)	0%	-	(12%)	(36.13)
CG Power Americas, LLC	(4%)	(118.13)	(4%)	(10.65)	0%	-	(4%)	(10.65)
QEI, LLC	2%	48.75	4%	10.48	0%	-	3%	10.48
CG Power Solutions UK Limited	0%	(9.13)	0%	-	0%	-	0%	-
CG Industrial Holdings Sweden AB	2%	66.52	0%	0.26	0%	-	0%	0.26
CG Drives and Automation Sweden AB	5%	131.97	0%	1.01	0%	-	0%	1.01
CG Drives and Automation Netherlands B.V.	1%	17.62	0%	1.41	0%	-	0%	1.41
CG Drives and Automation Germany GmbH	0%	8.71	0%	0.80	0%	-	0%	0.80
CG Middle East FZE	(17%)	(457.59)	0%	0.88	0%	-	0%	0.88
CG International Holdings Singapore Pte. Limited	(7%)	(178.76)	13%	36.27	0%	-	12%	36.27

Notes to Consolidated Financial Statements

Name of the Entities	Net Assets		Share in Profit and Loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (₹ in Crores)	As % of Consolidated Profit and Loss	Amount (₹ in Crores)	As % of Consolidated Other Comprehensive Income	Amount (₹ in Crores)	As % of Consolidated Total Comprehensive Income	Amount (₹ in Crores)
CG Sales Network Malaysia sdn.bhd.	0%	2.03	(1%)	(1.86)	0%	-	(1%)	(1.86)
PT Crompton Prima Switchgear Indonesia	(1%)	(13.65)	(3%)	(8.03)	0%	-	(3%)	(8.03)
CG Power and Industrial Solutions Limited Middle East FZCO	0%	-	0%	-	0%	-	0%	-
Total	**45%**	**1,222.28**	**132%**	**377.07**	**(30%)**	**(4.37)**	**124%**	**372.70**
Less: Eliminations	40%	1,089.95	(36%)	(101.82)	96%	14.00	(29%)	(87.82)
Net Total	**86%**	**2,312.23**	**96%**	**275.25**	**66%**	**9.63**	**95%**	**284.88**
Non Controlling Interest								
I. Subsidiaries								
a) Indian								
Shanthi Gears Limited	3%	70.03	2%	5.96	0%	-	2%	5.96
CG Power and Industrial Solutions Limited	29%	771.36	36%	103.90	(8%)	(1.20)	34%	102.70
CG Adhesive Products Limited	0%	7.44	0%	0.18	0%	-	0%	0.18
CG Power Solutions Limited	(29%)	(774.53)	0%	-	0%	-	0%	-
CG Power Equipments Limited	0%	0.01	0%	-	0%	-	0%	-
b) Foreign								
Great Cycles Private Limited	0%	3.94	0%	0.34	0%	-	0%	0.34
Creative Cycles Private Limited	0%	0.74	0%	(0.40)	0%	-	0%	(0.40)
CG International B.V.	(22%)	(587.58)	(11%)	(32.59)	0%	-	(11%)	(32.59)
CG Power Systems Canada Inc.	0%	1.47	0%	0.02	0%	-	0%	0.02
CG-Ganz Generator and Motor LLC	0%	0.01	(9%)	(25.55)	0%	-	(9%)	(25.55)
CG Power Americas, LLC	(3%)	(83.52)	(3%)	(7.53)	0%	-	(3%)	(7.53)
QEI, LLC	1%	34.47	3%	7.41	0%	-	2%	7.41
CG Power Solutions UK Limited	0%	(6.46)	0%	-	0%	-	0%	-
CG Industrial Holdings Sweden AB	2%	47.03	0%	0.19	0%	-	0%	0.19
CG Drives and Automation Sweden AB	3%	93.31	0%	0.72	0%	-	0%	0.72
CG Drives and Automation Netherlands B.V.	0%	12.45	0%	0.99	0%	-	0%	0.99

Notes to Consolidated Financial Statements

Name of the Entities	Net Assets		Share in Profit and Loss		Other Comprehensive Income		Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (₹ in Crores)	As % of Consolidated Profit and Loss	Amount (₹ in Crores)	As % of Consolidated Other Comprehensive Income	Amount (₹ in Crores)	As % of Consolidated Total Comprehensive Income	Amount (₹ in Crores)
CG Drives and Automation Germany GmbH	0%	6.16	0%	0.57	0%	-	0%	0.57
CG Middle East FZE	(12%)	(323.54)	0%	0.62	0%	-	0%	0.62
CG International Holdings Singapore Pte. Limited	(5%)	(126.40)	9%	25.64	0%	-	9%	25.64
CG Sales Network Malaysia sdn.bhd.	0%	1.43	0%	(1.31)	0%	-	0%	(1.31)
PT Crompton Prima Switchgear Indonesia	0%	(9.66)	(2%)	(5.68)	0%	-	(2%)	(5.68)
CG Power and Industrial Solutions Limited Middle East FZCO	0%	-	0%	-	0%	-	0%	-
Total	**(32%)**	**(861.84)**	**26%**	**73.48**	**(8%)**	**(1.20)**	**24%**	**72.28**
Less: Eliminations	46%	1,245.20	(22)%	(62.91)	42%	6.09	(19)%	(56.82)
Net Total	**14%**	**383.36**	**4%**	**10.57**	**34%**	**4.89**	**5%**	**15.46**
Joint Ventures								
I. Indian								
TI Tsubamex Private Limited	0%	-	0%	-	0%	-	0%	-
Total	**100%**	**2,695.59**	**100%**	**285.82**	**100%**	**14.52**	**100%**	**300.34**

Notes to Consolidated Financial Statements

Note 47. Previous Year's figures

The Company has reclassified / regrouped previous year figures to conform to this year’s classification.

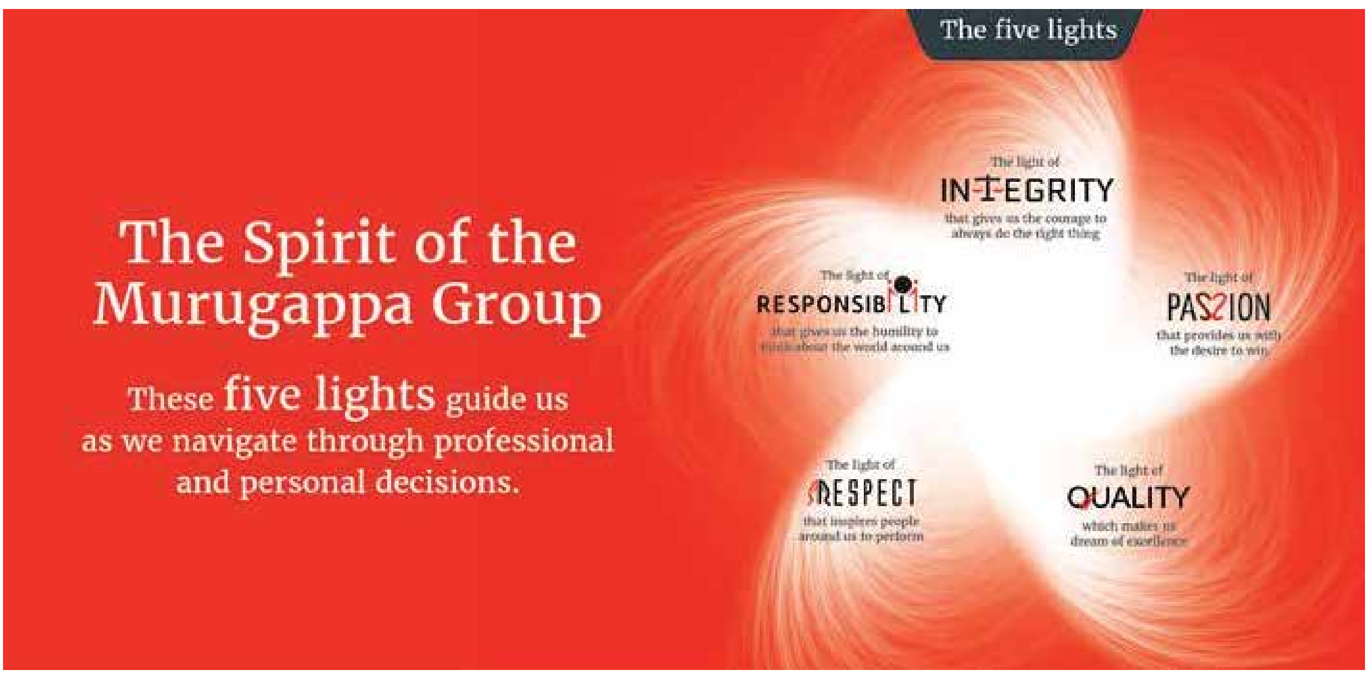
As per our report of even date For **S.R. BATLIBOI & ASSOCIATES LLP** Chartered Accountants ICAI Firm Regn. No : 101049W / E300004		**On behalf of the Board** For **Tube Investments of India Limited**
per **Aravind K** Partner Membership No : 221268	**Mukesh Ahuja** Managing Director	**M A M Arunachalam** Executive Chairman
Chennai 12th May 2022	**K Mahendra Kumar** Chief Financial Officer	**S Suresh** Company Secretary

Notes:

Notes:

Notes:

Notes:



Concept & Design
HASTRA

murugappa

TUBE INVESTMENTS OF INDIA LIMITED
CIN: L35100TN2008PLC069496
'DARE HOUSE', No. 234 N S C BOSE ROAD, CHENNAI-600 001
TEL: 044 42177770-5 FAX: 044 42110404
E MAIL: investorservices@tii.murugappa.com
WEB: www.tiindia.com